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**BALTIC INDUSTRIES & CONSULTING A/S**
Springbankevej 14
7323 Give
Business Registration No
32153208

# Annual report 2017

The Annual General Meeting adopted the annual report on 28.03.2018

**Chairman of the General Meeting**

Name: Jens-Christian Møller

# Contents

# Entity details

**Entity**

BALTIC INDUSTRIES & CONSULTING A/S
Springbankevej 14
7323 Give

Central Business Registration No (CVR): 32153208
Founded: 18 May 2009
Registered in: Vejle
Financial year: 01.01.2017 - 31.12.2017

**Board of Directors**

Lucja Kalkstein, chairman
Maj Winther Møller
Jens-Christian Møller

**Executive Board**

Jens-Christian Møller

**Auditors**

Deloitte Statsautoriseret Revisionspartnerselskab
Papirfabrikken 26
8600 Silkeborg

# Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of BALTIC INDUSTRIES & CONSULTING A/S for the financial year 01.01.2017 - 31.12.2017.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Give, 28.03.2018

**Executive Board**

Jens-Christian Møller

**Board of Directors**

| | | |
|---|---|---|
| Lucja Kalkstein<br>chairman | Maj Winther Møller | Jens-Christian Møller |

# Independent auditor's report

**To the shareholders of BALTIC INDUSTRIES & CONSULTING A/S**

**Opinion**

We have audited the financial statements of BALTIC INDUSTRIES & CONSULTING A/S for the financial year 01.01.2017 - 31.12.2017, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 in accordance with the Danish Financial Statements Act.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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:

# Independent auditor's report

- 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

**Statement on the management commentary**
Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

# Independent auditor's report

Based on the work we have performed, we conclude that the management commentary 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 of the management commentary.

Silkeborg, 28.03.2018

**Deloitte**
Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR) 33963556

Peter Mølkjær
State Authorised Public Accountant
Identification No (MNE) mne24821

# Management commentary

### Primary activities

The Company's primary activities are production and consulting within building and industry also including related activities.

### Development in activities and finances

The income statement for 2017 shows a profit of DKK 152,122 against a DKK 466,827 last year, and the balance sheet at 31 December 2017 shows equilty of DKK 1,980,082.

### Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

# Income statement for 2017

| | Notes | 2017 DKK | 2016 DKK |
|---|---|---|---|
| **Gross profit** | | **1.629.599** | **2.016.020** |
| Staff costs | 1 | (1.332.651) | (1.347.546) |
| Depreciation, amortisation and impairment losses | | (80.750) | (55.011) |
| **Operating profit/loss** | | **216.198** | **613.463** |
| Other financial expenses | | (10.119) | (13.067) |
| **Profit/loss before tax** | | **206.079** | **600.396** |
| Tax on profit/loss for the year | 2 | (53.957) | (133.569) |
| **Profit/loss for the year** | | **152.122** | **466.827** |
| **Proposed distribution of profit/loss** | | | |
| Retained earnings | | 152.122 | 466.827 |
| | | **152.122** | **466.827** |

# Balance sheet at 31.12.2017

| | Notes | 2017 DKK | 2016 DKK |
|---|---|---|---|
| Acquired intangible assets | | 0 | 0 |
| **Intangible assets** | 3 | **0** | **0** |
| Land and buildings | | 1.770.131 | 1.776.000 |
| Other fixtures and fittings, tools and equipment | | 367.145 | 430.637 |
| Leasehold improvements | | 270.586 | 281.975 |
| **Property, plant and equipment** | 4 | **2.407.862** | **2.488.612** |
| Deferred tax | | 27.361 | 34.275 |
| **Fixed asset investments** | | **27.361** | **34.275** |
| **Fixed assets** | | **2.435.223** | **2.522.887** |
| Trade receivables | | 4.750 | 0 |
| Receivables from group enterprises | | 291.025 | 171.483 |
| Other receivables | | 134.042 | 53.207 |
| Prepayments | | 16.590 | 45.361 |
| **Receivables** | | **446.407** | **270.051** |
| **Cash** | | **367.854** | **655.179** |
| **Current assets** | | **814.261** | **925.230** |
| **Assets** | | **3.249.484** | **3.448.117** |

# Balance sheet at 31.12.2017

| | Notes | 2017<br>DKK | 2016<br>DKK |
|---|---|---|---|
| Contributed capital | | 500.000 | 500.000 |
| Retained earnings | | 1.480.082 | 1.327.960 |
| **Equity** | | **1.980.082** | **1.827.960** |
| Mortgage debt | | 887.317 | 927.792 |
| **Non-current liabilities other than provisions** | 5 | **887.317** | **927.792** |
| Current portion of long-term liabilities other than provisions | 5 | 40.200 | 39.200 |
| Bank loans | | 2.065 | 7.393 |
| Trade payables | | 106.677 | 440.096 |
| Joint taxation contribution payable | | 43.166 | 114.208 |
| Other payables | | 189.977 | 91.468 |
| **Current liabilities other than provisions** | | **382.085** | **692.365** |
| **Liabilities other than provisions** | | **1.269.402** | **1.620.157** |
| **Equity and liabilities** | | **3.249.484** | **3.448.117** |
| Contingent liabilities | 6 | | |
| Assets charged and collateral | 7 | | |

# Statement of changes in equity for 2017

| | Contributed capital DKK | Retained earnings DKK | Total DKK |
|---|---|---|---|
| Equity beginning of year | 500.000 | 1.327.960 | 1.827.960 |
| Profit/loss for the year | 0 | 152.122 | 152.122 |
| **Equity end of year** | **500.000** | **1.480.082** | **1.980.082** |

# Notes

| | 2017<br>DKK | 2016<br>DKK |
|---|---|---|
| **1. Staff costs** | | |
| Wages and salaries | 1.255.694 | 1.216.076 |
| Pension costs | 56.160 | 101.360 |
| Other social security costs | 20.797 | 30.110 |
| | **1.332.651** | **1.347.546** |
| Average number of employees | **3** | **3** |

| | 2017<br>DKK | 2016<br>DKK |
|---|---|---|
| **2. Tax on profit/loss for the year** | | |
| Current tax | 43.166 | 114.208 |
| Change in deferred tax | 6.914 | 18.885 |
| Adjustment concerning previous years | 3.877 | 476 |
| | **53.957** | **133.569** |

| | Acquired intangible assets<br>DKK |
|---|---|
| **3. Intangible assets** | |
| Cost beginning of year | 170.000 |
| **Cost end of year** | **170.000** |
| Amortisation and impairment losses beginning of year | (170.000) |
| **Amortisation and impairment losses end of year** | **(170.000)** |
| **Carrying amount end of year** | **0** |

# Notes

| | Land and buildings DKK | Other fixtures and fittings, tools and equipment DKK | Leasehold improve-ments DKK |
|---|---|---|---|
| **4. Property, plant and equipment** | | | |
| Cost beginning of year | 1.900.000 | 664.972 | 296.816 |
| **Cost end of year** | **1.900.000** | **664.972** | **296.816** |
| Depreciation and impairment losses beginning of year | (124.000) | (234.335) | (14.841) |
| Depreciation for the year | (5.869) | (63.492) | (11.389) |
| **Depreciation and impairment losses end of year** | **(129.869)** | **(297.827)** | **(26.230)** |
| **Carrying amount end of year** | **1.770.131** | **367.145** | **270.586** |

| | Due within 12 months 2017 DKK | Due within 12 months 2016 DKK | Due after more than 12 months 2017 DKK | Outstanding after 5 years DKK |
|---|---|---|---|---|
| **5. Liabilities other than provisions** | | | | |
| Mortgage debt | 40.200 | 39.200 | 887.317 | 720.000 |
| | **40.200** | **39.200** | **887.317** | **720.000** |

**6. Contingent liabilities**

Guarantee commitments consist of a guarantee provided in respect of bank commitments in BIC Electric Sp. z o.o.

The Entity participates in a Danish joint taxation arrangement where Jens-Chr. Møller Holding ApS serves as the administration company. According to the joint taxation provi-sions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

# Notes

**7. Assets charged and collateral**

Mortgage debt is secured by way of mortgage on properties.

The carrying amount of mortgaged properties is DKK 1,770,131.

# Accounting policies

**Reporting class**

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

**Recognition and measurement**

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

**Income statement**

**Gross profit or loss**

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, own work capitalised, other operating income, cost of raw materials and consumables and external expenses.

**Revenue**

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

**Other operating income**

Other operating income comprises income of a secondary nature as viewed in relation to the Entity’s primary activities.

**Costs of raw materials and consumables**

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and ordinary writedowns of the relevant inventories.

# Accounting policies

**Other external expenses**
Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

**Property costs**
Property costs include costs incurred to operate the Entity's properties in the financial year, including repair and maintenance costs, property tax and electricity, water and heating, which are not charged directly from the lessee.

**Staff costs**
Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

**Depreciation, amortisation and impairment losses**
Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

**Other financial expenses**
Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

**Tax on profit/loss for the year**
Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

**Balance sheet**
**Intellectual property rights etc**
Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised over their remaining duration, and licences are amortised over the term of the agreement.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

# Accounting policies

**Property, plant and equipment**
Land and buildings, plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

| | |
|---|---|
| Buildings | 50 years |
| Other fixtures and fittings, tools and equipment | 3-5 years |
| Leasehold improvements | 5 years |

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

**Deferred tax**
Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

**Receivables**
Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

**Prepayments**
Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

**Cash**
Cash comprises cash in hand and bank deposits.

**Mortgage debt**
At the time of borrowing, mortgage debt to mortgage credit institutions is measured at cost which corresponds to the proceeds received less transaction costs incurred. Mortgage debt is subsequently measured at

# Accounting policies

amortised cost. This means that the difference between the proceeds at the time of borrowing and the nominal repayable amount of the loan is recognised in the income statement as a financial expense over the term of the loan applying the effective interest method.

**Other financial liabilities**
Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

**Joint taxation contributions payable or receivable**
Current joint taxation contributions receivable or joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.