

KYOCERA UNIMERCO Fastening A/S

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

Annual Report for the period 1 April 2021 - 31 March 2022

Approved at the General Meeting	
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 2021/22.

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 2022, and of the results of the company's activities for the period 2021/22.

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, 5 July 2022

Management:		
Jesper Tordrup Andersen President	Shoji Gotoda Vice President	
Board of Directors:		
Senri Nagashima (Chairman)	Shoji Gotoda	Yusuke Mizukami
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 2022, and of the results of the Company's operations for the financial year 1 April 2021 - 31 March 2022 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 April 2021 - 31 March 2022, 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 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 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.

Herning, 5 July 2022 **PricewaterhouseCoopers**Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Poul Spencer Poulsen State Authorised Public Accountant mne23324 Hans Jørgen Andersen State Authorised Public Accountant mne30211

COMPANY DETAILS

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

Telephone : +45 97 14 14 11 Telefax : +45 97 14 14 86 Website : www.tjep.eu

E-mail : tjep@kyocera-unimerco.com

Reg. office : Sunds

Company reg. no. 31 59 90 32

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

Senri Nagashima (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 2021 - 31 March 2022

Auditors

PricewaterhouseCoopers

Bankers

Danske Bank

Lawyers

PLESNER, Copenhagen

General Meeting

The company's General Meeting will be held in the company's office Tuesday 5 July 2022.

KEY FIGURES

DKK '000	2017/18	2018/19	2019/20	2020/21	2021/22
Gross profit	63.550	78.372	79.401	95.714	114.343
Operating profit	17.470	30.974	31.671	48.612	56.841
Financial items	605	-629	-672	435	-2.286
Net profit	14.085	23.657	24.169	38.254	42.555
Fixed assets	732	915	998	820	1.606
Current assets	112.953	130.982	141.215	193.432	200.832
Total assets	113.685	131.897	142.213	194.252	202.438
Share capital	10.000	10.000	10.000	10.000	10.000
Equity	93.534	107.191	119.360	157.614	160.168
Current liabilities	20.151	24.706	22.853	36.639	42.269
Average no. of employees	53	54	53	54	56
Investments in tensible fixed assets	402	600	444	220	1 221
Investments in tangible fixed assets	403	608	444	238	1.331
Return on invested capital p.a.	20,2	32,0	29,4	37,1	38,9
Return on equity p.a.	15,7	23,6	21,3	27,6	26,8
Equity ratio	82,3	81,3	83,9	81,1	79,1

For definitions of financial ratios a reference is made to "Financial ratios" under accounting policies.

MANAGEMENT'S REPORT

Core activities

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 binders 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 54,6 million, which is an increase of 11,2% compared to the previous year. The result is above the expectations for the year, mainly due to sales being considerably 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 slightly with up to 5% compared to this year.

Equity and liquidity

Equity increased by DKK 2,6 million, from DKK 157,6 to DKK 160,2 million. Net profit for the year increased equity by DKK 42,6 million, while dividend payment reduced equity by DKK 40,0 million. Liquidity increased from DKK 19,9 million to DKK 28,0 million.

Risks

We purchase a significant part of our goods in foreign currency and therefore currency fluctuations can impact our purchase prices. During the recent periods we have experienced increasing purchase prices and significant fluctuations in landing costs, and we foresee that this trend will continue. We continuously evaluate the need to implement countermeasures to mitigate these risks.

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 2021/22 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.

The Annual Report is presented in T.DKK.

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.

ACCOUNTING POLICIES

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.

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.

Plant and machinery as well as vehicles, fixtures, fittings, tools and equipment are depreciated over 5 years using the straight-line method.

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.

ACCOUNTING POLICIES

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.

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	Operating profit x 100
	Average invested capital
Return on equity	Profit for the year x 100
	Average equity
Equity ratio	Equity (end of period) x 100
	Liabilities, total (end of period)

INCOME STATEMENT FOR THE PERIOD 1 APRIL 2021 - 31 MARCH 2022

KYOCFRA	UNIMERCO	Fastening A/S	

DKK '000	<u>Note</u>	2021/22	2020/21
Gross profit		114.343	95.714
Distribution expenses	1	-48.016	-39.607
Administrative expenses	1	-9.558	-8.323
Other operating income	2,3	72	827
Operating profit		56.841	48.612
Financial income	4	5	488
Financial expenses		-2.292	-53
Earnings before tax		54.555	49.047
Tax on profit for the year	5	-12.000	-10.793
Net profit		42.555	38.254

BALANCE SHEET AS OF 31 MARCH 2022

	ŀ	KYOCERA UNIMER	CO Fastening A/S
DKK '000	<u>Note</u>	31/03/2022	31/03/2021
<u>ASSETS</u>			
Acquired rights		21	27
Intangible fixed assets	6	21	27
Other fixtures, tools and equipment		1.585	718
Tangible fixed assets	7	1.585	718
Non-current receivables		0	75
Fixed asset investments	8	0	75
FIXED ASSETS		1.606	820
Goods for resale		88.084	58.232
Inventories		88.084	58.232
Trade receivables		53.709	43.900
Receivables from group enterprises		4.184	59.221
Deferred tax assets	9	20	42
Other receivables Prepayments	10	249 26.623	50 12.094
Receivables	10	84.785	115.307
Cash at bank and in hand		27.963	19.893
CURRENT ASSETS		200.832	193.432
ASSETS TOTAL		202.438	194.252

