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Dacapo Stainless A/S

Neptunvej 1
8600 Silkeborg
Central Business Registration
No 26688248

Annual report 2018

The Annual General Meeting adopted the annual report on 21.03.2019

Chairman of the General Meeting

Name: Kristian Saxtrup Sylvest

Contents

Entity details

Entity
Dacapo Stainless A/S
Neptunvej 1
8600 Silkeborg

Central Business Registration No (CVR): 26688248
Registered in: Silkeborg
Financial year: 01.01.2018 - 31.12.2018

Board of Directors
Andy Nørregaard Andersen
Jesper Klein-Petersen
Michael Mortensen

Executive Board
Kristian Saxtrup Sylvest

Auditors
Deloitte Statsautoriseret Revisionspartnerselskab
City Tower, Værkmestergade 2
8000 Aarhus C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Dacapo Stainless A/S for the financial year 01.01.2018 - 31.12.2018.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2018 and of the results of its operations and cash flows for the financial year 01.01.2018 - 31.12.2018.

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

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

Silkeborg, 21.03.2019

Executive Board

Kristian Saxtrup Sylvest

Board of Directors

Andy Nørregaard Andersen　Jesper Klein-Petersen　Michael Mortensen

Independent auditor's report

To the shareholders of Dacapo Stainless A/S
Opinion

We have audited the consolidated financial statements and the parent financial statements of Dacapo Stainless A/S for the financial year 01.01.2018 - 31.12.2018, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2018, and of the results of their operations and the consolidated cash flows for the financial year 01.01.2018 - 31.12.2018 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 consolidated financial statements and the parent financial statements section of this auditor's report. We are independent of the Group in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and

Independent auditor's report

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

- Conclude on the appropriateness of Management’s use of the going concern basis of accounting in preparing the consolidated financial statements and the parent 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 Group's and the Entity’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

Independent auditor's report

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

Statement on the management commentary
Management is responsible for the management commentary.

Our opinion on the consolidated financial statements and the parent financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements and the parent financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the consolidated financial statements and the parent financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

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

Aarhus, 21.03.2019

Deloitte
Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR) 33963556

Thomas Rosquist Andersen
State Authorised Public Accountant
Identification No (MNE) mne31482

Management commentary

	2018 DKK'000	2017 DKK'000	2016 DKK'000
Financial highlights			
Key figures			
Revenue	883.029	738.614	587.992
Gross profit/loss	109.205	95.223	79.514
Operating profit/loss	41.845	38.546	25.711
Net financials	(6.496)	(8.766)	(9.086)
Profit/loss for the year	27.135	22.753	14.030
Total assets	444.350	392.700	310.246
Investments in property, plant and equipment	4.664	5.705	3.067
Equity	90.542	61.788	42.365
Average numbers of employees	117	99	94
Ratios			
Gross margin (%)	12,4	12,9	13,5
Net margin (%)	3,1	3,1	2,4
Return on equity (%)	35,6	43,7	33,1

Key figures has been excluded for the financial years 2014-2015 as no Group financial statements were prepared in this period referring to the Danish Financial Statements Act section 112(1).

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2015" issued by the Danish Society of Financial Analysts.

Ratios	**Calculation formula**	**Calculation formula reflects**
Gross margin (%)	$\frac{\text{Gross profit/loss x 100}}{\text{Revenue}}$	The entity's operating gearing.
Net margin (%)	$\frac{\text{Profit/loss for the year x 100}}{\text{Revenue}}$	The entity's operating profitability.
Return on equity (%)	$\frac{\text{Profit/loss for the year x 100}}{\text{Average equity}}$	The entity's return on capital invested in the entity by the owners.

Management commentary

Primary activities

The Group's business activity is stockholding and trading of stainless steel primarily in Northern Europe, secondarily in the rest of the world. .

The stainless steel is purchased from specialized manufacturers in Europe and in Asia, and distributed from warehouses in Denmark and The Netherlands to industrial consumers world-wide through direct conventional sales channels and indirectly as supply partner to other steel re-sellers.
Digitalization is a cornerstone of the Group's strategy, and digital solutions are continuously developed and applied within all work processes in the Group's value chain.
A significant and increasing part of sales are carried out digitally either via the Group's commercial web portal or in one-to-one digital link-ups with key customers.

