

Tag og Facade DK ApS

Munkehatten 1 B, 5220 Odense SØ
CVR no. 38 13 86 77

Annual report for the financial year 01.10.17 - 30.09.18

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 11.03.19

Andrew Colin Laing
Dirigent

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The company

Tag og Facade DK ApS
c/o Beierholm
Munkehatten 1 B
5220 Odense SØ
Registered office: Odense
CVR no.: 38 13 86 77
Financial year: 01.10 - 30.09

Executive Board

Andrew Colin Laing

Auditors

Beierholm
Statsautoriseret Revisionspartnerselskab

Bank

Spar Nord

Lawyer

Bonnesen Advokater

Parent company

T & F Holding 2016 ApS, Odense

Statement of the Executive Board on the annual report

I have on this day presented the annual report for the financial year 01.10.17 - 30.09.18 for Tag og Facade DK ApS.

The annual report is presented in accordance with Danish Financial Statements Act.

In my opinion, the financial statements give a true and fair view of the the company's assets, liabilities and financial position as at 30.09.18 and of the results of the the company's activities for the financial year 01.10.17 - 30.09.18.

I believe that the management's review includes a fair review of the matters dealt with in the management's review.

The annual report is submitted for adoption by the general meeting.

Odense, March 11, 2019

Executive Board

Andrew Colin Laing

To the capital owner of Tag og Facade DK ApS**AUDITORS'S REPORT ON THE FINANCIAL STATEMENTS****Opinion**

We have audited the financial statements of Tag og Facade DK ApS for the financial year 01.10.17 - 30.09.18, which comprise the income statement, balance sheet, statement of changes in equity and notes, inclusive of accounting policies. The financial statements are prepared in accordance with Danish Financial Statements Act

In our opinion the financial statements give a true and fair view of the company's assets, liabilities and financial position at 30.09.18 and of the results of the company's operations for the financial year 01.10.17 - 30.09.18 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing 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 responsibility for the financial statements

The Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act. Furthermore the Management is responsible for the internal control as the 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 International Standards on Auditing 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 International Standards on Auditing 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 regarding the 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 Statements Acts. We did not identify any material misstatement of management's review.

VIOLATION OF TAX LEGISLATION

The company has settled an agreement with 3F, where there is a risk that management may incur liability for violation of reporting obligations according to the Danish tax legislation.

Odense, March 11, 2019

Beierholm

Statsautoriseret Revisionspartnerselskab
CVR no. 32 89 54 68

Henrik Welinder
State Authorized Public Accountant
MNE-no. mne23366

Primary activities

The company's activities comprise construction and waterproofing.

Development in activities and financial affairs

The income statement for the period 01.10.17 - 30.09.18 shows a profit/loss of DKK 219,701 against DKK 2,318,306 for the period 21.10.16 - 30.09.17. The balance sheet shows equity of DKK 2,578,337.

The management considers the net profit for the year to be satisfactory.

We have had a very turbulent year. We have learnt lessons on how to trade in Denmark going forward.

The company has concluded an agreement with 3F on payment of wages according to the collective agreement. The payment of mDKK 6,8 is related to work performed in the financial year 17/18 and is included in the Staff Costs.

Subsequent events

No important events have occurred after the end of the financial year.

Income statement

		21.10.16	2017/18	30.09.17
Note			DKK	DKK
	Gross profit		48,004,571	4,779,394
2	Staff costs		-46,652,965	-1,825,058
	Profit/loss before depreciation, amortisation, write-downs and impairment losses		1,351,606	2,954,336
	Financial income		60,837	17,866
	Financial expenses		-26,705	-15
	Profit/loss before tax		1,385,738	2,972,187
	Tax on profit or loss for the year		-1,166,037	-653,881
	Profit/loss for the year		219,701	2,318,306
 Proposed appropriation account				
	Retained earnings		219,701	2,318,306
	Total		219,701	2,318,306

ASSETS		30.09.18	30.09.17
Note		DKK	DKK
3	Deposits	391,388	404,485
Total investments		391,388	404,485
Total non-current assets		391,388	404,485
4	Work in progress for third parties	64,162,206	35,802,107
	Trade receivables	18,363,749	18,120,378
	Receivables from group enterprises	15,095	3,720
	Other receivables	4,907	0
	Prepayments	596,969	904,066
Total receivables		83,142,926	54,830,271
Cash		1,416,567	14,377,056
Total current assets		84,559,493	69,207,327
Total assets		84,950,881	69,611,812

