# Inspecta Project Services A/S

Skippergade 1
6700 Esbjerg
Denmark

CVR no. 32 84 19 02

**Annual report 2017**

The annual report was presented and approved at the Company's annual general meeting on

22 May 2018

chairman

## Contents

# Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Inspecta Project Services A/S for the financial year 1 January – 31 December 2017.

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 assets, liabilities and financial position at 31 December 2017 and of the results of the Company's operations for the financial year 1 January – 31 December 2017.

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.

Esbjerg, 22 May 2018
Executive Board:

Jens Bruun Kristensen

Board of Directors:

| | | |
|---|---|---|
| Veikko Tapio Räsänen<br>Chairman | Gitte Bruun Kristensen | Jens Bruun Kristensen |

KPMG

# Independent auditor's report

## To the shareholders of Inspecta Project Services A/S

## Opinion

We have audited the financial statements of Inspecta Project Services A/S for the financial year 1 January – 31 December 2017 comprising income statement, balance sheet, statement of changes in equity 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 Company's assets, liabilities and financial position at 31 December 2017 and of the results of the Company's operations for the financial year 1 January – 31 December 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 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 rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Management's responsibility 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 that 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 the additional requirements in Denmark will always detect a material misstatement when it exists. Misstatements may 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 made 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

— identify and assess the risks of material misstatement of the company 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.

KPMG

# Independent auditor's report

- 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.

## 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.

Kolding, 22 May 2018
**KPMG**
Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Nikolaj Møller Hansen
State Authorised
Public Accountant
MNE no. 33220

# Management's review

## Company details

Inspecta Project Services A/S
Skippergade 1
6700 Esbjerg
Denmark

| | |
|---|---|
| Telephone: | +45 75 13 00 50 |
| Fax: | +45 75 13 00 57 |
| Website: | www.inspecta.com |
| CVR no.: | 32 84 19 02 |
| Established: | 13 April 2010 |
| Registered office: | Esbjerg |
| Financial year: | 1 January – 31 December |

### Board of Directors

Veikko Tapio Räsänen, Chairman
Gitte Bruun Kristensen
Jens Bruun Kristensen

### Executive Board

Jens Bruun Kristensen

### Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Jupitervej 4
6000 Kolding
Denmark

# Management's review

## Operating review

### Principal activities

The Company's principal activities consist of inspection and accreditation of pressure-containing storage tanks as well as onshore and offshore equipment.

### Development in activities and financial position

Results for the year showed a profit of DKK 6,745 thousand, which is satisfactory.

In the fall 2017 the Company have sold its activities to another group company.

### Events after the balance sheet date

No events materially affecting the assessment of the annual report have occurred after the balance sheet date.

# Financial statements 1 January – 31 December

## Income statement

| DKK | Note | 2017 | 2016 |
|---|---|---|---|
| **Gross profit** | | 27,978,298 | 23,437,548 |
| Staff costs | 2 | -19,083,891 | -23,435,004 |
| Depreciation on property, plant and equipment | | -1,663,683 | -1,518,668 |
| **Ordinary operating profit/loss** | | 7,230,724 | -1,516,124 |
| Other operating costs | | -338,559 | 0 |
| **Operating profit/loss** | | 6,892,165 | -1,516,124 |
| Financial income | | 414 | 880 |
| Financial expenses | | -1,348 | -1,289 |
| **Profit/Loss before tax** | | 6,891,231 | -1,516,533 |
| Tax on profit for the year | 3 | -145,991 | 583,363 |
| **Profit for the year** | | 6,745,240 | -933,170 |

