Legrand Scandinavia A/S

Avedøreholmen 48

2650 Hvidovre

CVR No. 29185808

Annual Report 2016

The Annual Report was presented and
adopted at the Annual General Meeting of
the Company on 19 June 2017

Ralf Schweickardt
Chairman

Contents

	Page
Management's Statement	3
Independent Auditor's Report	4
Company Details	6
Management's Review	7
Income Statement	8
Balance Sheet 31 December	9
Statement of changes in Equity	11
Notes	12

Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Legrand Scandinavia A/S for the financial year 1 January 2016 - 31 December 2016.

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 assets, liabilities and financial position of the Company at 31 December 2016 and of the results of the Company's operations for the financial year 1 January 2016 - 31 December 2016.

In our opinion, the Management's Review includes a true and fair account of the matters addressed in the review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Hvidovre, 19 June 2017

Executive Board

Ralf Karl-Heinz Schweickardt

Supervisory Board

Antoine Didier Marie Burel Chairman	Ralf Karl-Heinz Schweickardt	David Beugin

Independent Auditor's Report

To the Shareholders of Legrand Scandinavia A/S

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

We have audited the Financial Statements of Legrand Scandinavia A/S for the financial year 1 January 2016 - 31 December 2016, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

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 requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Statement on Management's Review
Management is responsible for the Management's review.

Our opinion on the financial statements does not cover 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 Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financials Statements Act.

Based on the work we have performed, in our view, 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 in Management's Review.

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 as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The auditor's responsibility 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

Independent Auditor's Report

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 judgment and maintain professional skepticism throughout the audit. We also:

* Identify and assess the risk of material misstatements in the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

* Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

* 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 audit.

Hellerup, 19 June 2017

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR-no. 33771231

Jens Otto Damgaard
State Authorised Public Accountant

Lone Vindbjerg Larsen
State Authorised Public Accountant

Company details

Company	Legrand Scandinavia A/S Avedøreholmen 48 2650 Hvidovre CVR No.: 29185808 Financial year: 1 January 2016 - 31 December 2016
Supervisory Board	Antoine Didier Marie Burel, Chairman Ralf Karl-Heinz Schweickardt David Beugin
Executive Board	Ralf Karl-Heinz Schweickardt
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup CVR-no.: 33771231
Consolidated Financial Statements	The annual report of the Company is part of the consolidated financial statements of the ultimate Parent Company, Legrand France SA. The consolidated financial statements can be obtained by written application to: Legrand Société anonyme 128, avenue du Maréchal de Lattre de Tassigny 87000 Limoges

Management's Review

Main activity
The Company's activities consist of distribution and sale of cable management systems and solutions. The activities are to a great extent based on the sale of the Group's products primary on the Danish market.

Development in the year
The Company's Income Statement of the financial year 1 January 2016 - 31 December 2016 shows a result of DKK 1.009.081 and the Balance Sheet at31 December 2016 a balance sheet total of DKK 19.527.839 and an equity of DKK -3.773.995.

Capital resources and liquidity
The Company has lost more than 50% of the equity as of 31 December 2016. The Company's management expect to re-establish the equity with future operations.

To secure the liquidity the Company have received a letter of support and established a long-term credit facility with it's Ultimate Parent Legrand France SA

Expectations for the year ahead
The Company expects its operations to develop positively next year.

Insecurity regarding recognition or measurement
Recognition and measurement in the Annual Report have not been subject to any uncertainty.

Subsequent events
No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income Statement

	Note	2016 DKK	2015 DKK
Gross profit/loss		**10.794.542**	**11.143.479**
Staff expenses	1	-9.630.302	-9.754.000
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	2	-106.706	-6.194.776
Profit/loss before financial income and expenses		**1.057.534**	**-4.805.297**
Financial income	3	16.314	29.020
Financial expences	4	-64.767	-238.506
Profit from ordinary activities before tax		**1.009.081**	**-5.014.783**
Tax on profit/loss for the year		0	0
Net profit/loss for the year		**1.009.081**	**-5.014.783**
Proposed distribution of results			
Retained earnings		1.009.081	-5.014.783
Distribuation of profit		**1.009.081**	**-5.014.783**

Balance Sheet 31 December

	Note	2016 DKK	2015 DKK
Assets			
Goodwill	5	0	0
Intangible assets		**0**	**0**
Plant and machinery	6	129.830	94.565
Other fixtures, fittings, tools and equipment	7	63.818	44.594
Leasehold improvements	8	0	26.490
Property, plant and equipment		**193.648**	**165.649**
Fixed assets		**193.648**	**165.649**
Manufactured goods and goods for resale		5.503.032	5.604.532
Inventories		**5.503.032**	**5.604.532**
Short-term trade receivables		3.288.182	7.291.707
Short-term receivables from group enterprises		463.366	468.619
Current deferred tax	9	0	0
Other short-term receivables		764.268	775.478
Prepayments		331.246	117.582
Receivables		**4.847.062**	**8.653.386**
Cash and cash equivalents		**8.984.097**	**5.795.425**
Current assets		**19.334.191**	**20.053.343**
Assets		**19.527.839**	**20.218.992**

