

Kiesel Scandinavia A/S

Profilvej 20, 6000 Kolding

CVR no. 26 44 03 94

Annual report 2022

Approved at the Company's annual general meeting on 4 April 2023

Chair of the meeting:



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Toni Kiesel

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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 2022.

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 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022.

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, 4 April 2023

Executive Board:

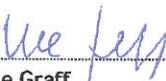


Ute Graff

Board of Directors:



Toni Kiesel
Chair



Ute Graff



Maximilian Ludwig Schmidt

Independent auditor's report

To the shareholder 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 2022, 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 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022 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 Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

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.

Vejle, 4 April 2023
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Heidi Brandt
State Authorised Public Accountant
mne33253

Management's review

Company details

Name Kiesel Scandinavia A/S
Address, Postal code, City Profilvej 20, 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, Chair
Ute Graff
Maximilian Ludwig Schmidt

Executive Board Ute Graff

Auditors EY Godkendt Revisionspartnerselskab
Lysholt Allé 10, 7100 Vejle, Denmark

Bankers Sydbank A/S

Management's review

Business review

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

Financial review

The income statement for 2022 shows a loss of DKK 2,709 thousand against a profit of DKK 2,017 last year, and the balance sheet at 31 December 2022 shows equity of DKK 8,666 thousand. 2022 has been a transition year after last year's change in management. The year has also been affected by a lower level of activity, particularly as a result of the uncertainty in the economy in general, but also to a particular extent by lack of deliveries and lack of goods. The result is thus primarily affected by a low level of activity.

The management considers the result unsatisfactory

Events after the balance sheet date

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

Financial statements 1 January - 31 December

Income statement

Note	DKK	2022	2021
	Gross profit	2,652,743	10,440,194
2	Staff costs	-3,910,627	-4,450,459
	Amortisation/depreciation and impairment of property, plant and equipment	-1,025,460	-982,938
	Other operating expenses	0	-112,334
	Profit/loss before net financials	-2,283,344	4,894,463
	Financial income	10,813	0
3	Financial expenses	81,452	-2,240,100
	Profit/loss before tax	-2,191,079	2,654,363
4	Tax for the year	-518,175	-637,584
	Profit/loss for the year	<u>-2,709,254</u>	<u>2,016,779</u>
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	<u>-2,709,254</u>	<u>2,016,779</u>
		<u>-2,709,254</u>	<u>2,016,779</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	<u>2022</u>	<u>2021</u>
	ASSETS		
	Non-current assets		
5	Property, plant and equipment		
	Land and buildings	8,204,788	2,414,010
	Other fixtures and fittings, tools and equipment	1,725,443	2,392,934
	Leasehold improvements	0	0
		<u>9,930,231</u>	<u>4,806,944</u>
	Financial assets		
	Other receivables	181,821	429,729
8	Deferred tax assets	0	518,586
		<u>181,821</u>	<u>948,315</u>
	Total non-current assets	<u>10,112,052</u>	<u>5,755,259</u>
	Current assets		
	Inventories		
	Finished goods and goods for resale	4,200,851	3,841,599
		<u>4,200,851</u>	<u>3,841,599</u>
	Receivables		
	Trade receivables	3,665,304	1,198,698
	Receivables from group entities	1,346,215	5,907,352
	Leasing receivables	50,527	221,750
	Income taxes receivable	118,000	0
	Other receivables	636,655	629,984
	Prepayments	59,457	101,756
		<u>5,876,158</u>	<u>8,059,540</u>
	Cash	3,173,285	8,451,497
	Total current assets	<u>13,250,294</u>	<u>20,352,636</u>
	TOTAL ASSETS	<u>23,362,346</u>	<u>26,107,895</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2022	2021
	EQUITY AND LIABILITIES		
	Equity		
6	Share capital	500,000	500,000
	Retained earnings	8,165,774	10,875,028
	Total equity	8,665,774	11,375,028
	Liabilities		
7	Non-current liabilities		
	Warranty provisions	200,000	200,000
	Lease liabilities	1,005,729	1,558,856
	Subordinate loan capital	372,500	372,500
	Payables to group entities	4,700,000	5,300,000
	Other payables	0	173,012
	Total non-current liabilities	6,278,229	7,604,368
	Current liabilities		
	Bank debt	33,521	14,314
	Lease liabilities	297,798	441,939
	Trade payables	912,258	669,685
	Payables to group entities	5,622,641	3,122,473
	Income taxes payable	0	1,160,170
	Deposits	45,000	0
	Other payables	1,507,125	1,719,918
	Total current liabilities	8,418,343	7,128,499
	Total liabilities	14,696,572	14,732,867
	TOTAL EQUITY AND LIABILITIES	23,362,346	26,107,895

