

# **TPA Holding II A/S**

**CVR No 38 58 23 64**

## **Annual report for**

**20.04.2017**

**-**

**31.12.2017**

The Annual Report was presented and adopted at the Annual General Meeting of the Company on: 16/3 2018

**Chairman**



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Peter Ryttergaard

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## **Company Information**

### **Company**

TPA Holding II A/S  
c/o TP Aerospace  
Stamholmen 165 R  
DK - 2650 Hvidovre

Telephone: +45 899 399 29

E-mail: sales@tpaerospace.com

Central Business Registration No            38 58 23 64  
Registered in                                        Hvidovre

Financial period: 20 April - 31 December 2017

### **Board of Directors**

Jens Flemming Jensen, Chairman  
Peter Ryttergaard, Deputy Chairman  
Andrew Hoad  
Jesper Abildskov Blom  
Vilhelm Eigil Hahn-Petersen

### **Executive Board**

Peter Jørgen Lyager  
Thomas Daniel Ibsø

### **Auditors**

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup  
Cvr nr. 33 77 12 31

## **Management's Review**

### **Primary activities**

The Company's main activity is to act as a holding company of group subsidiaries.

### **Development in activities and finances**

The income statement of the Company for 2017 shows a loss of USD 23,848, and at 31 December 2017 the balance sheet of the Company shows equity of USD 65,011,977.

### **Subsequent events**

No events have occurred after the balance sheet date of importance to the Annual Report.

## Management's Statement

The Boards of Directors and the Executive Board have today considered and adopted the Annual Report of TPA Holding II A/S for the financial year 20.04.2017 - 31.12.2017.

The Financial Statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU, and further requirements in the Danish Financial Statements Act. Management's Review has been prepared in accordance with the Danish Financial Statements Act.

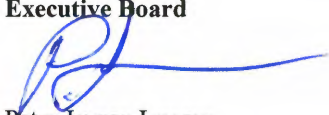
In our opinion, the Financial Statements give a true and fair view of the financial position at 31.12.2017 of the Company and of the results of the Company operations and cash flows for the financial year 20.04.2017 - 31.12.2017.

In our opinion, Management's Review includes a true and fair account of the development in the operations and financial circumstances of the Company, of the results for the year and of the financial position of the Company.

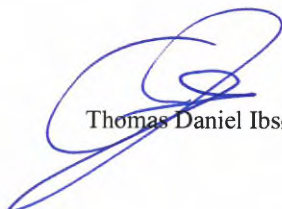
We recommend that the Annual Report be adopted at the Annual General Meeting.

Hvidovre, 21.02.2018

### Executive Board

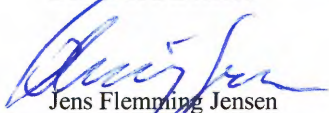


Peter Jørgen Lyager

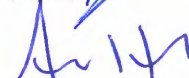


Thomas Daniel Ibsø

### Board of Directors



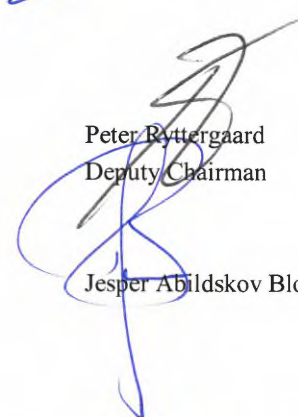
Jens Flemming Jensen  
Chairman



Andrew Hoad



Vilhelm Eigil Hahn-Petersen



Peter Ryttergaard  
Deputy Chairman



Jesper Abildskov Blom

## Independent Auditor's Report

To the Shareholders of TPA Holding II A/S

### Opinion

In our opinion, the Financial Statements give a true and fair view of the Company's financial position at 31 December 2017 and the results of the Company's operations and cash flows for the financial year of 20.04.2017 - 31.12.2017 in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

We have audited the Financial Statements of TPA Holding II A/S for the financial year 20.04.2017 - 31.12.2017, which comprise income statement and statement of comprehensive income, balance sheet, statement of changes in equity, cash flow statement and notes, including a summary of significant accounting policies, for the Company ("financial statements").

### 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.

### 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, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement in Management's Review.

### 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 International Financial Reporting Standards as adopted by the EU and further requirements in 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.



## Independent Auditor's Report

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 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.
- 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.

