

Layher ApS

CVR-no. 37 32 97 46

Stensmosevej 24 A, 1.
2620 Albertslund

Annual Report 2018/19 (Financial year 1 April 2018 - 31 March 2019)

The Annual Report is presented and
adopted at the Annual General Meeting of
shareholders on the 31 May 2019

Thomas Kittner
Chairman of the meeting

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Management's Statement

The Executive Board have today considered and approved the Annual Report of 1 April 2018 - 31 March 2019 for Layher ApS.

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

In my opinion the Financial Statements give a true and fair view of the Company's assets and liabilities, financial position and results of operations for the financial year ended 31 March 2019.

In my opinion the Management's Review gives a true and fair statement regarding the content in the Management's Review.

We recommend the Annual Report approved at the Annual General Meeting.

Albertslund, 31 May 2019

Executive Board:

Jesper Tobias Nyborg

Independent Auditor's Reports

To the Shareholders of Layher ApS

Opinion

We have audited the Financial Statements of Layher ApS for the financial year 1 April 2018 - 31 March 2019, which comprise the income statement, balance sheet, notes and 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 financial position of the Company at 31 March 2019 and of the results of the operations for the financial year 1 April 2018 - 31 March 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 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.

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.

Independent Auditor's Reports (-continued)

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.

Independent Auditor's Reports (-continued)

- 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.

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 Acts. We did not identify any material misstatement of Management's Review.

Allerød, 31 May 2019

Piaster Revisorerne,
statsautoriseret revisionsaktieselskab
CVR. no.: 25 16 00 37

Stefan Sølvhøj Johansson
State Authorized Public Accountant
mne34123

Company details

Company details	Layher ApS Stensmosevej 24 A, 1. 2620 Albertslund	
	CVR no.:	37 32 97 46
	Founded:	18 December 2015
	Registered office:	Albertslund
	Financial year:	1 April - 31 March
Executive Board	Jesper Tobias Nyborg	
Auditor	Piaster Revisorerne, Statsautoriseret Revisionsaktieselskab Engholm Parkvej 8 3450 Allerød	

Management's Review

Primary activities of the Company

The company's primary activities in the financial year has been trade and rental of equipment mainly for construction, such as scaffolds.

Development in activities and financial affairs

The company's financial performance is considered satisfying.

Significant events occurred after the end of the financial year

No events materially affecting the financial position of the company have occurred after the end of the financial year.

Income Statement 1 April - 31 March

	Notes	2018/19	2017/18
Gross profit		3.652.436	2.833.952
Staff costs	1	-2.893.688	-2.360.715
Depreciation, amortisation expense and impairment losses of property, plant and equipment and intangible assets recognised in profit or loss	2	-635.778	-63.448
Operating profit		122.970	409.789
Financial expenses		-21.897	-15.666
Profit before tax		101.073	394.123
Tax expense	3	-39.209	-95.613
Profit for the year		61.864	298.510
Proposed distribution of results			
Retained earnings		61.864	298.510
Proposed dividend recognised in equity		0	0
Total distribution		61.864	298.510

Balance Sheet at 31 March

Assets

	Notes	2019	2018
Leasehold improvements	4	14.355	38.403
Fixtures, fittings, tools and equipment	5	5.275.936	143.550
Property, plant and equipment		5.290.291	181.953
Fixed assets		5.290.291	181.953
Inventories	6	9.390.872	12.822.727
Trade receivables		5.803.608	8.606.456
Tax receivables		335.000	16.000
Other receivables		1.161.001	838.409
Deferred tax asset	7	221.000	260.209
Deferred income assets		25.659	1.671
Receivables		7.546.268	9.722.745
Cash and cash equivalents		363.910	2.382.670
Current assets		17.301.050	24.928.142
Assets		22.591.341	25.110.095

Balance Sheet at 31 March

Equity and liabilities

	Notes	2019	2018
Share capital		425.000	425.000
Retained earnings		1.712.301	1.650.437
Proposed dividend recognised in equity		0	0
Equity	8	2.137.301	2.075.437
Trade payables		195.125	154.419
Payables to group enterprises		17.726.061	19.886.564
Tax payables		0	362.406
Other payables		2.532.854	2.631.269
Short-term liabilities other than provisions		20.454.040	23.034.658
Liabilities other than provisions		20.454.040	23.034.658
Equity and liabilities		22.591.341	25.110.095
Contingent liabilities	9		