BALANCE SHEET AS OF 31 MARCH 2022

		KYOCERA UNIMER	RCO Fastening A/S
DKK '000	<u>Note</u>	31/03/2022	31/03/2021
<u>LIABILITIES</u>			
Share capital		10.000	10.000
Retained earnings		150.168	107.614
Proposed dividend		0	40.000
EQUITY	11	160.168	157.614
Payables to group enterprises		3.115	953
Trade payables		12.920	7.918
Corporation tax, joint taxation		11.978	10.802
Other payables		14.256	16.966
Current liabilities		42.269	36.639
LIABILITIES		42.269	36.639
LIABILITIES TOTAL		202.438	194.252
Contingent liabilities and other financial obligations	12		
Transactions	13		
Events after reporting period	14		

STATEMENT OF CHANGES IN EQUITY

DKK '000	Share capital	Retained profit	Proposed dividend	Total
Equity at 1 April 2020	10.000	109.360	0	119.360
Dividend paid	0	0	0	0
Net profit for the year	0	-1.746	40.000	38.254
Equity at 31 March 2021	10.000	107.614	40.000	157.614
Dividend paid	0	0	-40.000	-40.000
Net profit for the year	0	42.555	0	42.555
Equity at 31 March 2022	10.000	150.168	0	160.168

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

NOTES

	KY		
	DKK '000	2021/22	2020/21
1	<u>Staff</u>		
	Wages and salaries	33.826	30.704
	Pensions	1.695	1.545
	Other social security expenses	436	355
		35.958	32.604
	Of this, consideration of Management and the Board of Directors amounts to:		
	Management	1.990	1.945
	Board of Directors	0	0
		1.990	1.945
	Average number of employees	56	54
	, worago nambor or omployees		
	Other operating income		
•			
•	Covid-19 Compensation	72	827
	Covid-19 Compensation	72 72	827 827
		72	827
3	Covid-19 Compensation Special items The company has included t.kr. 72,- in FY22 and t.kr. 827,- in FY21 in Covid-19 Compens	72	827
	Special items The company has included t.kr. 72,- in FY22 and t.kr. 827,- in FY21 in Covid-19 Compens government. The amounts are included as Other operationg income. Financial income Interest received from group enterprises	72 sation fra the Danis	827 h
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NOTES

6 Intangible fixed assets

DKK '000	Acquired rights
Cost at 1 April 2021	160
Additions for the year	0
Disposals for the year	0
Transfers during the year	0
Cost at 31 March 2022	160
Amortisation at 1 April 2021	133
Amortisation for the year	6
Reversal of amortisation of sold assets	0
Amortisation at 31 March 2022	139
Carrying amount at 31 March 2022	21
Carrying amount at 31 March 2021	27

NOTES

7		Other fixtures, tools and
	DKK '000	equipment
	Cost at 1 April 2021	3.258
	Additions for the year	1.331
	Disposals for the year	0
	Transfers during the year	0
	Cost at 31 March 2022	4.589
	Depreciation at 1 April 2021	2.540
	Depreciation for the year	464
	Reversal of depreciation of sold assets	0
	Depreciation at 31 March 2022	3.004
	Carrying amount at 31 March 2022	1.585
	Carrying amount at 31 March 2021	718
8	Fixed asset investments	Non current receivables
	Cost at 1 April 2021	48
	Additions for the year	0
	Disposals for the year	-48
	Cost at 31 March 2022	0
	Revaluation at 1 April 2021	27
	Exchange rate adjustment	2
	Impairment of sold assets for the year	-29
	Revaluation at 31 March 2022	0
	Carrying amount at 31 March 2022	0
	Carrying amount at 31 March 2021	75

KYOCERA UNIMERCO Fastening A/S

9 <u>Deferred tax assets</u>	2021/22	2020/21
Deferred tax assets at 1 April 2021	42	33
Changes of the year	-22	9
Carrying amount at 31 March 2022	20	42
The deferred tax assets relate to:		
Fixed assets	20	42
Carrying amount at 31 March 2022	20	42

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.

10 Prepayments

Prepayments mainly comprise payments in advance made to suppliers.

11 Proposed distribution of profit

Proposed dividend for the year	0	40.000
Retained earnings	42.555	-1.746
	42.555	38.254

12 Contingent liabilities and other financial obligations

Rental and lease commitments

The company has entered into operational lease commitments totalling DKK 611,- thousand, payable within the coming year. The lease commitments amount to a total of DKK 904,- thousand.

Furthermore, the company has entered into tenancy agreements to rent warehouse facilities.

The commitment amounts to DKK 3.368,- 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.

13 Transactions

The company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98c (7) of the Danish Financial Statements Act. There have been no transactions with the Supervisory Board, the Executive Board, senior officers, significant shareholders, group enterprises or other related parties, except for intercompany transactions on an arm's length basis and normal management remuneration.

14 Events after reporting period

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