



Fade Acoustic Ceilings Europe ApS

Stamholmen 157, st.
2650 Hvidovre
CVR No. 36454881

Annual report 01.07.2019 - 30.06.2020

The Annual General Meeting adopted the
annual report on 19.11.2020

Kasper Ehlert Jacobsen
Chairman of the General Meeting

Contents

Entity details	2
Statement by Management	3
Independent auditor's extended review report	4
Management commentary	6
Income statement for 2019/20	7
Balance sheet at 30.06.2020	8
Statement of changes in equity for 2019/20	10
Notes	11
Accounting policies	14

Entity details

Entity

Fade Acoustic Ceilings Europe ApS

Stamholmen 157, st.

2650 Hvidovre

CVR No.: 36454881

Registered office: Hvidovre

Financial year: 01.07.2019 - 30.06.2020

Executive Board

Per Mikael Olsson, direktør

Kasper Ehlert Jacobsen, adm. dir.

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P. O. Box 1600

0900 Copenhagen C

Statement by Management

The Board of Directors have today considered and approved the annual report of Fade Acoustic Ceilings Europe ApS for the financial year 01.07.2019 - 30.06.2020.

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 30.06.2020 and of the results of its operations for the financial year 01.07.2019 - 30.06.2020.

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.

Hvidovre, 19.11.2020

Executive Board

Per Mikael Olsson
direktør

Kasper Ehlert Jacobsen
adm. dir.

Independent auditor's extended review report

To the shareholders of Fade Acoustic Ceilings Europe ApS

Conclusion

We have performed an extended review of the financial statements of Fade Acoustic Ceilings Europe ApS for the financial year 01.07.2019 - 30.06.2020, 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.

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.06.2020 and of the results of its operations for the financial year 01.07.2019 - 30.06.2020 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. We are independent of the Entity 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 evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

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, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting 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 extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of management and, if appropriate, of other entity

personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

The procedures performed in an extended review are less in scope than in an audit, and accordingly we do not express an audit opinion on the financial statements.

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 extended review 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 extended review or otherwise appears to be materially misstated.

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

Based on the work we have performed, we conclude that the management commentary is in accordance with 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.

København, 19.11.2020

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

René Carøe Andersen

State Authorised Public Accountant
Identification No (MNE) mne34499

Management commentary

Primary activities

The Company's primary activity is to involve in delivery, sale and distribution of acoustic plaster, as well as consulting and calculations on acoustic solutions for companies and private customer, in both Denmark and the rest of the world, together with other related activities.

Description of material changes in activities and finances

The resultat for 2019/20 shows a profit of 1.229 t.DKK, against a profit of 175 t.DKK last year. The resultat is a result of development of the business and expansions to new markets. It is the management's expectation that resultat will be positive for the forthcoming years,

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 2019/20

	Notes	2019/20 DKK	2018/19 DKK
Gross profit/loss		6,065,802	2,833,110
Staff costs	1	(4,199,110)	(2,387,443)
Depreciation, amortisation and impairment losses	2	(125,775)	(71,659)
Operating profit/loss		1,740,917	374,008
Other financial income	3	20,064	35,689
Other financial expenses	4	(165,141)	(163,544)
Profit/loss before tax		1,595,840	246,153
Tax on profit/loss for the year	5	(367,120)	(71,519)
Profit/loss for the year		1,228,720	174,634
Proposed distribution of profit and loss			
Ordinary dividend for the financial year		1,200,000	0
Retained earnings		28,720	174,634
Proposed distribution of profit and loss		1,228,720	174,634

Balance sheet at 30.06.2020

Assets

	Notes	2019/20 DKK	2018/19 DKK
Acquired licences		30,064	0
Intangible assets	6	30,064	0
Other fixtures and fittings, tools and equipment		232,719	252,861
Leasehold improvements		275,751	172,524
Property, plant and equipment	7	508,470	425,385
Deposits		15,510	15,510
Other financial assets		15,510	15,510
Fixed assets		554,044	440,895
Manufactured goods and goods for resale		838,323	997,330
Prepayments for goods		0	100,789
Inventories		838,323	1,098,119
Trade receivables		3,243,897	801,102
Receivables from group enterprises		134,438	13,938
Other receivables		264,992	363,446
Receivables from owners and management		0	150,643
Prepayments		8,283	0
Receivables		3,651,610	1,329,129
Current assets		4,489,933	2,427,248
Assets		5,043,977	2,868,143

