

**AstenJohnson Holdings
Europe DK ApS**
Sundkrogsgade 5
2100 Copenhagen Ø
Central Business Registration No
26847133

Annual report 2017

The Annual General Meeting adopted the annual report on 31.05.2018

Chairman of the General Meeting

Name: James Mauldin Gibson

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Entity details

Entity

AstenJohnson Holdings Europe DK ApS
Sundkrogsgade 5
2100 Copenhagen Ø

Central Business Registration No: 26847133

Registered in: Copenhagen

Financial year: 01.01.2017 - 31.12.2017

Executive Board

James Mauldin Gibson
Steven Daniel Gray
Brenda Scott Szymanowski

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
P.O. Box 1600
0900 Copenhagen C

Statement by Management on the annual report

The Executive Board has today considered and approved the annual report of AstenJohnson Holdings Europe DK ApS for the financial year 01.01.2017 - 31.12.2017.

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 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

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.

Copenhagen, 31.05.2018

Executive Board

James Mauldin Gibson

Steven Daniel Gray

Brenda Scott Szymanowski

Independent auditor's report

To the shareholder of AstenJohnson Holdings Europe DK ApS

Opinion

We have audited the financial statements of AstenJohnson Holdings Europe DK ApS for the financial year 01.01.2017 - 31.12.2017, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity 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 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 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 financial statements unless Management either intends to liquidate the Entity 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 about 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 these financial statements.

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

Independent auditor's report

- 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 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 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 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 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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the 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 financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the 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.

Independent auditor's report

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

Copenhagen, 31.05.2018

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556

Jan Larsen

State Authorised Public Accountant

Identification number (MNE) mne16541

Management commentary

Primary activities

Activities comprise the Entity acting as a holding company for investment activities.

The Company has no employees.

Development in activities and finances

Profit for the year amounts to EUR 1.638 thousand which is considered satisfactory. According to the annual report for 2017, Management forecasted positive results.

Outlook

Profit for 2018 is expected to reach a level of EUR 2-3 million.

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.

Income statement for 2017

	<u>Notes</u>	<u>2017 EUR</u>	<u>2016 EUR</u>
Other external expenses		(14.746)	(15.780)
Operating profit/loss		(14.746)	(15.780)
Income from investments in group enterprises		1.651.396	2.359.040
Other financial income	2	994	0
Other financial expenses	3	0	(477)
Profit/loss for the year		1.637.644	2.342.783
Proposed distribution of profit/loss			
Retained earnings		1.637.644	2.342.783
		1.637.644	2.342.783

Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017 EUR</u>	<u>2016 EUR</u>
Investments in group enterprises		<u>38.593.399</u>	<u>36.942.003</u>
Fixed asset investments	4	<u>38.593.399</u>	<u>36.942.003</u>
Fixed assets		<u>38.593.399</u>	<u>36.942.003</u>
Assets		<u>38.593.399</u>	<u>36.942.003</u>

Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017</u> <u>EUR</u>	<u>2016</u> <u>EUR</u>
Contributed capital	5	40.377	40.377
Retained earnings		38.408.666	36.771.022
Equity		38.449.043	36.811.399
Payables to group enterprises		134.815	120.196
Other payables		9.541	10.408
Current liabilities other than provisions		144.356	130.604
Liabilities other than provisions		144.356	130.604
Equity and liabilities		38.593.399	36.942.003
Staff costs	1		
Group relations	6		

Statement of changes in equity for 2017

	Contributed capital EUR	Retained earnings EUR	Total EUR
Equity beginning of year	40.377	36.771.022	36.811.399
Profit/loss for the year	0	1.637.644	1.637.644
Equity end of year	40.377	38.408.666	38.449.043

Notes

	<u>2017</u>	<u>2016</u>
1. Staff costs		
Average number of employees	<u>0</u>	<u>0</u>
	<u>2017</u>	<u>2016</u>
	<u>EUR</u>	<u>EUR</u>
2. Other financial income		
Exchange rate adjustments	<u>994</u>	<u>0</u>
	<u>994</u>	<u>0</u>
	<u>2017</u>	<u>2016</u>
	<u>EUR</u>	<u>EUR</u>
3. Other financial expenses		
Exchange rate adjustments	<u>0</u>	<u>477</u>
	<u>0</u>	<u>477</u>
		Investment
		s in group
		enterprises
		EUR
4. Fixed asset investments		
Cost beginning of year		<u>42.480.709</u>
Cost end of year		<u>42.480.709</u>
Impairment losses beginning of year		<u>(5.538.706)</u>
Share of profit/loss for the year		<u>1.651.396</u>
Impairment losses end of year		<u>(3.887.310)</u>
Carrying amount end of year		<u>38.593.399</u>

Notes

	<u>Registered in</u>	<u>Corpo- rate form</u>	<u>Equity inte- rest %</u>	<u>Equity EUR</u>	<u>Profit/loss EUR</u>
Investments in group enterprises comprise:					
AstenJohnson PGMBH	Kettenis (Eupen), Belgium	PGMBH	100,0	34.950.660	1.395.000
Domäne Buschberg PGMBH	Kettenis (Eupen), Belgium	PGMBH	100,0	3.642.741	256.396
				<u>Par value EUR</u>	<u>Nominal value EUR</u>
5. Contributed capital			<u>Number</u>		
Ordinary shares			300	134,59	40.377
			300		40.377

6. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
AstenJohnson Holdings Ltd., 4399 Corporate Road, Charleston, South Carolina, USA

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 112(2) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

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.

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 rate 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

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for stationery and office supplies etc.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Accounting policies

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, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Balance sheet

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 value plus or minus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

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.

Goodwill is calculated as the difference between cost of the investments and fair value of the pro rata share of assets and liabilities acquired. The amortisation periods used are 10 years.

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

Other financial liabilities

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