



Cortes Acquisition Company ApS

Lyskær 5
2730 Herlev

Annual Report 2016

18 January - 31 December
(1st financial year)

Company registration no. 37 37 76 35

The annual report was presented and
adopted at the company's
annual general meeting
on 21 June 2017

Chairman
Henrik Hansen

Cortes Acquisition Company ApS

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Cortes Acquisition Company ApS

Company details

Company

Cortes Acquisition Company ApS
Lyskær 5
2730 Herlev

Company registration no.: 37 37 76 35
Financial period: 18 January - 31 December (1st financial year)
Municipality of domicile: Herlev

Executive Board

Michael Anthony Robson (CEO)
Jason Ivan Pollack
Thomas Joseph Anderson

Auditors

Ernst & Young, Godkendt revisionspartnerselskab
Osvald Helmuths Vej 4, 2000 Frederiksberg

Consolidated Financial Statements

Cortes Acquisition Company ApS is part of the consolidated financial statements for BMI Group Holdings UK Ltd.

The consolidated financial statements for BMI Group Holdings UK Ltd. can be obtained from BMI Group Holdings UK Ltd., 20 Air Street 5th Floor, London W1B 5AN or cvr.dk.

Cortes Acquisition Company ApS

Statement by Management on the annual report

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Cortes Acquisition Company ApS for the financial year 18 January - 31 December 2016.

The annual report has been 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 December 2016 and of the results of the Company's operations for the financial year 18 January - 31 December 2016.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters and the results of the Company's operations and financial position.

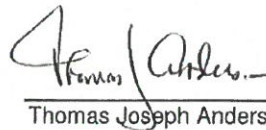
We recommend that the annual report be approved at the annual general meeting.

Herlev, 21 June 2017

Executive Management:



Michael Anthony Robson
CEO



Thomas Joseph Anderson



Jason Ivan Pollack

Cortes Acquisition Company ApS

Independent auditor's report

To the shareholder of Cortes Acquisition Company ApS Opinion

We have audited the financial statements of Cortes Acquisition Company ApS for the financial year 18 January – 31 December 2016, which comprise accounting policies, an income statement, balance sheet, statement of changes in equity and notes. 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 December 2016 and of the results of the Company's operations for the financial year 18 January – 31 December 2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of 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 additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and 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.

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 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 the financial statements.

Cortes Acquisition Company ApS

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement 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.

Independent auditor's report

- ▶ 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 conclusion is 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 note 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.

Cortes Acquisition Company ApS

Statement on the Management's review

Management is responsible for the Management's review.

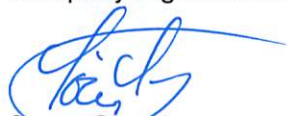
Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on our procedures, we conclude that the 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 of the Management's review.

Frederiksberg, 21 June 2017
Ernst & Young
Godkendt Revisionspartnerselskab
Company registration no. 30 70 02 28



Søren Skov Larsen
State Authorised Public Accountant



Søren Gammelgaard
State Authorised Public Accountant

Cortes Acquisition Company ApS

MANAGEMENT'S REPORT

MAIN ACTIVITY

The company was established when Standard Industries Inc., ("the ultimate parent company") United States of America, made entrance into the European roofing Market in 2016. On 4 April 2016, the company acquired 100% shares in the Icopal Group as a share-deal from the former owner Investcorp.

The company's main activity is to exercise the ownership of shares in and provide lending to the Icopal Group.

DEVELOPMENT IN THE YEAR

The loss for the year amounted to tDKK 154.190

The company's equity amounted to tDKK 2.781.891 as of 31 December 2016.

OTHER EVENTS DEEMED SIGNIFICANT FOR THE ANNUAL REPORT

The annual report is not impacted by uncertainty or unusual circumstances.

SUBSEQUENT EVENTS

The company's ultimate parent company, Standard Industries Inc., announced in April 2017 that it had acquired all the shares in the Brass-Monier Group, and that an integration process had commenced between the Brass-Monier and Icopal groups in Europe.

The acquisition has no impact on the company's financial position as at 31 December 2016.

There are no subsequent events of material significance in the assessment of the annual report.