## Independent Auditor's Report

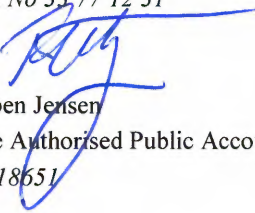
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Hellerup, 21.02.2018

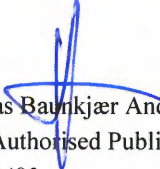
**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31



Torben Jensen  
State Authorised Public Accountant  
*mne18651*



Thomas Bankjær Andersen  
State Authorised Public Accountant  
*mne35483*



**Profit and loss 20 April - 31 December**

	<u>Note</u>	<u>2017 USD</u>
General and administrative expenses		(6,800)
<b>Gross profit</b>		<b>(6,800)</b>
<b>Operating profit</b>		<b>(6,800)</b>
Finance costs	3	(23,774)
<b>Profit before income tax</b>		<b>(30,574)</b>
Income tax expenses	4	6,726
<b>Profit for the period</b>		<b>(23,848)</b>

**Statement of comprehensive income 20 April - 31 December**

	<u>Notes</u>	<u>2017 USD</u>
Profit for the period		<u>(23,848)</u>
<b>Other comprehensive income for the period, net of tax</b>		<u><b>0</b></u>
<b>Total comprehensive income for the period</b>		<u><b>(23,848)</b></u>

**Balance sheet 31 December**

	<u>Notes</u>	<u>2017 USD</u>
Investment in subsidiaries	5	<u>65,092,065</u>
<b>Financial assets</b>		<u><b>65,092,065</b></u>
<b>Total non-current assets</b>		<u><b>65,092,065</b></u>
Income tax receivable		<u>6,726</u>
<b>Receivables</b>		<u><b>6,726</b></u>
<b>Cash</b>		<u><b>531</b></u>
<b>Total current assets</b>		<u><b>7,257</b></u>
<b>Total assets</b>		<u><b>65,099,322</b></u>

**Balance sheet 31 December**

	<u>Note</u>	<u>2017 USD</u>
Share capital	6	585,323
Share premium		64,450,502
Retained earnings		<u>(23,848)</u>
<b>Total equity</b>		<b><u>65,011,977</u></b>
Payables to group enterprises		80,545
Other payables		<u>6,800</u>
<b>Total current liabilities</b>		<b><u>87,345</u></b>
<b>Total liabilities</b>		<b><u>87,345</u></b>
<b>Total equity and liabilities</b>		<b><u>65,099,322</u></b>

## Statement of changes in equity

	Share capital USD	Share premium USD	Retained earnings USD	Total USD
Equity at 20.04.2017	73,196	0	0	73,196
Profit for the period	0	0	(23,848)	(23,848)
Other comprehensive income	0	0	0	0
Total comprehensive income for the period	0	0	(23,848)	(23,848)
<i>Transactions with owners in their capacity as owners</i>				
Capital increase	512,127	64,450,502	0	64,962,629
<b>Equity at 31.12.2017</b>	<b>585,323</b>	<b>64,450,502</b>	<b>(23,848)</b>	<b>65,011,977</b>

## Cash flow statement 20 April - 31 December

	<u>Notes</u>	<u>2017 USD</u>
Operating profit		(6,800)
Change in net working capital	11	6,800
Cash flows from primary operating activities		0
Interests paid		(262)
<b>Net cash flow from operating activities</b>		<b>(262)</b>
Payment for acquisition of subsidiary		(65,092,065)
<b>Net cash flow from investing activities</b>		<b>(65,092,065)</b>
Proceeds from borrowings - group enterprises	12	80,545
Capital increase	12	64,962,629
<b>Cash flow from financing activities</b>		<b>65,043,174</b>
<b>Net cash flow for the year</b>		<b>(49,153)</b>
Cash and cash equivalents, beginning of the year		73,196
Unrealised exchange rate gains and losses on cash		(23,512)
<b>Cash and cash equivalents, end of the year</b>		<b>531</b>



## Notes

1. Accounting policies
2. Critical accounting estimates and judgements
3. Financial expenses
4. Tax on profit for the year
5. Investment in subsidiaries
6. Share capital
7. Related parties
8. Commitments and contingent liabilities
9. Financial risk management
10. Events after the balance sheet date
11. Changes in net working capital
12. Changes in liabilities arising from financing activities

## Notes

### 1. Accounting policies

TPA Holding II A/S was founded on 20 April 2017. TPA Holding I A/S was acquired on 27 April 2017.

The Financial Statements for the company, TPA Holding II A/S have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union as well as additional Danish disclosure requirements applying to entities of reporting class B.

The annual report is prepared according to standards and interpretations effective for financial years beginning on 20 April 2017. No standards or interpretations have been adopted early.

The functional currency of the Company is USD.

#### *General information on recognition and measurement*

The Financial Statements have been prepared under the historical cost method.

