

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

Annual report 2018/19

The Annual General Meeting adopted the annual report on 27.09.2019

Chairman of the General Meeting

Name: Claes Mikael Helmerson

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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: 01.07.2018 - 30.06.2019

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 01.07.2018 - 30.06.2019.

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 30.06.2019 and of the results of its operations for the financial year 01.07.2018 - 30.06.2019.

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, 27.09.2019

Executive Board

Johnny Frederiksen
Managing Director

Board of Directors

Claes Mikael Helmerson
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 01.07.2018 - 30.06.2019, 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 30.06.2019 and of the results of its operations for the financial year 01.07.2018 - 30.06.2019 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, 27.09.2019

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556

Jan Larsen

State Authorised Public Accountant

Identification number (MNE) mne16541

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 1,650 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 2018/19

	<u>Notes</u>	<u>2018/19 DKK</u>	<u>2017/18 DKK</u>
Gross profit		10.359.477	11.822.634
Staff costs	1	(7.481.934)	(7.809.762)
Depreciation, amortisation and impairment losses	2	<u>(737.333)</u>	<u>(737.328)</u>
Operating profit/loss		2.140.210	3.275.544
Other financial income		16.326	12.063
Other financial expenses	3	<u>(29.165)</u>	<u>(123.940)</u>
Profit/loss before tax		2.127.371	3.163.667
Tax on profit/loss for the year	4	<u>(477.210)</u>	<u>(703.042)</u>
Profit/loss for the year		<u>1.650.161</u>	<u>2.460.625</u>
Proposed distribution of profit/loss			
Retained earnings		<u>1.650.161</u>	<u>2.460.625</u>
		<u>1.650.161</u>	<u>2.460.625</u>

Balance sheet at 30.06.2019

	<u>Notes</u>	<u>2018/19 DKK</u>	<u>2017/18 DKK</u>
Goodwill		1.871.850	2.597.135
Intangible assets	5	1.871.850	2.597.135
Other fixtures and fittings, tools and equipment		9.053	21.101
Property, plant and equipment	6	9.053	21.101
Other receivables		151.192	150.000
Fixed asset investments	7	151.192	150.000
Fixed assets		2.032.095	2.768.236
Manufactured goods and goods for resale		125.829	122.330
Inventories		125.829	122.330
Trade receivables		15.071.818	15.957.288
Receivables from group enterprises		0	264.336
Other receivables		18.796	48.069
Prepayments		285.632	281.585
Receivables		15.376.246	16.551.278
Cash		2.478.927	333.430
Current assets		17.981.002	17.007.038
Assets		20.013.097	19.775.274

Balance sheet at 30.06.2019

	<u>Notes</u>	<u>2018/19</u> <u>DKK</u>	<u>2017/18</u> <u>DKK</u>
Contributed capital		80.000	80.000
Retained earnings		10.585.408	8.935.247
Equity		10.665.408	9.015.247
Deferred tax	8	386.942	540.791
Provisions		386.942	540.791
Trade payables		78.640	97.168
Payables to group enterprises		4.243.927	5.896.065
Income tax payable		637.059	649.660
Other payables		4.001.121	3.576.343
Current liabilities other than provisions		8.960.747	10.219.236
Liabilities other than provisions		8.960.747	10.219.236
Equity and liabilities		20.013.097	19.775.274
Unrecognised rental and lease commitments	9		
Contingent liabilities	10		
Group relations	11		

Statement of changes in equity for 2018/19

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	80.000	8.935.247	9.015.247
Profit/loss for the year	0	1.650.161	1.650.161
Equity end of year	80.000	10.585.408	10.665.408

Notes

	2018/19	2017/18
	DKK	DKK
1. Staff costs		
Wages and salaries	6.102.604	6.485.084
Pension costs	771.541	813.862
Other social security costs	322.022	300.127
Other staff costs	285.767	210.689
	7.481.934	7.809.762
Average number of employees	9	9
	2018/19	2017/18
	DKK	DKK
2. Depreciation, amortisation and impairment losses		
Amortisation of intangible assets	725.285	725.280
Depreciation of property, plant and equipment	12.048	12.048
	737.333	737.328
	2018/19	2017/18
	DKK	DKK
3. Other financial expenses		
Financial expenses from group enterprises	0	34.468
Interest expenses	16.674	17.543
Exchange rate adjustments	12.491	71.929
	29.165	123.940
	2018/19	2017/18
	DKK	DKK
4. Tax on profit/loss for the year		
Tax on current year taxable income	637.059	652.660
Change in deferred tax for the year	(153.849)	50.382
Adjustment concerning previous years	(6.000)	0
	477.210	703.042

Notes

	Goodwill DKK
	<u> </u>
5. Intangible assets	
Cost beginning of year	7.252.857
Cost end of year	<u>7.252.857</u>
Amortisation and impairment losses beginning of year	(4.655.722)
Amortisation for the year	<u>(725.285)</u>
Amortisation and impairment losses end of year	<u>(5.381.007)</u>
Carrying amount end of year	<u>1.871.850</u>
	Other fixtures and fittings, tools and equipment DKK
	<u> </u>
6. Property, plant and equipment	
Cost beginning of year	439.880
Cost end of year	<u>439.880</u>
Depreciation and impairment losses beginning of the year	(418.779)
Depreciation for the year	<u>(12.048)</u>
Depreciation and impairment losses end of the year	<u>(430.827)</u>
Carrying amount end of year	<u>9.053</u>
7. Fixed asset investments	
Fixed asset investments consist of a rent deposit.	

Notes

	2018/19	2017/18
	DKK	DKK
8. Deferred tax		
Intangible assets	411.807	571.950
Property, plant and equipment	<u>(24.865)</u>	<u>(31.159)</u>
	<u>386.942</u>	<u>540.791</u>

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 1.021 thousand as of 30.06.2019.

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 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
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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.