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Epoke Investment II A/S

Jægersborg Allé 4, 5. sal
2920 Charlottenlund
Central Business Registration No 33964730

Annual report 2016/17

The Annual General Meeting adopted the annual report on 07.07.2017

Chairman of the General Meeting

Name: Kristian la Cour

Contents

Entity details

Entity
Epoke Investment II A/S
Jægersborg Allé 4, 5. sal
2920 Charlottenlund

Central Business Registration No: 33964730
Registered in: Gentofte
Financial year: 01.03.2016 - 28.02.2017

Board of Directors
Søren Klarskov Vilby, Chairman
Asger Bruun-Christensen
Nicholas Andrew Vince
Kristian la Cour
Thomas Marstrand

Executive Board
Thomas Marstrand, CEO

Auditors
Deloitte Statsautoriseret Revisionspartnerselskab
Dokken 8
Postbox 200
6701 Esbjerg

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Epoke Investment II A/S for the financial year 01.03.2016 - 28.02.2017.

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 28.02.2017 and of the results of its operations and cash flows for the financial year 01.03.2016 - 28.02.2017.

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.

Charlottenlund, 30.06.2017

Executive Board

Thomas Marstrand
CEO

Board of Directors

Søren Klarskov Vilby Chairman	Asger Bruun-Christensen	Nicholas Andrew Vince
Kristian la Cour	Thomas Marstrand	

Independent auditor's report

To the shareholders of Epoke Investment II A/S

Opinion

We have audited the consolidated financial statements and the parent financial statements of Epoke Investment II A/S for the financial year 01.03.2016 - 28.02.2017, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 28.02.2017, and of the results of their operations and the consolidated cash flows for the financial year 01.03.2016 - 28.02.2017 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 consolidated financial statements and the parent financial statements section of this auditor's report. We are independent of the Group 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 consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the parent financial statements, Management is responsible for assessing the Group's and 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 consolidated financial statements and the parent financial statements unless Management either intends to liquidate the Group or the Entity or to cease operations, or has no realistic alternative but to do so.

Independent auditor's report

Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated financial statements and parent 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 consolidated financial statements and the parent 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 Group’s and 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 consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.

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

Independent auditor's report

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 consolidated financial statements and the parent 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 consolidated financial statements and the parent financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the consolidated financial statements and the parent 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.

Based on the work we have performed, we conclude that the management commentary is in accordance with the consolidated financial statements and the parent 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.

Esbjerg, 30.06.2017

Deloitte
Statsautoriseret Revisionspartnerselskab
Central Business Registration No: 33963556

Jørn Jepsen
State Authorised Public Accountant

Mikael Grosbøl
State Authorised Public Accountant

Management commentary

	2016/17 DKK'000	2015/16 DKK'000	2014/15 DKK'000	2013/14 DKK'000	2011/13 DKK'000
Financial highlights					
Key figures					
Revenue	218,096	241,437	271,638	276,850	469,270
Gross profit/loss	75,787	90,485	106,178	116,664	183,160
Operating profit/loss	(7,048)	3,779	9,669	24,390	35,864
Net financials	(3,579)	(2,634)	(2,499)	(2,202)	(3,893)
Profit/loss for the year	(9,637)	(1,080)	3,904	15,794	20,429
Total assets	195,326	222,663	191,628	228,019	210,639
Investments in property, plant and equipment	5,450	18,889	3,108	3,154	8,158
Equity	109,918	119,898	125,599	121,818	105,661
Average invested capital incl goodwill	184,862	164,710	143,926	146,928	172,257
Ratios					
Gross margin (%)	34.7	37.5	39.1	42.1	39.0
Net margin (%)	(4.4)	(0.4)	1.4	5.7	4.4
Return on invested capital incl goodwill (%)	(0.7)	5.1	9.7	19.7	24.9
Return on equity (%)	(8.4)	(0.9)	3.2	13.9	19.3
Equity ratio (%)	56.3	53.8	65.5	53.4	50.2

Please note that the financial year 2011/13 covers 17 months.

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2015" issued by the Danish Society of Financial Analysts.