Notes

	2018/19	2017/18
1 Staff costs		
Wages and salaries	2.473.305	2.074.392
Post-employment benefit expense	389.225	263.118
Social security contributions	31.158	23.205
	2.893.688	2.360.715
Average number of full time employees	4	3
2 Depreciation, amortisation expense and impairment losses of property, plant and equipment and intangible assets recognised in profit or loss		
Depreciation, leasehold improvements	24.048	24.048
Depreciation, fixtures, fittings, tools and equipment	611.730	39.400
	635.778	63.448
3 Tax expense		
Tax expense on ordinary activities	0	362.406
Adjustment of deferred tax	39.209	-266.793
	39.209	95.613
	2019	2018
4 Leasehold improvements		
Cost at 1 April	72.156	72.156
Cost at 31 March	72.156	72.156
Depreciations at 1 April	33.753	9.705
Depreciation for the year	24.048	24.048
Depreciations at 31 March	57.801	33.753
Carrying amount at 31 March	14.355	38.403

Notes

	2019	2018
5 Fixtures, fittings, tools and equipment		
Cost at 1 April	205.000	189.000
Additions	5.744.116	16.000
Disposals	0	0
Cost at 31 March	5.949.116	205.000
Depreciations at 1 April	61.450	22.050
Depreciation for the year	611.730	39.400
Depreciations at 31 March	673.180	61.450
Carrying amount at 31 March	5.275.936	143.550
Assets leased by customers included in fixtures, fittings, tools and equipment	5.173.386	0
6 Inventories		
Manufactured goods and goods for resale	9.390.872	12.822.727
	9.390.872	12.822.727
7 Deferred tax asset		
Deferred tax at 1 April	-260.209	6.584
Revaluation of deferred tax this year	39.209	-266.793
	-221.000	-260.209

Notes

	2019	2018
8 Equity		
Share capital at 1 April	425.000	425.000
Share capital at 31 March	425.000	425.000
Retained earnings at 1 April	1.650.437	1.351.927
Proposed distribution of results this year	61.864	298.510
Retained earnings at 31 March	1.712.301	1.650.437
Proposed dividend recognised in equity at 1 April	0	0
Dividend paid	0	0
Proposed distribution of results	0	0
Proposed dividend recognised in equity at 31 March	0	0
Equity 31 March	2.137.301	2.075.437

9 Contingent liabilities

The company has entered into a business lease agreement that is non-callable until May 31, 2020. The lease obligation during the period of notice amounts to tDKK 1.501.

The company has entered into a lease with a remaining term of 6 months. The future lease payments amounts to tDKK 36.

Accounting policies

The Annual Report has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B with election from reporting class C.

Changes in accounting policies

The accounting policies have been changed as follows:

- Some reclassifications regarding expenses and liabilities have been made in relation to the annual report for 2017/18.
- In contrast to previous years, leased assets to customers are presented as Fixtures, fittings, tools and equipment instead of inventories. Compared to previous years, activities regarding leased assets has increased, hence the new recognising in the annual report.

The change in accounting policies does not lead to any change on net income, total assets or equity for current year and the comparative figures. The change in accounting policies only has effect the presentation of the Financial Statements.

Besides this the accounting policies are consistent with those of last year.

General

Reporting currency

The Annual Report is presented in Danish kroner (DKK).

In general regarding accounting and measuring

Income is recognized in the income statement when they are earned. Furthermore are all costs, depreciations and write downs recognized in the income statement when incurred.

Assets are recognized in the balance sheet when it is probable that future economical benefits will accrue to the company and the assets value can be measured reliably.

Liabilities are recognized in the balance sheet when it is probable that future economical benefits will be deducted from the company and the value can be measured reliably.

On initial recognition assets and liabilities are measured to cost price. Thereafter assets and liabilities are measured as described for each entry.

Accounting policies

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.