#### *Consolidated financial statements*

Referring to IFRS 10 no consolidated financial statements have been prepared, due to the fact that the ultimate parent company, CataCap I K/S, will publish IFRS financial statement as investment company, where the company are recognised and measured at fair value.

#### *New standards*

The IASB has issued a number of new or amended standards and interpretations effective for financial years beginning after 20 April 2017.

There are no IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the company.

#### *Foreign currency translation*

##### *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs.

#### *Other external expenses*

Other external expenses include expenses relating to the Company's ordinary activities.

#### *Finance expenses*

Finance expenses comprise interest expenses, including payables and transactions in foreign currencies as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

## Notes

### 1. Accounting policies - continued

#### *Income tax and deferred tax*

The company is jointly taxed with the parent company CC Green Wall Invest ApS and the Danish subsidiaries. The Danish income tax payable is allocated between the jointly taxed Danish companies based on their proportion of taxable income (full absorption including reimbursement of tax deficits). The jointly taxed companies are taxed under the Danish Tax Payment Scheme. Additions, deductions and allowances are recognised under financial income or financial costs.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available, against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### *Investments in subsidiaries*

Investments in subsidiaries are measured at cost.

Impairment tests are performed on subsidiaries if events or changes in circumstances indicate that their carrying amount may not be recoverable. If cost exceeds the recoverable amount, the carrying amount is written down to the recoverable amount.

## Notes

### 1. Accounting policies - continued

#### *Receivables*

Receivables are initially recognised at fair value adjusted for any transaction costs. Subsequently, receivables are measured at amortised cost, which usually corresponds to the nominal value. Write-down is made to net realisable value to provide for expected losses.

#### *Equity*

##### *Dividend distribution*

Dividends are recognised as a liability at the time of adoption at the general meeting.

##### *Other liabilities*

Other debt or liabilities covering trade creditors and other debt are recognised at amortized cost, which usually corresponds to the nominal value.

##### *Statement of cash flow*

The cash flow statement shows the cash flows during the year distributed on operating, investing and financing activities, changes in cash and cash equivalents at the beginning and at the end of the year.

Cash flows from operating activities are calculated using the indirect method and comprise profit for the year adjusted for non-cash items, changes in working capital, interest paid and received etc., and payments of corporate tax.

Cash flows from investing activities comprise payments in connection with acquisitions and divestment of businesses and purchase and sale of enterprises, activities and fixed asset investments as well as purchase, development, improvement and sale, etc. of intangible assets and property, plant and equipment, including acquisition of assets held under finance leases, and short term bank debt.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs as well as the raising of loans, inception of finance leases, instalments on interest-bearing debt, purchase of treasury shares, and payment of dividend.

##### *Cash and cash equivalents*

In the statement of cash flows, cash and cash equivalents includes cash in hand and bank deposits.

## Notes

### **2. Critical accounting estimates and judgements**

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

The judgments, estimates and assumptions made are based on historical experience and other factors that Management considers to be reliable, but which by their very nature are associated with uncertainty and unpredictability. These assumptions may prove incomplete or incorrect, and unexpected events or circumstances may arise. The most critical judgments, estimates and assumptions for the individual items are described below.

The company is also subject to risks and uncertainties that may lead to actual results differing from these estimates, both positively and negatively.

#### ***Impairment test of investments in subsidiaries***

The Company tests, if there are indicators of impairment, whether investments in subsidiaries has suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units will be determined based on value-in-use calculations. These calculations require the use of estimates.

Investments in subsidiaries amounts to USD 65,092K and no impairment losses has been recognised in 2017.



## Notes

### 3. Financial expenses

	2017 USD
Interest expenses	262
Exchange rate adjustments	23,512
	<u>23,774</u>

### 4. Tax on profit for the year

	2017 USD
Current tax:	
Current tax on profits for the year	6,726
<b>Total current tax expense</b>	<u>6,726</u>
<b>Income tax expenses for the period</b>	<u>6,726</u>
<b>Income tax expenses are specified as follows:</b>	
<b>Calculated 22.0% tax on profit for the year before income tax</b>	<u>(6,726)</u>
<b>Tax effects of:</b>	
Non-taxable income	0
Non-deductable expenses	0
	<u>(6,726)</u>
<b>Effective tax rate</b>	<u>22%</u>



## Notes

### 5. Investment in subsidiaries

	<b>2017</b>
	<b>USD</b>
Cost:	
At 20.04.2017	0
Additions during the year	65,092,065
At 31.12.2017	<u>65,092,065</u>
Impairment:	
At 20.04.2017	0
Impairment charge	0
At 31.12.2017	<u>0</u>
<b>Carrying amount 31.12.2017</b>	<b><u>65,092,065</u></b>