Ratios	Calculation formula	Ratios
Gross margin (%)	$\frac{\text{Gross profit/loss x 100}}{\text{Revenue}}$	The entity's operating gearing.
Net margin (%)	$\frac{\text{Profit/loss for the year x 100}}{\text{Revenue}}$	The entity's operating profitability.
Return on invested capital incl goodwill (%)	$\frac{\text{EBITA x 100}}{\text{Average invested capital incl goodwill}}$	The return generated by the entity on the investors' funds.
Return on equity (%)	$\frac{\text{Profit/loss for the year x 100}}{\text{Average equity}}$	The entity's return on capital invested in the entity by the owners.
Equity ratio (%)	$\frac{\text{Equity x 100}}{\text{Total assets}}$	The financial strength of the entity.

EBITA (Earnings Before Interest, Tax and Amortisation) is defined as operating profit plus the year's amortisation of and impairment losses relating to intangible assets including goodwill.

Invested capital including goodwill is defined as net working capital plus the carrying amount of property, plant and equipment and intangible assets as well as accumulated amortisation of intangible assets including goodwill, and less other provisions and long-term operating liabilities. Accumulated impairment losses relating to goodwill are not added.

Net working capital is defined as inventories, receivables and other operating current assets net of trade payables and other short-term operating liabilities. Income taxes receivable and payable as well as cash are not included in net working capital.

Management commentary

Primary activities

The Group's primary activities are to develop, manufacture, market and sell Epoke, Brodd and Snowline machinery.

In 2015 the companies Hydromann A/S and Brodd Sweden were acquired as a supplement and to complement the Group's product range (winter/summer). Furthermore the Group's total world-wide market share has been increased due to the acquisitions.

The Group's products are sold through own companies in Denmark, Germany, Sweden and Poland. Sales and marketing in other markets are based on partnerships with dealers and the subsidiaries based in the respective countries.

Focusing on the customer and in co-operation with dealers, Epoke Group markets Epoke winter road maintenance products together with Snowline snow removal equipment and Brodd sweepers. Epoke Group aims to become the industry's best-known brand and to be a market leader in selected segments.

Epoke Group develops and manufactures state-of-the-art salt and liquid spreaders together with Snowline snow removal equipment and Brodd sweepers that meet the customers' requirements in terms of service, quality and economic life costs.

Development in activities and finances

Revenue realised by Epoke Group comes to DKK 218m against DKK 241m last year, the main share of which is attributable to exports.

Deficit for the year before net financials is DKK 7,048k against a profit of DKK 3,779k for last year. Deficit for the year after tax is DKK 9,637k against a deficit of DKK 1,080k last year.

Epoke Group is a firmly based enterprise with a solvency ratio of 56.3% at 28 February 2017.

Profit/loss for the year in relation to expected developments

Management considers profit for the year not satisfactory and lower than expectations due to the facts that the integration of the 2015 acquisitions has been more time consuming than expected and that the mild winter of this financial year had a negative impact on the sales of spare parts.

Outlook

Management expects an improved financial performance for the next financial year - i.e. on a par with 2014/2015 level.

Particular risks

Currency risk

The Group's receivables and loans are primarily denominated in DKK. The Group does not apply financial instruments for the purpose of speculating.

Excess liquidity is deposited in money market accounts or the like. Therefore, the Group is exposed to no material financial risks.

Management commentary

Intellectual capital resources

Epoke Group aims to be an attractive workplace with motivated and committed staff. To ensure continued motivation and strong commitment on the part of staff, work at Epoke Group is performed on the basis of corporate values enabling the individual staff member to make his or her own decisions. The management philosophy is freedom with responsibility.

Epoke Group has formulated a senior policy and is locally known for its efforts to retain senior staff as well as other social initiatives.

Environmental performance

The Group holds a clean environmental approval dated 1 August 2000, and the 2013 inspection confirmed the approval.

Epoke Group is compliant with applicable environmental law etc. and has not received any complaints or claims relating to non-compliance with environmental rules on the part of its Danish and foreign subsidiaries.

Research and development activities

The Group is among the absolute market leaders when it comes to spreaders for winter road clearance. The Group has won this position through persistent and targeted development efforts as regards spreaders and related electronic products.

