
Trackunit America ApS

Gasværksvej 24, 4., DK-9000 Aalborg

Annual Report for 1 January - 31 December 2018

CVR No 35 84 88 43

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
7 /5 2019

Thomas Christiansen
Chairman of the General
Meeting



pwc

Contents

| | <u>Page</u> |
|--|-------------|
| Management's Statement and Auditor's Report | |
| Management's Statement | 1 |
| Independent Auditor's Report | 2 |
| Company Information | |
| Company Information | 5 |
| Management's Review | 6 |
| Financial Statements | |
| Income Statement 1 January - 31 December | 7 |
| Balance Sheet 31 December | 8 |
| Statement of Changes in Equity | 10 |
| Notes to the Financial Statements | 11 |

Management's Statement

The Executive Board has today considered and adopted the Annual Report of Trackunit America ApS for the financial year 1 January - 31 December 2018.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2018 of the Company and of the results of the Company operations for 2018.

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

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

Aalborg, 7 May 2019

Executive Board

Jørgen Raguse
CEO

Peter Vekslund
CFO

Independent Auditor's Report

To the Shareholder of Trackunit America ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Trackunit America ApS for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

Basis for opinion

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

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

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

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

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

Management's responsibilities for the Financial Statements

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

Independent Auditor's Report

ment, 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 judgement and maintain professional scepticism 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.

Independent Auditor's Report

- 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.

Aalborg, 7 May 2019

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Søren Ørjan Jensen

State Authorised Public Accountant

mne33226

Company Information

The Company

Trackunit America ApS
Gasværksvej 24, 4.
DK-9000 Aalborg

Telephone: + 45 96737400
Facsimile: + 45 96737407

CVR No: 35 84 88 43
Financial period: 1 January - 31 December
Incorporated: 12 May 2014
Municipality of reg. office: Aalborg

Executive Board

Jørgen Raguse
Peter Vekslund

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Skelagervej 1A
DK-9000 Aalborg

Management's Review

Key activities

The purpose for Trackunit America ApS is to hold shares in Trackunit Inc.

Development in the year

The income statement of the Company for 2018 shows a profit of TDKK 3,181, and at 31 December 2018 the balance sheet of the Company shows negative equity of TDKK 4,634.

Subsequent events

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

Income Statement 1 January - 31 December

| | <u>Note</u> | <u>2018</u> TDKK | <u>2017</u> TDKK |
|---|-------------|---------------------|---------------------|
| Gross profit/loss | | 0 | -35 |
| Income from investments in subsidiaries | | 3,092 | -4,538 |
| Financial income | 2 | 128 | 60 |
| Financial expenses | 3 | -14 | -547 |
| Profit/loss before tax | | 3,206 | -5,060 |
| Tax on profit/loss for the year | 4 | -25 | 115 |
| Net profit/loss for the year | | 3,181 | -4,945 |

Distribution of profit

Proposed distribution of profit

| | | | |
|-------------------|--|--------------|---------------|
| Retained earnings | | 3,181 | -4,945 |
| | | 3,181 | -4,945 |

Balance Sheet 31 December

Assets

| | Note | 2018 TDKK | 2017 TDKK |
|---|------|--------------|--------------|
| Investments in subsidiaries | 5 | 0 | 0 |
| Fixed asset investments | | 0 | 0 |
| Raw materials and consumables | | 4 | 4 |
| Finished goods | | 4 | 4 |
| Inventories | | 8 | 8 |
| Receivables from group enterprises | | 115 | 0 |
| Other receivables | | 0 | 457 |
| Corporation tax receivable from group enterprises | | 0 | 115 |
| Receivables | | 115 | 572 |
| Cash at bank and in hand | | 18 | 1 |
| Currents assets | | 141 | 581 |
| Assets | | 141 | 581 |

Balance Sheet 31 December

Liabilities and equity

| | Note | 2018 TDKK | 2017 TDKK |
|--|------|---------------|---------------|
| Share capital | | 50 | 50 |
| Retained earnings | | -4,684 | -7,274 |
| Equity | | -4,634 | -7,224 |
| Provisions relating to investments in group enterprises | 5 | 4,166 | 2,333 |
| Provisions | | 4,166 | 2,333 |
| Trade payables | | 35 | 35 |
| Payables to group enterprises | | 543 | 5,433 |
| Corporation tax payables to group enterprises | | 25 | 0 |
| Other payables | | 6 | 4 |
| Short-term debt | | 609 | 5,472 |
| Debt | | 609 | 5,472 |
| Liabilities and equity | | 141 | 581 |
| Going concern | 1 | | |
| Contingent assets, liabilities and other financial obligations | 6 | | |
| Related parties | 7 | | |
| Accounting Policies | 8 | | |