### Proposed profit appropriation/distribution of loss

| | | | |
|---|---|---|---|
| Retained earnings | | 6,745,240 | -933,170 |

# Financial statements 1 January – 31 December

## Balance sheet

| DKK | Note | 2017 | 2016 |
|---|---|---|---|
| **ASSETS** | | | |
| **Fixed assets** | | | |
| **Intangible assets** | 4 | | |
| Goodwill | | 0 | 0 |
| **Property, plant and equipment** | 5 | | |
| Land and buildings | | 0 | 3,235,782 |
| Fixtures and fittings, tools and equipment | | 0 | 2,951,701 |
| Leasehold improvements | | 0 | 134,366 |
| | | 0 | 6,321,849 |
| **Total fixed assets** | | 0 | 6,321,849 |
| **Current assets** | | | |
| **Receivables** | | | |
| Trade receivables | | 0 | 7,585,313 |
| Receivables from group entities | | 20,504,174 | 300,315 |
| Construction contracts | | 0 | 954,000 |
| Other receivables | | 0 | 24,177 |
| Prepayments | | 0 | 126,109 |
| | | 20,504,174 | 8,989,914 |
| **Cash at bank and in hand** | | 0 | 1,236 |
| **Total current assets** | | 20,504,174 | 8,991,150 |
| **TOTAL ASSETS** | | 20,504,174 | 15,312,999 |

# Financial statements 1 January – 31 December

## Balance sheet

| DKK | Note | 2017 | 2016 |
|---|---|---|---|
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| Contributed capital | | 600,000 | 600,000 |
| Retained earnings | | 9,616,236 | 2,870,996 |
| **Total equity** | | 10,216,236 | 3,470,996 |
| **Liabilities other than provisions** | | | |
| **Current liabilities other than provisions** | | | |
| Trade payables | | 0 | 1,755,467 |
| Payables to group entities | | 9,882,448 | 8,710,947 |
| Corporation tax | | 145,991 | 0 |
| Other payables | | 259,499 | 1,375,589 |
| | | 10,287,938 | 11,842,003 |
| **Total liabilities other than provisions** | | 10,287,938 | 11,842,003 |
| **TOTAL EQUITY AND LIABILITIES** | | 20,504,174 | 15,312,999 |

# Financial statements 1 January – 31 December

## Statement of changes in equity

| | Contributed capital | Retained earnings | Total |
|---|---|---|---|
| Equity at 1 January 2017 | 600,000 | 2,870,996 | 3,470,996 |
| Transferred over the profit appropriation | 0 | 6,745,240 | 6,745,240 |
| **Equity at 31 December 2017** | 600,000 | 9,616,236 | 10,216,236 |

# Financial statements 1 January – 31 December

## Notes

### 1 Accounting policies

The annual report of Inspecta Project Services A/S for 2017 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

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

#### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet financial statements is recognised in the income statement as financial income or financial expenses.

### Income statement

#### Gross Profit

Pursuant to Section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

Gross profit includes revenue, other operating income and other external costs.

#### Revenue

Revenue from the sale of services is recognised in the income statement provided that the service has been rendered before year end and that the income can be reliably measured and is expected to be received (production method). Revenue is measured ex. VAT and taxes charged on behalf of third parties.

Revenue is measured at fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts granted are recognised in revenue.

#### Other operating income

Other operating income comprises items secondary to the activities of the entity, including gains on the disposal of intangible assets and property, plant and equipment.

#### Other external costs

Other external costs include expenses related to the Company's ordinary activities, including expenses for premises, stationary and office supplies, advertising, administration, bad debts, payments under operating leases, etc.

# Financial statements 1 January – 31 December

## Notes

### 1 Accounting policies (continued)

#### Staff costs

Staff costs comprise salaries and wages, including holiday allowance, pension and other social security costs, etc. to the Company's employees.

#### Other operating costs

Other operating costs comprise items secondary to the activities of the entity, including losses on the disposal of intangible assets and property, plant and equipment.

#### Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance leases, 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.

#### Tax on profit/loss for the year

The Company is comprised by the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. The Company is included in the joint taxation from the date of takeover when they are included in the consolidated financial statements until the date of disposal when they exit the consolidation.

Current Danish corporation tax is allocated by the settlement of joint taxation contributions between the jointly taxed enterprises in proportion to their taxable income. In re lation thereto, enterprises with tax losses receive joint taxation contributions from enterprises which have been able to use this loss to reduce their tax loss.

Tax for the year comprises current tax and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement at the amount attributable to the profit/loss for the year and di rectly in equity at the amount attributable to entries directly in equity.

### Balance sheet

#### Goodwill

Goodwill acquired are measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over the estimated useful life. The estimated useful lives are 10 years.

Goodwill in strategic investments are depreciated over the expected useful lifetime which are 10 years based on Management's experience within the relevant business areas.

The useful life and residual value are reassessed annualy. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Goodwill is written down to the lower of recoverable amount and carrying amount.

