Kiwa Inspecta A/S

Vadgårdsvej 25 6830 Nørre Nebel Denmark

CVR no. 29 31 18 89

Annual report 2018

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

29 May 2019

Veikko Tapio Räsänen 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 Kiwa Inspecta A/S for the financial year 1 January – 31 December 2018.

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 2018 and of the results of the Company's operations for the financial year 1 January – 31 December 2018.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters, of the results for the year and of the Company's financial position.

We recommend that the annual report be approved at the annual general meeting.

Nørre Nebel, 29 May 2019 Executive Board:

Jens Bruun Kristensen

Board of Directors

Veikko Tapio Räsänen

Chairman

Gitte Bruun Kristensen

Thomas Lorentz-Petersen

Staff Representative

Jens Bruun Kristensen



Independent auditor's report

To the shareholder of Kiwa Inspecta A/S

Opinion

We have audited the financial statements of Kiwa Inspecta A/S for the financial year 1 January – 31 December 2018 comprising income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2018 and of the results of the Company's operations for the financial year 1 January – 31 December 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 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.

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.



Independent auditor's report

- 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.

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 Statements Act. We did not identify any material misstatement of the Management's review.

Kolding, 29 May 2019

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 8198

Nikolaj Møller Hansan State Authorised Public Accountant

mne33220

Management's review

Company details

Kiwa Inspecta A/S Vadgårdsvej 25 6830 Nørre Nebel Denmark

Telephone: Website: E-mail: +45 70229770 www.inspecta.com info@inspecta.dk

CVR no.: Established: Registered office Financial year: 29 31 18 89 1 January 2006 Nørre Nebel

1 January - 31 December

Board of Directors

Veikko Tapio Räsänen, Chairman Gitte Bruun Kristensen Jens Bruun Kristensen Thomas Lorentz-Petersen, Staff Representative

Executive Board

Jens Bruun Kristensen

Auditor

KPMG Statsautoriseret Revisionspartnerselskab Jupitervej 4 6000 Kolding Denmark

Management's review

Financial highlights

DKK	2018	2017	2016	2015	2014
Key figures		-			
Gross profit/loss	61,611,878	45,248,236	42,372,855	40,210,082	38,608,726
Ordinary operating					
profit/loss	-3,615,337	-2,366,206	4,280,656	4,694,153	4,697,076
Profit/loss from financial					
income and expenses	-645,734	-169,371	-170,878	-173,834	-111,003
Profit/loss for the year	-3,711,908	-1,792,975	3,205,582	3,514,646	3,392,028
Total assets	54,014,767	46,278,735	23,747,132	21,152,923	20,776,706
Equity	7,623,338	9,430,959	11,223,934	8,018,352	12,503,706
Investment in property,					
plant and equipment	12,735,375	9,575,689	3,414,289	3,721,389	6,647,974
Ratios				manusci ma	72 4 2 2
Return on equity	-43.5%	-22.9%	44.5%	45.7%	43.5%
Solvency ratio	14.1%	20.4%	46.6%	37.7%	60.2%
Operating margin	-4.7%	-4.2%	8.5%	9.7%	10.2%

Financial ratios are calculated in accordance with the guidelines "Recommendations & Ratios" issued by the Danish Society of Financial Analysts. The financial ratios have been calculated as follows:

Return on equity

Profit/loss from ordinary activities after tax x 100
Average equity

Solvency ratio

Equity ex. non-controlling interests at year end x 100
Total equity and liabilities at year end

Operating margin

Operating profit x 100
Revenue

Management's review

Operating review

Principal activities

The Company's principal activities consist of inspection and accreditation of pressure containing storage tanks as well as onshore and offshore equipment.

Development in activities and financial position

Loss for the year amounted to DKK 3,712 thousand (2017: DKK 1,793 thousand), which is considered unsatisfactory.

The loss arose from a merger with KIWA Bygningsanalyse A/S and the taking-over of the activities of Inspecta Project Services, and for years both companies have reported negative results. We have used 2018 to trim the costs of those companies. Furthermore, we have initiated NDT activities in Zealand This influenced the growth focus of the principal activity.

By merging the companies, Kiwa Inspecta Denmark has acquired additional knowledge resources, which will make Kiwa Inspecta an even stronger business partner.

Equity stood at DKK 7.623 thousand at 31 December 2018.

Outlook

The Company expects to report a profit for 2019.

Events after the balance sheet date

Moreover, reference is made to note 14, in which the matter is described in further detail.