At dacapo.com it's possible to read more about the business model.

Development in activities and finances

The Group's income statement for the fiscal year ended 31. December, 2018 shows a net profit of DKK 27.135 thousand, and the balance sheet shows equity of DKK 90.542 thousand, which in addition to subordinated debt of DKK 10.600 thousand add up to a total liable capital of DKK 101.142 thousand and a solvency of 22,7 %.

Average stainless steel prices were marginally higher relative to 2017, however more volatile and the gross margin ended up a little below that of 2017. The nickel price is the main driver of the stainless steel prices and a significant increase during 1st half year was completely reversed during 2nd half year.
The Group achieved 18% growth in delivered steel volumes and in the sale of fittings and flanges, resulting in total revenue of DKK 883.029 thousand up almost 20 % vs. 2017 and reflects a satisfactory increase in market share.

The Group continued to execute its digital strategy and invested significantly in development of a range of digital functionalities, which are well received by the customers and clearly differentiate the Group from the relevant field of competition. Further investment and still more focus on digital sales channels and other processes in the value chain will continue in coming years.

The Group expanded the sales force in Sweden, Germany and the Netherlands and established its 5th European sales subsidiary in Belgium. The commercial launch went well and demonstrated the scalability of the business model with central warehousing and administration.

The effect of the trade policy frictions between USA and the rest of the world had no real impact on the European stainless steel markets. The Group is of the opinion that the EU safe guard regime now in place will not have any big impact on the business environment.

Management commentary

Uncertainty relating to recognition and measurement

A deferred tax asset has been recognized in the Group, totaling DKK 2.163 thousand. The utilization of it will depend on positive results of operations in a 3-5-year period. Management firmly believes that the deferred tax asset can be utilized via continued positive operating income in the years to come.

Uncertainty regarding exchange rates, raw materials and general economic development will continue to influence the market. The Group will continue to focus on cost efficiency and customer profitability to maintain flexibility and resilience to adverse changes.

The development in the first period reaffirms these expectations.

Outlook

2019 is off to a reasonably good start with steady demand and some indications that the price of nickel and with it the price of stainless steel can increase a little during the 2^{nd} quarter into the summer period.

The outlook for the global and not least the European macro economy has been deteriorating and the Group sees a certain risk of a less accommodating market situation during the 2^{nd} half of 2019.

Despite this, an enlarged salesforce and continued pursuit of an ambitious growth strategy driven by digitalization and other value-added services, shall enable the Group to generate satisfactory growth at top- as well as bottom line.

Particular risks

The Group uses currency hedges to hedge purchases of goods. The Group is dependent on the development in the prices of raw materials, especially nickel and molybdenum.

Statutory report on corporate social responsibility

Environment and climate

The main risk of the Group's activities related to environment and climate is the impact of the material handling and transportation of steel.

The Group endeavors to limit the environmental impact of its existence within all relevant processes and activities. Careful specification and selection of new material handling and transport equipment shall enable the Group to gradually reduce its carbon foot print.

The Group is buying from a global group of stainless steel producers, with widely different manufacturing systems and environmental impact. In 2018, Dacapo has reviewed its supply strategy and intends to allocate higher purchase volumes to suppliers with clear and ambitious environmental policies.

Labour rights

The main risk related to labour rights concerns employee's motivation as well as physical and phycological well-being.

Management commentary

The Group maintains a satisfactory staff retention level, which duly reflects an intention to offer all employees, regardless of gender or organizational level & responsibility, a safe and motivating work environment. The Group assign high priority to strict adherence to applicable rules and legislation related to its human resources.

Continuous personal development and upgrading of personal skills for all employees regardless of function and level is a key priority.

As the world and the markets change due to digitalization and environmental requirements, the capabilities of the sales force will change significantly.

The Group has undertaken several training activities in 2018 and will continue to do so. For example for 2018/2019 the Group has invested in sales training of all Account Managers in all countries.

Human rights

The main risk related to human rights is that employees may feel that they are not treated equally and fairly.

The Group has a zero-tolerance policy with regards to racial, religious, sexual or any other type of discrimination. This has resulted in disciplinary action including dismissal of employees on more than one occasion.