EQUITY AND LIABILITIES		30.09.18	30.09.17
		DKK	DKK
Note			
	Share capital	50,000	50,000
	Retained earnings	2,528,337	2,308,636
	Total equity	2,578,337	2,358,636
	Provisions for deferred tax	1,819,918	653,881
	Total provisions	1,819,918	653,881
	Payables to other credit institutions	32	0
	Trade payables	61,556,625	57,785,581
	Other payables	18,995,969	8,813,714
	Total short-term payables	80,552,626	66,599,295
	Total payables	80,552,626	66,599,295
	Total equity and liabilities	84,950,881	69,611,812

5 Contingent liabilities

6 Charges and security

Statement of changes in equity

Figures in DKK	Share capital	Retained earnings	Total equity
Statement of changes in equity for 21.10.16 - 30.09.17			
Balance as at 21.10.16	50,000	0	50,000
Cost of changes in capital	0	-9,670	-9,670
Net profit/loss for the year	0	2,318,306	2,318,306
Balance as at 30.09.17	50,000	2,308,636	2,358,636
Statement of changes in equity for 01.10.17 - 30.09.18			
Balance pr. 01.10.17	50,000	2,308,636	2,358,636
Net profit/loss for the year	0	219,701	219,701
Balance as at 30.09.18	50,000	2,528,337	2,578,337

1. Special items

Special items are income and expenses that are special due to their size and nature. The following special items were recorded in the financial year:

Special items	Recognised in the income statement in:	2017/18 DKK	21.10.16 30.09.17 DKK
Payment of overtid/fine	Staff Costs	6,800,000	0

The company has concluded an agreement with 3F on payment of wages according to the collective agreement.

2. Staff costs

Wages and salaries	42,211,213	1,483,297
Pensions	2,585,878	0
Other social security costs	1,228,047	46,468
Other staff costs	627,827	295,293
Total	46,652,965	1,825,058
Average number of employees during the year	102	27

3.

Figures in DKK	Deposits
Cost pr. 01.10.17	404,485
Disposals during the year	-13,097
Cost as at 30.09.18	391,388

	30.09.18	30.09.17
	DKK	DKK

4. Work in progress for third parties

Work in progress for third parties	346,710,207	68,022,301
On-account invoicing	-282,548,001	-32,220,194

Work in progress for third parties	64,162,206	35,802,107
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5. Contingent liabilities

Lease commitments

The company has concluded lease agreements with terms of cancellation with total lease payments of DKK 240k.

Other contingent liabilities

The company is taxed jointly with the other companies in the group and has joint, several and unlimited liability for income taxes and any obligations to withhold tax at source on interest, royalties and dividends for the jointly taxed companies. The total known tax liability for the jointly taxed companies is recognised in the balance sheet. The liability also includes any subsequent corrections to the calculated tax liability as a consequence of changes made to the jointly taxable income etc.

The company has concluded an agreement with 3F on payment of wages according to the collective agreement. The payment of mDKK 6,8 is related to work performed in the financial year 17/18 and is included in the Staff Costs. The company has accrued a minor amount to cover eventual, at present unknown, tax claims from third parties in connection herewith.

6. Charges and security

The company has not provided any other security over assets.

7. Accounting policies

GENERAL

The annual report is presented in accordance with the provisions of the Danish Financial Statements Act (*Årsregnskabsloven*) for enterprises in reporting class B with application of provisions for a higher reporting class by applying the exemption set out in section 78a of the Danish Financial Statements Act.

The accounting policies have been applied consistently with previous years.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including depreciation, amortisation, impairment losses and write-downs, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company, and the value of such assets can be measured reliably. Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company, and the value of such liabilities can be measured reliably. On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

On recognition and measurement, account is taken of foreseeable losses and risks arising before the date at which the annual report is presented and proving or disproving matters arising on or before the balance sheet date.

CURRENCY

The annual report is presented in Danish kroner (DKK).