Income statement

DKK	Note	2018	2017
Gross profit		61,611,878	45,248,236
Staff costs	2	-58,516,896	-43,826,803
Depreciation on property, plant and equipment and amortisation of intangible assets		-6,710,319	-3,787,639
Ordinary operating profit/loss		-3,615,337	-2,366,206
Other operating costs		-272,158	0
Operating profit/loss		-3,887,495	-2,366,206
Financial income		21,420	39,670
Financial expenses	3	-667,154	-209,041
Profit/loss before tax		-4,533,229	-2,535,577
Tax on profit/loss for the year	4	821,321	742,602
Profit/loss for the year	5	-3,711,908	-1,792,975
		3-11-1-1-1-1-1-1-1	

Balance sheet

DKK	Note	2018	2017
ASSETS			
Fixed assets			
Intangible assets	6	44.070.400	40.000.000
Goodwill		11,373,406	12,685,722
Software		524,632	617,630
		11,898,038	13,303,352
Property, plant and equipment	7		
Land and buildings		3,182,467	3,316,937
Fixtures and fittings, tools and equipment		21,840,864	16,125,849
Leasehold improvements		555,800	0
		25,579,131	19,442,786
Investments			
Other receivables		245,200	221,000
Total fixed assets		37,722,369	32,967,138
Current assets			
Receivables			
Trade receivables		15,708,579	12,960,211
Construction contracts		0	113,000
Other receivables		125,125	32,290
Deferred tax asset	8	453,998	0
Corporation tax		0	206,096
		16,287,702	13,311,597
Cash at bank and in hand		4,696	0
Total current assets		16,292,398	13,311,597
TOTAL ASSETS		54,014,767	46,278,735

Balance sheet

DKK	Note	2018	2017
EQUITY AND LIABILITIES			
Equity			
Contributed capital	9	500,000	500,000
Retained earnings		7,123,338	8,930,959
Total equity		7,623,338	9,430,959
Provisions			
Provisions for deferred tax	8	0	479,632
Total provisions		0	479,632
Liabilities other than provisions			
Non-current liabilities other than provisions	10		
Lease obligations		4,477,134	108,240
Current liabilities other than provisions			
Current portion of non-current liabilities	10	1,152,105	82,102
Trade payables		1,075,092	1,346,692
Payables to group entities		31,029,758	30,286,186
Other payables		8,655,601	4,544,924
Deferred income		1,739	0
		41,914,295	36,259,904
Total liabilities other than provisions		46,391,429	36,368,144
TOTAL EQUITY AND LIABILITIES		54,014,767	46,278,735

Financial statements 1 January – 31 December

Statement of changes in equity

DKK	Contributed capital	Retained earnings	Total
Equity at 1 January 2018	500,000	8,930,959	9,430,959
Net effect from merger	0	1,904,287	1,904,287
Transferred over the distribution of loss	0	-3,711.908	-3,711,908
Equity at 31 December 2018	500,000	7,123,338	7,623,338

Notes

1 Accounting policies

The annual report of Kiwa Inspecta A/S for 2018 has been prepared in accordance with the provisions applying to reporting class C medium-sized entities under the Danish Financial Statements Act.

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

Omission of cash flow statement

Pursuant to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are included in the cash flow statement in the consolidated financial statements of ACTA* Holding B.V.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit

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

Gross profit includes revenue and other external costs.

Revenue

Income from the sale of services is recognised in the income statement provided that the service has been rendered before year end and that the income can be reliably measured and is expected to be received (production method). Revenue is measured ex. VAT and taxes charged on behalf of third parties.

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

Other external costs

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

Notes

1 Accounting policies (continued)

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.

Other operating costs

Other operating costs comprise items secondary to the activities of the entity, including losses on the disposal of intangible assets and property, plant and equipment.

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.

Tax on profit/loss for the year

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

Goodwill

Goodwill is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over an amortisation period of 10 years.

Software

Software is measured at cost less accumulated amortisation. Software is amortised on a straight-line basis over an amortisation period of 3 - 10 years.

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

Gains and losses on the disposal of intangible assets are determined 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

Notes

1 Accounting policies (continued)

Property, plant and equipment

Land and buildings, 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 25 years
Fixtures and fittings, tools and equipment 2-10 years

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

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.

Leases

On initial recognition, leases for fixed assets that transfer substantially all risks and rewards incident to ownership to the Company (finance leases) are recognised in the balance sheet at the lower of fair value and the net present value of future lease payments. When calculating the net present value, the interest rate implicit in the lease or the incremental borrowing rate is used as the discount factor. Assets held under finance leases are subsequently treated as the Company's other fixed assets.

The capitalised lease obligation is recognised in the balance sheet as a liability at amortised cost, allowing the interest element of the lease payment to be recognised in the income statement over the term of the lease.

All other leases are operating leases. Payments relating to operating leases and other leases are recognised in the income statement over the term of the lease. The Company's total obligation relating to operating leases and other leases is disclosed as contractual obligations and contingencies, etc.

Investments

Other receivables and deposits are recognised at amortised cost.

Notes

1 Accounting policies (continued)

Impairment of fixed assets

The carrying amount of intangible assets and property, plant and equipment as well as equity investments in group entities and associates is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

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.

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 portfolio is used as discount rate.

Construction contracts

Construction contracts are measured at the selling price of the work performed less progress billings and expected losses. The selling price is measured on the basis of the stage of completion at the balance sheet date and the projected income from the individual construction contract. The stage of completion is stated as the share of costs incurred in proportion to estimated total costs relating to the individual construction contract.

