



KYOCERA UNIMERCO Fastening A/S

Drejervej 2, 7451 Sunds, Denmark
Company reg. no. 31 59 90 32

Annual Report for the period
1 April 2018 - 31 March 2019

Approved at the General Meeting 2. July 2019

Chairman: _____

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MANAGEMENT STATEMENT

The Board of Directors and the Management have today considered and adopted the Annual Report of KYOCERA UNIMERCO Fastening A/S for 2018/19.

The Annual Report has been prepared in accordance with the Danish Financial Statements Act.

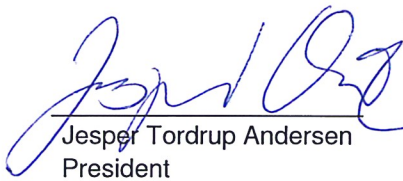
We consider the accounting policies applied appropriate, and thus the Annual Report provides a true and fair view of the company's assets, liabilities and financial position as of 31 March 2019, and of the results of the company's activities for the period 2018/19.


We are also of the opinion that the Management's report provides a true and fair account of the development in the company's activities and financial conditions, profit for the year and the company's financial position.

We recommend the Annual Report for adoption at the General Meeting.

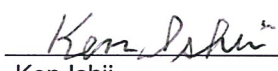
Sunds, 2 July 2019


Management:


Jesper Tordrup Andersen
President



Shoji Gotoda
Vice President

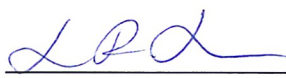
Board of Directors:


Ken Ishii
(Chairman)


Shoji Gotoda


Shigeru Koyama


Peer Ditlev
(staff-elected)


Lise Rahbek Laursen
(staff-elected)

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of KYOCERA UNIMERCO Fastening A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 March 2019, and of the results of the Company's operations for the financial year 1 April 2018 - 31 March 2019 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of KYOCERA UNIMERCO Fastening A/S for the financial year 1 March 2018 - 31 March 2019, 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 Group 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 Consolidated Financial Statements and the Parent Company 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 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 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.

INDEPENDENT AUDITOR'S REPORT

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 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 Group's and the Parent 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.

Aarhus, 2 July 2019

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31



Henrik Trangeled Kristensen
State Authorised Public Accountant
mne23333



Christian Bertelsen
State Authorised Public Accountant
mne36171

COMPANY DETAILS

KYOCERA UNIMERCO Fastening A/S
Drejervej 2
DK-7451 Sunds

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Website : www.tjep.eu
E-mail : tjep@kyocera-unimerco.com
Reg. office : Sunds

Company reg. no. 31 59 90 32

Core activities

KYOCERA UNIMERCO Fastening A/S is a consultative sales and service company selling fastening solutions to the building/construction industry. The product range comprises gas-powered and pneumatic nailers, finish nailers and staplers, as well as fasteners. The company also distributes and services compressors and accessories, re-bar tiers and wire, as well as T-nut insertion solutions for the building, construction and furniture industries.

Ownership structure

The company is 100 % owned by:

KYOCERA UNIMERCO A/S
Drejervej 2
DK-7451 Sunds

Company reg. no. 26 77 69 10

Board of Directors

Ken Ishii (Chairman)
Shoji Gotoda
Shigeru Koyama
Peer Ditlev (staff-elected)
Lise Rahbek Laursen (staff-elected)

Management

Jesper Tordrup Andersen, President
Shoji Gotoda, Vice President

Financial year

1 April 2018 - 31 March 2019

Auditors

PricewaterhouseCoopers

Bankers

Danske Bank

Lawyers

PLESNER, Copenhagen

General Meeting

The company's General Meeting will be held in the company's office Tuesday 2 July 2019.