The integration of Snowline and Brodd will continue and expected to be completed during the next financial year.

The Group protects its development projects by taking out patents, if appropriate. The Group intends to sustain its position by continuously adding the resources required and staying focused on road clearance.

The product portfolio is characterized by high performance, low service costs, high quality of products and in particular innovative solutions.

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.

Consolidated income statement for 2016/17

	Notes	2016/17 DKK'000	2015/16 DKK'000
Revenue		218,096	241,437
Changes in inventories of finished goods and work in progress		13,838	9,253
Other operating income		628	705
Cost of sales		(133,311)	(138,740)
Other external expenses		(23,464)	(22,170)
Gross profit/loss		**75,787**	**90,485**
Staff costs	1	(71,831)	(77,269)
Depreciation, amortisation and impairment losses		(11,004)	(9,437)
Operating profit/loss		**(7,048)**	**3,779**
Other financial income		365	536
Other financial expenses		(3,944)	(3,170)
Profit/loss before tax		**(10,627)**	**1,145**
Tax on profit/loss for the year	2	990	(2,225)
Profit/loss for the year	3	**(9,637)**	**(1,080)**

Consolidated balance sheet at 28.02.2017

	Notes	2016/17 DKK'000	2015/16 DKK'000
Completed development projects		2,827	5,366
Goodwill		15,333	18,703
Intangible assets	4	**18,160**	**24,069**
Land and buildings		25,203	26,225
Plant and machinery		8,567	7,115
Other fixtures and fittings, tools and equipment		3,328	3,766
Leasehold improvements		31	43
Property, plant and equipment in progress		110	105
Property, plant and equipment	5	**37,239**	**37,254**
Other receivables		72	45
Fixed asset investments	6	**72**	**45**
Fixed assets		**55,471**	**61,368**
Raw materials and consumables		45,919	55,391
Manufactured goods and goods for resale		58,429	44,591
Inventories		**104,348**	**99,982**
Trade receivables		30,580	33,533
Deferred tax	7	984	0
Other receivables		831	3,849
Income tax receivable		4	8,735
Prepayments		1,213	1,970
Receivables		**33,612**	**48,087**
Other investments		3	3
Other investments		**3**	**3**
Cash		**1,892**	**13,223**
Current assets		**139,855**	**161,295**
Assets		**195,326**	**222,663**

Consolidated balance sheet at 28.02.2017

	Notes	2016/17 DKK'000	2015/16 DKK'000
Contributed capital		3,250	3,250
Retained earnings		106,668	116,648
Equity		**109,918**	**119,898**
Deferred tax	7	0	229
Other provisions		2,991	2,935
Provisions		**2,991**	**3,164**
Subordinate loan capital	9	600	0
Bank loans		0	7,082
Finance lease liabilities		0	170
Debt to other credit institutions		12,680	23,924
Other payables		2,164	2,231
Non-current liabilities other than provisions	10	**15,444**	**33,407**
Current portion of long-term liabilities other than provisions	10	11,406	2,673
Bank loans		11,363	15,344
Prepayments received from customers		1,031	0
Trade payables		21,775	22,124
Income tax payable		0	3,306
Other payables	11	21,398	22,747
Current liabilities other than provisions		**66,973**	**66,194**
Liabilities other than provisions		**82,417**	**99,601**
Equity and liabilities		**195,326**	**222,663**
Financial instruments	13		
Unrecognised rental and lease commitments	14		
Mortgages and securities	15		
Subsidiaries	16		

Consolidated statement of changes in equity for 2016/17

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	3,250	116,648	119,898
Purchase of treasury shares	0	(971)	(971)
Exchange rate adjustments	0	195	195
Fair value adjustments of hedging instruments	0	555	555
Tax of equity postings	0	(122)	(122)
Profit/loss for the year	0	(9,637)	(9,637)
Equity end of year	**3,250**	**106,668**	**109,918**