Balance Sheet 31 December

	Note	2016 DKK	2015 DKK
Liabilities and equity			
Share capital		500.000	500.000
Retained earnings		-4.273.995	-5.283.076
Equity		**-3.773.995**	**-4.783.076**
Payables to group enterprises	10	14.813.705	14.449.461
Long-term liabilities other than provisions		**14.813.705**	**14.449.461**
Trade payables		3.161.217	5.201.673
Payables to group enterprises		2.412.418	1.388.194
Other payables		2.914.494	3.962.740
Short-term liabilities other than provisions		**8.488.129**	**10.552.607**
Liabilities other than provisions within the business		**23.301.834**	**25.002.068**
Liabilities and equity		**19.527.839**	**20.218.992**

Going concern	10
Contingent liabilities	11
Related parties and ownership	12
Accounting policies	13

Statement of changes in Equity

	Share capital	Retained earnings	Total
Equity 1 January 2016	500.000	-5.283.076	-4.783.076
Net profit/loss for the year	0	1.009.081	1.009.081
Equity 31 December 2016	**500.000**	**-4.273.995**	**-3.773.995**

The share capital has changed with TDKK 375 in 2012. There have been no further changes in the share capital during the previous 5 years.

Notes

	2016	2015
	DKK	DKK

1. Employee benefits expense

Wages and salaries	8.753.311	8.937.311
Pensions	653.720	588.680
Social security contributions	223.271	228.009
	9.630.302	**9.754.000**
Average number of employees	17	17

2. Depreciation, amortisation and impairment of intangible assets and property, plant and equipment

Amortisation of intangible assets	0	3.012.027
Depreciation of property, plant and equipment	106.706	170.721
Impairment of intangible assets	0	3.012.028
	106.706	**6.194.776**

3. Financial income

Other finance income	5.465	0
Exchange adjustments	10.849	29.020
	16.314	**29.020**

4. Financial expenses

Interest paid to group enterprises	2.971	34.896
Other finance expenses	47.009	51.951
Exchange adjustments, expenses	14.787	151.659
	64.767	**238.506**

5. Goodwill

Cost at the beginning of the year	14.146.944	14.146.944
Cost at the end of the year	**14.146.944**	**14.146.944**
Depreciation and amortisation at the beginning of the year	-14.146.944	-8.122.889
Amortisation for the year	0	-3.012.027
Impairment losses for the year	0	-3.012.028
Impairment losses and amortisation at the end of the year	**-14.146.944**	**-14.146.944**
Carrying amount at the end of the year	**0**	**0**

Notes

	2016 DKK	2015 DKK
6. Plant and machinery		
Cost at the beginning of the year	605.804	726.196
Addition during the year, incl. improvements	92.472	58.208
Disposal during the year	0	-178.600
Cost at the end of the year	**698.276**	**605.804**
Depreciation and amortisation at the beginning of the year	-511.239	-592.313
Amortisation for the year	-57.207	-97.526
Reversal of impairment losses and amortisation of disposed assets	0	178.600
Impairment losses and amortisation at the end of the year	**-568.446**	**-511.239**
Carrying amount at the end of the year	**129.830**	**94.565**

7. Other fixtures, fittings, tools and equipment

	2016 DKK	2015 DKK
Cost at the beginning of the year	85.626	158.863
Addition during the year, incl. improvements	42.233	29.248
Disposal during the year	0	-102.485
Cost at the end of the year	**127.859**	**85.626**
Depreciation and amortisation at the beginning of the year	-41.032	-96.812
Amortisation for the year	-23.009	-46.705
Reversal of impairment losses and amortisation of disposed assets	0	102.485
Impairment losses and amortisation at the end of the year	**-64.041**	**-41.032**
Carrying amount at the end of the year	**63.818**	**44.594**

8. Leasehold improvements

	2016 DKK	2015 DKK
Cost at the beginning of the year	248.914	248.914
Cost at the end of the year	**248.914**	**248.914**
Depreciation and amortisation at the beginning of the year	-222.424	-195.934
Amortisation for the year	-26.490	-26.490
Impairment losses and amortisation at the end of the year	**-248.914**	**-222.424**
Carrying amount at the end of the year	**0**	**26.490**

9. Deferred tax assets

The Company has at 31. December 2016 an unrecognised tax asset of TDKK 2.478 (2015: TDKK 2.715)

Notes

10. Going concern

The Company has with reference to the development in income and equity and the expectations to the development in 2017 obtained a letter of support from the Parent Company ICM Group SA which secures the liquidity for the upcoming 12 months. The Company has also a long-term credit facility with the Ultimate Parent Company Legrand France SA until the end of April 2021. The Financial Statements are therefore prepared under the going concern principle.