Investments in subsidiaries are specified as follows:

<b>Name</b>	<b>Place of registered office</b>	<b>Vote and ownership</b>
TPA Holding I A/S	Hvidovre	100%
TP Aerospace Holding A/S	Hvidovre	100%
TP Aerospace Solutions ApS	Hvidovre	100%
TP Aerospace PRO ApS	Hvidovre	100%
TP Aerospace Asia Pte. Ltd.	Singapore	100%
TP Aerospace Americas Corp	Las Vegas, US	100%
TP Aerospace Technics LLC	Orlando, US	100%
TP Aerospace Technics GmbH	Quickborn, Germany	100%
TP Aerospace Asia Technics Pte. Ltd.	Singapore	100%
TP Aerospace Technics FZE	Dubai, UAE	100%
TP Aerospace Technics Pty Ltd.	Melbourne, Australia	100%

## Notes

### 6. Share capital

The company's share capital is divided into two classes of shares, A-shares and B-shares each of a nominal value of DKK 1.00. Each A-share shall carrying one vote and none of the B-shares shall carry any votes.

No distribution of dividends shall be made to the A-shareholders before B-shares have received payment in full, ie. have received re-payment of the capital invested.

The share capital comprise 4.000.000 shares of a nominal value of USD 0,15 each. Following transactions have been carried out on the share capital in the financial year:

	Share class	Number of shares	Nominal value USD
Changes in share capital:			
Share capital at 20.04.2017	A	500,000	73,196
Capital increase at 27.04.2017	A	3,050,000	446,303
Capital increase at 27.04.2017	B	450,000	65,824
<b>Share capital at 31.12.2017</b>		<b>4,000,000</b>	<b>585,323</b>

### 7. Related parties

The company is controlled by CC Green Wall Invest ApS. The groups ultimate parent is CataCap I K/S.

The following transactions were carried through with related parties:

	2017 USD
<b>Transactions with CC Green Wall Invest ApS</b>	
Formation of company	73,196
Proceeds from borrowings - group enterprises	80,545
Capital increase	64,962,629
Payment for acquisition of subsidiary	(65,092,065)

In 2017 transactions with related parties relates to formation of the company by CC Green Wall Invest ApS and aquisition of shares in TPA Holding I A/S. Furthermore CC Green Wall Invest ApS has made a capital increase during the year.

## Notes

### 8. Commitments and contingent liabilities

#### Contingent liabilities

##### *Joint taxation*

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the TP Aerospace Group. The total amount of corporation tax payable is disclosed in the Annual Report of CC Green Wall Invest ApS, which is the management company of the joint taxation. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

#### Charges and security

As security for bank loans, as well as group companies' bank commitments, security in share capital regarding the subsidiary TPA Holding I A/S nominal USD 700K, is effective.

#### Guarantee obligations

TPA Holding II A/S has issued a guarantee of payment between the subsidiary TPA Holding I A/S and credit institutions.

### 9. Financial risk management

#### *Credit risks*

The company is not exposed to any significant credit risks, due to the fact that the company main activity is to own shares in subsidiaries.

#### *Liquidity risks*

The company is not exposed to any significant liquidity risks, due to the fact that the company main activity is to own shares in subsidiaries financed by equity.

#### *Foreign exchange risk and interest rate risk*

Management consider the foreign exchange risk as immaterial due to the limited number of transactions. The company is not exposed to any significant interest rate risk, due to the fact that the company not have any significant borrowings.

#### *Capital management*

The company's objectives when managing capital are to secure the group's (investments in subsidiaries) ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital. Any surplus liquidity is used to reduce debt.

The management monitors the share and capital structure to ensure that the company's capital resources support the strategic goals.

## Notes

### 10. Events after the balance sheet date

No events have occurred after the balance sheet date of importance to the Annual Report.

	<b>2017</b>
	<b>USD</b>
	<hr/>
<b>11. Changes in net working capital</b>	
Changes in trade and other payables	6,800
	<hr/>
	<b>6,800</b>
	<hr/>
	<b>2017</b>
	<b>USD</b>
	<hr/>
<b>12. Changes in liabilities arising from financing activities</b>	
Cash flow from financing activities at 20.04.2017	0
Proceeds from borrowings - group enterprises	80,545
Capital increase	64,962,629
	<hr/>
<b>Cash flow from financing activities at 31.12.2017</b>	<b>65,043,174</b>
	<hr/>