Consolidated cash flow statement for 2016/17

	Notes	2016/17 DKK'000	2015/16 DKK'000
Operating profit/loss		(7,048)	3,779
Amortisation, depreciation and impairment losses		11,004	9,437
Other provisions		56	(2,539)
Working capital changes	12	2,440	(16,924)
Cash flow from ordinary operating activities		**6,452**	**(6,247)**
Financial income received		365	536
Financial income paid		(3,944)	(3,170)
Income taxes refunded/(paid)		5,080	(3,990)
Cash flows from operating activities		**7,953**	**(12,871)**
Acquisition etc of intangible assets		0	(11,332)
Acquisition etc of property, plant and equipment		(5,450)	(18,889)
Sale of property, plant and equipment		375	463
Acquisition of fixed asset investments		(48)	(24)
Sale of fixed asset investments		21	3
Other cash flows from investing activities		0	(3)
Cash flows from investing activities		**(5,102)**	**(29,782)**
Loans raised		0	13,425
Instalments on loans etc		(9,830)	(3,694)
Acquisition of treasury shares		(971)	(6,071)
Sale of treasury shares		0	1,000
Subordinate loan capital raised		600	0
Cash flows from financing activities		**(10,201)**	**4,660**
Increase/decrease in cash and cash equivalents		**(7,350)**	**(37,993)**
Cash and cash equivalents beginning of year		(2,121)	35,872
Cash and cash equivalents end of year		**(9,471)**	**(2,121)**
Cash and cash equivalents at year-end are composed of:			
Cash		1,892	13,223
Short-term debt to banks		(11,363)	(15,344)
Cash and cash equivalents end of year		**(9,471)**	**(2,121)**

Notes to consolidated financial statements

	2016/17 DKK'000	2015/16 DKK'000
1. Staff costs		
Wages and salaries	64,771	69,527
Pension costs	4,394	5,789
Other social security costs	2,666	1,953
	71,831	**77,269**
Average number of employees	**196**	**177**

	Remuneration of management 2016/17 DKK'000	Remuneration of management 2015/16 DKK'000
Board of Directors	497	450
	497	**450**

	2016/17 DKK'000	2015/16 DKK'000
2. Tax on profit/loss for the year		
Tax on current year taxable income	388	2,257
Change in deferred tax for the year	(1,335)	(81)
Adjustment concerning previous years	(43)	49
	(990)	**2,225**

	2016/17 DKK'000	2015/16 DKK'000
3. Proposed distribution of profit/loss		
Retained earnings	(9,637)	(1,080)
	(9,637)	**(1,080)**

Notes to consolidated financial statements

	Completed development projects DKK'000	Goodwill DKK'000
4. Intangible assets		
Cost beginning of year	18,304	33,847
Exchange rate adjustments	(95)	0
Cost end of year	**18,209**	**33,847**
Amortisation and impairment losses beginning of year	(12,938)	(15,144)
Exchange rate adjustments	8	0
Amortisation for the year	(2,452)	(3,370)
Amortisation and impairment losses end of year	**(15,382)**	**(18,514)**
Carrying amount end of year	**2,827**	**15,333**

	Land and buildings DKK'000	Plant and machinery DKK'000	Other fixtures and fittings, tools and equipment DKK'000	Leasehold improvements DKK'000
5. Property, plant and equipment				
Cost beginning of year	54,748	41,976	29,324	83
Exchange rate adjustments	72	10	(5)	0
Additions	400	3,760	1,290	0
Disposals	0	0	(2,349)	0
Cost end of year	**55,220**	**45,746**	**28,260**	**83**
Depreciation and impairment losses beginning of the year	(28,523)	(34,861)	(25,558)	(40)
Exchange rate adjustments	3	(1)	8	0
Depreciation for the year	(1,497)	(2,317)	(1,482)	(12)
Reversal regarding disposals	0	0	2,100	0
Depreciation and impairment losses end of the year	**(30,017)**	**(37,179)**	**(24,932)**	**(52)**
Carrying amount end of year	**25,203**	**8,567**	**3,328**	**31**

Notes to consolidated financial statements

	Property, plant and equipment in progress DKK'000
5. Property, plant and equipment	
Cost beginning of year	105
Exchange rate adjustments	5
Additions	0
Disposals	0
Cost end of year	**110**
Depreciation and impairment losses beginning of the year	0
Exchange rate adjustments	0
Depreciation for the year	0
Depreciation and impairment losses end of the year	0
Depreciation and impairment losses end of the year	**0**
Carrying amount end of year	**110**