On initial recognition, transactions denominated in foreign currencies are translated using the exchange rates applicable at the transaction date. Exchange rate differences between the exchange rate applicable at the transaction date and the exchange rate at the date of payment are recognised in the income statement as a financial item. Receivables, payables and other monetary items denominated in foreign currencies are translated using the exchange rates applicable at the balance sheet date. The difference between the exchange rate applicable at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest annual report is recognised under financial income or expenses in the income statement. Fixed assets and other non-monetary assets acquired in foreign currencies are translated using historical exchange rates.

7. Accounting policies - continued -

LEASES

Lease payments relating to operating leases are recognised in the income statement on a straight-line basis over the lease term.

INCOME STATEMENT

Gross profit

Gross profit comprises revenue and cost of sales and other external expenses.

Revenue

Construction contracts involving the delivery of highly customised installations are recognised as revenue according to the stage of completion. Accordingly, revenue corresponds to the selling price of work performed during the year (percentage of completion method).

Cost of sales

Cost of sales comprises cost of sales for the year measured at cost plus any changes in inventories, including write-downs to the extent that these do not exceed normal write-downs.

Other external expenses

Other external expenses comprise costs relating to distribution, sales and advertising and administration, premises and bad debts to the extent that these do not exceed normal write-downs.

Staff costs

Staff costs comprise wages and salaries as well as other staff-related costs.

Other net financials

Interest income and interest expenses, foreign exchange gains and losses on transactions denominated in foreign currencies etc. are recognised in other net financials.

7. Accounting policies - continued -

Tax on profit/loss for the year

The current and deferred tax for the year is recognised in the income statement as tax on the profit/loss for the year with the portion attributable to the profit/loss for the year, and directly in equity with the portion attributable to amounts recognised directly in equity.

The company is jointly taxed with Danish consolidated enterprises.

In connection with the settlement of joint taxation contributions, the current Danish income tax is allocated between the jointly taxed enterprises in proportion to their taxable incomes. This means that enterprises with a tax loss receive joint taxation contributions from enterprises which have been able to use this loss to reduce their own taxable profit.

BALANCE SHEET

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value, less write-downs for bad debts.

Write-downs for bad debts are determined based on an individual assessment of each receivable if there is no objective evidence of individual impairment of a receivable.

Deposits recognised under assets comprise deposits paid to the lessor under leases entered into by the company.

Work in progress for third parties

Work in progress for third parties is measured at the selling price of the work performed less on-account invoicing made for each piece of work in progress.

The selling price is measured according to the stage of completion at the balance sheet date and total expected income from each piece of work in progress. The degree of completion for each piece of work in progress is normally calculated as the ratio between the resources spent and the total budgeted resource consumption. For some work in progress where the resource consumption cannot be used as a basis, the ratio between completed subactivities and the combined subactivities for the individual piece of work in progress is used instead.

When the selling price of a piece of work in progress cannot be determined reliably, the selling price is measured at the lower of costs incurred and net realisable value.

7. Accounting policies - continued -

The individual piece of work in progress is recognised under receivables or payables in the balance sheet depending on whether the net value of the selling price less prepayments received is positive or negative.

When it is likely that the total costs of the individual piece of work in progress will exceed total sales income, the total expected loss is recognised as a provision.

Prepayments

Prepayments recognised under assets comprise costs incurred in respect of subsequent financial years.

Cash

Cash includes deposits in bank accounts as well as operating cash.

Current and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the basis of the taxable income for the year, adjusted for tax paid on account.

Joint taxation contributions payable and receivable are recognised as income tax under receivables or payables in the balance sheet.

Deferred tax liabilities and tax assets are recognised on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting the net profit or loss for the year or the taxable income. In cases where the tax value can be determined according to different taxation rules, deferred tax is measured on the basis of management's intended use of the asset or settlement of the liability.

Deferred tax assets are recognised, following an assessment, at the expected realisable value through offsetting against deferred tax liabilities or elimination in tax on future earnings.

Deferred tax is measured on the basis of the tax rules and at the tax rates which, according to the legislation in force at the balance sheet date, will be applicable when the deferred tax is expected to crystallise as current tax.

7. Accounting policies - continued -

Payables

Short-term payables are measured at amortised cost, normally corresponding to the nominal value of such payables.