In 2018, there has been two incidents within the Group that can be characterized as human rights violations. One incident related to racism and another related to sexual harassment resulted in immediate dismissal of the two employees involved.

The Group rolled out a comprehensive orientation program related to new GDPR regulation, and a formalized GPDR policy is put in place.

Anti-corruption

The main risk related to anti-corruption is that employees may give gifts/use other means to illegally influence a client or partner decision or vice versa.

The Group has a strict policy with regards to corruption and bribery, and any direct or indirect engagement in or knowledge of any such activity is considered a serious non-acceptable offence.

The Group has a thoroughly BI-system and all "strange" activities will be discussed. Furthermore only a few persons, which are completely aware of our policy, do have direct access to purchase and act on behalf of

Management commentary

the Group. Meaning that the anti-corruption risk is very small.

In 2018, we do not have knowledge of any breaches in Dacapo regarding corruption and bribery.

Statutory report on the underrepresented gender

The Board of Directors consist of 3 male members and no females. It is the objective to have one female director latest in 2022. In 2018 there has been no election of members to the Board of Directors.

The Group has a male CEO and an executive management group consisting of 1 female and 3 male executives. In Denmark the group employs 13 females (hereof one manager and two team leaders) and 53 males (hereof one team leader and two managers). Within the group there are a total of 24 females and 100 males are employed. The overweight of males can be explained by the fact that a lot of the work at the warehouses is heavy work. One third of the 100 males represented, are employed at the warehouses in DK and NL.

When the Group initiates recruitment processes, there is emphasis on identifying female candidates for the open positions in order to obtain a higher degree of gender in the Group. As an example the Group hired a female HR manager end of 2017. Recruitment agencies are briefed on the desirability of presenting qualified female candidates.

Events after the balance sheet date

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

Consolidated income statement for 2018

	Notes	2018 DKK'000	2017 DKK'000
Revenue	2	883.029	738.614
Cost of sales		(741.617)	(617.137)
Other external expenses		(32.207)	(26.254)
Gross profit/loss		**109.205**	**95.223**
Staff costs	3	(62.813)	(52.545)
Depreciation, amortisation and impairment losses		(4.547)	(4.132)
Operating profit/loss		**41.845**	**38.546**
Other financial income	4	2.068	667
Other financial expenses	5	(8.564)	(9.433)
Profit/loss before tax		**35.349**	**29.780**
Tax on profit/loss for the year	6	(8.214)	(7.027)
Profit/loss for the year	7	**27.135**	**22.753**

Consolidated balance sheet at 31.12.2018

	Notes	2018 DKK'000	2017 DKK'000
Completed development projects		3.579	2.325
Intangible assets	8	**3.579**	**2.325**
Other fixtures and fittings, tools and equipment		7.495	5.665
Property, plant and equipment	9	**7.495**	**5.665**
Receivables from associates		0	10.600
Other receivables		22	22
Fixed asset investments	10	**22**	**10.622**
Fixed assets		**11.096**	**18.612**
Raw materials and consumables		198.958	181.925
Prepayments for goods		7.512	6.319
Inventories		**206.470**	**188.244**
Trade receivables		153.503	121.658
Receivables from group enterprises		65.369	55.791
Deferred tax	11	2.163	4.966
Other receivables		3.770	1.997
Prepayments	12	1.411	997
Receivables		**226.216**	**185.409**
Cash		**568**	**435**
Current assets		**433.254**	**374.088**
Assets		**444.350**	**392.700**

Consolidated balance sheet at 31.12.2018

	Notes	2018 DKK'000	2017 DKK'000
Contributed capital		2.223	2.223
Retained earnings		88.319	59.565
Equity		**90.542**	**61.788**
Subordinate loan capital	13	10.600	10.600
Non-current liabilities other than provisions		**10.600**	**10.600**
Bank loans		171.231	174.223
Finance lease liabilities		2.663	1.114
Trade payables		141.166	126.475
Income tax payable		498	714
Joint taxation contribution payable		403	0
Other payables		27.247	17.786
Current liabilities other than provisions		**343.208**	**320.312**
Liabilities other than provisions		**353.808**	**330.912**
Equity and liabilities		**444.350**	**392.700**
Events after the balance sheet date	1		
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Consolidated statement of changes in equity for 2018

