Ball Beverage Packaging Fredericia A/S

Vejlbyvej 29, DK-7000 Fredericia

Annual Report for 1 January - 31 December 2017

CVR No 30 91 78 39

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 29/5 2018

Karl Bertil Thomas Vestergren Chairman



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Ball Beverage Packaging Fredericia A/S for the financial year 1 January - 31 December 2017.

The Annual Report is 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 at 31 December 2017 of the Company and of the results of the Company operations and cash flows for 2017.

In our opinion, 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.

Fredericia, 29 May 2018

Executive Board

Carsten Maribo Andreasen

Board of Directors

Karl Bertil Thomas Vestergren Chairman Philip James Hocken

Carsten Maribo Andreasen



Independent Auditor's Report

To the Shareholder of Ball Beverage Packaging Fredericia 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 2017 and of the results of the Company's operations and cash flows for the financial year 1 January - 31 December 2017 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Ball Beverage Packaging Fredericia A/S for the financial year 1 January - 31 December 2017, which comprise income statement, balance sheet, statement of changes in equity, cash flow statement and notes, including a summary of significant accounting policies ("the 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 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 Statements Act. We did not identify any material misstatement in Management's Review.

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 misstate-



Independent Auditor's Report

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

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

- 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.
- 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



Independent Auditor's Report

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.

Trekantområdet, 29 May 2018 **PricewaterhouseCoopers** Statsautoriseret Revisionspartnerselskab *CVR No 33 77 12 31*

Lars Almskou Ohmeyer statsautoriseret revisor mne24817



Company Information

The Company	Ball Beverage Packaging Fredericia A/S Vejlbyvej 29 DK-7000 Fredericia
	Telephone: 76 20 02 08
	CVR No: 30 91 78 39 Financial period: 1 January - 31 December
	Financial year: 11st financial year
	Municipality of reg. office: Fredericia
Bestyrelse	Karl Bertil Thomas Vestergren, Chairman
	Philip James Hocken
	Carsten Maribo Andreasen
Executive Board	Carsten Maribo Andreasen
Auditors	PricewaterhouseCoopers
	Statsautoriseret Revisionspartnerselskab
	Herredsvej 32
	DK-7100 Vejle
Lawyers	Plesner
	Amerikas Plads 37
	2100 København Ø
Bankers	Nordea
	Rendebanen 13
	6000 Kolding
	Citi Bank 4 Harbour Exchange Square
	London E14 9GE



Financial Highlights

Seen over a five-year period, the development of the Company is described by the following financial highlights:

	2017	2016	2015	2014	2013
	TDKK	TDKK	TDKK	TDKK	TDKK
Key figures					
Profit/loss					
Gross profit/loss	186.358	158.829	141.466	156.748	165.451
Operating profit/loss	48.371	33.305	42.617	59.194	66.417
Profit/loss before financial income and					
expenses	48.131	33.305	42.617	59.194	66.417
Net financials	-8.806	-9.721	-3.995	-3.532	-6.165
Net profit/loss for the year	30.666	18.444	29.442	41.875	48.504
Balance sheet					
Balance sheet total	740.699	774.444	682.124	542.055	576.162
Equity	275.929	245.263	226.819	427.377	385.502
Cash flows					
Cash flows from:					
- operating activities	91.473	13.550	111.705	84.532	89.151
- investing activities	-17.560	-118.678	-168.626	-4.719	-6.453
including investment in property, plant and	-17.500	-110.070	-100.020	-4.713	-0.400
equipment	-17.560	-118.678	-168.626	-4.719	-6.453
- financing activities	-70.840	105.158	56.614	-82.482	-97.018
	-70.040	100.100	50.014	-02.402	-37.010
Number of employees	153	147	118	115	118
Ratios					
Return on assets	6,5%	4,3%	6,2%	10,9%	11,5%
Solvency ratio	37,3%	31,7%	33,3%	78,8%	66,9%
Return on equity	11,8%	7,8%	9,0%	10,3%	13,4%
	-	-	-	-	-

The ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, see under accounting policies.