KEY FIGURES

DKK '000	2014/15	2015/16	2016/17	2017/18	2018/19
Gross profit	47.570	44.605	53.899	63.550	78.372
Operating profit	17.354	8.068	11.584	17.470	30.974
Financial items	138	1.040	787	605	-629
Net profit	13.193	6.955	9.635	14.085	23.657
Fixed assets	484	311	446	732	915
Current assets	75.826	82.519	104.548	112.953	130.982
Total assets	76.310	82.830	104.994	113.685	131.897
Share capital	10.000	10.000	10.000	10.000	10.000
Equity	69.859	76.814	86.449	93.534	107.191
Current liabilities	6.451	6.016	18.545	20.151	24.706
Average no. of employees	37	41	49	53	54
Investments in tangible fixed assets	104	0	342	403	608
Return on invested capital p.a.	30,8	11,5	16,0	20,2	32,0
Return on equity p.a.	20,9	9,5	11,8	15,7	23,6
Equity ratio	91,5	92,7	82,3	82,3	81,3

The financial ratios have been prepared in accordance with the Danish Society of Financial Analysts' guidelines concerning the calculation of financial ratios.

MANAGEMENT'S REPORT

Introduction

KYOCERA UNIMERCO Fastening A/S is a leading supplier of fastening tools. The product range comprises pneumatic and gas-driven nailers, finish nailers and staplers as well as a wide range of related fasteners. In addition, the product range includes re-bar tiers and wire, T-nut insertion solutions as well as compressors and accessories.

The company has been supplying fastening solutions to the construction industry since 1964 and maintains a good position on the Danish market based on a continuous strive to offer products of the highest quality possible, allowing users to achieve optimum results with reliable, effective and ergonomic tools. The company is experiencing considerable growth on a number of export markets and will continue the internationalisation process as the primary means of continued growth. A focal point in the future development is to expand the product range in order to meet the specific demands on existing and new markets.

Development this financial year

Earnings before tax totalled DKK 30,3 million, which is an increase of 67,9% compared to the previous year. The result is above the expectations for the year, mainly due to sales being considerable higher than expected. The result is considered satisfactory.

Expectations for the year ahead

During the coming year, we will continue to focus on maintaining our position in Denmark and developing our business on export markets. Next year, we expect to be able to increase earnings before tax between 4% and 6% compared to this year.

Equity and liquidity

Equity increased by DKK 13,7 million, from DKK 93,5 to DKK 107,2 million. Net profit for the year increased equity by DKK 23,7 million, while dividend payment reduced equity by DKK 10,0 million.

Liquidity increased from DKK 5,3 million to DKK 11,3 million.

No significant events have occurred after the balance sheet date.

Product development

In order to maintain and strengthen the position as an innovative supplier in this business segment, focus on sourcing and product development will be even stronger in the years to come. The product range will be continuously expanded with related new products in order to ensure the company's ability to offer a complete product range within the fastening segment. Investigations regarding new products for new segments are also part of the scope for the coming period.

Environment and quality

The company has retained and passed its ISO 14001 certification. All relevant regulations are adhered to in a systematic approval process of new products. In relation to suppliers, all relevant regulations, e.g. CE, WEEE, REACH and ROHS, are compulsory for the cooperation.

ACCOUNTING POLICIES

Basic principles

The Annual Report for KYOCERA UNIMERCO Fastening A/S for 2018/19 is presented in accordance with the requirements of the Danish Financial Statements Act for class C companies (medium-sized).

The accounting policies applied in this Annual Report are unchanged from last year.

In general

Income is recognised in the income statement when earned – this includes recognition of value adjustments of financial assets and liabilities which are measured at fair value or amortised cost. Furthermore, all costs incurred to achieve the profit for the year – including depreciation, write-downs and provisions – are recognised in the income statement along with reversal of amounts, which have previously been recognised in the income statement due to changes in accounting estimates.

Assets are recognised in the balance sheet when it is probable that future economic benefits will accrue to the company and the value of the assets can be measured reliably.

Liabilities are recognised in the balance sheet when they are probable and when they can be measured reliably.

Initial recognition of assets and liabilities is done at cost price. Subsequently, assets and liabilities are measured as described below for each item.

Certain financial assets and liabilities are measured at amortised cost price, which means a constant true interest is recognised. Amortised cost is calculated as initial cost less any instalments and addition/deduction of the accumulated amortisation of the difference between cost and nominal value. Consequently, the capital gains and losses are allocated over the expected useful lives.