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	2.223	59.565	61.788
Exchange rate adjustments	0	(371)	(371)
Fair value adjustments of hedging instruments	0	2.551	2.551
Tax of entries on equity	0	(561)	(561)
Profit/loss for the year	0	27.135	27.135
Equity end of year	**2.223**	**88.319**	**90.542**

Consolidated cash flow statement for 2018

	Notes	2018 DKK'000	2017 DKK'000
Operating profit/loss		43.480	38.546
Amortisation, depreciation and impairment losses		4.547	4.132
Working capital changes	14	(27.949)	(66.794)
Other adjustments		(2.012)	(4.643)
Cash flow from ordinary operating activities		**18.066**	**(28.759)**
Financial income received		416	667
Financial expenses paid		(8.564)	(9.433)
Income taxes refunded/(paid)		(714)	(217)
Cash flows from operating activities		**9.204**	**(37.742)**
Acquisition etc of intangible assets		(4.664)	(5.705)
Acquisition etc of property, plant and equipment		(3.175)	(1.357)
Sale of property, plant and equipment		211	2.030
Cash flows from investing activities		**(7.628)**	**(5.032)**
Loans raised		1.549	(5.736)
Repayments of loans etc		(2.992)	45.529
Cash flows from financing activities		**(1.443)**	**39.793**
Increase/decrease in cash and cash equivalents		**133**	**(2.981)**
Cash and cash equivalents beginning of year		435	3.416
Cash and cash equivalents end of year		**568**	**435**

Notes to consolidated financial statements

1. Events after the balance sheet date

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

	2018 DKK'000	2017 DKK'000
2. Revenue		
Denmark	352.586	309.851
Other EU Contries	433.544	354.351
Other Contries	96.899	74.412
	883.029	**738.614**

The Dacapo Group has not performed a segmentation of revenue on activities, as it considers its activities as one segment.

	2018 DKK'000	2017 DKK'000
3. Staff costs		
Wages and salaries	58.145	48.361
Pension costs	3.968	3.546
Other social security costs	569	493
Other staff costs	131	145
	62.813	**52.545**
Average number of employees	**117**	**99**

	Remunera-tion of manage-ment 2018 DKK'000	Remunera-tion of manage-ment 2017 DKK'000
Total amount for management categories	3.524	3.619
	3.524	**3.619**

	2018 DKK'000	2017 DKK'000
4. Other financial income		
Financial income arising from group enterprises	1.652	278
Other financial income	416	389
	2.068	**667**

Notes to consolidated financial statements

5. Other financial expenses	**2018 DKK'000**	**2017 DKK'000**
Financial expenses from group enterprises	0	1.320
Other interest expenses	3.272	2.715
Other financial expenses	5.292	5.398
	8.564	**9.433**

6. Tax on profit/loss for the year	**2018 DKK'000**	**2017 DKK'000**
Current tax	5.293	1.787
Change in deferred tax	1.106	5.240
Refund in joint taxation arrangement	1.815	0
	8.214	**7.027**

7. Proposed distribution of profit/loss	**2018 DKK'000**	**2017 DKK'000**
Retained earnings	27.135	22.753
	27.135	**22.753**

8. Intangible assets	**Completed develop-ment projects DKK'000**
Cost beginning of year	18.971
Additions	3.175
Cost end of year	**22.146**
Amortisation and impairment losses beginning of year	(16.646)
Amortisation for the year	(1.921)
Amortisation and impairment losses end of year	**(18.567)**
Carrying amount end of year	**3.579**

Notes to consolidated financial statements

	Other fixtures and fittings, tools and equipment DKK'000
9. Property, plant and equipment	
Cost beginning of year	36.346
Additions	4.664
Disposals	(1.542)
Cost end of year	**39.468**
Depreciation and impairment losses beginning of year	(30.681)
Depreciation for the year	(2.728)
Reversal regarding disposals	1.436
Depreciation and impairment losses end of year	**(31.973)**
Carrying amount end of year	**7.495**

	Receivables from associates DKK'000	Other receivables DKK'000
10. Fixed asset investments		
Cost beginning of year	10.600	22
Disposals	(10.600)	0
Cost end of year	**0**	**22**
Carrying amount end of year	**0**	**22**

	2018 DKK'000
11. Deferred tax	
Changes during the year	
Beginning of year	4.966
Recognised in the income statement	(2.613)
Recognised directly in equity	(561)
Exchange rate adjustments	371
End of year	**2.163**

The tax assets arise primarily from tax losses carried forward. Management expects that the Group and its jointly taxed enterprises will obtain positive earnings and thus, the deferred tax assets can be used in the future.