Cortes Acquisition Company ApS

Accounting Policies

GENERAL

The annual report is prepared in accordance with the provisions in the Danish Financial Statements Act for Class B entities and elective choice of certain provisions applying to reporting class C entities.

The annual report is prepared in DKK (thousands)

With reference to Section 112 of the Danish Financial Statements Act, there are no consolidated financial statements because Cortes Acquisition Company ApS is part of the consolidated financial statements for BMI Group Holdings UK Limited. The consolidated financial statements can be obtained from BMI Group Holdings UK Limited, 20 Air Street, 5th Floor, London W1B 5AN or cvr.dk.

Conversion of foreign currency

Transactions in foreign currency are converted at the transaction date's exchange rate. Gains and losses arising between the transaction date's exchange rate and the payment date's exchange rate are recognised in the profit and loss account as a financial item.

Foreign currency receivables and debt that have not been settled by the balance sheet date are converted at the balance sheet date's exchange rate. The difference between the balance sheet date's exchange rate and the transaction date's exchange rate is recognised in the profit and loss statement as a financial item.

PROFIT AND LOSS ACCOUNT

Financial income and expenses

Financial income and expenses comprise interest, expenses, realised and unrealised exchange rate gains and losses on debt and transactions in foreign currency. Financial income and expenses are recognised in the profit and loss account with the amounts relating to the financial year.

Tax for the year

The Company is subject to the Danish rules on mandatory joint taxation.

On payment of joint taxation contributions, the Danish corporate income tax charge is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use the tax losses to reduce their own taxable income.

The tax expense for the year, which comprises the year's current tax charge, joint taxation contributions and changes in the deferred tax charge – including changes arising from changes in tax rates – is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

The Company acts as management company for the joint taxation arrangement and consequently settles all corporate income tax payments with the tax authorities.

Cortes Acquisition Company ApS

Accounting Policies (cont.)

BALANCE SHEET

Financial assets

Investments in subsidiaries are measured at cost. If there are indications of impairment, an impairment test is performed. Financial assets are written down to the lower of the carrying amount and the recoverable amount.

Write-downs of investments in subsidiaries is recognised in the income statements under "impairment of financial assets".

Receivables

Receivables are measured in the balance sheet at amortised cost or a lower net realizable value, which corresponds to nominal value less impairment losses.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Equity

Dividends

Ordinary dividends which management proposes distributed for the financial year is shown as a separate item under equity.

Extraordinary dividends decided during the year are paid immediately after the decision and are reflected in the profit allocation.

Corporate tax and deferred tax

Current tax payables and receivables are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on prior-year taxable income and tax paid on account.

Joint taxation contribution payable and receivable is recognised in the balance sheet as "Income tax receivable" or "Income tax payable".

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are recognised at the expected value of their utilisation; 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.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Cortes Acquisition Company ApS

Accounting Policies (cont.)

BALANCE SHEET

Provisions

Earn-out relating to acquisition of shares is recognized at fair value at initial recognition. Fair value is determined based upon weighted probabilities of estimated possible payments, discounted to present value. Subsequent changes to the estimated fair value including adjustment relating to final settlement is recognized through the income statement.

Liabilities

Liabilities are measured at amortised cost, which essentially equals the nominal value.

Cortes Acquisition Company ApS

INCOME STATEMENTS 18 JANUARY - 31 DECEMBER

DKK (thousands)	NOTE	2016
Financial income	3	60.832
Financial expenses	4	(225.784)
LOSS BEFORE TAX		(164.952)
Tax for the year	5	10.762
LOSS FOR THE YEAR		(154.190)

Cortes Acquisition Company ApS

BALANCE SHEET 31 December

ASSETS		
DKK (thousands)	NOTE	2016
Investments in subsidiaries	6	1.454.228
NON-CURRENT ASSETS		1.454.228
Receivables from Group entities	7	3.567.067
Receivables joint-tax contributions		10.762
CURRENT ASSETS		3.577.829
CASH		570.685
TOTAL CURRENT ASSETS		4.148.514
TOTAL ASSETS		5.602.742