When recognising and measuring, allowance is made for any profits, losses and risks that become known before the financial statements are presented and which confirm or deny conditions, which existed on the balance sheet date.

Translation of foreign currency

Transactions in foreign currency during the year have been booked during the year at the exchange rate effective on the date of transaction. Exchange differences arising from the difference between the exchange rate on the transaction date and the exchange rate prevailing at the balance sheet date are recognised in the income statement.

Receivables, payables and other monetary items in foreign currency, which have not been settled on the balance sheet date, are translated using the closing rate. The difference between the exchange rate of the balance sheet date and the exchange rate when the receivable or debt was incurred or recognised in the latest annual report is recognised in the income statement under financial items.

Non-current assets purchased in foreign currency are translated using the rate of exchange on the date of transaction.

Income statement:

Gross profit

The company has decided to only present the gross profit, cf. the Danish Financial Statements Act section 32. Key figures and notes have been adapted accordingly.

The gross profit consists of net revenue and production expenses.

The revenue related to goods for resale and manufactured goods is recognised in the income statement provided that delivery and passing of the risk have taken place before the end of the financial year, and provided that the income can be stated reliably and is expected to be received. Revenue is recognised ex VAT, taxes and discounts related to sales.

Production expenses comprise cost of sales and costs incurred to achieve the revenue for the year, including depreciation and wages/salaries.

ACCOUNTING POLICIES

Distribution expenses

Distribution expenses comprise expenses regarding sales and distribution personnel, market development costs, other sales promotion costs, costs related to sales risks, etc., including depreciation.

Administrative expenses

Administrative expenses comprise expenses regarding administrative staff, management and office expenses, etc., including depreciation. Administrative expenses also comprise other overheads regarding IT, including technical IT, human resource development, training and education and the company canteen.

Financial income and expenses

Financial income and expenses include interest income and expenses, exchange gains and losses on securities and amortisation of financial assets and liabilities.

Tax on profit for the year

Expected tax on the year's taxable income is recognised as an expense in the income statement along with the year's adjustment of provisions for deferred tax.

The company is jointly taxed with KYOCERA UNIMERCO A/S. Corporation tax and deferred tax are provided for in the company without consideration of the joint taxation. The remaining tax is provided for in the parent company.

Balance sheet:

Intangible fixed assets

Acquired rights

Depreciation of investments in software purchased to improve and streamline routines, processes, etc., is amortised on a straight-line basis over a period of 5 years. Software upgrades and updates are written off immediately.

Tangible fixed assets

Plant and equipment are measured at acquisition cost less accumulated depreciation.

Machinery, vehicles, fixtures and fittings, tools and equipment are depreciated over 5 years with the following profile in per cent of the cost value:

Year 1: 40.0%
Year 2: 24.0%
Year 3: 14.4%
Year 4: 10.8%
Year 5: 10.8%

Decrease in value of assets

The accounting values of tangible as well as intangible fixed assets are calculated annually for indications of decrease in value beyond that which is expressed by depreciation. If there are indications of decrease in value, impairment tests are made of each individual asset or group of assets. The assets are written down to recoverable amount if this is lower than the accounting value.

Inventories

Inventories are recognised at cost price, using the FIFO method or net realisation value, if lower.

The cost of goods for resale comprises the purchase price plus delivery costs.

ACCOUNTING POLICIES

Receivables

Receivables are measured at amortised cost. Anticipated uncollectibles are written down.

Prepayments

Prepayments recognised under assets comprise incurred costs related to the following financial year.

Equity – dividend

Proposed dividend is recognised as a liability in the accounts when approved at the annual general meeting (the time of announcement). The expected dividend is shown as a separate item under equity.

Deferred tax and corporation tax

Provision for deferred tax is calculated according to the debt method on the basis of all temporary differences between the tax and accounting values of assets and liabilities. Deferred tax is measured on the basis of the planned use of the asset as well as the planned settlement of the obligation.

Deferred tax is measured on the basis of the tax rules and tax rates in force when the deferred tax is expected to become current tax, based on the legislation which applies on the balance sheet date. Changes to deferred tax based on changed tax rates are recognised in the income statement.