Statement of Changes in Equity

| | Share capital TDKK | Retained earnings TDKK | Total TDKK |
|------------------------------|-----------------------|------------------------------|---------------|
| Equity at 1 January | 50 | -7,274 | -7,224 |
| Exchange adjustments | 0 | -591 | -591 |
| Net profit/loss for the year | 0 | 3,181 | 3,181 |
| Equity at 31 December | 50 | -4,684 | -4,634 |

Notes to the Financial Statements

1 Going concern

The Company has received a letter of support from its parent company.

The Company's equity is negative as at 31 December 2018. Company management expects that equity will be reestablished by means of future surplus.

| | <u>2018</u> TDKK | <u>2017</u> TDKK |
|--|---------------------|---------------------|
| 2 Financial income | | |
| Interest received from group enterprises | 0 | 60 |
| Other financial income | <u>128</u> | <u>0</u> |
| | <u>128</u> | <u>60</u> |
| 3 Financial expenses | | |
| Other financial expenses | <u>14</u> | <u>547</u> |
| | <u>14</u> | <u>547</u> |
| 4 Tax on profit/loss for the year | | |
| Current tax for the year | <u>25</u> | <u>-115</u> |
| | <u>25</u> | <u>-115</u> |

Notes to the Financial Statements

| | 2018 TDKK | 2017 TDKK |
|---|--------------|--------------|
| 5 Investments in subsidiaries | | |
| Cost at 1 January | 653 | 653 |
| Cost at 31 December | 653 | 653 |
| Value adjustments at 1 January | -7,320 | -3,397 |
| Exchange adjustment | -591 | 615 |
| Net profit/loss for the year | 3,092 | -4,538 |
| Value adjustments at 31 December | -4,819 | -7,320 |
| Equity investments with negative net asset value amortised over receivables | 0 | 4,334 |
| Equity investments with negative net asset value transferred to provisions | 4,166 | 2,333 |
| Carrying amount at 31 December | 0 | 0 |

Investments in subsidiaries are specified as follows:

| Name | Place of registered office | Share capital | Votes and ownership |
|----------------|----------------------------|---------------|---------------------|
| Trackunit Inc. | USA | USD 100.000 | 100% |

6 Contingent assets, liabilities and other financial obligations

Contingent liabilities

The danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Danish group. The total amount of corporation tax payable is disclosed in the Annual Report of M-tec Holding Danmark ApS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Notes to the Financial Statements

7 Related parties

Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

Consolidated Financial Statements

Trackunit America ApS is included in the consolidated financial statement of the ultimate parent company.

| <u>Name</u> | <u>Place of registered office</u> |
|---------------------------|-------------------------------------|
| M-Tec Holding Danmark ApS | Amaliegade 49, 1., 1256 København K |

Notes to the Financial Statements

8 Accounting Policies

The Annual Report of Trackunit America ApS for 2018 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2018 are presented in TDKK.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of M-tec Holding Danmark ApS, Amaliegade 49, 1., 1256 København K, the Company has not prepared consolidated financial statements.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement.

Income statements of foreign subsidiaries that are separate legal entities are translated at transaction

Notes to the Financial Statements

8 Accounting Policies (continued)

date rates or approximated average exchange rates. Balance sheet items are translated at the exchange rates at the balance sheet date. Exchange adjustments arising on the translation of the opening equity and exchange adjustments arising from the translation of the income statements at the exchange rates at the balance sheet date are recognised directly in equity.

Income Statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Expenses for raw materials and consumables

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

Other external expenses

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

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of other external expenses.

Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Notes to the Financial Statements

8 Accounting Policies (continued)

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Danish entities. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Inventories

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

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

The cost of goods for resale, finished goods, raw materials and consumables equals landed cost.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Notes to the Financial Statements

8 Accounting Policies (continued)

Equity

Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

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