

Union Engineering Holding II A/S

Snaremostevej 27
7000 Fredericia
Business Registration No
38297171

Annual report 2017

The Annual General Meeting adopted the annual report on 25.06.2018

Chairman of the General Meeting

Name: Heidi Jørgensen

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Entity details

Entity

Union Engineering Holding II A/S
Snaremoosevej 27
7000 Fredericia

Central Business Registration No (CVR): 38297171

Registered in: Fredericia

Financial year: 01.01.2017 - 31.12.2017

Board of Directors

Grant William O'Grady, chairman
Henning Wolfgang Wistorf
Eric Jacobsson

Executive Board

Heidi Jørgensen, Chief Executive Officer

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Egtved Allé 4
6000 Kolding

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Union Engineering Holding II A/S for the financial year 01.01.2017 - 31.12.2017.

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 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

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.

Fredericia, 25.06.2018

Executive Board

Heidi Jørgensen
Chief Executive Officer

Board of Directors

Grant William O'Grady
chairman

Henning Wolfgang Wistorf

Eric Jacobsson

Independent auditor's report

To the shareholders of Union Engineering Holding II A/S

Opinion

We have audited the financial statements of Union Engineering Holding II A/S for the financial year 01.01.2017 - 31.12.2017, 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.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements 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 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:

Independent auditor's report

- 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 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 audit 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 audit 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.

Independent auditor's report

Based on the work we have performed, we conclude that the management commentary 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 commentary.

Violation of company law and similar legislation

During the year, Management has not complied with all company-law formalities relating to holding of board meetings. Management may incur liability in this respect.

Kolding, 25.06.2018

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR) 33963556

Ole Søndergaard Larsen
State Authorised Public Accountant
Identification No (MNE) mne11676

Management commentary

Primary activities

Union Engineering Holding II A/S owns and controls 100% of the shares in Union Engineering A/S, and is the holding company for the operating company Union Engineering A/S and its subsidiaries.

Development in activities and finances

The company has on a stand-alone basis no activities.

The profit/loss for the year after tax amounted to DKK (14.8m) (2016 DKK 5.1m). Management consider this to be unsatisfactory.

Uncertainty relating to recognition and measurement

Reference is made to note 1 in the financial statements.

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 2017

	<u>Notes</u>	<u>2017 DKK'000</u>	<u>2016 DKK'000</u>
Gross profit		0	0
Administrative expenses	2	<u>(3.564)</u>	<u>(761)</u>
Operating profit/loss		(3.564)	(761)
Income from investments in group enterprises		(12.004)	(4.392)
Other financial expenses	3	<u>(58)</u>	<u>(11)</u>
Profit/loss before tax		(15.626)	(5.164)
Tax on profit/loss for the year	4	<u>821</u>	<u>0</u>
Profit/loss for the year		(14.805)	(5.164)
Proposed distribution of profit/loss			
Retained earnings		<u>(14.805)</u>	<u>(5.164)</u>
		(14.805)	(5.164)

Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017 DKK'000</u>	<u>2016 DKK'000</u>
Investments in group enterprises		170.299	186.022
Fixed asset investments	5	<u>170.299</u>	<u>186.022</u>
Fixed assets		<u>170.299</u>	<u>186.022</u>
Receivables from group enterprises		24.930	0
Deferred tax		0	35
Income tax receivable		793	857
Receivables		<u>25.723</u>	<u>892</u>
Cash		<u>2.085</u>	<u>29.167</u>
Current assets		<u>27.808</u>	<u>30.059</u>
Assets		<u>198.107</u>	<u>216.081</u>

Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017</u> <u>DKK'000</u>	<u>2016</u> <u>DKK'000</u>
Contributed capital	6	30.860	30.860
Retained earnings		<u>166.697</u>	<u>185.221</u>
Equity		<u>197.557</u>	<u>216.081</u>
Trade payables		<u>550</u>	<u>0</u>
Current liabilities other than provisions		<u>550</u>	<u>0</u>
Liabilities other than provisions		<u>550</u>	<u>0</u>
Equity and liabilities		<u>198.107</u>	<u>216.081</u>
Uncertainty relating to recognition and measurement	1		
Contingent liabilities	7		
Assets charged and collateral	8		
Related parties with controlling interest	9		
Group relations	10		

Statement of changes in equity for 2017

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	30.860	185.221	216.081
Exchange rate adjustments	0	(5.249)	(5.249)
Fair value adjustments of hedging instruments	0	1.530	1.530
Profit/loss for the year	0	(14.805)	(14.805)
Equity end of year	30.860	166.697	197.557

Notes

1. Uncertainty relating to recognition and measurement

In connection with the financial reporting, the carrying amount of goodwill has been tested for impairment. This test is based on the Company's budget and forecasts as well as on a projection thereof in the subsequent years. The Company budgets for considerable growth in revenue in accordance with the Group's strategy. The expected cash flows are discounted at a WACC of 7,3%. Based on the impairment test prepared, Management has not found any basis for writing down the carrying amount. Significant changes in key assumptions (in particular in Group revenue, profit margin and the WACC) may affect the carrying amount in subsequent financial years.

