Spæncom A/S

Akacievej 1, Fløng
2640 Hedehusene
Denmark

CVR no. 26 27 10 10

Annual report 2018

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

26 June 2019

chairman

Contents

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 Spæncom A/S for the financial year 1 January – 31 December 2018.

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 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 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.

Hedehusene, 26 June 2019
Executive Board:

Ann Christina Egsgaard Madsen
CEO

Board of Directors:

Lars Henrik Martinsson Chairman	Anne France Marie Laclide-Drouin	Emmanuelle Claire Cochard
Michael Meldgaard Axelsen	Henrik Junker	

Independent auditor's report

To the shareholder of Spæncom A/S

Opinion

We have audited the financial statements of Spæncom A/S for the financial year 1 January – 31 December 2018 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 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 are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements in Denmark will always detect a material misstatement when it exists. Misstatements may arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

Independent auditor's report

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

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

Copenhagen, 26 June 2019
KPMG
Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Martin Eiler
State Authorised
Public Accountant
mne32271

Management's review

Company details

Spæncom A/S
Akacievej 1
Fløng
2640 Hedehusene
Denmark

Telephone:	+45 88 88 82 00
Website:	www.spaencom.dk
CVR no.:	26 27 10 10
Financial year:	1 January – 31 December

Board of Directors

Lars Henrik Martinsson, Chairman
Anne France Marie Laclide-Drouin
Emmanuelle Claire Cochard
Michael Meldgaard Axelsen
Henrik Junker

Executive Board

Ann Christina Egsgaard Madsen, CEO

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
DK-2100 Copenhagen
Denmark

Management's review

Financial highlights

DKKm	2018	2017	2016	2015	2014
Key figures					
Gross profit/loss	162	168	136	120	132
Ordinary operating profit/loss	22	42	19	0	9
Profit/loss from financial income and expenses	-7	-10	-4	-3	-11
Profit/loss for the year	10	26	12	-1	-5
Total assets	521	474	349	326	339
Equity	167	157	126	118	120
Investment in property, plant and equipment	6	23	10	8	8
Ratios					
Gross margin	22,50%	22,49%	20,00%	20,73%	20,50%
Operating margin	2,92%	5,62%	2,20%	-0,20%	1,40%
Return on equity	3,09%	15,40%	6,60%	-1,70%	-4,10%
Solvency ratio	32,05%	33,12%	36,10%	36,20%	35,40%

Financial ratios are calculated in accordance with the guidelines "Recommendations & Ratios" issued by the Danish Society of Financial Analysts. The financial ratios have been calculated as follows:

Gross margin $$\frac{\text{Gross profit/loss x 100}}{\text{Revenue}}$$

Operating margin $$\frac{\text{Operating profit/loss x 100}}{\text{Revenue}}$$

Return on equity $$\frac{\text{Profit/loss from ordinary activities after tax x 100}}{\text{Average equity}}$$

Solvency ratio $$\frac{\text{Equity ex. non-controlling interests at year end x 100}}{\text{Total equity and liabilities at year end}}$$

Management's review

Operating review

Principal activities

The core competences of Spæncom A/S are to develop, produce and erect concrete elements. It is the vision of Spæncom A/S to be the preferred partner in all construction projects using concrete elements and to be the largest supplier of highly refined industrialized construction systems.

This vision is pursued by focusing on innovation, high quality and consistency of supply, combined with the ability to compete through value adding solutions, high productivity and focus on costs.

Development in activities and financial position

The income statement of the Company for 2018 shows a profit of DKK 9,760 thousand, and at 31 December 2018, the balance sheet of the Company shows equity of DKK 166,719 thousand.

The production volume for the year is higher than last year.

The Company's production of concrete elements takes place from production facilities in Aalborg, Kolding and Vemmelev and constitutes the majority of the Company’s activities. The headquarter is situated in Hedehusene.

The Company's revenue for the year amounted to DKK 720,5 million, which is a decrease compared to last year when revenue amounted to DKK 747,3 million. The Company's revenue for the year is in line with the expected revenue according to the expectations stated in the annual report for 2017.