Corporation tax is the tax expected to be liable on the year's taxable earnings calculated in accordance with the tax law, less tax on account.

Liabilities

Other liabilities, comprising trade payables and other payables, are measured at amortised cost, which essentially equals the nominal value.

Cash flow statement

With reference to section 86, subsection 4 of the Danish Financial Statements Act, no cash flow statement has been included in the annual report, because this is covered by the cash flow statement for the Group in the annual report for Kyocera Unimerco A/S.

Financial ratios

Financial ratios have been prepared in accordance with the 2010 guidelines of the Danish Society of Financial Analysts concerning the calculation of financial ratios.

The financial ratios mentioned in the section "key figures" have been calculated as follows:

Return on invested capital	$\frac{\text{Operating profit} \times 100}{\text{Average invested capital}}$
Return on equity	$\frac{\text{Profit for the year} \times 100}{\text{Average equity}}$
Equity ratio	$\frac{\text{Equity (end of period)} \times 100}{\text{Liabilities, total (end of period)}}$

INCOME STATEMENT FOR THE PERIOD 1 APRIL 2018 - 31 MARCH 2019

DKK '000	Note	KYOCERA UNIMERCO Fastening A/S	
		2018/19	2017/18
Gross profit		78.372	63.550
Distribution expenses	1	-38.720	-36.675
Administrative expenses	1	-9.040	-9.559
Other operating income		362	154
Operating profit		30.974	17.470
Financial income		44	620
Financial expenses	2	-673	-15
Earnings before tax		30.345	18.075
Tax on profit for the year	3	-6.688	-3.990
Net profit		23.657	14.085

BALANCE SHEET AS OF 31 MARCH 2019

KYOCERA UNIMERCO Fastening A/S

DKK '000	<u>Note</u>	<u>31/03/2019</u>	<u>31/03/2018</u>
<u>ASSETS</u>			
Other fixtures, tools and equipment		755	541
Tangible fixed assets	4	755	541
Non-current receivables		160	191
Fixed asset investments	5	160	191
FIXED ASSETS		915	732
Manufactured goods and goods for resale		68.279	61.479
Inventories		68.279	61.479
Trade receivables		31.390	26.642
Receivables from group enterprises		13.991	15.002
Deferred tax assets	6	182	468
Other receivables		25	155
Prepayments	7	5.848	3.946
Receivables		51.436	46.213
Cash at bank and in hand		11.267	5.261
CURRENT ASSETS		130.982	112.953
ASSETS TOTAL		131.897	113.685

BALANCE SHEET AS OF 31 MARCH 2019

KYOCERA UNIMERCO Fastening A/S

DKK '000	<u>Note</u>	<u>31/03/2019</u>	<u>31/03/2018</u>
<u>LIABILITIES</u>			
Share capital		10.000	10.000
Retained earnings		85.191	73.534
Proposed dividend		12.000	10.000
EQUITY	8	<u>107.191</u>	<u>93.534</u>
Payables to group enterprises		986	1.139
Trade payables		6.187	5.681
Corporation tax		6.400	4.013
Other payables		11.133	9.318
Current liabilities		<u>24.706</u>	<u>20.151</u>
LIABILITIES		<u>24.706</u>	<u>20.151</u>
LIABILITIES TOTAL		<u>131.897</u>	<u>113.685</u>
Contingent liabilities and other financial obligations	9		
Related parties	10		
Events after reporting period	11		

STATEMENT OF CHANGES IN EQUITY

DKK '000	<u>Share capital</u>	<u>Retained profit</u>	<u>Proposed dividend</u>	<u>Total</u>
Equity at 1 April 2017	10.000	69.449	7.000	86.449
Dividend paid	0	0	-7.000	-7.000
Net profit for the year	<u>0</u>	<u>4.085</u>	<u>10.000</u>	<u>14.085</u>
Equity at 31 March 2018	10.000	73.534	10.000	93.534
Dividend paid	0	0	-10.000	-10.000
Net profit for the year	<u>0</u>	<u>11.657</u>	<u>12.000</u>	<u>23.657</u>
Equity at 31 March 2019	10.000	85.191	12.000	107.191

The share capital of the company is DKK 10.000 thousand divided into shares of DKK 1.000 or multiples thereof.

