
Baader Logistix A/S

Sindalsvej 44, DK-8240 Risskov

Annual Report for 1 January - 31 December 2016

CVR No 33 78 66 46

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
31/5 2017

Petra Baader
Chairman



pwc

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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Baader Logistix A/S for the financial year 1 January - 31 December 2016.

The Annual Report is 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 at 31 December 2016 of the Company and of the results of the Company operations for 2016.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

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

Risskov, 31 May 2017

Executive Board

Henning Pedersen

Torsten Krausen

Board of Directors

Petra Baader

Torsten Krausen

Robert Thomas Focke

Independent Auditor's Report

To the Shareholder of Baader Logistix A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2016 and of the results of the Company operations for the financial year 1 January - 31 December 2016 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Baader Logistix A/S for the financial year 1 January - 31 December 2016, which comprise income statement, balance sheet 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 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.

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 Statement 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 mis-

Independent Auditor's Report

statement, 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 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 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.

Independent Auditor's Report

- 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.

Trekantområdet, 31 May 2017

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Jan Bunk Harbo Larsen
State Authorised Public Accountant

Lasse Berg
State Authorised Public Accountant

Company Information

The Company

Baader Logistix A/S
Sindalsvej 44
DK-8240 Risskov

Telephone: + 45 50 70 01 61

CVR No: 33 78 66 46

Financial period: 1 January - 31 December

Incorporated: 12 July 2011

Municipality of reg. office: Aarhus

Board of Directors

Petra Baader
Torsten Krausen
Robert Thomas Focke

Executive Board

Henning Pedersen
Torsten Krausen

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Herredsvej 32
DK-7100 Vejle

Management's Review

Financial Statements of Baader Logistix A/S for 2016 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

Main activity

Development and selling software to the food industry and development of required equipment to provide a complete solution.

Development in the year

The income statement of the Company for 2016 shows a profit of DKK 120,395, and at 31 December 2016 the balance sheet of the Company shows equity of DKK 2,181,370.

The financial year had a significant focus on development of new products which have been introduced to the market with success, especially there have been a growth in selling software solution supporting the fish industry and the customer base is expected to grow.

The financial result is in accordance with the expectations.

Uncertainty relating to recognition and measurement

The company has had significant development activities in 2016. The capitalized development assets are recognized in the balance sheet with a value of DKK 15.701k.

The management estimates that the single development assets within 3-5 years will generate income, which at least will correspond to the capitalized value. As this estimate is based on future income, there is a degree of uncertainty related to the valuation of the assets.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income Statement 1 January - 31 December

	<u>Note</u>	<u>2016</u> DKK	<u>2015</u> DKK
Gross profit/loss		8.502.098	7.322.842
Staff expenses	1	-4.978.521	-4.516.251
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		-3.156.193	-1.947.334
Profit/loss before financial income and expenses		367.384	859.257
Financial expenses		-207.751	-213.995
Profit/loss before tax		159.633	645.262
Tax on profit/loss for the year	2	-39.238	-96.674
Net profit/loss for the year		120.395	548.588

Distribution of profit

Proposed distribution of profit

Retained earnings		120.395	548.588
		120.395	548.588

Balance Sheet 31 December

Assets

	Note	2016 DKK	2015 DKK
Completed development projects		12.724.526	11.896.928
Acquired trademarks		610.020	698.216
Development projects in progress		2.976.467	2.169.756
Intangible assets		16.311.013	14.764.900
Other fixtures and fittings, tools and equipment		32.298	80.245
Property, plant and equipment		32.298	80.245
Deposits		200.000	200.000
Fixed asset investments		200.000	200.000
Fixed assets		16.543.311	15.045.145
Inventories		127.079	0
Contract work in progress		0	1.212.025
Corporation tax		324.517	762.138
Receivables		324.517	1.974.163
Cash at bank and in hand		945.542	190.541
Currents assets		1.397.138	2.164.704
Assets		17.940.449	17.209.849

Balance Sheet 31 December

Liabilities and equity

	Note	2016 DKK	2015 DKK
Share capital		500.000	500.000
Reserve for development costs		4.654.357	0
Retained earnings		-2.972.987	1.560.975
Equity	3	<u>2.181.370</u>	<u>2.060.975</u>
Provision for deferred tax	4	3.117.920	2.754.165
Provisions		<u>3.117.920</u>	<u>2.754.165</u>
Other payables		5.800.000	5.800.000
Long-term debt	5	<u>5.800.000</u>	<u>5.800.000</u>
Credit institutions		130.779	15.225
Prepayments received from customers		5.375.676	4.432.371
Trade payables		266.977	154.690
Other payables	5	1.067.727	1.903.423
Deferred income		0	89.000
Short-term debt		<u>6.841.159</u>	<u>6.594.709</u>
Debt		<u>12.641.159</u>	<u>12.394.709</u>
Liabilities and equity		<u>17.940.449</u>	<u>17.209.849</u>
Contingent assets, liabilities and other financial obligations	6		

