DMG Mori Denmark ApS

Vesterballevej 24, Snoghøj, 7000 Fredericia

Company reg. no. 34 07 61 54

Annual report

1 January - 31 December 2021

The annual report was submitted and approved by the general meeting on the 30 June 2022.

Karl Martin Svärdh
Chairman of the meeting

Notes:
- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Contents

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of DMG Mori Denmark ApS for the financial year 1 January - 31 December 2021.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January – 31 December 2021.

Further, in our opinion, the Management's review gives a true and fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the Annual General Meeting.

Fredericia, 30 June 2022

Managing Director

Karl Martin Svärdh

Board of directors

Steffen Rolf Burghoff	Fredrik Gedda

Independent auditor's report

To the Shareholders of DMG Mori Denmark ApS

Opinion

We have audited the financial statements of DMG Mori Denmark ApS for the financial year 1 January - 31 December 2021, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes, for the Company. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2021, and of the results of the Company's operations for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the “Auditor’s Responsibilities for the Audit of the Financial Statements” section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. 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 Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor’s Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

- Conclude on the appropriateness of Management’s use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

Statement on Management’s Review

Management is responsible for Management’s Review.

Our opinion on the financial statements does not cover Management’s Review, and we do not express any form of assurance conclusion thereon.

Independent auditor's report

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

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

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

Fredericia, 30 June 2022

KPMG
Statsautoriseret Revisionspartnerselskab
Company reg. no. 25 57 81 98

Nikolaj Møller Hansen
State Authorised Public Accountant
mne33220

Company information

The company	DMG Mori Denmark ApS Vesterballevej 24 Snoghøj 7000 Fredericia	
	Company reg. no.	34 07 61 54
	Established:	23 November 2011
	Domicile:	Fredericia
	Financial year:	1 January - 31 December 10th financial year
Board of directors	Steffen Rolf Burghoff Fredrik Gedda	
Managing Director	Karl Martin Svärdh	
Auditors	KPMG Statsautoriseret Revisionspartnerselskab Vesterballevej 27, 2. 7000 Fredericia	

Financial highlights

DKK in thousands.	2021	2020	2019	2018	2017
Income statement:					
Gross profit	16.458	15.148	18.435	18.547	20.423
Profit from operating activities	2.292	1.495	2.764	1.933	1.270
Net financials	-515	-409	-305	-584	-539
Net profit or loss for the year	1.358	821	1.871	1.026	549
Statement of financial position:					
Balance sheet total	49.167	61.562	69.846	50.886	53.845
Investments in property, plant and equipment	0	0	23	96	0
Equity	26.170	24.812	23.992	22.121	21.095
Employees:					
Average number of full-time employees	16	17	19	21	24
Key figures in %:					
Solvency ratio	53,2	40,3	34,3	43,5	39,2
Return on equity	5,3	3,4	8,1	4,7	2,6

The calculation of key figures and ratios does in all material respects follow the Danish Association of Finance Analysts' recommendations and does only in a few respects deviate from the recommendations.

The key figures appearing from the survey have been calculated as follows:

Solvency ratio $$\frac{\text{Equity, closing balance x 100}}{\text{Assets in total, closing balance}}$$

Return on equity $$\frac{\text{Results for the year x 100}}{\text{Average equity}}$$

The principal activities of the company

Like previous years, the principal activities are asale of electroniccally-operated turning lathes as well as spare parts and related services.

The products are sold primarily in Denmark and the Nordic countries.

Development in activities and financial matters

The gross profit for the year totals DKK 16.458.000 against DKK 15.148.000 last year. Income or loss from ordinary activities after tax totals DKK 1.358.000 against DKK 821.000 last year. Management considers the net profit for the year satisfactory. The effects of Covid 19 were not as serious as we thought when making the 2020 annual report, in fact we had an all time record year for EBIT and the turnover was also at a high level compared to the expectations.

New products
The Company did not introduce any new products in 2021.

Investments
The Company did not make any significant investments in 2021.