Notes to consolidated financial statements

12. Prepayments

Prepayments are prepaid costs for the next year.

13. Subordinate loan capital

	2017 DKK'000
Claims of creditor subordinated to other creditors	
Henrik Saxtrup Sylvest, due 31.12.2020	10.600
	10.600

The loan is subordinated in relation to all other creditors. Repayment can be demanded with 3 months notice.

	2018 DKK'000	2017 DKK'000
14. Change in working capital		
Increase/decrease in inventories	(18.226)	(26.181)
Increase/decrease in receivables	(33.892)	(64.467)
Increase/decrease in trade payables etc	24.169	23.854
	(27.949)	**(66.794)**

15. Financial instruments

Other receivables include a negative fair value of DKK 913K from currency hedges. The contracts hedge currency risk from future goods purchases in USD totalling USD 10,544K (DKK 68,748K). The fair value adjustment is registered on equity and is expected to be realized in profit and loss after balance date. The currency hedges runs 0 to 6 months.

	2018 DKK'000	2017 DKK'000
16. Unrecognised rental and lease commitments		
Liabilities under rental or lease agreements until maturity in total	**9.030**	**7.755**

17. Assets charged and collateral

The following assets have been put up as security for the Dacapo Groups debt:

Unsecured claims and inventory owned by Dacapo Stainless B.V. have been put up as security for credit facilities in ABN Amro Bank, The Netherlands. Bank loans amounts to DKK 38,351K. Unsecured claims amounts to DKK 25,588K. Inventory amounts to DKK 60,719K.

Unsecured claims owned by Dacapo Stainless AB have been put up as security for credit facilities in Coface

Notes to consolidated financial statements

Finans A/S. Unsecured claims amounts to DKK 32,836K.

Unsecured claims owned by Dacapo Stainless AS have been put up as security for credit facilities in Coface Finans A/S. Unsecured claims amounts to DKK 9,337K.

Unsecured claims owned by Dacapo Stainless GmbH have been put up as security for credit facilities in Jyske Bank, Germany. Bank loans amount to DKK 2,732K. Unsecured claims amounts to DKK 5,759K.

Company charge of DKK 130,000k consisting of unsecured claims, inventory, operating equipment owned by Dacapo Stainless A/S have been put up as security for credit facilities in Jyske Bank as well as pledges in shares in group enterprises. Bank loans amount to DKK 110,364K.

Unsecured claims amounts to DKK 78,897K.

Inventory amounts to DKK 138,228K.

Operating equipment amounts to DKK 6,198K.

Shares in group enterprises amounts to DKK 31,771K.

18. Transactions with related parties

Dacapo Holding A/S (CVR: 27400396), Silkeborg owns 90% of the shares in the Group, and therefore has controlling interest.

Referring to section 98 (C) of the Danish Financial Statements act The Group does not disclose transactions with related parties that have been performed at arm's length. Exception to this is listed below:

Related party	**Nature of transaction**	**Value DKK'000**
Dacapo Holding A/S	Rent	3,960

19. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:
Dacapo Holding A/S, Neptunvej 1, 8600 Silkeborg
Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
Dacapo Stainless A/S, Neptunvej 1, 8600 Silkeborg

Notes to consolidated financial statements

	Registered in	Corporate form	Equity interest %
20. Subsidiaries			
Dacapo Stainless AS	Bryne, Norway	AS	100,0
Dacapo Stainless AB	Malmø, Sweden	AB	100,0
Dacapo Stainless B.V.	Hlemond, Netherlands	B.V.	100,0
Dacapo Stainless GmbH	Münchengladbach, Germany	GmbH	100,0
Dacapo Stainless BVBA	Mechelen, Belgium	BVBA	100,0