During the financial year, overhead costs were held at a low level.

Operating profit amounted to DKK 21.0 million. The operating profit is in line with expectations stated in the annual report for 2017.

Net financials amounting to a negative DKK 6.8 million include value adjustments of the market value of shares and bonds.

The net result is considered satisfactory.

The Group

The Group comprises the parent company, Spæncom A/S, as well as the subsidiary, Spaencom Betonfertigteile GmbH & Co KG (hereinafter named SBF).

During the financial year, the land, buildings and production plant of SBF have been idle.

Particular risks

Considering the Company's activities within production of concrete elements, the Company is inherently and to a great extent dependent on the general development in the construction industry, which is generally considered to be sensitive to market fluctuations.

Operational risks

To some extent, the Company's costs depend on the development in raw material prices – especially the prices of steel, cement and energy – and to the largest possible extent, the Company attempts to hedge this risk by entering into long-term agreements with its suppliers. Similarly, the Company's production is relatively wage intensive, and consequently, the Company's costs are also influenced by the development in wages and salaries.

Management's review

Operating review

The Company's production and products are mainly based on well-known and thoroughly tested techniques, and the majority of the tasks are performed under well-known risks; the Company attempts to minimize the risks through certified quality assurance programmes.

Currency risks

The Company's exposure to exchange rate fluctuations is limited, as only a limited part of the transactions are denominated in currencies other than DKK. The main part of the transactions in foreign currencies is denominated in EUR, which is not hedged due to Denmark's fixed exchange rate policy vis-à-vis the Euro. Transactions in other currencies are hedged if Management finds it appropriate.

Interest rate risks

In relation to its mortgage debt, the Company is subject to an interest rate risk. The interest rate exposure is related to fluctuations in the CIBOR rate.

At year end, there were no outstanding interest rate derivatives.

Credit risks

The Company's customers comprise a wide range of the operators in the Danish construction industry in particular, but with a considerable part of the revenue distributed among the large operators in the industry.

As the Company predominantly contracts and invoices in accordance with AB92/AB18, projects and debts are normally secured by means of guarantees from reputable guarantors and by means of transports. The maximum credit risk that may occur for trade receivables and other receivables corresponds to the value at which they are recognized in the balance sheet. No single receivable constitutes a significant part. For the most, debtor balances are insured.

The Company contracts only with reputable financial institutions controlled by respected financial supervisory authorities.

Liquidity risks

The positive development in the liquidity proves that liquidity management should continuously be a focus area for the Company. However, based on budgeted results, Spæncom expects that the current financial resources are adequate and that the short-term liquidity reserves are sufficient. These reserves include the parent company's contribution of working capital if necessary.

Targets and expectations for the year ahead

Revenue is expected to increase, and a positive EBIT is expected.

Development and research

It is a continuous effort to develop processes, methods and products which are of use to the Company and its stakeholders. This is done both within the Company and in cooperation with clients and advisors as well as in cooperation with the Consolis Group, which uses significant resources on the development of products and production methods.

Spæncom does not undertake actual research but participates in various development projects together with universities, technological institutes and other operators within the industry.

Management's review

Operating review

Human Capital

To ensure the continuing growth of Spæncom A/S, it is essential that the Company continuously attracts and maintains highly educated professionals such as engineers, designers and production staff. To ensure a high and competitive product quality, the Company makes use of state-of-the-art processes in the tender and design phase. Today, Spæncom A/S possesses the highest expertise within design and project development, in the concrete element industry.

Corporate social responsibility

Spæncom has – as a part of the Consolis Group – a Sustainability Policy that rest on the pillars:

- Health & Safety
- Environmental impact
- Social responsibility

that covers all relevant aspects of Corporate Social Responsibilities. The different aspects are described below.

All policies are developed to secure full compliance with all applicable laws and regulations.

