

Kiesel Scandinavia A/S

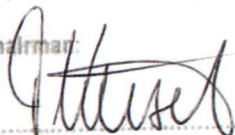
Platinvej 22, 6000 Kolding

CVR no. 26 44 03 94

Annual report 2017

Approved at the Company's annual general meeting on 31 May 2018

Chairman:



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Toni Kiesel





Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 January - 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	10
Notes to the financial statements	11



Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Kiesel Scandinavia A/S for the financial year 1 January - 31 December 2017.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 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 matters discussed in the Management's review.

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

Kolding, 31 May 2018
Executive Board:

Henrik Hansen

Board of Directors:

Toni Kiesel
Chairman

Michael Kurt Hartmut
Küchen

Jussi Kiski

Independent auditor's report

To the shareholders of Kiesel Scandinavia A/S

Opinion

We have audited the financial statements of Kiesel Scandinavia A/S for the financial year 1 January - 31 December 2017, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

Management's responsibilities for the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Independent auditor's report

- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- ▶ Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on the Management's review

Management is responsible for the Management's review.

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

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

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

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

Kolding, 31 May 2018

ERNST & YOUNG

Godkendt Revisionspartnerselskab

CVR no. 30 70 02 28



Claus E. Andreasen

State Authorised Public Accountant

MNE no.: mne16652



Management's review

Company details

Name	Kiesel Scandinavia A/S
Address, Postal code, City	Platinvej 22, 6000 Kolding
CVR no.	26 44 03 94
Established	1 February 2002
Registered office	Kolding
Financial year	1 January - 31 December
Board of Directors	Toni Kiesel, Chairman Michael Kurt Hartmut Küchen Jussi Kiski
Executive Board	Henrik Hansen
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Kolding Åpark 1, 3. sal, 6000 Kolding, Denmark
Bankers	Jyske Bank A/S

Management's review

Business review

The business of the Company is sales and repairs of machines.

Financial review

The income statement for 2017 shows a profit of DKK 156,729 against a profit of DKK 241,870 last year, and the balance sheet at 31 December 2017 shows equity of DKK 5,877,431. Management considers the Company's financial performance in the year less than satisfactory.

Events after the balance sheet date

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

Outlook

The Company expects for 2018 an improved og positively result.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2017	2016
	Gross margin	7,871,613	6,898,623
2	Staff costs	-6,986,612	-5,982,544
7	Amortisation/depreciation and impairment of property, plant and equipment	-690,917	-467,089
3	Other operating expenses	-32,307	-122,438
	Profit before net financials	161,777	326,552
4	Financial income	726,900	855,455
5	Financial expenses	-642,275	-839,947
	Profit before tax	246,402	342,060
6	Tax for the year	-89,673	-100,190
	Profit for the year	156,729	241,870
	Recommended appropriation of profit		
	Retained earnings	156,729	241,870
		156,729	241,870

