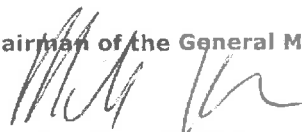


**Roxtec Denmark ApS**  
Huginsvej 3  
DK-3400 Hillerød  
Central Business Registration No  
34058032

## **Annual report 2017/18**

The Annual General Meeting adopted the annual report on 12.09.2018

**Chairman of the General Meeting**



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Name: Claes Mikael Helmersen

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## Entity details

### Entity

Roxtec Denmark ApS  
Huginsvej 3  
DK-3400 Hillerød

Central Business Registration No: 34058032

Registered in: Hillerød

Financial year: 01.07.2017 - 30.06.2018

### Board of Directors

Claes Mikael Helmerson, Chairman  
Jan Magnus Petersson

### Executive Board

Johnny Frederiksen, Managing Director

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
P.O. Box 1600  
0900 Copenhagen C

## Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Roxtec Denmark ApS for the financial year 01.07.2017 - 30.06.2018.

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 30.06.2018 and of the results of its operations for the financial year 01.07.2017 - 30.06.2018.

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.

Allerød, 12.09.2018

### Executive Board



Johnny Frederiksen  
Managing Director

### Board of Directors



Claes Mikael Helmersen  
Chairman



Jan Magnus Petersson

## Independent auditor's report

### To the shareholders of Roxtec Denmark ApS

#### Opinion

We have audited the financial statements of Roxtec Denmark ApS for the financial year 01.07.2017 - 30.06.2018, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.06.2018 and of the results of its operations for the financial year 01.07.2017 - 30.06.2018 in accordance with the Danish Financial Statements Act.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's responsibilities for the audit of the financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

## Independent auditor's report

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

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

### **Statement on the management commentary**

Management is responsible for the management commentary.

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

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

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

## Independent auditor's report

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 12.09.2018

### **Deloitte**

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556



Ove Nielsen

State Authorised Public Accountant

Identification number (MNE) mne16614

## Management commentary

### **Primary activities**

The Company's primary activity comprises manufacturing and sale of complete sealing solutions for cable and pipe penetrations.

### **Development in activities and finances**

Results for the year amount to a profit of DKK 2,461 thousand which is considered satisfactory.

### **Events after the balance sheet date**

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



## Income statement for 2017/18

	<u>Notes</u>	<u>2017/18</u> DKK	<u>2016/17</u> DKK
<b>Gross profit</b>		<b>11.822.634</b>	<b>10.706.978</b>
Staff costs	1	(7.809.762)	(7.455.798)
Depreciation, amortisation and impairment losses	2	(737.328)	(781.580)
<b>Operating profit/loss</b>		<b>3.275.544</b>	<b>2.469.600</b>
Other financial income		12.063	13.425
Other financial expenses	3	(123.940)	(237.785)
<b>Profit/loss before tax</b>		<b>3.163.667</b>	<b>2.245.240</b>
Tax on profit/loss for the year	4	(703.042)	(438.468)
<b>Profit/loss for the year</b>		<b>2.460.625</b>	<b>1.806.772</b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		2.460.625	1.806.772
		<b>2.460.625</b>	<b>1.806.772</b>

## Balance sheet at 30.06.2018

	<u>Notes</u>	<u>2017/18 DKK</u>	<u>2016/17 DKK</u>
Goodwill		2.597.135	3.322.415
<b>Intangible assets</b>	<b>5</b>	<b><u>2.597.135</u></b>	<b><u>3.322.415</u></b>
Other fixtures and fittings, tools and equipment		21.101	33.149
<b>Property, plant and equipment</b>	<b>6</b>	<b><u>21.101</u></b>	<b><u>33.149</u></b>
Other receivables		150.000	96.262
<b>Fixed asset investments</b>	<b>7</b>	<b><u>150.000</u></b>	<b><u>96.262</u></b>
<b>Fixed assets</b>		<b><u>2.768.236</u></b>	<b><u>3.451.826</u></b>
Manufactured goods and goods for resale		122.330	106.877
<b>Inventories</b>		<b><u>122.330</u></b>	<b><u>106.877</u></b>
Trade receivables		15.957.288	15.702.516
Receivables from group enterprises		264.336	0
Other receivables		48.069	32.547
Prepayments		281.585	171.376
<b>Receivables</b>		<b><u>16.551.278</u></b>	<b><u>15.906.439</u></b>
<b>Cash</b>		<b><u>333.429</u></b>	<b><u>1.253.959</u></b>
<b>Current assets</b>		<b><u>17.007.037</u></b>	<b><u>17.267.275</u></b>
<b>Assets</b>		<b><u>19.775.273</u></b>	<b><u>20.719.101</u></b>

## Balance sheet at 30.06.2018

	<u>Notes</u>	<u>2017/18</u> <u>DKK</u>	<u>2016/17</u> <u>DKK</u>
Contributed capital		80.000	80.000
Retained earnings		8.935.247	6.474.622
<b>Equity</b>		<b>9.015.247</b>	<b>6.554.622</b>
Deferred tax	8	540.791	490.409
<b>Provisions</b>		<b>540.791</b>	<b>490.409</b>
Trade payables		97.168	580.620
Payables to group enterprises		5.896.065	8.124.253
Income tax payable		649.660	428.659
Other payables		3.576.342	4.540.538
<b>Current liabilities other than provisions</b>		<b>10.219.235</b>	<b>13.674.070</b>
<b>Liabilities other than provisions</b>		<b>10.219.235</b>	<b>13.674.070</b>
<b>Equity and liabilities</b>		<b>19.775.273</b>	<b>20.719.101</b>
Unrecognised rental and lease commitments	9		
Contingent liabilities	10		
Group relations	11		

