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# ***Solenis Denmark ApS***

Sundkrogsgade 21, DK-2100 København Ø

## **Annual Report for 1 October 2016 - 30 September 2017**

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CVR No 31 86 34 49

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
28/2 2018

Cornelis Floor Saarloos  
Chairman



**pwc**

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## **Management's Statement**

The Executive Board has today considered and adopted the Annual Report of Solenis Denmark ApS for the financial year 1 October 2016 - 30 September 2017.

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 at 30 September 2017 of the Company and of the results of the Company operations for 2016/17.

I recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 28 February 2018

### **Executive Board**

Cornelis Floor Saarloos  
Executive Officer

# Independent Auditor's Report

To the Shareholder of Solenis Denmark ApS

## Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 30 September 2017 and of the results of the Company's operations for the financial year 1 October 2016 - 30 September 2017 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Solenis Denmark ApS for the financial year 1 October 2016 - 30 September 2017, which comprise income statement, balance sheet 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.

## 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.

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

# Independent Auditor's Report

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 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.

Hellerup, 28 February 2018

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Kaare von Cappeln

statsautoriseret revisor

mne11629

## **Company Information**

### **The Company**

Solenis Denmark ApS  
Sundkrogsgade 21  
DK-2100 København Ø

CVR No: 31 86 34 49  
Financial period: 1 October - 30 September  
Municipality of reg. office: København

### **Executive Board**

Cornelis Floor Saarloos

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

## Income Statement 1 October - 30 September

	Note	2016/17 DKK	2015/16 DKK
<b>Gross profit/loss</b>		<b>3,240,919</b>	<b>2,595,174</b>
Staff expenses	2	-2,521,350	-2,288,108
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		-153,438	-206,384
<b>Profit/loss before financial income and expenses</b>		<b>566,131</b>	<b>100,682</b>
Financial income	3	4,969	0
Financial expenses	4	-117,594	-119,313
<b>Profit/loss before tax</b>		<b>453,506</b>	<b>-18,631</b>
Tax on profit/loss for the year	5	-103,154	674
<b>Net profit/loss for the year</b>		<b>350,352</b>	<b>-17,957</b>

## Distribution of profit

### Proposed distribution of profit

Retained earnings	350,352	-17,957
	<b>350,352</b>	<b>-17,957</b>

# Balance Sheet 30 September

## Assets

	Note	2016/17 DKK	2015/16 DKK
Goodwill		279,274	431,605
<b>Intangible assets</b>	6	<b>279,274</b>	<b>431,605</b>
Other fixtures and fittings, tools and equipment		8,757	9,864
<b>Property, plant and equipment</b>	7	<b>8,757</b>	<b>9,864</b>
<b>Fixed assets</b>		<b>288,031</b>	<b>441,469</b>
Trade receivables		0	3,629
Receivables from group enterprises		793,466	452,760
Other receivables		74,891	52,903
Deferred tax asset		42,241	32,758
Prepayments		13,981	32,046
<b>Receivables</b>		<b>924,579</b>	<b>574,096</b>
<b>Cash at bank and in hand</b>		<b>708,518</b>	<b>1,140,963</b>
<b>Currents assets</b>		<b>1,633,097</b>	<b>1,715,059</b>
<b>Assets</b>		<b>1,921,128</b>	<b>2,156,528</b>



# Balance Sheet 30 September

## Liabilities and equity

	Note	2016/17 DKK	2015/16 DKK
Share capital		50,000	50,000
Retained earnings		378,014	27,662
<b>Equity</b>	<b>8</b>	<b>428,014</b>	<b>77,662</b>
Payables to group enterprises		0	377,856
<b>Long-term debt</b>	<b>9</b>	<b>0</b>	<b>377,856</b>
Trade payables		220,469	241,275
Payables to group enterprises	9	192,717	910,961
Corporation tax		122,395	52,092
Other payables		957,533	496,682
<b>Short-term debt</b>		<b>1,493,114</b>	<b>1,701,010</b>
<b>Debt</b>		<b>1,493,114</b>	<b>2,078,866</b>
<b>Liabilities and equity</b>		<b>1,921,128</b>	<b>2,156,528</b>
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# Notes to the Financial Statements

## 1 Key activities

Solenis Denmark acts as an agent for Solenis Sweden to solicit sales of products in the Danish territory. Solenis Denmark uses its best efforts to promote the use of and solicit orders for the products throughout the Danish territory all upon terms and conditions set forth in the Commission agreement.