- 1 Accounting policies
- 9 Contractual obligations and contingencies, etc.
- 10 Collateral
- 11 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 2021	500,000	8,858,249	9,358,249
Transfer through appropriation of profit	0	2,016,779	2,016,779
Equity at 1 January 2022	500,000	10,875,028	11,375,028
Transfer through appropriation of loss	0	-2,709,254	-2,709,254
Equity at 31 December 2022	<u>500,000</u>	<u>8,165,774</u>	<u>8,665,774</u>

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Kiesel Scandinavia A/S for 2022 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.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

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.

Income statement

Revenue

The Company has chosen IAS 11/IAS 18 as interpretation for revenue recognition.

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.

Gross profit

The items revenue, cost of sales, other operating income and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Other operating income and operating expenses

Other operating income and operating expenses comprise items of a secondary nature relative to the Company's core activities, including gains and losses on the sale of non-current assets.

Cost of sales

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

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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.

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Leases

The Company has chosen IAS 17 as interpretation for classification and recognition of 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".

Impairment of non-current 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.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

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.

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK	2022	2021		
2 Staff costs				
Wages/salaries	3,594,317	4,056,699		
Pensions	239,770	296,063		
Other social security costs	76,540	97,697		
	<u>3,910,627</u>	<u>4,450,459</u>		
 Average number of full-time employees	 8	 8		
 3 Financial expenses				
Interest expenses, group entities	165,859	6,515		
Change in write down on receivables with former management	-356,668	2,091,135		
Other financial expenses	109,357	142,450		
	<u>-81,452</u>	<u>2,240,100</u>		
 4 Tax for the year				
Estimated tax charge for the year	0	1,248,170		
Deferred tax adjustments in the year	518,586	-610,586		
Tax adjustments, prior years	-411	0		
	<u>518,175</u>	<u>637,584</u>		
 5 Property, plant and equipment				
DKK	Land and buildings	Other fixtures and fittings, tools and equipment	Leasehold improvements	Total
Cost at 1 January 2022	3,074,947	4,175,474	139,686	7,390,107
Additions in the year	6,168,514	0	0	6,168,514
Disposals in the year	0	-157,420	-139,686	-297,106
Cost at 31 December 2022	<u>9,243,461</u>	<u>4,018,054</u>	<u>0</u>	<u>13,261,515</u>
Impairment losses and depreciation at 1 January 2022	660,937	1,782,540	139,686	2,583,163
Amortisation/depreciation in the year	377,736	647,723	0	1,025,459
Reversal of amortisation/depreciation and impairment of disposals	0	-137,652	-139,686	-277,338
Impairment losses and depreciation at 31 December 2022	<u>1,038,673</u>	<u>2,292,611</u>	<u>0</u>	<u>3,331,284</u>
Carrying amount at 31 December 2022	<u>8,204,788</u>	<u>1,725,443</u>	<u>0</u>	<u>9,930,231</u>
Property, plant and equipment include finance leases with a carrying amount totalling	0	1,001,653	0	1,001,653

Financial statements 1 January - 31 December

Notes to the financial statements

6 Share capital

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

7 Non-current liabilities

Of the long-term liabilities, DKK 1.700 thousand falls due for payment after more than 5 years after the balance sheet date.

8 Deferred tax

The Company has a non recognised deferred tax asset at a carrying amount of DKK 998 thousand. As it is uncertain if these deferred tax assets can be utilised within a foreseeable future, their carrying amount has not been recognised in the financial statements.

9 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.

10 Collateral

As security for bankdebt the Company has provided a company charge of DKK 5,000 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 1.002 thousand, the Company has provided security in cars with a book value of DKK 1.073 thousand.

As security for lease liability on machines of DKK 241 thousand, the Company has provided security in leasing receivables with a book value of DKK 232 thousand.

11 Related parties

Information about consolidated financial statements

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