

Danwind Spareparts US ApS

Havnen 23, 7620 Lemvig, Denmark

CVR no. 30 51 57 30

Annual report 2018

Approved at the Company's annual general meeting on 20 May 2019

Chairman:



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Dan Thode Kjellgren





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Statement by the Executive Board

Today, the Executive Board has discussed and approved the annual report of Danwind Spareparts US ApS for the financial year 1 January - 31 December 2018.

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

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

Further, in my opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Lemvig, 20 May 2019
Executive Board:



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Dan Thode Kjellgren

Independent auditor's report

To the shareholder of Danwind Spareparts US ApS

Opinion

We have audited the financial statements of Danwind Spareparts US ApS for the financial year 1 January - 31 December 2018, which comprise 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 financial position of the Company 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 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 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 the 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 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.

Independent auditor's report

- ▶ 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 note 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 Statement Act. We did not identify any material misstatement of the Management's review.

Herning, 20 May 2019

ERNST & YOUNG

Godkendt Revisionspartnerselskab

CVR no. 30 70 02 28



Lene Thorgård Andersen

State Authorised Public Accountant

mne42790

Management's review**Company details**

Name	Danwind Spareparts US ApS
Address, Postal code, City	Havnen 23, 7620 Lemvig, Denmark
CVR no.	30 51 57 30
Established	14 October 2008
Registered office	Lemvig
Financial year	1 January - 31 December
Executive Board	Dan Thode Kjellgren
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Industrivej Nord 9, 7400 Herning, Denmark

Management's review**Business review**

The Company's main activity is selling wind turbine spare parts in the United States and in the state of Canada.

Financial review

The income statement for 2018 shows a profit of DKK 1,901,642 against a profit of DKK 1,418,472 last year, and the balance sheet at 31 December 2018 shows equity of DKK 3,936,302.

Management considers the Company's financial performance in the year satisfactory.

Events after the balance sheet date

Beside an increase by DKK 6.0 million of the security placed in assets, no events affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2018	2017
	Gross margin	2,323,969	2,055,119
2	Staff costs	0	0
	Profit before net financials	2,323,969	2,055,119
3	Financial income	295,356	31,703
4	Financial expenses	-181,322	-268,268
	Profit before tax	2,438,003	1,818,554
5	Tax for the year	-536,361	-400,082
	Profit for the year	<u>1,901,642</u>	<u>1,418,472</u>
	Recommended appropriation of profit		
	Proposed dividend recognised under equity	3,000,000	0
	Retained earnings/accumulated loss	-1,098,358	1,418,472
		<u>1,901,642</u>	<u>1,418,472</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	<u>2018</u>	<u>2017</u>
	ASSETS		
	Current assets		
	Inventories		
	Finished goods and goods for resale	50,000	100,000
		<u>50,000</u>	<u>100,000</u>
	Receivables		
	Trade receivables	1,370,104	2,903,456
	Receivables from group entities	3,217,361	0
	Other receivables	188,101	49,972
		<u>4,775,566</u>	<u>2,953,428</u>
	Cash	6,169	42,010
	Total current assets	<u>4,831,735</u>	<u>3,095,438</u>
	TOTAL ASSETS	<u>4,831,735</u>	<u>3,095,438</u>
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	125,000	125,000
	Retained earnings	811,302	1,909,660
	Dividend proposed for the year	3,000,000	0
	Total equity	<u>3,936,302</u>	<u>2,034,660</u>
	Current liabilities		
	Trade payables	342,072	35,378
	Payables to group entities	0	610,318
	Income taxes payable	536,361	400,082
	Other payables	17,000	15,000
	Total current liabilities	<u>895,433</u>	<u>1,060,778</u>
	Total liabilities	<u>895,433</u>	<u>1,060,778</u>
	TOTAL EQUITY AND LIABILITIES	<u>4,831,735</u>	<u>3,095,438</u>

- 1 Accounting policies
- 6 Contractual obligations and contingencies, etc.
- 7 Collateral

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Dividend proposed for the year</u>	<u>Total</u>
Equity at 1 January 2017	125,000	491,188	0	616,188
Transfer through appropriation of profit	<u>0</u>	<u>1,418,472</u>	<u>0</u>	<u>1,418,472</u>
Equity at 1 January 2018	125,000	1,909,660	0	2,034,660
Transfer through appropriation of profit	<u>0</u>	<u>-1,098,358</u>	<u>3,000,000</u>	<u>1,901,642</u>
Equity at 31 December 2018	<u><u>125,000</u></u>	<u><u>811,302</u></u>	<u><u>3,000,000</u></u>	<u><u>3,936,302</u></u>

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Danwind Spareparts US ApS for 2018 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

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

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate 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 and payables and other monetary items denominated in foreign currencies are translated at the exchange rate 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 most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Income from the sale of goods for resale is recognised in revenue when transfer of the most significant rewards and risks to the buyer has taken place and provided that the income can be reliably measured and payment is expected to be received. The date of the transfer of the most significant rewards and risks is based on standardised terms of delivery based on Incoterms® 2010.

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

Gross margin

The items revenue, change in inventories of finished goods, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts etc.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as foreign currency translation adjustments.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

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

Goods for resale are measured at cost, which comprises the cost of acquisition plus delivery costs as well as other expenses directly attributable to the acquisition.

Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected 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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to 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. Deferred tax assets are recognised at the expected value of their utilisation; 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Other payables

Other payables are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

2 Staff costs

The Company has no employees.

DKK	<u>2018</u>	<u>2017</u>
3 Financial income		
Interest receivable, group entities	22,754	0
Other financial income	<u>272,602</u>	<u>31,703</u>
	<u>295,356</u>	<u>31,703</u>
4 Financial expenses		
Interest expenses, group entities	0	11,124
Other financial expenses	<u>181,322</u>	<u>257,144</u>
	<u>181,322</u>	<u>268,268</u>
5 Tax for the year		
Estimated tax charge for the year	<u>536,361</u>	<u>400,082</u>
	<u>536,361</u>	<u>400,082</u>

6 Contractual obligations and contingencies, etc.

Contingent liabilities

The Company has provided joint and several suretyship for Danwind Service ApS' and Danwind Spare Parts ApS', balances with credit institutions.

Other contingent liabilities

The Company is jointly taxed with its parent company Danwind Spareparts ApS, which acts as administration company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

7 Collateral

As security for the Company's debt to banks, the Company has pledged assets totalling DKK 2.45 million as security. The total carrying amount of these assets is DKK 1,420 thousand.

In January 2019 the value of the security was increased by DKK 6.0 million.