

Rulmeca A/S

Byleddet 7
4000 Roskilde

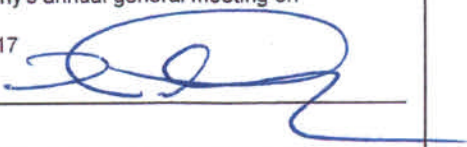
CVR no. 27 42 99 71

Annual report 2016

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

31 May 2017

chairman



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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Rulmeca A/S for the financial year 1 January – 31 December 2016.

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

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2016 and of the results of the Company's operations for the financial year 1 January – 31 December 2016.


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.

31 May 2017
Executive Board:


Peter Lutz

Board of Directors:


Carsten Spanggaard
Wolfgang Gresch
Peter Lutz



Independent auditor's report

To the shareholders of Rulmeca A/S

Opinion

We have audited the financial statements of Rulmeca A/S for the financial year 1 January – 31 December 2016 comprising income statement, balance sheet and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2016 and of the results of the Company's operations for the financial year 1 January – 31 December 2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility for the financial statements

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

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



Independent auditor's report

Auditor's responsibilities for the audit of the financial statements

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

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

- identify and assess the risks of material misstatement of the company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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



Independent auditor's report

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.

Copenhagen, 31 May 2017

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Olafsson David
State Authorised
Public Accountant

Rulmeca A/S
Annual report 2016
CVR no. 27 42 99 71

Management's review

Company details

Rulmeca A/S
Byledet 7
4000 Roskilde

Telephone: 36776755
CVR no.: 27 42 99 71
Established: 12 November 2003
Registered office:
Financial year: 1 January – 31 December

Board of Directors

Carsten Spanggaard,
Wolfgang Gresch
Peter Lutz

Executive Board

Peter Lutz

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
2100 København Ø

Management's review

Operating review

Principal activities

The company's main activity is to produce engines and drive industrial production and trade in general.

Uncertainty regarding recognition and measurement

In Management's opinion, no special uncertainties exist in relation to the company's recognition and measurement of assets and liabilities.

Development in activities and financial position

The income statement of the Company for 2016 shows a loss of EUR -121,180, and at 31 December 2016 the balance sheet of the Company shows equity of EUR 119,410.

Events after the balance sheet date

No events occurred after the end of the financial year that might materially affect the company's financial position.

Financial statements 1 January – 31 December

Income statement

EUR	Note	2016	2015
Gross profit		982,532	780,286
Staff costs	2	-900,457	-929,982
Depreciation, amortisation and impairment	3	-38,134	-50,274
Operating profit/loss		43,941	-199,970
Financial income	4	42,997	21,135
Financial expenses	5	-116,844	-33,438
Loss before tax		-29,906	-212,273
Tax on profit/loss for the year	6	-84,984	-17,140
Loss for the year		-114,890	-229,413
Proposed distribution of loss			
Retained earnings		-121,180	-229,413
		-121,180	-229,413

Financial statements 1 January – 31 December

Balance sheet

EUR	Note	2016	2015
ASSETS			
Fixed assets			
Intangible assets	7		
Software		0	14,400
		0	14,400
Property, plant and equipment	8		
Land and buildings		178,731	184,431
Fixtures and fittings, tools and equipment		171	32,365
		178,902	216,796
Investments			
Other securities and equity investments		14,759	17,754
		14,759	17,754
Total fixed assets		193,661	248,950
Current assets			
Inventories			
Raw materials and consumables		168,801	158,362
Work in progress		7,413	5,989
Finished goods and goods for resale		135,003	199,310
		311,217	363,661
Receivables			
Trade receivables		1,239,439	1,251,635
Receivables from group entities		267,772	123,185
Corporation tax		32,433	24,760
Deferred tax asset		0	84,984
Other receivables		6,813	25,602
		1,546,457	1,510,166
Cash at bank and in hand		160,505	352,900
Total current assets		2,018,179	2,226,727
TOTAL ASSETS		2,211,840	2,475,677

Financial statements 1 January – 31 December

Balance sheet

EUR	Note	2016	2015
EQUITY AND LIABILITIES			
Equity	9		
Share capital		67,190	67,190
Retained earnings		58,510	173,400
Total equity		<u>125,700</u>	<u>240,590</u>
Liabilities other than provisions			
Non-current liabilities other than provisions			
Other credit institutions		95,200	99,418
		<u>95,200</u>	<u>99,418</u>
Current liabilities other than provisions			
Current portion of non-current liabilities		4,800	4,766
Trade payables		309,918	337,665
Payables to group entities		1,129,722	1,306,883
Other payables		546,500	486,355
		<u>1,990,940</u>	<u>2,135,669</u>
Total liabilities other than provisions		<u>2,086,140</u>	<u>2,235,087</u>
TOTAL EQUITY AND LIABILITIES		<u>2,211,840</u>	<u>2,475,677</u>
Contractual obligations, contingencies, etc.	10		
Mortgages and collateral			
Related party disclosures	11		

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Rulmeca A/S for 2016 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act.

As from 1 January 2016, the Company has implemented Act no. 738 of 1 June 2015. This has entailed the following changes to recognition and measurement:

— Going forward, the residual value of intangible assets and property, plant and equipment must be reassessed on an ongoing basis. Pursuant to the transition provisions of the Act, any adjustments to residual values must be made prospectively as an accounting estimate without restatement of comparative figures and without effect on equity.

The changes have no monetary effect on the income statement or the balance sheet for 2015 or for the comparative figures. The changes have no monetary effect on the income statement or the balance sheet for 2016 or for the comparative figures.