## Statement of changes in equity for 2017/18

	<b>Contributed capital DKK</b>	<b>Retained earnings DKK</b>	<b>Total DKK</b>
Equity beginning of year	80.000	6.474.622	6.554.622
Profit/loss for the year	0	2.460.625	2.460.625
<b>Equity end of year</b>	<b>80.000</b>	<b>8.935.247</b>	<b>9.015.247</b>

## Notes

	<b>2017/18</b>	<b>2016/17</b>
	<b>DKK</b>	<b>DKK</b>
<b>1. Staff costs</b>		
Wages and salaries	6.485.084	6.224.193
Pension costs	813.862	637.339
Other social security costs	300.127	293.799
Other staff costs	210.689	300.467
	<b>7.809.762</b>	<b>7.455.798</b>
Average number of employees	<b>9</b>	<b>8</b>
	<b>2017/18</b>	<b>2016/17</b>
	<b>DKK</b>	<b>DKK</b>
<b>2. Depreciation, amortisation and impairment losses</b>		
Amortisation of intangible assets	725.280	725.240
Depreciation of property, plant and equipment	12.048	56.340
	<b>737.328</b>	<b>781.580</b>
	<b>2017/18</b>	<b>2016/17</b>
	<b>DKK</b>	<b>DKK</b>
<b>3. Other financial expenses</b>		
Financial expenses from group enterprises	34.468	186.857
Interest expenses	17.543	10.586
Exchange rate adjustments	71.929	40.342
	<b>123.940</b>	<b>237.785</b>
	<b>2017/18</b>	<b>2016/17</b>
	<b>DKK</b>	<b>DKK</b>
<b>4. Tax on profit/loss for the year</b>		
Tax on current year taxable income	652.660	434.659
Change in deferred tax for the year	50.382	62.818
Adjustment concerning previous years	0	(59.009)
	<b>703.042</b>	<b>438.468</b>

## Notes

	<b>Goodwill</b>
	<b>DKK</b>
<b>5. Intangible assets</b>	
Cost beginning of year	7.252.857
<b>Cost end of year</b>	<b>7.252.857</b>
Amortisation and impairment losses beginning of year	(3.930.442)
Amortisation for the year	(725.280)
<b>Amortisation and impairment losses end of year</b>	<b>(4.655.722)</b>
<b>Carrying amount end of year</b>	<b>2.597.135</b>
	<b>Other</b>
	<b>fixtures and</b>
	<b>fittings,</b>
	<b>tools and</b>
	<b>equipment</b>
	<b>DKK</b>
<b>6. Property, plant and equipment</b>	
Cost beginning of year	439.880
<b>Cost end of year</b>	<b>439.880</b>
Depreciation and impairment losses beginning of the year	(406.731)
Depreciation for the year	(12.048)
<b>Depreciation and impairment losses end of the year</b>	<b>(418.779)</b>
<b>Carrying amount end of year</b>	<b>21.101</b>
<b>7. Fixed asset investments</b>	
Fixed asset investments consist of a rent deposit.	

## Notes

	<b>2017/18</b>	<b>2016/17</b>
	<b>DKK</b>	<b>DKK</b>
<b>8. Deferred tax</b>		
Intangible assets	571.950	503.573
Property, plant and equipment	(31.159)	(13.164)
	<b>540.791</b>	<b>490.409</b>

### 9. Unrecognised rental and lease commitments

A lease agreement has been entered into regarding lease of a printer. The lease term continues until 1 November 2022 and the lease payment for this term amounts to DKK 31 thousand.

The Company has entered into an agreement concerning lease of office and inventory premises with a notice period of 6 months. The leased property can be vacated 1 November 2022 at the earliest. The total rent payment amounts to DKK 1.312 thousand as of 30.06.2018.

### 10. Contingent liabilities

The Company is an administration company being party to a Danish joint taxation scheme. As of the 2012/13 financial year, according to the provisions of the Danish Companies Act governing joint taxation, the Company is liable for income taxes etc for the jointly taxed companies and, as of 1 July 2012, also liable for any liabilities to withhold tax at source on interest, royalties and dividends for these companies.

### 11. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

- Roxtec Holding AB, Karlskrona, Sweden

## Accounting policies

### Reporting class

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

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

### Recognition and measurement

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

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

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

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

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

### 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 one 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.

### Income statement

#### Gross profit or loss

Gross profit or loss comprises revenue, cost of sales and other external expenses.

#### Revenue

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



## Accounting policies

### Cost of sales

Cost of sales comprises costs of sales for the financial year measured at cost, adjusted for ordinary inventory write-downs.

### 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 write-downs 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.

### Other financial income

Other financial income comprises interest income and net capital gains on transactions in foreign currencies etc.

### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on payables and transactions in foreign currencies etc.

### Tax on profit/loss for the year

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

The Entity is an administration company being party to a Danish joint taxation scheme. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

### Balance sheet

#### Goodwill

Goodwill is amortised straight-line over its estimated useful life which is fixed based on the experience gained by Management for each business area. The amortisation period is usually five years, however, in this case it has been set at 10 years due to the strong market position and long-term earnings profile, for which reason

## Accounting policies

the longer amortisation period is considered to give a better reflection of the benefit from the relevant resources.

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

### Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation. The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	5 years
--	---------

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

### Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write-downs 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.

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

### Prepayments

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

### Cash

Cash comprises bank deposits.

### 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

### **Other financial liabilities**

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

### **Income tax receivable or payable**

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.