Environment/Climate

At Spæncom A/S we are fully committed to carry out our business activities in an environmentally responsible and sustainable manner and to minimize the environmental implications of our activities. As a company, we have adopted an Environmental Policy with the following principles:

- Operating practices, which seek to minimize impact, prevent pollution and minimize the likelihood of environmental harm through work and management practices, continuous improvement, training and the use of new technology.
- Compliance with all applicable environmental laws and regulations in both existing operations and new developments.
- Ensure suppliers adhere to legislation regarding delivery of raw materials on-site.
- Environmental assessment of existing operations and new projects.
- Plan, review and assess our environmental performance against measurable targets and best practices to drive continuous improvement.
- Report, monitor and analyze our environmental performance.
- Maximize our energy and resource efficiency, lower our carbon intensity and reduce emissions by managing our usage of energy, water consumption and waste generation: 1) Waste management to minimize wastes, develop recycling opportunities, and ensure proper handling and disposal methods. 2) Product development, which seeks to combine commercial viability and efficient use of resources.

The policy regarding environment is integrated in Spæncom A/S' certified quality management system.

Spæncom is operating in accordance with the environmental permits given by the municipalities, where the factories are located.

Management's review

Operating review

The key environmental risks identified by the authorities are:

- Energy consumption
- Water consumption
- Emission to water
- Emission to air
- Noise
- Disposals

These key areas are measured on a regular basis as a part of Spæncom’s environmental program and in compliance with authorities’ requirements.

Spæncom does not have any open issues with the authorities in this respect.

Human rights

The Spæncom/Consolis Code of Conduct is an integrated document in all white-collar employees’ contracts. The Code of Conduct covers among others equal rights for employees.

In 2018, there was one incident where an employee raised concern. The situation was handled immediately, by HR and management.

Spæncom does not see any specific, material risks to violate human rights. Consequently no systems, procedures or due diligence processes are in place. However, Spæncom launched a whistleblower program to facilitate that concerns about human rights violations can be raised.

Social and staff matters

The type of work at the factories and on the assembly sites naturally contains latent risk of injuries, which is the reason that Spæncom is committed to providing a safe and healthy work environment for its employees and to conducting its business in a safe manner.

Our Health and Safety Policy is one of the components of our business compliance, and it is directly linked to quality and operational excellence.

Our H&S management systems reflect our values and require visible and active engagement.

- We protect the health and safety of our employees, sub-contractors and visitors; everyone is expected to behave with a safety mindset.
- No priority or productivity can ever justify putting oneself or anyone else at risk.
- We are committed to compliance with all health, safety and environmental requirements wherever we operate.
- We measure and review our health and safety records, implement corrective actions, monitor our progress and target "zero accidents and zero occupational health problems".
- Our H&S management systems are based on continuous improvement and are fully integrated into our operational excellence initiatives.
- It is everyone's responsibility to ensure that safety rules are applied. Our leadership team and employees receive regular training on health and safety.

Management's review

Operating review

The principles associated with Health and Safety are what define us as a company to our customers, our employees and the communities where we conduct business. The high level of importance that we have assigned to these areas is reflected in our everyday actions.

The concrete implementation of the Health and Safety Policy contains a clear requirement of evaluating risks connected to new tasks and frequent safety inspections on all sites to secure that risks are identified and managed. Further, Spæncom has firm and clear instructions on the use of personal protecting equipment, root cause analysis behind each accident, annual safety weeks, etc.

Over the recent years, the accident rate has declined year-on-year. Unfortunately, the accidents were more severe in 2018:

Year	FR 1	FR 2
2014	11,0	35,0
2015	6,0	45,0
2016	3,0	19,0
2017	1,1	16,0
2018	5,7	20,0
	FR 1: Accidents with lost time per million working hours	**FR 2:** Accidents (with and without lost time) per million working hours

In 2018, Spæncom implemented a stress policy.

Finally, the policy regarding working environment is integrated in Spæncom A/S' certified quality management system.

Statement on gender composition

Currently, the Company's supreme management body, the Board of Directors, consists of five members. Two of the members are female. It is the Company's target to have at least one female member on the Board, which is fulfilled. The goal has been set based on the Group's industry, in which the workforce consists primarily of men. The formal management consists of one person that is a female.