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2017	2016
	ASSETS		
	Fixed assets		
7	Property, plant and equipment		
	Land and buildings	2,364,538	2,277,530
	Other fixtures and fittings, tools and equipment	2,632,710	2,199,958
	Leasehold improvements	12,296	16,400
		<u>5,009,544</u>	<u>4,493,888</u>
8	Investments		
	Leasing receivables	4,836,373	11,869,618
		<u>4,836,373</u>	<u>11,869,618</u>
	Total fixed assets	<u>9,845,917</u>	<u>16,363,506</u>
	Non-fixed assets		
	Inventories		
	Finished goods and goods for resale	8,027,730	6,737,629
	Prepayments for goods	2,094,344	0
		<u>10,122,074</u>	<u>6,737,629</u>
	Receivables		
	Trade receivables	8,390,297	10,199,424
	Receivables from group entities	0	66,757
	Leasing receivables	4,659,000	3,291,735
	Deferred tax assets	276,956	366,629
	Income taxes receivable	110,500	0
	Other receivables	106,008	124,200
	Prepayments	87,513	350,288
		<u>13,630,274</u>	<u>14,399,033</u>
	Cash	130,932	134,304
	Total non-fixed assets	<u>23,883,280</u>	<u>21,270,966</u>
	TOTAL ASSETS	<u><u>33,729,197</u></u>	<u><u>37,634,472</u></u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2017	2016
	EQUITY AND LIABILITIES		
	Equity		
9	Share capital	500,000	500,000
	Retained earnings	5,377,431	5,220,702
	Total equity	5,877,431	5,720,702
	Provisions		
	Warranty provisions	200,000	200,000
	Total provisions	200,000	200,000
	Liabilities other than provisions		
10	Non-current liabilities other than provisions		
	Lease liabilities	6,600,510	12,854,998
	Subordinate loan capital	372,500	372,500
		6,973,010	13,227,498
	Current liabilities other than provisions		
10	Current portion of long-term liabilities	4,232,733	3,628,706
	Bank debt	4,038,305	8,429,606
	Trade payables	1,314,091	1,438,718
	Payables to group entities	1,770,714	2,647,291
	Other payables	3,933,277	2,341,951
	Deferred income	5,389,636	0
		20,678,756	18,486,272
	Total liabilities other than provisions	27,651,766	31,713,770
	TOTAL EQUITY AND LIABILITIES	33,729,197	37,634,472

- 1 Accounting policies
- 11 Contractual obligations and contingencies, etc.
- 12 Collateral
- 13 Related parties

Financial statements 1 January - 31 December**Statement of changes in equity**

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2017	500,000	5,220,702	5,720,702
Transfer through appropriation of profit	0	156,729	156,729
Equity at 31 December 2017	<u>500,000</u>	<u>5,377,431</u>	<u>5,877,431</u>

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Kiesel Scandinavia A/S for 2017 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Foreign currency translation

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

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

Leases

On initial recognition, leases for assets that transfer substantially all the risks and rewards incident to the ownership to the Company (finance leases) are measured in the balance sheet at the lower of fair value and the present value of the future lease payments. In calculating the net present value, the interest rate implicit in the lease or the incremental borrowing rate is used as the discount factor. Assets held under finance leases are subsequently accounted for in the same way as the Company's other assets.

The capitalised residual lease liability is recognised in the balance sheet as a liability, and the interest element of the lease payment is recognised in the income statement over the term of the lease.

Leases that do not transfer substantially all the risks and rewards incident to the ownership to the Company are classified as operating leases. Payments relating to operating leases and any other rent agreements are recognised in the income statement over the term of the lease. The Company's aggregate liabilities relating to operating leases and other rent agreements are disclosed under "Contingent liabilities".

Income statement

Revenue

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

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

Where finance leases are entered into regarding assets, a sale and a receivable are recognised corresponding to the present value of cash flows from the lease plus the estimated, unguaranteed residual value of the asset at the end of the lease term. The present value is calculated based on the interest implicit in the lease agreement. Lease payments received are recognised partly as instalments on the lease receivable and partly as financial income.

Other operating expenses

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

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Cost of sales

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

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Buildings	10-20 years
Other fixtures and fittings, tools and equipment	3-5 years
Leasehold improvements	5 years

Land is not depreciated.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, e.g. from group entities, financial income and expenses relating to finance leases, realised and unrealised exchange gains and losses and amortisation of financial assets and liabilities.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

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

Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment and investments in subsidiaries and associates is assessed for impairment on an annual basis.

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

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

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

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

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

Goods for resale are measured at cost, which comprises the cost of acquisition plus delivery costs as well as other expenses directly attributable to the acquisition.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected 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.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

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

Equity

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Provisions

Warranties comprise obligations to make good any defects within the warranty period. Provisions for warranties are measured at net realisable value and recognised based on past experience. Provisions that are estimated to mature more than one year after the balance sheet date are discounted at the average bond yields.

Income taxes

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

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

Subordinate loan capital

Liabilities where the creditors have stated they are willing to subordinate their claim to rank after all the entity's other creditors are presented as subordinate loan capital. Subordinate loan capital is recognised using the same method as applies to liabilities.