Management's Review

Key activities

The company's main activity is to manufacture and sell beverage cans.

Development in the year

The income statement of the Company for 2017 shows a profit of DKK 30,665,545, and at 31 December 2017 the balance sheet of the Company shows equity of DKK 275,928,762.

The past year and follow-up on development expectations from last year

The Company expected to realise a profit of DKK 42.2 million for 2017 before taxes. The actual profit amounted to DKK 39.3 million, which is a variance of DKK 2,9 million. The profit for the year is still considered as satisfactory.

Special risks - operating risks and financial risks

Operating risks

The Company is assessed not to have any particular operating risks.

Market risks

The Company forms part of the Group's overall value chain as a consignment manufacturer by providing its production capacity. The Company's production is planned based on the requirements defined by the Group.

Foreign exchange risks

In our assessment, the Company is not subject to any individual foreign exchange risks.

Interest rate risks

In our assessment, the Company is not subject to any individual foreign interest rate risks.

Credit risks

In our assessment, the Company is not subject to any individual foreign credit risks.



Management's Review

Strategy and objectives

Strategy

The Company is one among many manufacturing companies which together support the Group's vision of being the leading global can maker.

The Company's overall goal is to ensure optimal utilization of the factory as well as to ensure a low rate of scrapping and the highest quality for the end customers.

Targets and expectations for the year ahead

The result for 2018 is expected to be in line with the result in 2017.

Basis of earnings

External environment

It is important for the Company to preserve and protect the environment. The Company monitors its emissions closely, which are optimized on a current basis, and the Company is constantly reducing its energy consumption.

Uncertainty relating to recognition and measurement

Recognition and measurement in the Annual Report have not been subject to any uncertainty.

Unusual events

The financial position at 31 December 2017 of the Company and the results of the activities and cash flows of the Company for the financial year for 2017 have not been affected by any unusual events.

Subsequent events

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

Income Statement 1 January - 31 December

	Note	2017 	2016 DKK
Gross profit/loss		186.357.812	158.828.966
Staff expenses Depreciation, amortisation and impairment of intangible assets and	1	-88.430.900	-87.562.794
property, plant and equipment		-49.555.859	-37.960.726
Other operating expenses		-239.813	0
Profit/loss before financial income and expenses		48.131.240	33.305.446
Financial income	2	305.190	600.768
Financial expenses	3	-9.111.382	-10.321.494
Profit/loss before tax		39.325.048	23.584.720
Tax on profit/loss for the year	4	-8.659.503	-5.140.269
Net profit/loss for the year		30.665.545	18.444.451

Balance Sheet 31 December

Assets

	Note	2017	2016
		DKK	DKK
Land and buildings		207.282.765	213.596.433
Plant and machinery		477.818.787	427.334.204
Other fixtures and fittings, tools and equipment		581.712	199.893
Property, plant and equipment in progress		10.563.652	87.352.491
Tangible assets	5	696.246.916	728.483.021
Fixed assets		696.246.916	728.483.021
Stocks		12.428.044	12.330.260
Receivables from group enterprises		21.554.563	27.329.956
Other receivables		8.958.465	5.728.618
Prepayments	6	1.121.607	554.810
Receivables		31.634.635	33.613.384
Cash at bank and in hand		389.052	17.832
Currents assets		44.451.731	45.961.476
Assets		740.698.647	774.444.497



Balance Sheet 31 December

Liabilities and equity

	Note	2017	2016
		DKK	DKK
Share capital		33.400.000	33.400.000
Retained earnings		242.528.762	211.863.217
Equity	7	275.928.762	245.263.217
Provision for deferred tax	9	41.433.983	32.774.480
Provisions		41.433.983	32.774.480
Other credit institutions		0	2.701.841
Trade payables		29.198.796	29.035.545
Payables to group enterprises		381.428.163	452.268.569
Other payables		12.708.943	12.400.845
Short-term debt		423.335.902	496.406.800
Debt		423.335.902	496.406.800
Liabilities and equity		740.698.647	774.444.497
Distribution of profit	8		
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Statement of Changes in Equity