The Company strives to maintain and fulfil the goals set for gender quotation at all management levels but will always employ the best qualified candidate. Both male and female employees are encouraged to apply for internally advertised positions and to develop their competences and careers. At the moment, 5 out of 20 on all management levels are women. This is compared to the general gender composition of the company, where about 10% are women.

Anti-Corruption

Spæncom complies with Consolis Group’s Anti Money Laundring Policy. Further, white-collar employees have the Spæncom/Consolis Code of Conduct as an integrated document in their employment contract. The Code of Conduct covers among others anti-corruption and fair trade.

In general, corruption is – according to Transparency International – very low in Denmark, where Spæncom conducts its business. Therefore, the general risk level is rather low. Spæncom has a strong belief that the Code of Conduct and Anti Money Laundering Policy are appropriate measures to avoid corruptional behavior among the Company’s employees. In 2019, Spæncom launched a whistleblower program to reinforce the mentioned policies.

Management's review

Operating review

In 2018, Spæncom conducted training for management and all employees with customer contact on anti-corruption and competition law. It is compulsory for key staff to conduct internal e-learning on Anti Bribery and Anti Corruption. The e-course is concluded with an on-line exam that must be passed. The HR function follows the e-learning program on a monthly basis. Four newly recruited out of 21 have not passed the exam. Due to the mentioned initiatives, there is a high awareness among Spæncom's employees in respect of the issues covered by the Code of Conduct.

Events after the balance sheet date

No events have occurred after the balance sheet date that materially affects the Company's financial position.

Dividends and the annual general meeting

The Board of Directors will recommend to the annual general meeting that no dividend should be distributed.

The annual general meeting will be held on 26 June 2019 at the Company's premises in Hedehusene (Akacievej 1).

Financial statements 1 January – 31 December

Income statement

DKK'000	Note	2018	2017
Revenue	2	720.476	747.251
Production costs	3	-558.055	-579.219
Gross profit		162.421	168.032
Distribution costs	3	-62.807	-67.497
Administrative expenses	3	-77.417	-58.650
Other operating income		92	137
Other operating costs		-1.241	-101
Operating profit		21.048	41.921
Financial income	4	515	1.158
Financial expenses	5	-7.340	-9.763
Profit before tax		14.223	33.316
Tax on profit/loss for the year	6	-4.463	-7.507
Profit for the year	7	9.760	25.809

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2018	2017
ASSETS			
Fixed assets			
Intangible assets	8		
Acquired Licenses		4.091	2.184
Property, plant and equipment	9		
Land and buildings		89.053	90.770
Plant and machinery		43.148	42.520
Fixtures and fittings, tools and equipment		1.376	1.084
Property, plant and equipment in progress		861	6.305
		134.438	140.679
Investments	10		
Equity investments in group entities		5.000	5.000
Deposits		851	791
		5.851	5.791
Total fixed assets		144.380	148.654
Current assets			
Inventories			
Raw materials and consumables		22.545	17.807
Finished goods and goods for resale		3.183	3.021
		25.728	20.828
Receivables			
Trade receivables		168.872	128.575
Receivables from group entities		27.899	20.142
Intercompany cashpool		130.984	143.684
Construction contracts	11	19.292	7.856
Other receivables		313	304
Corporation tax		45	39
Prepayments	12	2.668	2.948
		350.073	303.548
Securities		616	973
Cash at bank and in hand		156	146
Total current assets		376.573	325.495
TOTAL ASSETS		520.953	474.149