	2017	2016
	DKK'000	DKK'000
2. Staff costs		
Wages and salaries	3.546	761
	3.546	761
Average number of employees	0	0
		Remunera- tion of manage- ment 2017 DKK'000
Total amount for management categories		1.000
		1.000

Persuant to Sec. 98(3) of the Danish Financial Statements Act remuneration of management is disclosed for both categories combined.

	2017	2016
	DKK'000	DKK'000
3. Other financial expenses		
Financial expenses from group enterprises	41	11
Other interest expenses	17	0
	58	11

Notes

	2017	2016
	DKK'000	DKK'000
4. Tax on profit/loss for the year		
Current tax	(793)	0
Adjustment concerning previous years	(28)	0
	(821)	0
		Invest- ments in group enterprises DKK'000
5. Fixed asset investments		
Cost beginning of year		186.760
Cost end of year		186.760
Revaluations beginning of year		(738)
Exchange rate adjustments		(5.249)
Amortisation of goodwill		(10.883)
Share of profit/loss for the year		(1.121)
Fair value adjustments		1.530
Revaluations end of year		(16.461)
Carrying amount end of year		170.299

Here of the carrying amount of goodwill amounts to DKK 108.831k.

	Number	Par value DKK'000	Nominal value DKK'000
6. Contributed capital			
Ordinary shares	30.860.000	0,001	30.860
	30.860.000		30.860

Notes

7. Contingent liabilities

The Entity served as an administration company in a Danish joint taxation arrangement until 29.01.2017. The Entity is liable for income taxes etc. for the jointly taxed entities and also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for these entities for tax years until 2017 including first part of tax year 2017, until the end of tax year 2022.

Since 30.01.2017 the Entity participates in a Danish joint taxation arrangement where Pentair Denmark Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore secondarily liable for income taxes etc for the jointly taxed entities, which is limited to the equity interest by which the entity participates in the Group, as well as 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 state-ments.

The carrying amount of the net value injected in the Company at 01.12.2016 (carrying amount of the net assets contributed) amounts to DKK 217.590.

8. Assets charged and collateral

The Entity has not provided any securities to any parties.

9. Related parties with controlling interest

The following parties have a controlling interest:

- Pentair PLC, Ireland, (no. 536025), 43 London Wall, London EC2M5TF, United Kingdom, Ultimate owner, shareholder.
- Pentair Denmark Holding ApS, CBR. No. 38 35 11 92, Hellerup, Denmark, Share owner.

10. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Pentair PLC, Ireland, (no. 536025), 3 London Wall, London EC2M5TF, United Kingdom, Ultimate owner, shareholder.

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 financial year 2016 only comprises the period 01.12.2016 - 31.12.2016 (1 month) and consequently comparative figures are not reflecting an identical reporting period.

The comparative figures have been subject to reclassifications, without this having affected the financial profit/loss for the year or equity.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to 112(2) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Changes in accounting estimates

In the financial year, the Company's Management has reassessed the useful life of the Company's goodwill, which has resulted in a shorter useful life and thus increased amortisation in 2017.

The changed estimate of the useful life of goodwill has the following impact compared to previous estimates:

Profit/loss for the year before tax has been reduced by DKK 1.674k whereas profit/loss for the year after tax has been reduced by DKK 1.674k. The carrying amount of goodwill is DKK 1.674k lower, and equity has been reduced with 1.674k.

It is Management's assessment that the change in accounting estimate gives a more true and fair view of the Company's assets, liabilities, financial position and results.

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.

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.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Goodwill is considered belonging to the independent foreign entity and is translated using the exchange rate at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates as well as out of the translation of income statements from average rates to the exchange rates at the balance sheet date are classified directly as equity.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries, which are considered part of the total investment in the subsidiary in question, are classified directly as equity.

Derivative financial instruments

On initial recognition in the balance sheet, derivative financial instruments are measured at cost and subsequently at fair value. Derivative financial instruments are recognised under other receivables or other payables.

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging the fair value of a recognised asset or a recognised liability are recorded in the income statement together with changes in the value of the hedged asset or the hedged liability.

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging future transactions are recognised directly in equity. When the hedged transactions are realised, the accumulated changes are recognised as part of cost of the relevant financial statement items.

For derivative financial instruments that do not comply with the requirements for being treated as hedging instruments, changes in fair value are recognised currently in the income statement as financial income or financial expenses.

Accounting policies

Changes in the fair value of derivative financial instruments applied for hedging net investments in independent foreign subsidiaries or associates are classified directly as equity.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, production costs and other operating income.

Administrative costs

Administrative costs comprise expenses incurred for the Entity's administrative functions, including wages and salaries for administrative staff and Management, stationery and office supplies as well as amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment used for administration of the Entity.

Income from investments in group enterprises

Income from investments in group enterprises comprises dividend etc received from the individual group enterprises in the financial year.

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 as well as 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 its parent company and all the parent company's Danish subsidiaries. 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

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation is imminent, a provision is recognised that is measured at present value of the costs deemed necessary to incur to settle the obligation.

Accounting policies

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Goodwill is calculated as the difference between cost of the investments and fair value of the pro rata share of assets and liabilities acquired. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 11 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables

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

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.

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.

Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

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