Notes to the Financial Statements

	2016	2015
	DKK	DKK
1 Staff expenses		
Wages and salaries	7.654.277	7.756.212
Pensions	715.398	732.407
Other social security expenses	5.163	45.733
Other staff expenses	94.451	147.776
	8.469.289	8.682.128
Transfer to development projects in progress	-3.490.768	-4.165.877
	4.978.521	4.516.251
Average number of employees	13	13

2 Tax on profit/loss for the year

Current tax for the year	-324.517	858.812
Deferred tax for the year	363.755	-762.138
	39.238	96.674

3 Equity

	Share capital	Reserve for development costs	Retained earnings	Total
	DKK	DKK	DKK	DKK
Equity at 1 January	500.000	0	1.560.975	2.060.975
Development costs for the year	0	4.654.357	-4.654.357	0
Net profit/loss for the year	0	0	120.395	120.395
Equity at 31 December	500.000	4.654.357	-2.972.987	2.181.370

Notes to the Financial Statements

	<u>2016</u>	<u>2015</u>
	DKK	DKK
4 Provision for deferred tax		
Intangible assets	3.477.554	3.115.234
Property, plant and equipment	-28.845	-30.280
Tax loss carry-forward	-330.789	-330.789
	<u>3.117.920</u>	<u>2.754.165</u>

5 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:

Other payables

Between 1 and 5 years	<u>5.800.000</u>	<u>5.800.000</u>
Long-term part	5.800.000	5.800.000
Other short-term payables	<u>1.067.727</u>	<u>1.903.423</u>
	<u>6.867.727</u>	<u>7.703.423</u>

6 Contingent assets, liabilities and other financial obligations

Rental and lease obligations

Rental and lease obligations, termination notice up to 6 months (2015: 9 months)	169.000	240.000
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Notes, Accounting Policies

Basis of Preparation

The Annual Report of Baader Logistix A/S for 2016 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

Financial Statements for 2016 are presented in DKK.

Changes in accounting policies

Amendments per the Danish Financial Statements Act that are effective from 1 January 2016 have been implemented.

The amendments have resulted in recognition of a reserve for development costs in equity. The reserve corresponds to the development costs recognised in the balance sheet as intangible assets for the year. The change does not affect the financial statements or the financial position of the Company at 31 December 2016.

The other amendments that are effective from 1 January 2016 have only entailed additional disclosure of information and do not affect the financial statements or the financial position of the Company at 31 December 2016.

Apart from changes due to amendments to the Danish Financial Statements Act mentioned above, and some minor reclassifications, the accounting policies applied remain unchanged from the previous year.

Recognition and measurement

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, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been 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.

Notes, Accounting Policies

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.

Income Statement

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, revenue has not been disclosed in the Annual Report.

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.

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the enterprise.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Other external expenses also include research and development costs that do not qualify for capitalisation.

Notes, Accounting Policies

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.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale 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

Development projects, patents and licences

Costs of development projects comprise salaries, amortisation and other expenses directly or indirectly attributable to the Company's development activities.

Development projects that are clearly defined and identifiable and in respect of which technical feasibility, sufficient resources and a potential future market or development opportunity in the enterprise can be demonstrated, and where it is the intention to manufacture, market or use the project, are recognised as intangible assets. This applies if sufficient certainty exists that the value in use of future earnings can cover cost of sales, distribution and administrative expenses involved as well as the development costs.

Development projects that do not meet the criteria for recognition in the balance sheet are recognised as expenses in the income statement as incurred.

Capitalised development costs are measured at cost less accumulated amortisation and impairment losses or at a lower recoverable amount. An amount corresponding to the recognised development costs

Notes, Accounting Policies

is allocated to the equity item “Reserve for development costs”. The reserve comprises only development costs recognised in financial years beginning on or after 1 January 2016. The reserve is reduced by amortisation of and impairment losses on the development projects on a continuing basis.

As of the date of completion, capitalised development costs are amortised on a straight-line basis over the period of the expected economic benefit from the development work. The amortisation period is 5 years.

Patents and licences are measured at cost less accumulated amortisation and less any accumulated impairment losses or at a lower value in use.

Patents are amortised over the remaining patent period or a shorter useful life. The amortisation period is years. Software licences are amortised over the period of the agreement, which is 8 years.

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.

Interest expenses on loans raised directly for financing the construction of property, plant and equipment are recognised in cost over the period of construction. All indirectly attributable borrowing expenses are recognised in the income statement.

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	3-5	years
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Depreciation period and residual value are reassessed annually.

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.

Fixed asset investments

Fixed asset investments consist of deposits.

Notes, Accounting Policies

Inventories

Inventories are measured at the lower of cost based on weighted average prices and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale equals landed cost.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labour with addition of indirect production costs. Indirect production costs comprise the cost of indirect materials and labour as well as maintenance and depreciation of the machinery, factory buildings and equipment used in the manufacturing process as well as costs of factory administration and management.

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.

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 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.

Notes, Accounting Policies

Financial debts

Loans, such as ,loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

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

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.