The individual construction contract is recognised in the balance sheet as receivables or payables, respectively. Net assets comprise the total of construction contracts where the selling price of the work performed exceeds progress billings. Net liabilities comprise the total of construction contracts where progress billings exceed the selling price.

Prepayments from customers are recognised as liabilities.

Costs arising from sales work and contracting are recognised in the income statement as incurred.

Prepayments

Prepayments comprise prepayment of costs incurred relating to subsequent financial years.

Notes

1 Accounting policies (continued)

Equity

Dividends

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.

Notes

	DKK		2018	2017
2	Staff costs			
	Wages and salaries		50,633,288	37,938,341
	Pensions		5,922,326	4,309,888
	Other social security costs		589,354	315,267
	Other staff costs		1,371,928	1,263,307
			58,516,896	43,826,803
	Average number of full-time employees		90	66
	Referring to section 98 b (3) of the Danish Financial Stat Board is not disclosed.	ements Act, rer	muneration of t	the Executive
3	Financial expenses			
	Interest expense to group entities		404,411	163,163
	Other financial costs		262,743	45,878
			667,154	209,041
4	Tax on profit/loss for the year			
	Current tax for the year		0	-206,096
	Deferred tax for the year		-650,559	-564,458
	Adjustment of tax concerning previous years		-283,071	27,952
	Adjustment of deferred tax concerning previous yea		112,309	0
			-821,321	-742,602
5	Proposed distribution of loss			
	Retained earnings		-3,711,908	-1,792,975
6	Intangible assets			
	DKK	Goodwill	Software	Total
	Cost at 1 January 2018	14,623.161	617,630	15,240,791
	Adjustment regarding prior year	0	312,339	312,339
	Cost at 31 December 2018	14,623,161	929,969	15,553,130
	Amortisation and impairment losses at 1 January 2018	-1,937,439	0	-1,937,439
	Adjustment regarding prior year	0	-312,339	-312,339
	Amortisation for the year		-92,998	-1,405,314
	Amortisation and impairment losses at 31 December 2018	-3,249.755	-405,337	-3,655,092
	Carrying amount at 31 December 2018	11,373,406	524,632	11,898,038

Notes

7 Property, plant and equipment

DKK	Land and buildings	Fixtures and fittings, tools and equipment	Leasehold improvement s	Total
Cost at 1 January 2018	3,361,760	24,813,487	0	28,175,247
Adjustment regarding prior year	0	372,435	0	372,435
Additions for the year	0	12,112,697	622,678	12,735,375
Disposals for the year	0	3,334,579	0	-3,334,579
Cost at 31 December 2018	3,361,760	33,964,040	622,678	37,948,478
Depreciation and impairment losses at 1 January 2018	-44,823	-8,687,638	0	-8,732,461
Depreciation for the year	-134,470	-5,103,657	-66,878	-5,305,005
Reversed depreciation and impairment losses on assets sold	0	1,668,119	0	1,668.119
Depreciation and impairment losses at 31 December 2018	-179,293	-12,123,176	-66,878	-12,369,347
Carrying amount at 31 December 2018	3,182,467	21,840,864	555,800	25,579,131
Assets held under finance leases	0	6,247,781	0	0

8 Deferred tax

DKK	2018	2017
Deferred tax at 1 January	-479,632	-1,044,090
Deferred tax adjustment regarding prior years	283,071	0
Deferred tax adjustment for the year in the income statement	650,559	564,458
	453,998	-479,632

It is expected that DKK 454 thousand of the deferred tax recognised at 31 December 2018 will be realised as current tax in 2019.

9 Equity

The contributed capital consists of 500 shares of a nominal value of DKK 1,000 each.

All shares rank equally.

Financial statements 1 January - 31 December

Notes

10 Non-current liabilities other than provisions

DKK	2018	2017
Lease obligations		
Between 1 and 5 years	4,477,134	108,240
Within 1 year	1,152,105	82,102
	5,629,239	190,342
		~

11 Contractual obligations, contingencies, etc.

The Company has entered into rent agreements for property. The nominal rent payments amount to DKK 4.531 thousand.

Joint taxation contingent liability

The Company is jointly taxed with the group entity. The Companies included in the joint taxation have joint and several unlimited liability for Danish corporation taxes and withholding taxes on dividends, interest and royalties.

12 Mortgages and collateral

A registration fee mortgage of EUR 208 thousand has been registered on land and buildings with a book value of DKK 3,182 thousand.

13 Related party disclosures

Control

The Company is part of the consolidated financial statements of ACTA* Holding B.V., Sir Winston Churchillaan 273, 2288 EA Rijswijk, Netherlands, which is the smallest and largest group in which the Company is included as a subsidiary.

The consolidated financial statements of ACTA* Holding B.V. can be obtained from the Company.

Related party transactions

DKK 2018
Purchase from group companies 3,499,421

Payables to subsidiaries are disclosed in the balance sheet, and expensed interest is disclosed in note 3.

14 Disclosure of events after the balance sheet date

No events have occured since the balance sheet date, which materially affects the Company's financial position.