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2018	2017
EQUITY AND LIABILITIES			
Equity			
Contributed capital	13	42.105	42.105
Treasury shares		-4.384	-4.384
Retained earnings		109.998	119.238
Proposed dividends for the financial year		19.000	0
Total equity		166.719	156.959
Provisions			
Provisions for deferred tax	14	21.683	18.214
Other provisions	15	1.215	0
Total provisions		22.898	18.214
Liabilities other than provisions			
Non-current liabilities other than provisions	16		
Mortgage loans		42.412	46.729
Current liabilities other than provisions			
Current portion of non-current liabilities		4.761	5.123
Banks, current liabilities		114.873	84.122
Pre-invoicing, construction contracts	11	66.531	66.328
Trade payables		42.057	35.181
Payables to group entities		10.154	15.793
Other payables		50.548	45.700
		288.924	252.247
Total liabilities other than provisions		331.336	298.976
TOTAL EQUITY AND LIABILITIES		520.953	474.149
Mortgages and collaterals	17		
Contractual obligations, contingencies, etc.	18		
Related party disclosures	19		

Financial statements 1 January – 31 December

Statement of changes in equity

DKK'000	Contributed capital	Treasury Shares	Retained earnings	Proposed dividend	Total
Equity at 1 January 2017	42.105	-4.384	88.429	0	126.150
Transferred over the profit appropriation	0	0	25.809	0	25.809
Equity at 1 January 2018	42.105	-4.384	119.238	0	156.959
Transferred over the profit appropriation	0	0	-9.240	19.000	9.760
Equity at 31 December 2018	42.105	-4.384	109.998	19.000	166.719

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Spæncom A/S for 2018 has been prepared in accordance with the provisions applying to reporting class C large 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.

Administration costs held on behalf of the group in 2017, 2016 and 2015 have been reclassed to outlays. The reclass has increased the total profit for the year 2017 with DKK 5,000 thousand (2016: DKK 4,000 thousand, 2015: DKK 1,000 thousand). Assets and equity as at 31 December 2017 have increased by DKK 10,000 thousand (31 December 2016: DKK 5,000 thousand).

Cashpool receivables was in 2017 presented as "Cash at bank and in hand" but has in 2018 been reclassified to "Intercompany Cashpool".

Omission of cash flow statement

Pursuant to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are included in the cash flow statement in the consolidated financial statements of Consolis Denmark A/S.

Ommission of information about auditors fee

Pursuant to section 96(3) of the Danish Financial Statements Act, no information about auditors fee has been disclosed. Information about the Company's auditor costs is included in the consolidated financial statements of Consolis Denmark A/S.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statement Act and to the consolidated financial statements of Consolis Denmark A/S, the Company has not prepared consolidated financial statements.

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.

Upon recognition of foreign subsidiaries and associates that are independent entities, the income statements are translated into Danish kroner at average exchange rates for the month, and balance sheet items are translated at the exchange rates at the balance sheet date. Foreign exchange differences arising upon translation of foreign subsidiaries' opening equity and results at the exchange rates at the balance sheet date are recognised directly in equity.

Foreign exchange adjustments of balances with independent foreign subsidiaries considered part of the total investment in the subsidiary are recognised directly in equity. Similarly, foreign exchange gains and losses on loans and derivative financial instruments taken out for the purpose of hedging investments in foreign subsidiaries are recognised directly in equity.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Upon recognition of foreign subsidiaries that are integrated entities, monetary items are translated at the exchange rates at the balance sheet date. Non-monetary items are translated at the exchange rates at the date of acquisition or the date of subsequent revaluations of the asset. Income statement items are translated at the exchange rates at the transaction date, whereas items derived from non-monetary items are translated at historical exchange rates for the non-monetary item.

Income statement

Segment information

Segment information is provided on business segments and geographical markets. The segment information is in line with the Group's accounting policies, risks and internal financial management.

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Contract work in progress (construction contracts) is recognised at the rate of completion, which means that revenue equals the selling price of the work completed for the year (percentage-of-completion method). This method is applied when total revenues and expenses in respect of the contract and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the contract.

Services are recognised at the rate of completion of the service to which the contract relates by using the percentage-of-completion method, which means that revenue equals the selling price of the service completed for the year. This method is applied when total revenues and expenses in respect of the service and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the service.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Production costs

Production costs comprise costs, including depreciation, amortisation, wages and salaries, incurred to generate revenue for the year. Commercial entities recognise their cost of sales, whereas production entities recognise production costs incurred to generate revenue for the year. Such costs include direct and indirect costs for raw materials and consumables, wages and salaries, rent and leases and depreciation of production plant.