	Other receivables DKK'000
6. Fixed asset investments	
Cost beginning of year	45
Additions	48
Disposals	(21)
Cost end of year	**72**
Carrying amount end of year	**72**

Notes to consolidated financial statements

	2016/17 DKK'000	2015/16 DKK'000
7. Deferred tax		
Intangible assets	(289)	(230)
Property, plant and equipment	1,657	696
Inventories	(468)	(759)
Receivables	(182)	(166)
Provisions	266	230
	984	**(229)**
Changes during the year		
Beginning of year	(229)	
Recognised in the income statement	1,335	
Recognised directly in equity	(122)	
End of year	**984**	

Deferred tax assets mainly relate to accelerated depreciation on property, plant and equipment. Based on the Company's historical results and the expected performance in the next few years, it is assessed that the deferred tax assets may be utilised within three to five years.

	Number	Nominal value DKK'000	Share of contributed capital %	Purchase / (selling)-price DKK'000
8. Treasury shares				
Treasury shares acquired:				
Ordinary shares	1,876,697	19	0.6	971
	1,876,697	**19**	**0.6**	
Holding of treasury shares:				
Ordinary shares	11,393,865	114	3.5	
	11,393,865	**114**	**3.5**	

Treasury shares were acquired as part of purchasing shares from employees that have resigned from the Group.

Notes to consolidated financial statements

9. Subordinate loan capital

The Company has received subordinate loan capital with a principal amount of DKK 600k. The subordinate loan capital is inferior to ordinary creditors so that the loan capital is not to be repaid until other creditors have been paid, but the loan capital must be repaid prior to the contributed capital.

The loan has been granted as a profit-sharing debt instrument by which payment of interest takes place concurrently with the distribution of dividend and by transfer of shares in either Epoke Investment II A/S or Epoke A/S. In this case, payment of interest will be calculated on the basis of the consideration for the shares.

The lender cannot cancel the loan, just as it is exempted from repayment until the shares in either Epoke Investment II A/S or Epoke A/S have been transferred, or if the lender withdraws from the Group.

	Instalments within 12 months 2016/17 DKK'000	Instalments within 12 months 2015/16 DKK'000	Instalments beyond 12 months 2016/17 DKK'000	Outstanding after 5 years DKK'000
10. Liabilities other than provisions				
Subordinate loan capital	0	0	600	600
Bank loans	0	1,274	0	0
Finance lease liabilities	145	163	0	0
Debt to other credit institutions	11,261	1,236	12,680	7,626
Other payables	0	0	2,164	0
	11,406	**2,673**	**15,444**	**8,226**

	2016/17 DKK'000	2015/16 DKK'000
11. Other short-term payables		
VAT and duties	1,919	1,712
Wages and salaries, personal income taxes, social security costs, etc payable	5,349	6,201
Holiday pay obligation	4,729	4,167
Other costs payable	9,401	10,667
	21,398	**22,747**

Notes to consolidated financial statements

	2016/17 DKK'000	2015/16 DKK'000
12. Change in working capital		
Increase/decrease in inventories	(4,366)	(22,609)
Increase/decrease in receivables	6,728	(6,281)
Increase/decrease in trade payables etc	(107)	11,883
Other changes	185	83
	2,440	**(16,924)**

13. Financial instruments

Interest rate swaps have been entered into in order to hedge the interest risk involved in bank loans until maturity. The fair value of the interest rate swaps amounts to DKK 1,297k at 28.02.2017 and has been recognised as other payables. The interest rate swaps guarantee a fixed interest rate between 4.08% and 4.38% on the loans concerned.

	2016/17 DKK'000	2015/16 DKK'000
2018, nominal amount	11,439	12,331
2024, nominal amount	2,265	2,524
	13,704	**14,855**

	2016/17 DKK'000	2015/16 DKK'000
14. Unrecognised rental and lease commitments		
Hereof liabilities under rental or lease agreements until maturity in total	**3,467**	**3,282**

15. Mortgages and securities

Loans with credit insitutions are secured on real property. The mortgage also comprises the plant and machinery deemed part of the property.