Cortes Acquisition Company ApS

BALANCE SHEET 31 December

LIABILITIES		
DKK (thousands)	NOTE	2016
Share capital		100.000
Retained earnings		2.681.891
EQUITY		2.781.891
Provisions	8	144.875
PROVISIONS		144.875
Loans from Group entities	9	2.674.530
NON-CURRENT LIABILITIES		2.674.530
Other payables		1.446
CURRENT LIABILITIES		1.446
TOTAL LIABILITIES		2.675.976
TOTAL EQUITY AND LIABILITIES		5.602.742
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Cortes Acquisition Company ApS

Statement of changes in equity

DKK (thousands)

Shares issued and fully paid	Note	Share capital	Share premium	Retained earnings	In total
18 January 2016		50			50
24 March 2016		99.950	2.836.081		2.936.031
Transfer, see appropriation of profit/loss	1			(154.190)	(154.190)
Equity 31.12.2016		100.000	2.836.081	(154.190)	2.781.891

The company's share capital amounts to DKK 100 million divided in to shares of DKK 1 or multiples thereof.

Cortes Acquisition Company ApS

NOTES TO THE ANNUAL REPORT

DKK (thousands)	2016
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NOTE 1 - APPROPRIATION OF PROFIT/LOSS**Suggestion for profit allocation:**

Transferred to equity reserves	(154.190)
TOTAL	(154.190)

NOTE 2 - SUBSEQUENT EVENTS

The company's ultimate parent company, Standard Industries Inc., announced in April 2017 that they had acquired all the shares in the Brass-Monier Group, and that an integration process had commenced between the Brass-Monier and Icopal groups in Europe.

The acquisition has no impact on the company's financial position as at 31 December 2016.

There are no subsequent events of material significance in the assessment of the annual report.

NOTE 3 - FINANCIAL INCOME

Interest income from Group entities	60.832
TOTAL	60.832

NOTE 4 - FINANCIAL EXPENSES

Interest expenses to Group entities	68.837
Other interest expenses	645
Exchange rate adjustments for foreign currency transactions	156.302
TOTAL	225.784

NOTE 5 - TAX ON PROFIT FOR THE YEAR

Current tax for the year	10.762
TOTAL	10.762

Cortes Acquisition Company ApS

NOTES TO THE ANNUAL REPORT

DKK (thousands)

NOTE 6 - FINANCIAL ASSETS

	Investments in subsidiaries
Cost price at 18 January	-
Additions	1.454.228
Cost price at 31 December	1.454.228
Book value at 31 December	1.454.228

Subsidiary:

Name	Location	Interest	Share capital	Equity	Loss for the year
Icopal Holding ApS	Denmark	100%	224.091	1.589.479	-17.389

NOTE 7 - RECEIVABLES FROM GROUP ENTITIES

The loans issued to Group entities are due 4 April 2019 or upon demand from the company.

NOTE 8 - PROVISIONS

As part of the purchase agreement with the previous owners of Icopal Holding ApS a contingent consideration has been agreed. The contingent consideration is based on EBITDA targets for 2016 and 2017 maximised to MDKK 614 (MEUR 82.5). At the acquisition date, the fair value of the contingent consideration was estimated to MDKK 145 (MEUR 19.5). The additional cash payments are estimated to be payable with MDKK 145 (MEUR 19.5) in 2018.

NOTE 9 - NON-CURRENT LIABILITIES

The entire long-term debt matures in 1 to 5 years.

NOTE 10 - CONTINGENT LIABILITIES AND OTHER FINANCIAL COMMITMENTS

The company has no operational leases and lease agreements.

The company is jointly taxed with other Danish units and is jointly and severally liable for Danish company and withholding taxes.

Cortes Acquisition Company ApS

NOTES TO THE ANNUAL REPORT

DKK (thousands)

NOTE 11 - RELATED PARTIES

Controlling interest	Basis
BMI Group Holdings UK Ltd., London	UK Parent company (100%)

Cortes Acquisition Company ApS is part of the consolidated financial statements for BMI Group Holdings

The consolidated financial statements for BMI Group Holdings UK Ltd. can be obtained from BMI Group Holdings UK Ltd., 20 Air Street 5th Floor, London W1B 5AN or cvr.dk.

Transactions

All transactions with related parties are effected at market terms.