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

In addition, provisions for bad debts on contract work are recognised.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

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 Group, including expenses for administrative staff, Management, office premises, office expenses and depreciation.

Other operating income

Other operating income comprises items secondary to the activities of the entity, including gains on the disposal of intangible assets and property, plant and equipment.

Other operating costs

Other operating costs comprise items secondary to the activities of the entity, including losses on the disposal of intangible assets and property, plant and equipment.

Financial income and expenses

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

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

Tax on profit/loss for the year

The Company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries.

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

Financial statements 1 January – 31 December

Notes

1 **Accounting policies (continued)**

Balance sheet

Intangible assets

Patents, licences and trademarks

Patents and licences are measured at cost less accumulated amortisation and impairment losses. Patents are amortised on a straight-line basis over the remaining life of the patent, and licences are amortised over the contract period, however, not exceeding 2-10 years.

Property, plant and equipment

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

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use. Indirect production overheads and borrowing costs are not recognised in cost.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Buildings	25-50 years
Plant and machinery	3-25 years
Fixtures and fittings, tools and equipment	3-10 years

The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

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.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Investments

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, writedown is made to this lower value.

The item in the balance sheet includes the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

Deposits are measured at cost.

Impairment of fixed assets

The carrying amount of intangible assets and property, plant and equipment as well as equity investments in group entities 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.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Inventories

Inventories are measured at cost in accordance with the FIFO 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 consumables are measured at cost, comprising purchase price plus delivery costs.

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

The net realisable value of inventories is calculated as the sales amount less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and development in expected selling price.

Receivables

Receivables are measured at amortised cost.

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

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

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

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Construction contracts

Construction contracts are measured at the selling price of the work performed less progress billings and expected losses. The selling price is measured on the basis of the stage of completion at the balance sheet date and the projected income from the individual construction contract. The stage of completion is stated as the share of costs incurred in proportion to estimated total costs relating to the individual construction contract.

When the selling price of a construction contract cannot be estimated reliably, the selling price is measured at the lower of costs incurred and net realisable value.

The individual construction contract is recognised in the balance sheet as receivables or payables, respectively. Net assets comprise the total of construction contracts where the selling price of the work performed exceeds progress billings. Net liabilities comprise the total of construction contracts where progress billings exceed the selling price.

Costs arising from sales work and contracting are recognised in the income statement as incurred.

Corporation tax and deferred tax

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

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

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

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

Prepayments

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

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Securities and equity investments

Other securities and equity investments included in investment comprise unlisted shares that Management considers investment securities. The equity investments are measured at cost.

Other securities and equity investments recognised as current assets comprise listed securities measured at fair value at the balance sheet date, corresponding to market value.

Cash and cash equivalents

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

Liabilities other than provisions

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

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

Other liabilities are measured at net realisable value.

Dividends

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

Financial statements 1 January – 31 December

Notes

DKK'000	2018	2017

2 Segment information

Geografical segments

Revenue, Denmark	720.476	747.251
	720.476	747.251

Business segments

Own production	556.206	509.914
Erection, freight and external deliveries	164.270	237.337
	720.476	747.251

3 Staff costs

Wages and salaries	245.578	236.182
Pensions	20.083	19.754
Other social security costs	1.598	1.581
	267.259	257.517

Staff costs are recognised in the financial statements as follows:

Production costs	234.268	234.712
Distribution costs	9.093	8.742
Administrative costs	23.898	14.063
	267.259	257.517

Average number of full-time employees	505	530

Staff costs include remuneration of the Company's Executive Board of DKK 3.427 thousand (2017: DKK 2.788 thousand).

