

MTS Systems Danmark ApS

Alexandriagade 8
2150 Nordhavn
CVR No. 40950540

Annual report 2022

The Annual General Meeting adopted the
annual report on 14.06.2023

Emil Wolff

Chairman of the General Meeting

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Entity details

Entity

MTS Systems Danmark ApS

Alexandriagade 8

2150 Nordhavn

Business Registration No.: 40950540

Registered office: København

Financial year: 01.01.2022 - 31.12.2022

Board of Directors

Guilherme Silva, Chairman

Peter Kattai Ulrikkeholm

Monique Martins

Emil Wolff

Executive Board

Peter Kattai Ulrikkeholm, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

City Tower, Værkmestergade 2

8000 Aarhus C

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of MTS Systems Danmark ApS for the financial year 01.01.2022 - 31.12.2022.

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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

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.

Copenhagen, 14.06.2023

Executive Board

Peter Kattai Ulrikkeholm
CEO

Board of Directors

Guilherme Silva
Chairman

Peter Kattai Ulrikkeholm

Monique Martins

Emil Wolff

Independent auditor's report

To the shareholder of MTS Systems Danmark ApS

Opinion

We have audited the financial statements of MTS Systems Danmark ApS for the financial year 01.01.2022 - 31.12.2022, 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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 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 for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. 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:

- 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.

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.

Aarhus, 14.06.2023

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Henrik Vedel

State Authorised Public Accountant
Identification No (MNE) mne10052

Mikael Møller

State Authorised Public Accountant
Identification No (MNE) mne47835

Management commentary

Financial highlights

	2022 DKK'000	2020/21 DKK'000	2019/20 DKK'000
Key figures			
Gross profit/loss	3,058	5,264	(7,948)
Operating profit/loss	0	(1,812)	(60,313)
Net financials	(9,179)	(22,829)	(10,639)
Profit/loss for the year	2,059	(33,642)	(59,069)
Total assets	509,078	528,761	527,579
Equity	190,129	188,049	41,563
Ratios			
Equity ratio (%)	37.35	35.56	7.88

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Equity ratio (%):

$\frac{\text{Equity} * 100}{\text{Total assets}}$

Total assets

Primary activities

The parent company's activities comprise holding equity investments in other Danish enterprises, providing taxable services to its subsidiaries and other activities, in the opinion of the executive board, are related to this.

The group's activities comprise consultancy and development of machines and plants.

Development in activities and finances

The income statement for the period 01.01.22 - 31.12.22 shows a profit of DKK 2,059K against a loss of 33,642K for the period 04.10.20 - 31.12.21. The management considers the net profit for the year to be satisfying.

Profit/loss for the year in relation to expected developments

The earnings expectation for the financial year 01.01.22 - 31.12.22 were a profit in the same level as the year ended 2021. The profit for the year ended 2022 has exceeded the outlook communicated in the annual report 2021. The positive development in net profit is due to an increase in income from equity investments in subsidiaries as performance was better than expected. In addition, financing costs have been greatly reduced.

Uncertainty relating to recognition and measurement

No important matters regarding uncertainty relating to recognition and measurement.

Unusual circumstances affecting recognition and measurement

No important events have occurred that affected recognition of measurement

Outlook

The company expects a profit between DKK 20,000,000 and 30,000,000.

Use of financial instruments

The company and its subsidiaries have been affected by the supply chain crisis through purchase of raw materials, components and sub-systems. The risk of further price increases is considered high. The company's subsidiaries sells its products on long term contract, which makes it difficult to calculate the added costs into the prices in the short term.

There have been no use of derivatives in the financial year 01.01.21 - 31.12.22 and the exchange rate risks are considered low given the company and its subsidiaries primarily sell and buy in DKK and EUR. The interest rate risk is low given the company has entered into fixed interest rate loan contracts.

The company is part of ITW that uses a cash pool for financing purposes. The liquidity preparedness of the company is therefore considered to be good and the liquidity risk is considered low.

Knowledge resources

MTS Systems and its subsidiaries employs a highly educated workforce, primarily within the engineering disciplines to design and manufacture test systems, primarily for the wind industry. During the financial year the group introduced project manager training as well as Techlead training to ensure the continued professional development of the staff.

Environmental performance

The company and its subsidiaries have a limited impact on the external environment in the form of effluent and smoke emissions. Continuous monitoring and steps are taken to ensure that these emissions always, both quantitatively and qualitatively, are within the limits that apply according to the Company's environmental approval.