The carrying amount of mortgaged properties is DKK 11,015k and the carrying amount of mortgaged plant amounts to DKK 9,713k.

The Group has provided payment guarantees for DKK 2,542k nominal.

Notes to consolidated financial statements

	Registered in	Corporate form	Equity interest %
16. Subsidiaries			
Epoke A/S	Vejen	A/S	100.0
Alfred Thomsen GmbH	Eichenzell, Germany	GmbH	100.0
Epoke Maschinenbau GmbH & Co. KG	Eichenzell, Germany	GmbH & Co. KG	100.0
Epoke Sp. z.o.o.	Warzawa, Poland	Sp. z.o.o.	100.0
Ejendomsselskabet Skibelund ApS	Gentofte	ApS	100.0
Brodd Sweden AB	Sweden	AB	100.0
Brodd Polonia Sp. z.o.o.	Poland	Sp. z.o.o.	100.0

Parent income statement for 2016/17

	Notes	2016/17 DKK'000	2015/16 DKK'000
Other external expenses		(216)	(219)
Operating profit/loss		**(216)**	**(219)**
Income from investments in group enterprises		(10,023)	(1,328)
Other financial income		712	529
Other financial expenses		(6)	0
Profit/loss before tax		**(9,533)**	**(1,018)**
Tax on profit/loss for the year	1	(104)	(62)
Profit/loss for the year	2	**(9,637)**	**(1,080)**

Parent balance sheet at 28.02.2017

	Notes	2016/17 DKK'000	2015/16 DKK'000
Investments in group enterprises		93,211	102,606
Fixed asset investments	3	**93,211**	**102,606**
Fixed assets		**93,211**	**102,606**
Receivables from group enterprises		17,383	17,367
Joint taxation contribution receivable		0	3,235
Receivables		**17,383**	**20,602**
Cash		**73**	**32**
Current assets		**17,456**	**20,634**
Assets		**110,667**	**123,240**

Parent balance sheet at 28.02.2017

	Notes	2016/17 DKK'000	2015/16 DKK'000
Contributed capital	4, 5	3,250	3,250
Reserve for net revaluation according to the equity method		0	4,631
Retained earnings		106,668	112,017
Equity		**109,918**	**119,898**
Subordinate loan capital	6	600	0
Non-current liabilities other than provisions	7	**600**	**0**
Income tax payable		0	3,306
Joint taxation contribution payable		108	0
Other payables		41	36
Current liabilities other than provisions		**149**	**3,342**
Liabilities other than provisions		**749**	**3,342**
Equity and liabilities		**110,667**	**123,240**
Contingent liabilities	8		
Related parties with controlling interest	9		
Transactions with related parties	10		

Parent statement of changes in equity for 2016/17

	Contributed capital DKK'000	Reserve for net revaluation according to the equity method DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	3,250	4,631	112,017	119,898
Purchase of treasury shares	0	0	(971)	(971)
Other equity postings	0	0	628	628
Profit/loss for the year	0	(4,631)	(5,006)	(9,637)
Equity end of year	**3,250**	**0**	**106,668**	**109,918**

Notes to parent financial statements

	2016/17 DKK'000	2015/16 DKK'000
1. Tax on profit/loss for the year		
Tax on current year taxable income	108	72
Adjustment concerning previous years	(4)	(10)
	104	**62**

	2016/17 DKK'000	2015/16 DKK'000
2. Proposed distribution of profit/loss		
Transferred to reserve for net revaluation according to the equity method	(4,631)	(1,328)
Retained earnings	(5,006)	248
	(9,637)	**(1,080)**

	Investments in group enterprises DKK'000
3. Fixed asset investments	
Cost beginning of year	97,974
Cost end of year	**97,974**
Revaluations beginning of year	4,632
Amortisation of goodwill	(2,574)
Share of profit/loss for the year	(7,449)
Other adjustments	628
Revaluations end of year	**(4,763)**
Carrying amount end of year	**93,211**