4 Financial income

Interest income from group entities	402	330
Other financial income	98	778
Exchange gains	15	50
	515	1.158

5 Financial expenses

Interest expense	1.621	1.519
Guarantees and commissions	4.834	5.169
Other financial expenses	885	3.075
	7.340	9.763

Financial statements 1 January – 31 December

Notes

DKK'000		2018	2017
6	**Tax on profit/loss for the year**		
	Current tax for the year	994	1.725
	Deferred tax for the year	3.469	5.782
		4.463	7.507
7	**Proposed profit appropriation**		
	Proposed dividend for the year	19.000	0
	Retained earnings	-9.240	25.809
		9.760	25.809

8 Intangible assets

DKK'000	Acquired licenses
Cost at 1 January 2018	4.869
Additions for the year	1.377
Transfers for the year	2.825
Cost at 31 December 2018	9.071
Amortisation and impairment losses at 1 January 2018	-2.685
Amortization for the year	-1.121
Transfers for the year	-1.174
Amortisation and impairment losses at 31 December 2018	-4.980
Carrying amount at 31 December 2018	4.091

Financial statements 1 January – 31 December

Notes

9 Property, plant and equipment

DKK'000	Land and buildings	Plant and machinery	Fixtures and fittings, tools and equipment	Property, plant and equipment in progress	Total
Cost at 1 January 2018	248.910	207.863	19.631	6.305	482.709
Correction to primo	0	-17.922	-1.663	0	-19.585
Additions for the year	2.650	7.870	832	0	11.352
Disposals for the year	0	-1.195	-487	-3.630	-5.312
Transfers for the year	0	187	-1.199	-1.814	-2.826
Cost at 31 December 2018	251.560	196.803	17.114	861	466.338
Depreciation and impairment losses at 1 January 2018	-158.140	-165.343	-18.547	0	-342.030
Correction to Primo	0	17.922	1.663	0	19.585
Depreciation for the year	-4.367	-7.428	-321	0	-12.116
Depreciation and impairment losses for the year on assets sold	0	1.195	292	0	1.487
Transfers for the year	0	-1	1.175	0	1.174
Depreciation and impairment losses at 31 December 2018	-162.507	-153.655	-15.738	0	-331.900
Carrying amount at 31 December 2018	89.053	43.148	1.376	861	134.438

10 Investments

DKK'000	Equity investments in group entities
Cost at 1 January 2018	92.316
Cost at 31 December 2018	92.316
Revaluations at 1 January 2018	-87.316
Revaluations 31 December 2018	-87.316
Carrying amount at 31 December 2018	5.000

Subsidiaries consist of two wholly owned entities situated in Gottbus, Germany and is comprised by the following:

Spaencom Betonfertigteile-GmbH

Spaencom Betonfertigteile GmbH Co. KG

Financial statements 1 January – 31 December

Notes

DKK'000	2018	2017

11 Construction contracts

	2018	2017
Construction contracts selling price	856.440	923.838
Construction contracts received on account	-903.679	-982.309
	-47.239	-58.471
Construction contracts recognised as assets	19.292	7.856
Construction contracts recognised in liabilities	-66.531	-66.328
	-47.239	-58.472

12 Prepayments

Prepayments, DKK 2.668 thousand (2017: DKK 2.948 thousand), consist of prepaid expenses concerning rent, insurance premiums, subscriptions and interests.

13 Equity

The contributed capital consists of:

A shares, 112.976 shares with total nom. value of DKK 11.298 thousand.

B shares, 7.466 shares with total nom. value of DKK 30.807 thousand.

There have been no changes in the share capital during the last 6 years.

The Company has in previous years acquired 2,321 A-shares and 7,466 B-shares, corresponding to 2,32% of 120.442 shares in total. The total payment for the shares amounted to DKK 4,384 thousand, which has been transferred from retained earnings under equity. These shares have not been cancelled and are therefore held as treasury shares. The Company may choose to sell these shares at a later time. The shares have been acquired as part of the Company's strategy.