		Retained	
	Share capital	earnings	Total
	DKK	DKK	DKK
Equity at 1 January	33.400.000	211.863.217	245.263.217
Net profit/loss for the year	0	30.665.545	30.665.545
Equity at 31 December	33.400.000	242.528.762	275.928.762

Cash Flow Statement 1 January - 31 December

	Note	2017	2016
		DKK	DKK
Net profit/loss for the year		30.665.545	18.444.451
Adjustments	10	67.261.367	52.798.542
Change in working capital	11	2.352.315	-46.072.893
Cash flows from operating activities before financial income and			
expenses		100.279.227	25.170.100
Financial income		305.190	600.768
Financial expenses		-9.111.382	-10.321.494
Cash flows from ordinary activities		91.473.035	15.449.374
Corporation tax paid		0	-1.899.691
Cash flows from operating activities		91.473.035	13.549.683
Purchase of property, plant and equipment		-17.559.567	-118.677.871
		-17.559.567	-118.677.871
Cash flows from investing activities		-17.559.567	-110.077.071
Increase/decrease in payables to group enterprises		-70.840.407	105.158.280
Cash flows from financing activities		-70.840.407	105.158.280
Change in cash and cash equivalents		3.073.061	30.092
Cash and cash equivalents at 1 January		-2.684.009	-2.714.101
Cash and cash equivalents at 31 December		389.052	-2.684.009
Cash and cash equivalents are specified as follows:			
Cash at bank and in hand		389.052	17.832
Overdraft facility		0	-2.701.841
Cash and cash equivalents at 31 December		389.052	-2.684.009



		2017	2016
1	Staff expenses	ДКК	DKK
	Wages and salaries	78.166.314	76.341.044
	Pensions	6.530.526	6.314.905
	Other social security expenses	1.970.481	2.084.274
	Other staff expenses	1.763.579	2.822.571
		88.430.900	87.562.794
	Average number of employees	153	147

Remuneration to the Executive Board has not been disclosed in accordance with section 98 B(3) of the Danish Financial Statements Act.

2 Financial income

5,	305.190	600.768
Exchange adjustments	305.190	600.768

3 Financial expenses

	9.111.382	10.321.494
Exchange adjustments	0	420.316
Other financial expenses	237.282	354.976
Interest paid to group enterprises	8.874.100	9.546.202

4 Tax on profit/loss for the year

Current tax for the year Deferred tax for the year	10.011.725	5.208.659
Adjustment of tax concerning previous years	-1.352.222	-68.390
	8.659.503	5.140.269



5 Tangible assets

			Other fixtures		
			and fittings,	Property, plant	
	Land and	Plant and	tools and	and equipment	
	buildings	machinery	equipment	in progress	Total
	DKK	DKK	DKK	DKK	DKK
Cost at 1 January	263.274.504	644.954.068	6.022.916	87.352.491	1.001.603.979
Additions for the year	82.880	6.913.034	0	10.563.652	17.559.566
Disposals for the year	0	-642.483	-45.118	0	-687.601
Transfers for the year	0	86.759.223	593.268	-87.352.491	0
Cost at 31 December	263.357.384	737.983.842	6.571.066	10.563.652	1.018.475.944
Impairment losses and depreciation at 1					
January	49.678.072	217.619.865	5.823.021	0	273.120.958
Depreciation for the year	6.396.547	42.947.860	211.451	0	49.555.858
Impairment and depreciation of sold					
assets for the year	0	-402.670	-45.118	0	-447.788
Impairment losses and depreciation at 31					
December	56.074.619	260.165.055	5.989.354	0	322.229.028
Carrying amount at 31 December	207.282.765	477.818.787	581.712	10.563.652	696.246.916
Interest expenses recognised as part of					
cost	4.065.126	0	0	0	4.065.126

6 Prepayments

Prepayments consist of prepaid expenses concerning rent, insurance premiums, subscriptions and interest as well.