Parent income statement for 2018

	Notes	2018 DKK'000	2017 DKK'000
Revenue	2	686.808	568.774
Cost of sales		(620.490)	(509.905)
Other external expenses		(17.584)	(16.605)
Gross profit/loss		**48.734**	**42.264**
Staff costs	3	(23.636)	(21.127)
Depreciation, amortisation and impairment losses		(4.185)	(3.895)
Operating profit/loss		**20.913**	**17.242**
Income from investments in group enterprises		15.187	14.422
Other financial income	4	758	257
Other financial expenses	5	(6.304)	(6.786)
Profit/loss before tax		**30.554**	**25.135**
Tax on profit/loss for the year	6	(3.419)	(2.382)
Profit/loss for the year	7	**27.135**	**22.753**

Parent balance sheet at 31.12.2018

	Notes	2018 DKK'000	2017 DKK'000
Completed development projects		3.579	2.325
Intangible assets	8	**3.579**	**2.325**
Other fixtures and fittings, tools and equipment		6.201	4.727
Property, plant and equipment	9	**6.201**	**4.727**
Investments in group enterprises		44.368	31.408
Receivables from associates		0	10.600
Fixed asset investments	10	**44.368**	**42.008**
Fixed assets		**54.148**	**49.060**
Raw materials and consumables		138.228	142.580
Prepayments for goods		7.512	6.319
Inventories		**145.740**	**148.899**
Trade receivables		78.898	60.978
Receivables from group enterprises		83.246	73.317
Deferred tax	12	0	1.400
Other receivables		2.568	1.893
Prepayments	11	1.137	769
Receivables		**165.849**	**138.357**
Cash		**77**	**216**
Current assets		**311.666**	**287.472**
Assets		**365.814**	**336.532**

Parent balance sheet at 31.12.2018

	Notes	2018 DKK'000	2017 DKK'000
Contributed capital		2.223	2.223
Reserve for net revaluation according to the equity method		23.093	10.227
Retained earnings		65.225	49.338
Equity		**90.541**	**61.788**
Deferred tax	12	267	0
Provisions		**267**	**0**
Subordinate loan capital	13	10.600	10.600
Non-current liabilities other than provisions		**10.600**	**10.600**
Bank loans		100.365	119.640
Finance lease liabilities		2.663	1.114
Trade payables		121.700	109.380
Payables to group enterprises		24.079	23.678
Income tax payable		498	187
Joint taxation contribution payable	14	403	0
Other payables		14.698	10.145
Current liabilities other than provisions		**264.406**	**264.144**
Liabilities other than provisions		**275.006**	**274.744**
Equity and liabilities		**365.814**	**336.532**
Events after the balance sheet date	1		
Financial instruments	15		
Claims of creditor subordinated to other creditors	16		
Unrecognised rental and lease commitments	17		
Contingent liabilities	18		
Assets charged and collateral	19		
Transactions with related parties	20		

Parent statement of changes in equity for 2018

	Contributed capital DKK'000	Reserve for net revaluation according to the equity method DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	2.223	10.227	49.338	61.788
Exchange rate adjustments	0	0	(372)	(372)
Fair value adjustments of hedging instruments	0	0	2.551	2.551
Tax of entries on equity	0	0	(561)	(561)
Profit/loss for the year	0	12.866	14.269	27.135
Equity end of year	**2.223**	**23.093**	**65.225**	**90.541**

Notes to parent financial statements

1. Events after the balance sheet date

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

	2018 DKK'000	2017 DKK'000
2. Revenue		
Denmark	352.570	308.689
Other EU Contries	320.936	225.864
Other Contries	13.302	34.221
	686.808	**568.774**

The company has not performed a segmentation of revenue in activities, as it considers its activities as one segment.

	2018 DKK'000	2017 DKK'000
3. Staff costs		
Wages and salaries	35.543	30.448
Pension costs	2.079	1.878
Other social security costs	254	252
Other staff costs	(14.240)	(11.451)
	23.636	**21.127**
Average number of employees	**64**	**57**

	Remunera-tion of manage-ment 2018 DKK'000	Remunera-tion of manage-ment 2017 DKK'000
Total amount for management categories	3.524	3.619
	3.524	**3.619**

	2018 DKK'000	2017 DKK'000
4. Other financial income		
Financial income arising from group enterprises	709	195
Other financial income	49	62
	758	**257**