Equity and liabilities

	Notes	2019/20 DKK	2018/19 DKK
Contributed capital		50,000	50,000
Retained earnings		914,608	885,888
Proposed dividend		1,200,000	0
Equity		2,164,608	935,888
Deferred tax		17,829	14,370
Provisions		17,829	14,370
Joint taxation contribution payable		360,804	60,519
Non-current liabilities other than provisions		360,804	60,519
Bank loans		940,775	358,331
Trade payables		878,775	761,535
Payables to associates		291,895	406,994
Joint taxation contribution payable		63,519	180,217
Other payables		325,772	150,289
Current liabilities other than provisions		2,500,736	1,857,366
Liabilities other than provisions		2,861,540	1,917,885
Equity and liabilities		5,043,977	2,868,143
Contingent liabilities	8		
Assets charged and collateral	9		
Receivables from management category repaid during the financial year	10		

Statement of changes in equity for 2019/20

	Contributed capital DKK	Retained earnings DKK	Proposed dividend DKK	Total DKK
Equity beginning of year	50,000	885,888	0	935,888
Profit/loss for the year	0	28,720	1,200,000	1,228,720
Equity end of year	50,000	914,608	1,200,000	2,164,608

Notes

1 Staff costs

	2019/20	2018/19
	DKK	DKK
Wages and salaries	4,151,740	2,312,118
Other social security costs	17,505	9,902
Other staff costs	29,865	65,423
	4,199,110	2,387,443
Average number of full-time employees	7	5

2 Depreciation, amortisation and impairment losses

	2019/20	2018/19
	DKK	DKK
Depreciation of property, plant and equipment	125,775	71,659
	125,775	71,659

3 Other financial income

	2019/20	2018/19
	DKK	DKK
Financial income from group enterprises	0	355
Exchange rate adjustments	14,232	27,394
Other financial income	5,832	7,940
	20,064	35,689

4 Other financial expenses

	2019/20	2018/19
	DKK	DKK
Financial expenses from associates	19,090	11,164
Other interest expenses	56,133	16,833
Exchange rate adjustments	35,763	0
Other financial expenses	54,155	135,547
	165,141	163,544

5 Tax on profit/loss for the year

	2019/20	2018/19
	DKK	DKK
Current tax	360,804	63,519
Change in deferred tax	3,459	8,000
Adjustment concerning previous years	2,857	0
	367,120	71,519

6 Intangible assets

	Acquired licences DKK
Additions	30,064
Cost end of year	30,064
Carrying amount end of year	30,064

7 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Leasehold improvements DKK
Cost beginning of year	324,814	200,647
Additions	49,406	159,452
Cost end of year	374,220	360,099
Depreciation and impairment losses beginning of year	(71,951)	(28,123)
Impairment losses for the year	(69,550)	(56,225)
Depreciation and impairment losses end of year	(141,501)	(84,348)
Carrying amount end of year	232,719	275,751

8 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where FAC Europe holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

9 Assets charged and collateral

Bank loans are secured by way of a deposited mortgage deed registered to the mortgagor on plant of DKK 700k nominal.

10 Receivables from management category repaid during the financial year

The Company have during last year provided an illegal loan to a management member. The loan have been interest calculated with 10,5% and have been fully repaid before the signing of last years annual report in accordance with the Danish Companies Act § 215.

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 to 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.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, own work capitalised, other operating income, cost of raw materials and consumables and 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.

Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and ordinary writedowns of the relevant inventories.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets and property, plant and equipment.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

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

The Entity is jointly taxed with all Danish group enterprises. 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**Intellectual property rights etc**

Intellectual property rights etc comprise acquired intellectual property rights.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised over their remaining duration, and licences are amortised over the term of the agreement.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

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
Leasehold improvements	5 years

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

Estimated useful lives and residual values are reassessed annually.

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

Inventories

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

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

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

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

Receivables

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

Prepayments

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

Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

Deferred tax

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

However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Other financial liabilities

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

Joint taxation contributions payable or receivable

Current joint taxation contributions receivable or joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.