# Financial statements 1 January – 31 December

## Notes

### 1 Accounting policies (continued)

#### Property, plant and equipment

Land and buidlings, fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment write-down.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use.

The basis of depreciation, which is calculated as cost less any residual values after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

| | |
|---|---|
| Buildings | 20 years |
| Fixtures and fittings, tools and equipment | 2-5 years |
| Leasehold improvements | 5 years |

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

The useful life and residual value are reassessed annualy. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

#### Impairment of fixed assets

The carrying amount of intangible assets and property, plant and equipment is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

#### Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of the expected cash flows, including the realisable value of any collateral received.

# Financial statements 1 January – 31 December

## Notes

### 1 Accounting policies (continued)

#### Prepayments

Prepayments comprise payment of costs relating to subsequent financial years.

#### Equity

*Dividends*

The expected dividend payment for the year is disclosed as a separate item under equity.

#### Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for 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 value of assets and liabilities measured on the planned use of the asset or settlement of the liability.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with 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. The change in deferred tax as a result of changes in tax rates is recognised in the income statement and in equity.

#### Liabilities other than provisions

Financial liabilities are recognised at the date of borrowing at cost, corresponding to the net proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost.

Other liabilities are measured at net realisable value.

# Financial statements 1 January – 31 December

## Notes

| DKK | 2017 | 2016 |
|---|---|---|
| **2 Staff costs** | | |
| Wages and salaries | 17,646,736 | 21,828,675 |
| Pensions | 975,975 | 1,282,973 |
| Other social security costs | 461,180 | 323,356 |
| | 19,083,891 | 23,435,004 |
| Average number of full-time employees | 27 | 34 |
| **3 Tax on profit/loss for the year** | | |
| Current tax for the year | 145,991 | -300,315 |
| Deferred tax for the year | 0 | -283,048 |
| | 145,991 | -583,363 |

### 4 Intangible assets

| DKK | Goodwill |
|---|---|
| Cost at 1 January 2017 | 820,000 |
| Disposals for the year | -820,000 |
| Cost at 31 December 2017 | 0 |
| Amortisation and impairment losses at 1 January 2017 | -820,000 |
| Reversed amortisation and impairment losses on assets sold | 820,000 |
| **Carrying amount at 31 December 2017** | 0 |

### 5 Property, plant and equipment

| DKK | Land and buildings | Fixtures and fittings, tools and equipment | Leasehold improve-ments | Total |
|---|---|---|---|---|
| Cost at 1 January 2017 | 3,361,760 | 6,502,504 | 379,522 | 10,243,786 |
| Additions for the year | 0 | 1,291,872 | 0 | 1,291,872 |
| Disposals for the year | -3,361,760 | -7,794,376 | -379,522 | -11,535,658 |
| Cost at 31 December 2017 | 0 | 0 | 0 | 0 |
| Depreciation and impairment losses at 1. January 2017 | -125,978 | -3,550,803 | -245,156 | -3,921,937 |
| Depreciation for the year | -112,062 | -1,177,291 | -50,603 | -1,339,956 |
| Reversed depreciation and impairment losses on assets sold | 238,040 | 4,728,094 | 295,759 | 5,261,893 |
| **Carrying amount at 31 December 2017** | 0 | 0 | 0 | 0 |

# Financial statements 1 January – 31 December

## Notes

### 6 Contractual obligations, contingencies, etc.

#### Contingent liabilities

The Company is party to two pending lawsuits. In management's opinion a part from liabilities recognised in the balance sheet at 31 December 2017 the outcome of these lawsuits will not affect the company's financial position further.

The Company is jointly taxed with group companies. The Companies included in the joint taxation, have joint and several unlimited liability for Danish corporation taxes and withholding taxes or dividends, interests and royalties. The Company participates in a group cash-pool. All participants have joint liabilities for the cash-pool.

### 7 Related parties

#### Control

Inspecta Project Services A/S is part of the consolidated financial statements of ACTA* Holding B.V., Sir Winston Churchillaan 273, 2288 EA Rijswijk, Netherlands, which is the smallest group in which the Company is included as a subsidiary.

The consolidated financial statements of ACTA* Holding B.V. can be obtained from the Company.