	2016/17 DKK	2015/16 DKK
<b>2 Staff expenses</b>		
Wages and salaries	1,806,038	1,916,136
Pensions	193,401	186,066
Other staff expenses	521,911	185,906
	<b>2,521,350</b>	<b>2,288,108</b>
<b>Average number of employees</b>	<b>3</b>	<b>3</b>
<b>3 Financial income</b>		
Interest received from group enterprises	3,650	0
Exchange adjustments	1,319	0
	<b>4,969</b>	<b>0</b>
<b>4 Financial expenses</b>		
Interest paid to group enterprises	99,096	110,452
Other financial expenses	17,477	7,916
Exchange adjustments	1,021	945
	<b>117,594</b>	<b>119,313</b>
<b>5 Tax on profit/loss for the year</b>		
Current tax for the year	112,636	16,522
Deferred tax for the year	-9,482	-17,196
	<b>103,154</b>	<b>-674</b>

# Notes to the Financial Statements

## 6 Intangible assets

	<u>Goodwill</u> DKK
Cost at 1 October	<u>761,656</u>
Cost at 30 September	<u>761,656</u>
Impairment losses and amortisation at 1 October	330,051
Amortisation for the year	<u>152,331</u>
Impairment losses and amortisation at 30 September	<u>482,382</u>
<b>Carrying amount at 30 September</b>	<b><u>279,274</u></b>

## 7 Property, plant and equipment

	<u>Other fixtures and fittings, tools and equipment</u> DKK
Cost at 1 October	139,333
Additions for the year	<u>0</u>
Cost at 30 September	<u>139,333</u>
Impairment losses and depreciation at 1 October	129,469
Depreciation for the year	<u>1,107</u>
Impairment losses and depreciation at 30 September	<u>130,576</u>
<b>Carrying amount at 30 September</b>	<b><u>8,757</u></b>

# Notes to the Financial Statements

## 8 Equity

	<u>Share capital</u> DKK	<u>Retained earnings</u> DKK	<u>Total</u> DKK
Equity at 1 October	50,000	27,662	77,662
Net profit/loss for the year	0	350,352	350,352
<b>Equity at 30 September</b>	<b>50,000</b>	<b>378,014</b>	<b>428,014</b>

The share capital consists of 50 shares of a nominal value of DKK 1,000. No shares carry any special rights.

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

## 9 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

### Payables to group enterprises

After 5 years	0	377,856
Long-term part	0	377,856
Other short-term debt to group enterprises	192,717	910,961
	<b>192,717</b>	<b>1,288,817</b>

## 10 Contingent assets, liabilities and other financial obligations

### Contingent liabilities

The Company has entered into lease agreements for vehicles. Lease payments at 30 September 2017 amounted to DKK 439k.

# Notes to the Financial Statements

## 11 Related parties

### Basis

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#### Controlling interest

Solenis Netherlands B.V.  
Fascination Boulevard 522, 2909 VA Capelle a/d IJssel,  
The Netherlands.

Parent company

#### Consolidated Financial Statements

The Company is included in the Group Annual Report of

Name

Place of registered office

Solenis Holdings I Coöperatief U.A.

Netherlands

# Notes to the Financial Statements

## 12 Accounting Policies

The Annual Report of Solenis Denmark ApS for 2016/17 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2016/17 are presented in DKK.

### Recognition and measurement

The Financial Statements have been prepared under the historical cost method.

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.

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.

### 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. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

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 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.

# Notes to the Financial Statements

## 12 Accounting Policies (continued)

### 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.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

#### Gross profit/loss

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 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.

#### 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

#### Intangible assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 5 years.

# Notes to the Financial Statements

## 12 Accounting Policies (continued)

### Property, plant and equipment

Property, plant and equipment 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.

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:

Other fixtures and fittings, tools and equipment	2-5	years
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Depreciation period and residual value are reassessed annually.

Assets costing less than DKK 13,200 are expensed in the year of acquisition.

### Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment 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.

### 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 comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

### 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



# Notes to the Financial Statements

## 12 Accounting Policies (continued)

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.

### **Financial debts**

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