14 Provision for deferred tax

DKK'000	31/12 2018	31/12 2017
Provision for deferred tax at 1 January	18.214	12.432
Amounts recognised in the income statement for the year	3.469	5.782
	21.683	18.214

15 Other provisions

	2018	2017
Provision for clean up of contamination	1.215	0
	1.215	0

Financial statements 1 January – 31 December

Notes

16 Non-current liabilities other than provisions

DKK'000	31/12 2018	31/12 2017	Total debt at 31/12 2018	Repayment, first year	Outstanding debt after five years
Mortgage loans	47.173	51.852	47.173	4.761	24.552
	47.173	51.852	47.173	4.761	24.552

17

The following assets have been placed as securities with mortgage credit institutions:
Land and building at net book value of DKK 89.054 thousand for 2018 (2017: DKK 90.770 thousand).

Performance guarantees amount to DKK 133.630 thousand (2017: DKK 125.230 thousand).

The Company has provided guarantees to the subsidiary Spaencom Betonfertigteile GmbH of EUR 3.313 thousand, corresponding to DKK 24.649 thousand.

The following properties have been provided as collateral for mortgage debt of DKK 47.173 thousand:
- Borgergade 102, title no. 0009a, Tjæreby By, Tårnborg
- Letvadvej 37, title no. 0003df, Sofiendal By, Skalborg
- Letvadvej 37, title no. 0002gz, Sofiendal By, Skalborg
- Soneberg 7, title no. 0002d, Rådvad By, Harte

18 Contractual obligations, contingencies, etc.

Contingent liabilities

Spæncom A/S is party to ongoing litigation. Management believes that the outcome of these lawsuits will not affect the Company's financial position beyond the receivables and obligations recognised in the balance sheet at 31 December 2018.

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc. of the Group. The total amount of corporation tax payable is disclosed in the annual report of Consolis Denmark A/S, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company’s liability.

Rental and lease obligations

Lease obligations under operating leases. Total future lease payments:

DKK'000	2018	2017
Within 1 year	4.407	5.454
Between 1 and 5 years	6.268	7.306
After 5 years	1.005	465
	11.680	13.225

Financial statements 1 January – 31 December

Notes

19 Related party disclosures

Spæncom A/S' related parties comprise of the following:

Control

Consolis Holding SAS, Hauts De Seine, France (Parent)

Compact (BC) GP S.à.r.l., Luxembourg, Luxembourg (Parent)

Compact (BC) Lux II S.C.A, Luxembourg, Luxembourg (Parent)

Compact Bidco B. V., Amsterdam, Netherlands (Parent)

Compact Midco 1 B. V., Amsterdam, Netherlands (Parent)

Compact Midco 1A B. V., Amsterdam, Netherlands (Parent)

Compact Midco 2 B. V., Amsterdam, Netherlands (Parent)

Compact Midco 3 B. V., Amsterdam, Netherlands (Parent)

Other related parties

Ann Christina Egsgaard Madsen, Executive Management

Lars Henrik Martinsson, Board of Directors

Anne France Marie Laclide-Drouin, Board of Directors

Emmanuelle Claire Cochard, Board of Directors

Henrik Junker, Board of Directors

Michael Meldgaard Axelsen, Board of Directors

Spaencom Betonfertigteile GmbH, Subsidiary

Spaencom Verwaltungs GmbH, Subsidiary

Related party transactions

DKK'000	2018
Purchase of services	(10.888)
Management fees	(33.365)
Sale of services	1.391
Sale of goods	2.121
Cost relating to sale of goods	(6.968)
Total	(47.709)

Remuneration to the Parent Company's Executive Board and Board of Directors is disclosed in note 3.

Intercompany balances are shown in the balance sheet and associated interests in note 4 and 5.

Financial statements 1 January – 31 December

Notes

Ownership

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

Consolis Denmark A/S

Consolidated financial statements

Spæncom A/S is included in the Group Annual Report of the Parent Company of the largest and smallest group:

Bain Capital Holdings LP, Boston, United States

Consolis Denmark A/S, Hedehusene, Denmark

The Group Annual Report of Bain Capital Holdings LP and Consolis Denmark A/S may be obtained at the following address:

Akacievej 1
Fløng
2640 Hedehusene
Denmark