Currency retranslation

Transactions denominated in foreign currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Exchange differences arising between the transaction date and the exchange rate at the date of actual payment are recognized in the income statement under financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated into the functional currency at the exchange rates ruling at the balance sheet date. The difference between the exchange rates ruling at the balance sheet date and at the date when the receivable or payable arose is recognized in the income statement under financial income or financial expenses.

Non-current assets acquired in foreign currency are measured to the exchange rate ruling at the date of the transaction.

Income statement

Gross profit

With reference to section 32 of the Danish Financial Statement Act, the items “Revenue” to and including “Other external expenses” are consolidated into one item designated “Gross profit”.

Revenue

Revenue includes invoiced sales of goods and rendering of services, recognition is done, when

- delivery and transfer of risk to the buyer has taken place before year end
- a committing sales agreement exists
- sales price is determined, and
- payment is received, or there are reasonable security that it will be received

Revenue is recognized excluding value added tax and after deduction of provisions rebates and trade discounts relating to the sale.

Cost of sales

Cost of sales include costs incurred to achieve revenue for the year. Cost of sales include freight and forwarding costs.

Accounting policies

Other external expenses

Other external expenses include expenses related to distribution, sale, advertising, administration, bad debt, premises, operating lease agreements etc.

Staff costs

Staff costs comprise costs such as wages and salaries, pension costs and other social security benefits ect. to the company's employees.

Financial items

Financial income and expenses are recognized in the income statement with the amounts related to the year. Financial income and expenses comprise interest receivable and payable.

Tax expense

Tax on income for the year, consisting of the year's current tax and deferred tax, is recognized in the income statement to the extent that it relates to the income or loss for the year and on equity to the extent that it relates there to.

Balance sheet

Property, plant and equipment

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

Historic cost comprise the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Assets are depreciated on a straight-line basis over the expected useful economic lives of the assets:

	<u>Useful life</u>	<u>Expected scrap value</u>
Leasehold improvements	5-10 years	0-20%
Fixtures, fittings, tools and equipment	3-8 years	0-40%
Assets leased to costumers	2 years	40%

Asset acquisitions below the taxable limit is fully written off in the year of acquisition.

Gains and losses on disposals are determined as the difference between selling price less sales cost and carrying amount at time of disposal and are recognized in the income statement. Gain or loss is recognized under other operating income or expenses.

Accounting policies

Impairment of property, plant and equipment

The carrying amount of property, plant and equipment is every year reviewed in order to determine if there are indications of impairment exceeding the amount expressed by depreciations and amortisations. If this is the case an impairment test is carried out in order to determine if the recoverable amount is lower than the carrying amount. The assets are written down to this lower value.

Recoverable amount for the asset is determined as the highest value of net sales price and the capital value. If it is not possible to determine the recoverable amount for the individual asset, assets are assessed together with the smallest group of assets where it is possible to determine a reliable evaluation of the recoverable amount.

Assets where it is not possible to determine an individual capital value because the asset does not generate future cash flows is assessed together with the group of assets which they can be attributed to.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale, raw materials and consumables comprises purchase price plus delivery costs.

The cost of finished goods and work in progress comprises the cost of raw materials, direct labor and direct production costs.

The net realisable value of inventories is determined taking into account marketability, obsolescence and development in expected sales price less completion costs and costs incurred

Receivables

Receivables are measured at amortized cost which corresponds in all material respects to nominal value. The value is reduced with provisions for expected bad debts.

Deferred income

Deferred income, recognized under receivables, comprise income concerning subsequent financial years.

Cash and bank balances

Cash comprises cash balances and bank balances.

Accounting policies

Dividends

Dividends expected to be paid in respect of the year are stated as a separate line item under equity.

Current tax and current deferred tax

Current tax liabilities and current tax assets are recognized in the balance sheet as estimated tax on the taxable income for the year, adjusted for change in tax on prior years' taxable income and for tax paid under the on-account tax scheme.

Deferred tax is measured according to the balance sheet liability method on all timing differences between the tax and accounting value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred income tax is measured using tax rules and tax rates that apply by the balance sheet date when the deferred tax asset is realised or the deferred income tax liability is settled. The change in deferred tax as a result of changes in tax rates is recognized in the income statement.

Liabilities

Other liabilities are measured at amortized cost, corresponding to the nominal value.