11. Contingent liabilities

	2016 DKK	2015 DKK
Rental agreements and leases		
Lease obligations under operating leases. Total future payments:		
Within 1 year	824.312	885.625
Between 1 and 5 years	1.268.126	741.201
Lease obligations	670.950	649.971

12. Related parties and ownership

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent Company of the smallest group and can be requested at the below mentioned address:

Name	Place of registered office
ICM Group SA	1 Route de Semur, 21500 Montbard, France

13. Accounting Policies

Reporting Class
The Annual Report of Legrand Scandinavia A/S for 2016 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B, as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

Financial Statements for 2016 are presented in Danish kroner.

Recognition and measurement
The financial statements have been prepared under the historical cost method.

Revenue are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised costs are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less repayments and with the addition/deduction of the accumulated amortisation of the difference between the cost and the nominal amount. This way, exchange losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

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

Leases
Leases in terms of which the Company assumes substantially all the risks and rewards of ownership (finance leases) are recognised in the balance sheet at the lower of the fair value of the leased asset and the net present value of the lease payments computed by applying the interest rate implicit in the lease or an approximated value as the discount rate. Assets acquired under finance leases are depreciated and written down for impairment under the same policy as determined for the other fixed assets of the Company.

The remaining lease obligation is capitalised and recognised in the balance sheet under debt, and the interest element on the lease payments is charged over the lease term to the income statement.

All other leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

Notes

Translation policies
Transactions in foreign currencies are translated at the exchange rate at the dates of transaction. Gains and losses arising due to diffences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any diffenrences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement.

Income Statement

Gross profit/loss
Revenue, expenses for raw materials and consumables as well as other external expenses are with reference to Section 32 in the Danish Financial Statements Act combined in the figure of "Gross profit".

Revenue
Revenue from the sale of goods is recognised in the income statement when the sale is considered effected on the following criteria.

- delivery has been made before year end;

- a binding sales agreement has been made;

- the sales price has been determined, and payment has been received or may with reasonable certainty be expected to be received.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Expenses for raw materials and consumables
Expenses for raw materials and consumables comprise the materials and consumables consumed to achieve revenue for the year and indirect costs such as salaries.

Other external expenses
Other external expenses comprise expenses for premises, sales and distribution as well as office expenses etc.

Staff expenses
Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses
Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Financial income and expenses
Financial income and expenses comprise interest, realised and unrealised exchange adjustments as well as extra payments and repayment under the on-account taxation scheme.

Tax on profit/loss for the year
Tax on net profit/loss for the year consists of current tax for the year and deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

Notes

Balance Sheet

Intangible assets
Goodwill is measured at cost and is amortised on a straight-line basis over the estimated useful life determined on the basis of Management's experience with the individual business areas. The maximum amortisation period is 20 years, the longest period applying to enterprises acquired for strategic purposes with strong market position and a long earnings profile.

Property, plant and equipment
Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of aquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

	Useful life
Other fixtures and fittings, tools and equipment	3-5 years
Plant and machinery	5-10 years
Leasehold improvements	10 years

Depreciation period and residual value are reassessed annually.

Assets costing less than DKK 12.900 are expensed in the year of acquisition.

Impairment of fixed assets
The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine wheter there is any indication of impairment other than that expressed by amortisation and depreciation. If so, an impairment test is carried out to determine whether the recoverable amount is lower than the carrying amount, and the asset is written down to its lower recoverable amount. This impairment test is performed on an annual basis for development projects in progress, irrespective of any indication of impairment.

The recovarable amount of the asses is calculated as the higher of net selling price and value in use. Where a recovable amount cannot be determined for the individual asset, the assets are assessed in the smallest group of assets for which a reliable recoverable amount can be determined based on a total assessment.

Goodwill and other assets for which a separate value in use cannot be determined as the asset does not on an individual basis generate future cash flows, are reviewed for impairment together with the group of assests to which they are attibutable.

Inventories
Inventories are measured at the lower cost under the FIFO method and net realisable value. The net realisable value of inventories is calculated at the amount expected to be generated by sale in the process of normal operations with deduction of selling expenses and cost of completion. The net realisable value is determined allowing for marketability, obsolescence and development in expected sales sum.

The cost of goods for resale, raw materials and consumables equals landed cost and indirect production cost as salaries.

Notes

Receivables
Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominial value less provisions for bad debts. Provision for bad debts are determined on the basis of an individual assessment of each receivable.

Prepayments
Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Equity
Dividend
Dividend distibution proposed by Management for the year is disclosed as a separate equity item.

Deferred tax assets and liabilities
Deferred tax is recognised in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised in respect of temporary differences concerning goodwill not deductible for tax purpose and other items - apart from business acqusitions - where temporary differences have arisen at the time of acquisition without affecting the profit for the year or the taxable income.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. In cases where the computation of the tax base may be made according to alternative tax rules, deferred tax is measured on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities.

Deferred tax assets and liabilities are offset whitin the same legal tax entity.

Current tax receivables and liabilities
Current tax receivables and liabilities are recogninsed in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on taxable income for prior years. Tax receivables and liabilities are offset if there is a legally enforceable right of set-off and an intention to settle on a net basis or simultaneously.

Financial debts
Debts are measured at amortised cost, substantially corresponding to nominal value.