Capital resources
The capital ressources are mainly presented by equity of TDKK 26.170 and debt calpital TDKK 21.276

Special risks

Financial risks
The Company bears currency and credit risks.

Currency risks
The Company's transactions primarily take place in DKK and EUR where the foreign exchange risks are assessed as low.

Credit risks
The Company, in general, bear risk of bad debt, which may result in value adjustment or in individual cases may even result in default.

The expected development

The EBIT is expected to be around TDKK 4.400 for the financial year 2022.

Events subsequent to the financial year

No events have occured after the balance sheet date which could significantly affect the company's financial position.

Accounting policies

The annual report for DMG Mori Denmark ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class C enterprises (medium sized enterprises).

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Pursuant to section 86 (4) of the Danish Financial Statements Act, no statement of cash flows for the enterprise has been prepared, as the relevant information is included in the consolidated financial statements of DMG Mori AG.

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

Fixed assets acquired and paid for in foreign currency are measured at the exchange rate prevailing at the date of the transaction.

Group enterprises abroad, associates, and equity investments are considered to be independent entities. The income statements are translated at an average exchange rate for the month, and the balance sheet items are translated at the closing rates. Currency translation differences, arising from the translation of the equity of group enterprises abroad at the beginning of the year to the closing rate and from the translation of income statements from average prices to the closing rate, are recognised directly in equity in the fair value reserve. This also applies to differences arising from translation of income statements from average exchange rate to closing rate.

Translation adjustment of balances with group enterprises abroad that are considered part of the total investment in group enterprises are recognised directly in equity in the fair value reserve. Likewise, foreign exchange gains and losses on loans and derived financial instruments for currency hedging independent group enterprises abroad are recognised directly in equity.

When recognising foreign group enterprises which are integral units, the monetary items are translated using the closing rate. Non-monetary items are translated using the exchange rate prevailing at the time of acquisition or at the time of the subsequent revaluation or writedown for impairment of the asset. Income statement items are translated using the exchange rate prevailing at the date of the transaction. However, items in the income statement derived from non-monetary items are translated using historical prices.

Income statement

Gross profit

Gross profit comprises the revenue, changes in inventories of finished goods, and work in progress, work performed for own account and capitalised, other operating income, and external costs.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Recognition of revenue is exclusive of VAT and taxes and less any discounts relating directly to sales.

Costs of sales includes costs for the purchase of raw materials and consumables less discounts and changes in inventories.

Other external costs comprise costs for distribution, sales, advertisement, administration, premises, bad debts, payments under operating leases etc.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members. Staff costs are less government reimbursements.

Depreciation, amortisation and writedown

Depreciation, amortisation and writedown comprise depreciation on, amortisation of and writedown relating to intangible and tangible fixed assets respectively.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, realised and unrealised capital gains and losses concerning financial assets and liabilities, and amortisation of financial assets and liabilities.

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The balance sheet

Intangible assets

Goodwill

Acquired goodwill is measured at cost with deduction of accumulated amortisation. Goodwill is amortised over the estimated useful life, which is determined on the basis of management's experience in the individual business areas. Goodwill is amortised on a straightline basis over the amortisation period, which is set at 20 years. The amortisation period is determined on the basis of an expected pay-back period, being the longer for strategical acquirees with a strong market position and an expected longterm earnings profile.

Tangible assets

Other tangible assets are measured at cost less accrued depreciation and writedown for impairment.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life and the residual value of the individual assets:

	Useful life	Residual value
Other fixtures and fittings, tools and equipment	3-5 years	0 %

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Leases

At their initial recognition in the statement of financial position, leases concerning property, plant, and equipment where the company holds all essential risks and advantages associated with the proprietary right (finance lease) are measured either at fair value or at the present value of the future lease payments, whichever value is lower. When calculating the present value, the discount rate used is the internal rate of return of the lease or, alternatively, the borrowing rate of the enterprise. Hereafter, assets held under a finance lease are treated in the same way as other similar property, plant, and equipment.