NOTES

KYOCERA UNIMERCO Fastening A/S

DKK '000	<u>2018/19</u>	<u>2017/18</u>
1 Staff		
Wages and salaries	28.734	27.102
Pensions	1.540	1.501
Other social security expenses	370	326
	<u>30.644</u>	<u>28.929</u>
Of this, consideration of Management and the Board of Directors amounts to:		
Management	1.481	775
Board of Directors	0	0
	<u>1.481</u>	<u>775</u>
Average number of employees	<u>54</u>	<u>53</u>
2 Financial expenses		
Other financial expenses	673	15
	<u>673</u>	<u>15</u>
3 Tax on profit for the year		
Current tax for the year	6.400	4.013
Tax relating to previous years	-1	0
Change in deferred tax for the year	289	-23
	<u>6.688</u>	<u>3.990</u>
Tax on profit for the year can be specified as:		
Tax on profit for the year	6.676	3.977
Non-deductible expenses	13	13
Adjustment of tax relating to previous years	-1	0
	<u>6.688</u>	<u>3.990</u>

NOTES

4 Tangible fixed assets

DKK '000	<u>Other fixtures, tools and equipment</u>	<u>Total</u>
Cost at 1 April 2018	2.387	2.387
Additions for the year	608	608
Disposals for the year	-419	-419
Cost at 31 March 2019	<u>2.576</u>	<u>2.576</u>
Depreciation at 1 April 2018	1.846	1.846
Depreciation for the year	394	394
Reversal of depreciation of sold assets	-419	-419
Depreciation at 31 March 2019	<u>1.821</u>	<u>1.821</u>
Carrying amount at 31 March 2019	<u>755</u>	<u>755</u>
Carrying amount at 31 March 2018	<u>541</u>	<u>541</u>

5 Fixed asset investments

	<u>Non current receivables</u>
Cost at 1 April 2018	177
Additions for the year	0
Disposals for the year	-41
Cost at 31 March 2019	<u>136</u>
Revaluation at 1 April 2018	14
Exchange rate adjustment	10
Revaluation at 31 March 2019	<u>24</u>
Carrying amount at 31 March 2019	<u>160</u>
Carrying amount at 31 March 2018	<u>191</u>

KYOCERA UNIMERCO Fastening A/S

6 <u>Deferred tax assets</u>	2018/19	2017/18
Deferred tax assets at 1 April 2018	468	36
Changes of the year	-289	23
Adjustment relating to previous years	3	409
Carrying amount at 31 March 2019	182	468
The deferred tax assets relate to:		
Fixed assets	31	12
Provisions	151	456
Carrying amount at 31 March 2019	182	468

The recognised tax assets relate to fixed assets and provisions and are expected to be utilised in future income. The Company expects to realise income in the coming years.

7 Prepayments

Prepayments mainly comprise payments in advance made to suppliers.

8 Proposed distribution of profit

Proposed dividend for the year	12.000	10.000
Retained earnings	11.657	4.085
	23.657	14.085

9 Contingent liabilities and other financial obligations

Rental and lease commitments

The company has entered into operational lease commitments totalling DKK 607 thousand, payable within the coming year. The lease commitments amount to a total of DKK 1.849 thousand.

Furthermore, the company has entered into tenancy agreements to rent warehouse facilities. The annual rent amounts to DKK 1.320 thousand.

Contingent liabilities

The Danish companies of the group are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of KYOCERA UNIMERCO A/S, which is the management company for joint taxation purposes. Moreover, the Danish companies of the group are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

10 Related parties

The company is owned 100% by KYOCERA UNIMERCO A/S, Drejervej 2, 7451 Sunds, which prepares the consolidated financial statements for the group of which KYOCERA UNIMERCO Tooling A/S is a part. The ultimate Parent Company in which the Company is included as a subsidiary is Kyocera Corporation, Kyoto, Japan. All transactions with related parties have been carried out at arm's length principle.

11 Events after reporting period

No events have occurred after the reporting period of importance to the financial statements.