	Number	Par value DKK'000	Nominal value DKK'000
4. Contributed capital			
Ordinary Shares	325,000,000	0.00001	3,250
	325,000,000		**3,250**

Notes to parent financial statements

	Number	Nominal value DKK'000	Share of contributed capital %	Purchase / (selling)-price DKK'000
5. Treasury shares				
Treasury shares acquired:				
Ordinary Shares	1,876,697	19	0.6	971
	1,876,697	**19**	**0.6**	
Holding of treasury shares:				
Ordinary Shares	11,393,865	114	3.5	
	11,393,865	**114**	**3.5**	

Teasury shares were acquired as part of purchasing shares from employees that have resigned from the Group.

6. Subordinate loan capital

The Company has received subordinate loan capital with a principal amount of DKK 600k. The subordinate loan capital is inferior to ordinary creditors so that the loan capital is not to be repaid until other creditors have been paid, but the loan capital must be repaid prior to the contributed capital.

The loan has been granted as a profit-sharing debt instrument by which payment of interest takes place concurrently with the distribution of dividend and by transfer of shares in either Epoke Investment II A/S or Epoke A/S. In this case, payment of interest will be calculated on the basis of the consideration for the shares.

The lender cannot cancel the loan, just as it is exempted from repayment until the shares in either Epoke Investment II A/S or Epoke A/S have been transferred, or if the lender withdraws from the Group.

	Outstanding after 5 years DKK'000
7. Liabilities other than provisions	
Subordinate loan capital	600
	600

8. Contingent liabilities

The Company serves as an administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable for income taxes etc. for the jointly taxed companies and for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for these companies.

Notes to parent financial statements

9. Related parties with controlling interest

Erhvervsinvest II K/S, Gentofte, Denmark, holds the majority of shares in the Company and thus exercises control over it.

10. Transactions with related parties

Only non-arm's-length transactions with related parties are disclosed in the annual report. Such transactions have not been made in the financial year.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

The accounting policies applied to these consolidated financial statements and parent 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.

Consolidated financial statements

The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence.

Basis of consolidation

The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognised in full in the consolidated financial statements.

Business combinations

Newly acquired or newly established enterprises are recognised in the consolidated financial statements from the time of acquiring or establishing such enterprises. Divested or wound-up enterprises are recognised in the consolidated income statement up to the time of their divestment or winding-up.

Accounting policies

The purchase method is applied at the acquisition of new enterprises, under which identifiable assets and liabilities of these enterprises are measured at fair value at the acquisition date. Provisions for costs of restructuring of the enterprise acquired are only made in so far as such restructuring was decided by the enterprise acquired prior to acquisition. Allowance is made for the tax effect of restatements.

Positive differences in amount (goodwill) between cost of the acquired share and fair value of the assets and liabilities taken over are recognised under intangible assets, and they are amortised systematically over the income statement based on an individual assessment of their useful life. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful life is reassessed annually.

Foreign currency translation
On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Goodwill is considered belonging to the independent foreign entity and is translated using the exchange rate at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates as well as out of the translation of income statements from average rates to the exchange rates at the balance sheet date are recognised directly in equity.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries which are considered part of the total investment in the subsidiary in question are classified directly as equity.

Derivative financial instruments
On initial recognition in the balance sheet, derivative financial instruments are measured at cost and subsequently at fair value. Derivative financial instruments are recognised under other receivables or other payables.

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging the fair value of a recognised asset or a recognised liability are recorded in the income statement together with changes in the value of the hedged asset or the hedged liability.

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging future transactions are recognised directly in equity. When the hedged transactions are realised, the accumulated changes are recognised as part of cost of the relevant financial statement items.

Accounting policies

For derivative financial instruments that do not comply with the requirements for being treated as hedging instruments, changes in fair value are recognised currently in the income statement as financial income or financial expenses.

Income statement

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.

Changes in inventories of finished goods and work in progress

Changes in inventories of finished goods and work in progress comprise decreases or increases for the financial year in inventories of finished goods and work in progress. This item includes ordinary writedowns of such inventories. Changes in inventories of raw materials are included in costs of raw materials and consumables.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities, including rental income.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

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.