Notes to parent financial statements

	2018 DKK'000	2017 DKK'000
5. Other financial expenses		
Financial expenses from group enterprises	1.012	1.388
Other financial expenses	5.292	5.398
	6.304	**6.786**

	2018 DKK'000	2017 DKK'000
6. Tax on profit/loss for the year		
Current tax	498	186
Change in deferred tax	1.106	2.196
Refund in joint taxation arrangement	1.815	0
	3.419	**2.382**

	2018 DKK'000	2017 DKK'000
7. Proposed distribution of profit/loss		
Transferred to reserve for net revaluation according to the equity method	12.866	10.227
Retained earnings	14.269	12.526
	27.135	**22.753**

	Completed develop-ment projects DKK'000
8. Intangible assets	
Cost beginning of year	18.477
Additions	3.175
Cost end of year	**21.652**
Amortisation and impairment losses beginning of year	(16.152)
Amortisation for the year	(1.921)
Amortisation and impairment losses end of year	**(18.073)**
Carrying amount end of year	**3.579**

Notes to parent financial statements

	Other fixtures and fittings, tools and equipment DKK'000
9. Property, plant and equipment	
Cost beginning of year	23.663
Additions	3.948
Disposals	(1.542)
Cost end of year	**26.069**
Depreciation and impairment losses beginning of year	(18.936)
Depreciation for the year	(2.368)
Reversal regarding disposals	1.436
Depreciation and impairment losses end of year	**(19.868)**
Carrying amount end of year	**6.201**

	Invest-ments in group enterprises DKK'000	Receivables from associates DKK'000
10. Fixed asset investments		
Cost beginning of year	21.181	10.600
Additions	92	0
Disposals	0	(10.600)
Cost end of year	**21.273**	**0**
Revaluations beginning of year	10.227	0
Share of profit/loss for the year	15.187	0
Revaluations end of year	**25.414**	**0**
Exchange rate adjustments	(371)	0
Investments with negative equity value depreciated over receivables	(1.948)	0
Impairment losses end of year	**(2.319)**	**0**
Carrying amount end of year	**44.368**	**0**

A specification of investments in subsidiaries is evident from the notes to the consolidated financial statements.

Notes to parent financial statements

11. Prepayments

Prepayments are prepaid costs for the next year.

	2018 DKK'000
12. Deferred tax	
Changes during the year	
Beginning of year	(1.400)
Recognised in the income statement	1.106
Recognised directly in equity	561
End of year	**267**

13. Subordinate loan capital

The loan is subordinated in relation to all other creditors. Repayment can be demanded with 3 months notice. Referring to note 15 for specification of the loan.

14. Joint taxation contribution payable

Joint taxation contribution payable consists of payables to the administration Company.

15. Financial instruments

Other payables include a negative fair value of DKK 913K from currency hedges. The contracts hedge currency risk from future goods purchases in USD totalling USD 10,544K (DKK 68,748K). The fair value adjustment is registered on equity and is expected to be realised in profit and loss after balance date. The currency hedges runs 0 to 6 months.

	Amounts outstandin g DKK'000	Date of maturity
16. Claims of creditor subordinated to other creditors		
Henrik Saxtrup Sylvest	10.600	31.12.2020
	10.600	

	2018 DKK'000	2017 DKK'000
17. Unrecognised rental and lease commitments		
Liabilities under rental or lease agreements until maturity in total	**4.524**	**5.760**

Notes to parent financial statements

	2018 DKK'000	2017 DKK'000
18. Contingent liabilities		
Recourse and non-recourse guarantee commitments	5.733	5.766
Contingent liabilities to group enterprises	**5.733**	**5.766**

The Entity participates in a Danish joint taxation arrangement in which Dacapo Holding A/S, Neptunvej 1, 8600 Silkeborg, Denmark serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2013 for income taxes etc for the jointly taxed entities, and from 1 July 2012 for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company's financial statements.

19. Assets charged and collateral

Company charge of DKK 130,000k consisting of unsecured claims, inventory, operating equipment owned by Dacapo Stainless A/S have been put up as security for credit facilities in Jyske Bank as well as pledges in shares in group enterprises. Bank loans amount to DKK 110,364K.

Unsecured claims amounts to DKK 78,897K.

Inventory amounts to DKK 138,228K.