7 Equity

The share capital consists of 33,400,000 shares of a nominal value of DKK 1. No shares carry any special rights.

There have been no changes in the share capital during the last 5 years.



		2017	2016
8	Distribution of profit	DKK	DKK
U			
	Retained earnings	30.665.545	18.444.451
		30.665.545	18.444.451
9	Provision for deferred tax		
	Provision for deferred tax at 1 January	32.774.480	27.565.822
	Amounts recognised in the income statement for the year	8.659.503	5.208.658
	Provision for deferred tax at 31 December	41.433.983	32.774.480
10	Cash flow statement - adjustments		
	Financial income	-305.190	-600.768
	Financial expenses	9.111.382	10.321.494
	Depreciation, amortisation and impairment losses, including losses and		
	gains on sales	49.795.672	37.937.547
	Tax on profit/loss for the year	8.659.503	5.140.269
		67.261.367	52.798.542
11	Cash flow statement - change in working capital		
	Change in inventories	-97.784	-2.568.193
	Change in receivables	1.978.750	-8.994.268
	Change in trade payables, etc.	471.349	-34.510.432
		2.352.315	-46.072.893



12 Related parties

Basis

Controlling interest

Rexam Overseas Holdings Ltd.

Controlling shareholder



13 Accounting Policies

The Annual Report of Ball Beverage Packaging Fredericia A/S for 2017 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2017 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost 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 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 any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital 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.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences 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 differences between



13 Accounting Policies (continued)

the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income Statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Other external expenses

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

Gross profit

With reference to section 32 of the Danish Financial Statements Act, revenue has not been disclosed in the Annual Report.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses other than production wages.

Amortisation, depreciation and impairment losses

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

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.



13 Accounting Policies (continued)

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in 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.

Balance Sheet

Tangible assets

Tangible assets are measured at cost less accumulated depreciation and less any accumulated impairment losses.

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

Interest expenses on loans raised directly for financing the construction of property, plant and equipment are recognised in cost over the period of construction. All indirectly attributable borrowing expenses are recognised in the income statement.

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:

Production buildings	10-40	years
Plant and machinery	3-20	years
Other fixtures and fittings, tools and equipment	3-6	years

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of pro per ty, plant and equip ment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Stocks

Stocks are measured at the lower of cost under the FIFO method and net realisable value.

The net realisable value of stocks is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realisable value is



13 Accounting Policies (continued)

determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale, raw materials and consumables equals landed cost.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labour with addition of indirect production costs. Indirect production costs comprise the cost of indirect materials and labour as well as maintenance and depreciation of the machinery, factory buildings and equipment used in the manufacturing process as well as costs of factory administration and management.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Prepayments

Prepayments consist of prepaid expenses concerning rent, insurance premiums, subscriptions and interest as well.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets 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 within the same legal tax entity.

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. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.



13 Accounting Policies (continued)

Financial debts

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

Cash Flow Statement

The cash flow statement shows the Company's cash flows for the year broken down by operating, investing and financing activities, changes for the year in cash and cash equivalents as well as the Company's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items such as depreciation, amortisation and impairment losses, and provisions. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents.

Cash flows from investing activities

Cash flows from investing activities comprise cash flows from acquisitions and disposals of pro per ty, plant and equip ment.

Cash flows from financing activities

Cash flows from financing activities comprise cash flows from the raising and repayment of long-term debt as well as payments to and from shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise "Cash at bank and in hand" and "Overdraft facilities".

The cash flow statement cannot be immediately derived from the published financial records.

13 Accounting Policies (continued)

Financial Highlights

Explanation of financial ratios

Return on assets

Solvency ratio

Profit before financials x 100 Total assets

Equity at year end x 100 Total assets at year end

Return on equity

 $\frac{\text{Net profit for the year x 100}}{\text{Average equity}}$