The capitalised residual lease commitment is recognised in the statement of financial position as a liability other than provisions, and the interest part of the lease is recognised in the income statement for the term of the contract.

All other leases are regarded as operating leases. Payments in connection with operating leases and other lease agreements are recognised in the income statement for the term of the contract. The company's total liabilities concerning operating leases and lease agreements are recognised under contingencies, etc.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. Writedown for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Inventories

Inventories are measured at cost according to the FIFO method. In cases when the net realisable value of the inventories is lower than the cost, the latter is written down for impairment to this lower value.

Costs of goods for resale, raw materials, and consumables comprise acquisition costs plus delivery costs.

Costs of manufactured goods and work in progress comprise the cost of raw materials, consumables, direct wages, and indirect production costs. Indirect production costs comprise indirect materials and wages, maintenance and depreciation of machinery, factory buildings, and equipment used in the production process, and costs for factory administration and factory management. Borrowing expenses are not recognised in cost.

The net realisable value for inventories is recognised as the market price less costs of completion and selling costs. The net realisable value is determined with due consideration of negotiability, obsolescence, and the development of expected market prices.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable or a portfolio of accounts receivable is impaired.If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Accounts receivable for which there is no objective indication of impairment at the individual level are evaluated at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' domicile and credit rating in accordance with the company's and the group's credit risk management policy. Determination of the objective indicators applied for portfolios are based on experience with historical losses.

Impairment losses are calculated as the difference between the carrying amount of accounts receivable and the present value of the expected cash flows, including the realisable value of any securities received. The effective interest rate for the individual account receivable or portfolio is used as the discount rate.

Accrued income and deferred expenses

Accrued income and deferred expenses recognised under assets comprise incurred costs concerning the next financial year.

Available funds

Available funds comprise cash at bank and in hand.

Equity

Dividend

Dividend expected to be distributed for the year is recognised as a separate item under equity.

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Liabilities are measured at amortised cost which usually corresponds to the nominal value.

Income statement 1 January - 31 December

DKK thousand.

Note		2021	2020
	Gross profit	**16.458**	**15.148**
1	Staff costs	-12.900	-12.385
2	Depreciation, amortisation and writedown relating to tangible and intangible fixed assets	-1.266	-1.268
	Operating profit	**2.292**	**1.495**
3	Other financial expenses	-515	-409
	Pre-tax net profit or loss	**1.777**	**1.086**
4	Tax on ordinary results	-419	-265
5	**Net profit or loss for the year**	**1.358**	**821**

Balance sheet at 31 December

DKK thousand.

Note	Assets	2021	2020
	Non-current assets		
6	Goodwill	12.658	13.896
	Total intangible assets	12.658	13.896
7	Other fixtures and fittings, tools and equipment	23	51
	Total property, plant, and equipment	23	51
	Total non-current assets	**12.681**	**13.947**
	Current assets		
	Manufactured goods and trade goods	4.207	6.489
	Total inventories	4.207	6.489
	Trade debtors	17.902	21.817
	Amounts owed by group enterprises	8.791	10.398
	Other debtors	1.142	3.766
	Total receivables	27.835	35.981
	Cash and cash equivalents	4.444	5.145
	Total current assets	**36.486**	**47.615**
	Total assets	**49.167**	**61.562**

Balance sheet at 31 December

DKK thousand.

Note	Equity and liabilities	2021	2020
	Equity		
	Contributed capital	818	818
	Retained earnings	25.352	23.994
	Total equity	**26.170**	**24.812**
	Provisions		
8	Provisions for deferred tax	1.722	1.303
	Total provisions	**1.722**	**1.303**
	Liabilities other than provisions		
	Prepayments received from customers	11.069	7.985
	Trade creditors	4.789	7.902
	Debt to group enterprises	1.272	15.056
	Other debts	4.145	4.504
	Total short term liabilities other than provisions	21.275	35.447
	Total liabilities other than provisions	**21.275**	**35.447**
	Total equity and liabilities	**49.167**	**61.562**

9 Contingencies

10 Related parties

Statement of changes in equity

DKK thousand.