Operating equipment amounts to DKK 6,198K.

Shares in group enterprises amounts to DKK 31,771K.

20. Transactions with related parties

Dacapo Holding A/S (CBR: 27400396), Silkeborg owns 90% of the shares in the Company, and therefore has controlling interest.

Referring to section 98 (C) of the Danish Financial Statements act The Company does not disclose transactions with related parties as the transactions have been performed at arm's length. Exception to this is listed below:

Related party	**Nature of transaction**	**Value DKK'000**
Dacapo Holding A/S	Rent	3,960

Accounting policies

Reporting class
This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (large).

The accounting policies applied for this consolidated financial statements and parent financial statements are consistent with those applied last year.

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

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

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

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

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

Consolidated financial statements
The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence. Enterprises in which the Group, directly or indirectly, holds between 20% and 50% of the voting rights and exercises significant, but not controlling influence are regarded as associates.

Basis of consolidation
The consolidated financial statements are prepared on the basis of the financial statements of Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognised in full in the consolidated financial statements. Minority interests' pro rata shares of the profit/loss and the net assets are disclosed as separate items in the income statement and the balance sheet, respectively.

Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the takeover

Accounting policies

date, with net assets having been calculated at fair value.

Business combinations

Newly acquired or newly established enterprises are recognised in the consolidated financial statements from the time of acquiring or establishing such enterprises. Divested or wound-up enterprises are recognised in the consolidated income statement up to the time of their divestment or winding-up.

The purchase method is applied at the acquisition of new enterprises, under which identifiable assets and liabilities of these enterprises are measured at fair value at the acquisition date. On acquisition of enterprises, provisions are made for costs relating to decided and published restructurings in the acquired enterprise. Allowance is made for the tax effect of restatements.

Positive differences in amount (goodwill) between cost of the acquired share and fair value of the assets and liabilities taken over are recognised under intangible assets, and they are amortised systematically over the income statement based on an individual assessment of their useful life, however, no more than 20 years. Negative differences in amount (negative goodwill), corresponding to an estimated adverse development in the relevant enterprises, are recognised in the balance sheet under deferred income, and they are recognised in the income statement when such adverse development is realised.

Profits or losses from divestment of equity investments

Profits or losses from divestment or winding-up of subsidiaries are calculated as the difference between selling price or settlement price and the carrying amount of the net assets at the time of divestment or winding-up, inclusive of non-amortised goodwill and estimated divestment or winding-up expenses

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

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

Cost of sales

Cost of sales comprises costs of sales for the financial year measured at cost, adjusted for ordinary inventory write-downs.

Accounting policies

Other external expenses
Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes write-downs of receivables recognised in current assets.

Staff costs
Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses
Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Other financial income
Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses
Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

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

Balance sheet
Intellectual property rights etc
Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Accounting policies

Completed development projects are amortised on a straight-line basis using the estimated useful lives of the assets. The amortisation period is five years. For development projects protected by intellectual property rights, the maximum amortisation period is the remaining duration of the relevant rights. Development projects are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment
Land and buildings, plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

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

Buildings	50 years
Plant and machinery	3-10 years
Other fixtures and fittings, tools and equipment	3-10 years

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises
Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity plus or minus unamortised positive, or negative, goodwill and minus or plus unrealised intra-group profits or losses.

Group enterprises with negative equity are measured at DKK 0, and any receivables from these enterprises are written down by the Parent's share of such negative equity value if it is deemed irrecoverable. If the negative equity value exceeds the amount receivable, the remaining amount is recognised under provisions if the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

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

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

Accounting policies

Cost consists of purchase price plus delivery costs.

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

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

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

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

Cash
Cash comprises cash in hand and bank deposits.

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

Operating leases
Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

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

Income tax receivable or payable
Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

Joint taxation contributions receivable or payable
Current joint taxation contributions receivable or joint taxation payable is recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax. ♥For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Accounting policies

Cash flow statement

The cash flow statement shows cash flows from operating, investing and financing activities as well as cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and income taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments as well as purchase, development, improvement and sale, etc of intangible assets and property, plant and equipment, including acquisition of assets held under finance leases.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs as well as the raising of loans, inception of finance leases, instalments on interest-bearing debt, purchase of treasury shares, and payment of dividend.