DKK	2017	2016
2 Staff costs		
Wages/salaries	6,262,127	5,390,075
Pensions	443,475	309,576
Other social security costs	46,565	68,937
Other staff costs	234,445	213,956
	6,986,612	5,982,544
 Average number of full-time employees	 12	 10
 3 Other operating expenses		
Other operating expenses include losses on the sale of equipment.		
 4 Financial income		
Interest leasing receivable	564,624	794,719
Exchange gain	0	27,524
Other financial income	162,276	33,212
	726,900	855,455

Financial statements 1 January - 31 December

Notes to the financial statements

DKK	2017		2016	
5 Financial expenses				
Interest expenses, group entities		0		56,709
Interest expenses financial lease		382,931		525,707
Exchange losses		1,314		0
Bank		229,853		228,391
Other financial expenses		28,177		29,140
		<u>642,275</u>		<u>839,947</u>
6 Tax for the year				
Deferred tax adjustments in the year		89,673		100,190
		<u>89,673</u>		<u>100,190</u>
7 Property, plant and equipment				
DKK	<u>Land and buildings</u>	<u>Other fixtures and fittings, tools and equipment</u>	<u>Leasehold improvements</u>	<u>Total</u>
Cost at 1 January 2017	2,412,747	3,135,141	139,686	5,687,574
Additions in the year	170,000	1,438,091	0	1,608,091
Disposals in the year	0	-494,020	0	-494,020
Cost at 31 December 2017	<u>2,582,747</u>	<u>4,079,212</u>	<u>139,686</u>	<u>6,801,645</u>
Impairment losses and depreciation at 1 January 2017	135,217	935,183	123,286	1,193,686
Amortisation/depreciation in the year	82,992	603,821	4,104	690,917
Reversal of amortisation/depreciation and impairment of disposals	0	-92,502	0	-92,502
Impairment losses and depreciation at 31 December 2017	<u>218,209</u>	<u>1,446,502</u>	<u>127,390</u>	<u>1,792,101</u>
Carrying amount at 31 December 2017	<u>2,364,538</u>	<u>2,632,710</u>	<u>12,296</u>	<u>5,009,544</u>
Property, plant and equipment include finance leases with a carrying amount totalling	0	1,557,861	0	1,557,861

Financial statements 1 January - 31 December

Notes to the financial statements

8 Investments

DKK	Leasing receivables
Cost at 1 January 2017	11,869,618
Disposals on demerger and sale of other enterprise	-7,033,245
Cost at 31 December 2017	4,836,373
Carrying amount at 31 December 2017	4,836,373

9 Share capital

The Company's share capital has remained DKK 500,000 over the past 5 years.

10 Non-current liabilities other than provisions

DKK	Total debt at 31/12 2017	Repayment, next year	Long-term portion	Outstanding debt after 5 years
Lease liabilities	10,833,243	4,232,733	6,600,510	0
Subordinate loan capital	372,500	0	372,500	0
	11,205,743	4,232,733	6,973,010	0

11 Contractual obligations and contingencies, etc.

Other financial obligations

Rent and lease liabilities include a rent obligation regarding a rent agreement with remaining contract terms of a least 6 months. Furthermore, the Company has liabilities under operating leases for IT equipment, totalling approximately 200 t.kr.

12 Collateral

As security for bankdebt of DKK 4,038 thousand, the Company has provided a company charge of DKK 10.000 thousand comprising intellectual property rights, trade receivables, inventories, other plant, fixtures and fittings, tools and equipment and an owner's mortgage of DKK 1,800 thousand in property.

As security for lease liability of DKK 1,506 thousand, the Company has provided security in equipment with a book value of DKK 1,865 thousand

As security for lease liability on machines of DKK 9,327 thousand, the company has provided security in leasing receivables with a book value of 9,495 DKK thousand.

13 Related parties

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Kiesel GmbH	Baindter Str. 29, 88255, Baienfurt, Germany	Company