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

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation 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.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of internal profits or losses.

Accounting policies

Other financial income from group enterprises

Other financial income from group enterprises comprises interest income etc on receivables from group enterprises.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, net capital gains on payables and transactions in foreign currencies as well as tax relief under the Danish Tax Prepayment Scheme etc.

Financial expenses from group enterprises

Financial expenses from group enterprises comprise interest expenses etc from payables to group enterprises.

Other financial expenses

Other financial expenses comprise interest expenses, net capital 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.

Balance sheet

Goodwill

Goodwill is the positive difference between cost and value in use of assets and liabilities taken over as part of the acquisition. Goodwill is amortised straight-line over its estimated useful life which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. If it is not possible to estimate the useful life reliably, it is set at 10 years. Useful lives are reassessed on an annual basis. The amortisation periods used are 10 years.

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

Intellectual property rights etc

Intellectual property rights etc comprise development projects completed with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Accounting policies

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. If the useful life cannot be estimated reliably, it is fixed at five years. For development projects, protected by intellectual property rights, the maximum amortisation period is the remaining duration of the relevant rights.

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. For self-manufactured assets, cost comprises direct and indirect costs of materials, components, subsuppliers and labour costs. For assets held under finance leases, cost is the lower of the asset's fair value and present value of future lease payments.

Indirect production costs in the form of indirect attributable staff costs and amortisation of intangible assets and depreciation of property, plant and equipment used in the development process are recognised in cost based on time spent on each asset.

Interest expenses on loans for the financing of the manufacture of property, plant and equipment are included in cost if they relate to the manufacturing period. All other finance costs are recognised in the income statement.

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	7-33 years
Plant and machinery	3-10 years
Other fixtures and fittings, tools and equipment	3-5 years
Leasehold improvements	7 years

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

Accounting policies

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.

Investments in group enterprises
Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus or minus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

Goodwill is calculated as the difference between cost of the investments and fair value of the pro rata share of assets and liabilities acquired. Goodwill is amortised straigth-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful lives are reassessed annually. The amortisation periods used are 10 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

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

Inventories
Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

Indirect production costs comprise indirect materials and labour costs, costs of maintenance of, depreciation on of and impairment losses relating to machinery, factory buildings and equipment used in the manufacturing process as well as costs of factory administration and management. Financing costs are not included in cost.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

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

Accounting policies

Deferred tax assets, including the tax base of tax loss carry forwards, 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.

Income tax payable or receivable
Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

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

Other investments
Securities recognised under current assets comprise listed securities measured at fair value (market price) at the balance sheet date.

Cash
Cash comprises cash in hand and bank deposits.

Treasury shares
Acquisition and selling prices and dividends for treasury shares are classified directly as equity under retained earnings. Gains and losses on sale are not recognised in the income statement.

Other provisions
Other provisions comprise anticipated costs of non-recourse guarantee commitments, returns, loss on contract work in progress, decided and published restructuring, etc.

Other provisions are recognised and measured as the best estimate of the expenses required to settle the liabilities at the balance sheet date. Provisions that are estimated to mature more than one year after the balance sheet date are measured at their discounted value.

Non-recourse guarantee commitments comprise commitments to remedy defects and deficiencies within the guarantee period.

Finance lease liabilities
Lease commitments relating to assets held under finance leases are recognised in the balance sheet as liabilities other than provisions, and, at the time of inception of the lease, measured at the present value of future lease payments. Subsequent to initial recognition, lease commitments are measured at amortised cost. The difference between present value and nominal amount of the lease payments is recognised in the income statement as a financial expense over the term of the leases.

Operating leases
Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Accounting policies

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

Prepayments received from customers
Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.

Cash flow statement
The cash flow statement shows cash flows from operating, investing and financing activities as well as cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and income taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments as well as purchase, development, improvement and sale, etc of intangible assets and property, plant and equipment, including acquisition of assets held under finance leases.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs as well as the raising of loans, inception of finance leases, instalments on interest-bearing debt, purchase of treasury shares and payment of dividend.

Cash and cash equivalents comprise cash less short-term bank loans.