Pursuant to Section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

General information on recognition and valuation

In the profit and loss account income is recognised as it is earned, including value adjustment of financial assets and liabilities. All costs, including depreciation and write-downs, are also included in the profit and loss account.

Assets are recognised in the balance sheet if it is likely that future financial advances will accrue to the company and the asset can be valued reliably.

Liabilities are recognised in the balance sheet if it is likely that the company will be denied future financial advantages and the liability can be valued reliably.

When assets and liabilities are first recognised, they are valued at original cost. Assets and liabilities are subsequently valued as described for each individual item below.

Euro is used as the measurement currency. All other currencies are regarded as foreign.

Income statement

Gross Profit

Pursuant to Section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Revenue

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

Revenue from the sale of services is recognised on a straight-line basis in the income statement as the services are provided.

Other external costs

Other external costs comprise distribution costs and costs related to sales, sales campaigns, administration, office premises, operating leases, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Financial income and expenses

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

Dividends from equity investments in are recognised in the income statement in the financial year in which dividend is declared. To the extent that the distributed dividend exceeds accumulated earnings at the acquisition date, the dividend is recognised as write-down of the cost of the equity investment.

Tax on profit/loss for the year

The Parent Company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. The subsidiaries are included in the joint taxation from the date when they are included in the consolidated financial statements and up to the date when they are excluded from the consolidation.

The Parent Company is the administrative company for the joint taxation and accordingly settles all payments of corporation tax to the tax authorities.

On payment of joint taxation contributions, current Danish corporation tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have used the losses to

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

reduce their own taxable profit.

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

Balance sheet

Intangible assets

Software is measured at cost less accumulated amortisation. Software is amortised on a straight-line basis over its remaining patent period, and licences are amortised over the licens period; however not exceeding 5 years.

Property, plant and equipment

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

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

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

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

The depreciable amount, which is calculated as cost less any projected residual values after the end of the useful life, is depreciated on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Buildings	30 years
Fixtures and fittings, tools and equipment	3 years

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

Land is not depreciated.

Fixed assets under construction are recognised and measured at cost at the balance sheet date. Upon entry into service, the cost is transferred to the relevant group of

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

property, plant and equipment.

Depreciation is recognised in the income statement as production costs, distribution costs and administrative expenses, respectively.

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

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale and raw materials and consumables are measured at cost, comprising purchase price plus delivery costs.

Finished goods and work in progress are measured at cost, comprising the cost of raw materials, consumables, direct wages and salaries and indirect production overheads. Indirect production overheads comprise indirect materials and wages and salaries as well as the maintenance of depreciation of production machinery, buildings and equipment as well as factory administration and management. Borrowing costs are not included in cost.

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

Receivables

Receivables are measured at amortised cost.

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

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

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

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

portfolio is used as discount rate.

Dividend

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

Corporation tax and deferred tax

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

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

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

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

Liabilities other than provisions

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

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

Other liabilities are measured at net realisable value.

Financial statements 1 January – 31 December

Notes

2 Staff costs		
EUR	2016	2015
Wages and salaries	805,798	814,613
Pensions	87,210	85,881
Other social security costs	6,339	10,618
Other staff costs	1,110	18,870
	<u>900,457</u>	<u>929,982</u>
Average number of full-time employees	<u>9</u>	<u>10</u>
3 Depreciation, amortisation and impairment		
Software	14,400	14,400
Buildings	5,700	3,798
Machinery and equipment	18,034	32,076
	<u>38,134</u>	<u>50,274</u>
4 Financial income		
Other financial income	<u>42,997</u>	<u>21,135</u>
	<u>42,997</u>	<u>21,135</u>
5 Financial expenses		
Other financial expenses	<u>116,844</u>	<u>33,438</u>
	<u>116,844</u>	<u>33,438</u>
6 Tax on profit/loss for the year		
Calculated tax on taxable profit for the year	0	17,038
Adjustment of tax concerning previous years	0	102
Change in deferred tax asset	84,984	0
	<u>84,984</u>	<u>17,140</u>

Financial statements 1 January – 31 December

Notes

7 Intangible assets

EUR	Software	Total
Cost at 1 January	108,000	108,000
Cost at 31 December 2016	108,000	108,000
Amortisation and impairment losses at 1 January 2016	-93,600	-93,600
Additions	-14,400	-14,400
Amortisation and impairment losses at 31 December 2016	-108,000	-108,000
Carrying amount at 31 December 2016	0	0

8 Property, plant and equipment

EUR	Land and buildings	Fixtures and fittings, tools and equipment
Cost at 1 January 2016	201,059	182,254
Disposals	0	-14,160
Cost at 31 December 2016	201,059	168,094
Depreciation and impairment losses at 1 January 2016	-16,628	-149,889
Depreciation	-5,700	-18,034
Depreciation and impairment losses at 31 December 2016	-22,328	-167,923
Carrying amount at 31 December 2016	178,731	171

9 Equity

EUR	Share capital	Retained earnings	Total
Equity at 1 January 2016	67,190	173,400	240,590
Transferred over the [profit appropriation/distribution of loss]	0	-121,180	-121,180
Equity at 31 December 2016	67,190	52,220	119,410

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

The share capital consists of 500 shares of a nominal value of EUR 134 each.

All shares rank equally.

Financial statements 1 January – 31 December

Notes

10 Contractual obligations, contingencies, etc.

Rental agreements and leases

Lease obligations under operating leases. Total future payments:

EUR	2016	2015
Within 1 year	26,300	189,332

Lease obligations, period of non-terminability 6 months.

11 Related party disclosures

Related party transactions

The Company buys goods from group enterprises. All transactions were carried out on an arm's length basis.

Ownership

According to the company's register of owners, the following shareholders have controlling influence:

