

Composhield Holding ApS

Møgelgårdsvej 6, DK-8520 Lystrup, Denmark

CVR no. 32 29 45 37

Annual report 2018

Approved at the Company's annual general meeting on 30 April 2019

Chairman of the meeting:


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Michael Nørup

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Statement by board of Directors and the Executive board

Today, the board of Directors and the Executive board have discussed and approved the annual report of Composhield Holding ApS for the financial year 1 January - 31 December 2018.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2018 and of the results of its operations for the financial year 1 January - 31 December 2018.

By end of 2018, the share capital is lost. The Company expects to restore the share capital by future operations. The Company's investment in Composhield A/S is measured at cost price. If the investment is measured by equity method the Company's equity amounts to approx. 9.993 thousand.

The company's subsidiary will provide the necessary capital and liquidity to ensure the company's operations over the next 12 months from the balance date.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

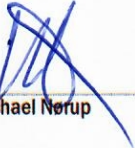
Aarhus, 30 April 2019

Executive Board:


Kenneth Mark Ripich


Terry Lee Ripich


Michael Forde Ripich


Michael Nerup

Board of Directors:


Kenneth Mark Ripich
Chairman


Terry Lee Ripich


Michael Forde Ripich


Michael Nerup

Independent auditor's report

To the shareholders of Composhield Holding ApS

Opinion

We have audited the financial statements of Composhield Holding ApS for the financial year 1 January – 31 December 2018, which comprise income statement, balance sheet and notes, including 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 financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January – 31 December 2018 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 our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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 additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

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 as to 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 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 the financial statements.

Independent auditor's report

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

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- ▶ Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note 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.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the 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 of the Management's review.

Aarhus, 30 April 2019

ERNST & YOUNG

Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28


Henrik Pungvig Jensen
State Authorised
Public Accountant
mne24825

Management' review

Management commentary

Business review

The objects for which the Company is established are to hold shares, and to undertake, perform and carry on all such other things as the Board of Directors deems incidental to the attainment of such objects.

Recognition and measurement uncertainties

By end 2018, the share capital is lost. The company expects to restore the share capital by future operations.

The company's subsidiary Composhield A/S has to the Executive Board and Board of Directors confirmed that the company will continue to provide the necessary liquidity to security of the company's operations 12 months from the balance date. The annual report is made on the principal of going concern.

Financial statements 1 January – 31 December

Income statement

Note	DKK'000	2018	2017
	Gross margin	-14	-15
2	Financial income	27	24
3	Financial expenses	-489	-366
	Profit/loss before tax	-476	-357
4	Tax for the year	0	62
	Profit/loss for the year	-476	-295
	Recommended appropriation of profit/loss		
	Transferred to reserves under equity	-476	-295
		-476	-295

Financial statements 1 January – 31 December

Balance sheet

Note	DKK'000	2018	2017
	ASSETS		
	Non-current assets		
	Financial assets		
5	Investments in subsidiaries	9.700	9.700
		9.700	9.700
	Total non-current assets	9.700	9.700
	Current assets		
	Receivables		
	Amounts owed by group companies	138	131
	Other receivables	403	383
		541	514
	Cash	0	2
	Total current assets	541	516
	TOTAL ASSETS	10.241	10.216
	EQUITY AND LIABILITIES		
	Equity		
6	Share capital	125	125
	Profit and loss account	-2.548	-2.072
	Total equity	-2.423	-1.947
	Non-current liabilities		
	Amounts owed to group enterprises	6.362	6.116
	Amounts owed to associated enterprises	6.112	5.877
	Total non-current liabilities	12.474	11.993
	Current liabilities		
	Payables to group entities	175	155
	Other payables	15	15
	Total current liabilities	190	170
	Total liabilities	12.664	12.163
	TOTAL EQUITY AND LIABILITIES	10.241	10.216

1 Accounting policies

7 Staff costs

8 Contractual obligations and contingencies, etc.

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Composhield Holding ApS for 2018 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

In accordance with section 110(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Income statement

Gross margin:

External expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

External expenses

External expenses comprise expenses relating to distribution, sale, advertising, administration, premises, bad debts, operating leases, etc.

Financial income and expenses

Financial income and expenses comprise interest income and expense, charges in respect of finance leases, realised and unrealised gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Dividend from investments in subsidiaries is recognised in the income statement in the year of declaration. Distributions of dividend where the dividend exceeds the profit for the year or where the carrying amount of the Company's investments in the subsidiary exceeds the carrying amount of the subsidiary's net asset value will be evidence of impairment, meaning that an impairment test must be conducted.

Tax for the year

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and its Danish group entities are jointly taxed. The Danish income tax charge is allocated between profit making and loss making Danish entities in proportion to their taxable income.

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Balance sheet

Financial assets

Investments in subsidiaries are measured at cost. Cost includes the consideration measured at fair value plus direct purchase costs. In case of evidence of impairment, an impairment test must be conducted. Investments are written down to the lower of the carrying amount and the recoverable amount.

Impairment of non-current assets

The carrying amount of investments in subsidiaries is tested annually for evidence of impairment other than the decrease in value reflected by amortisation/depreciation.

Impairment tests are conducted on individual assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is determined as the present value of the anticipated net cash flows from the use of the asset or group of assets.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Cash and cash equivalents

Cash and cash equivalents comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Financial statements 1 January – 31 December

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1 Accounting policies (continued)

Equity

Income tax and deferred tax

The company is jointly taxed with OD&M ApS which also acts as the administrative company.

Current tax payables and receivables are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on prior-year taxable income and tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on the planned use of the asset or settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which they are expected to be utilised, either through elimination against tax on future earnings or through a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net assets are measured at net realisable values.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Financial liabilities comprising amounts owed to credit institutions, trade payables and payables to group enterprises are recognised at the date of borrowing at cost, corresponding to the proceeds received less transaction costs paid. In subsequent periods, financial liabilities are measured at amortised cost.

Other liabilities are measured at net realisable value.

Financial statements 1 January – 31 December

Notes

DKK'000	2018	2017
2 Financial income		
Interest income group companies	7	5
Interest income others	20	19
	<u>27</u>	<u>24</u>
3 Financial expenses		
Interest expenses group companies	254	190
Interest expenses associated companies	235	176
	<u>489</u>	<u>366</u>
4 Tax for the year		
Adjustment of the deferred tax charge for the year	0	62
	<u>0</u>	<u>62</u>
5 Investments in subsidiaries		
Key figures for the Company's subsidiary at 31 December 2018:		
Name and registered office (DKK)		Ownership interest
Composhield A/S		97%
Other associated companies		
Name and registered office (DKK)		Ownership interest
Composhield A/S ownership share in Container Shelter System A/S		100%
Composhield A/S ownership share in Composhield Poland sp. z.o.o		100%
Composhield A/S ownership share in Composhield Ohio, Inc.		100%
Composhield Ohio, Inc. ownership share in AMTANK Armor, LLC		49%
6 Share capital		
DKK'000	2018	2017
The share capital comprises:		
Share capital, 125.000 shares of DKK 1 nominal value each	125	125
	<u>125</u>	<u>125</u>

Financial statements 1 January - 31 December

Notes

7 Staff costs

The company has no employees.

8 Contractual obligations and contingencies, etc.

The Company is jointly taxed with other Danish companies in the Group. As a jointly taxed Company, not wholly-owned, the Company has limited and secondary liability for Danish withholding tax on dividends, interest and royalties within the joint taxation unit.