	Contributed capital	Retained earnings	Total
Equity 1 January 2021	818	23.994	24.812
Profit or loss for the year brought forward	0	1.358	1.358
	818	**25.352**	**26.170**

Notes

DKK thousand.

		2021	2020
1.	**Staff costs**		
	Salaries and wages	11.684	11.294
	Pension costs	856	918
	Other costs for social security	119	103
	Other staff costs	241	70
		12.900	**12.385**
	Average number of employees	16	17

In accordance with section 98 b (3) of the Danish Fanincial Statements Act the remuneration of the Executive Board of Directors is not disclosed.

		2021	2020
2.	**Depreciation, amortisation and writedown relating to tangible and intangible fixed assets**		
	Amortisation of goodwill	1.238	1.238
	Depreciation on plants, operating assets, fixtures and furniture	28	30
		1.266	**1.268**
3.	**Other financial expenses**		
	Financial costs, group enterprises	245	204
	Other financial costs	270	205
		515	**409**
4.	**Tax on ordinary results**		
	Adjustment for the year of deferred tax	419	265
		419	**265**
5.	**Proposed distribution of the results**		
	Allocated to results brought forward	1.358	821
	Distribution in total	**1.358**	**821**

Notes

DKK thousand.

		31/12 2021	31/12 2020
6.	**Goodwill**		
	Cost 1 January 2021	24.755	24.755
	Cost 31 December 2021	**24.755**	**24.755**
	Amortisation and writedown 1 January 2021	-10.859	-9.621
	Amortisation for the year	-1.238	-1.238
	Amortisation and writedown 31 December 2021	**-12.097**	**-10.859**
	Carrying amount, 31 December 2021	**12.658**	**13.896**

Depreciated over 20 years.

Goodwill relates to activities in former branches of DMG and Mori Seiki, which were transferred to the Company in connection with the establishement of the Company in 2011/12. The goodwill is depreciated over 20 years, as this is assessed to be the time it will take to establish a similar business with the same rights.

		31/12 2021	31/12 2020
7.	**Other fixtures and fittings, tools and equipment**		
	Cost 1 January 2021	2.366	2.366
	Cost 31 December 2021	**2.366**	**2.366**
	Amortisation and writedown 1 January 2021	-2.315	-2.285
	Depreciation for the year	-28	-30
	Amortisation and writedown 31 December 2021	**-2.343**	**-2.315**
	Carrying amount, 31 December 2021	**23**	**51**

Depreciated over 3-5 years.

		31/12 2021	31/12 2020
8.	**Provisions for deferred tax**		
	Provisions for deferred tax 1 January 2021	1.303	1.038
	Deferred tax of the results for the year	419	265
		1.722	**1.303**

DKK thousand.

9. Contingencies

Contingent liabilities

Rent obligations falling due within five years amount to TDKK 1.900. The rent obligations falling due within one year amount to TDKK 398.

Lease obligations (operating leases) falling due within five tears amount to TDKK 618. The lease obligations falling due within one year amount to TDKK 618.

10. Related parties

Controlling interest

DMG Mori Denmark ApS is part of the consolidated financial statement of DMG Mori Seiki Europe AG, registered office, and the consolidated financial statements of DMG Mori Aktiengesellschaft, registered office, which are the smallest and largest groups, respectively, in which the Company is included as a subsidary.

The consolidated financial statements of DMG Mori Aktiengesellschaft can be obtained by contacting the company on the following adress:

DMG MORI AKTIENGESELLSCHAFT
Gildemeisterstraße 60
D-33689 Bielefeld

Transactions

The company has the following related party transactions:

	2021
Sale of goods to group companies	3.373.355
Purchase af goods from group companies	98.813.358
Sale of services to group companies	1.938.606
Purchase of services from group companies	777.803

The company's balances with group enterprises at December 31, 2021 are recognized in the balance sheet. Interest income and expenses with respect to group enterprises are disclosed in note 3. Further, balances with group enterprises comprise trade balances related to the purchase and sale of goods and services.