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 2022

	Notes	2022 DKK	2020/21 DKK
Gross profit/loss		3,057,547	5,263,929
Staff costs	2	(3,057,544)	(5,913,236)
Other operating expenses		0	(1,162,765)
Operating profit/loss		3	(1,812,072)
Income from investments in group enterprises		8,347,874	(13,377,174)
Other financial income	3	585,565	365,593
Other financial expenses	4	(9,764,595)	(23,194,574)
Profit/loss before tax		(831,153)	(38,018,227)
Tax on profit/loss for the year	5	2,890,518	4,375,970
Profit/loss for the year	6	2,059,365	(33,642,257)

Balance sheet at 31.12.2022

Assets

	Notes	2022 DKK	2020/21 DKK
Investments in group enterprises		461,901,045	453,531,979
Deposits		2,193,885	2,134,903
Financial assets	7	464,094,930	455,666,882
Fixed assets		464,094,930	455,666,882
Receivables from group enterprises	8	39,135,215	21,915,955
Deferred tax	9	2,890,518	0
Other receivables		284,324	40,364,574
Tax receivable		0	6,241,227
Prepayments	10	173,008	155,718
Receivables		42,483,065	68,677,474
Cash		2,500,070	4,416,334
Current assets		44,983,135	73,093,808
Assets		509,078,065	528,760,690

Equity and liabilities

	Notes	2022 DKK	2020/21 DKK
Contributed capital		2,041,774	2,041,774
Retained earnings		188,087,669	186,007,112
Equity		190,129,443	188,048,886
Other provisions	11	1,525,465	0
Provisions		1,525,465	0
Other payables	12	0	91,381
Non-current liabilities other than provisions		0	91,381
Trade payables		76,327	213,377
Payables to group enterprises		306,087,617	337,647,599
Tax payable		10,344,002	0
Other payables		915,211	2,759,447
Current liabilities other than provisions		317,423,157	340,620,423
Liabilities other than provisions		317,423,157	340,711,804
Equity and liabilities		509,078,065	528,760,690
Events after the balance sheet date	1		
Unrecognised rental and lease commitments	13		
Contingent liabilities	14		
Assets charged and collateral	15		
Related parties with controlling interest	16		
Non-arm's length related party transactions	17		
Group relations	18		

Statement of changes in equity for 2022

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	2,041,774	186,007,112	188,048,886
Exchange rate adjustments	0	21,192	21,192
Profit/loss for the year	0	2,059,365	2,059,365
Equity end of year	2,041,774	188,087,669	190,129,443

Notes

1 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.

2 Staff costs

	2022	2020/21
	DKK	DKK
Wages and salaries	2,935,111	5,816,724
Pension costs	88,866	6,459
Other social security costs	5,112	8,331
Other staff costs	28,455	81,722
	3,057,544	5,913,236
Average number of full-time employees	2	4

The Board of Directors has not received remuneration.

In pursuance of section 98B (3) of the Danish Financial Statement Act, remuneration to the Executive board has not been disclosed.

3 Other financial income

	2022	2020/21
	DKK	DKK
Financial income from group enterprises	585,485	365,593
Exchange rate adjustments	80	0
	585,565	365,593

4 Other financial expenses

	2022	2020/21
	DKK	DKK
Financial expenses from group enterprises	9,753,979	12,226,470
Other interest expenses	10,616	10,968,104
	9,764,595	23,194,574

5 Tax on profit/loss for the year

	2022	2020/21
	DKK	DKK
Current tax	0	(6,241,227)
Change in deferred tax	(2,890,518)	1,865,257
	(2,890,518)	(4,375,970)

6 Proposed distribution of profit and loss

	2022 DKK	2020/21 DKK
Retained earnings	2,059,365	(33,642,257)
	2,059,365	(33,642,257)

7 Financial assets

	Investments in group enterprises DKK	Deposits DKK
Cost beginning of year	497,490,693	2,134,903
Additions	0	174,595
Disposals	0	(115,613)
Cost end of year	497,490,693	2,193,885
Revaluations beginning of year	(43,958,714)	0
Exchange rate adjustments	21,192	0
Share of profit/loss for the year	34,414,056	0
Revaluations for the year	(26,066,182)	0
Revaluations end of year	(35,589,648)	0
Carrying amount end of year	461,901,045	2,193,885

The item comprises goodwill and other intangible assets as at 31.12.22 of DKK 359.613k.

Goodwill and other intangible assets on initial recognition of equity investments measured at equity value DKK 452.230k.

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
R&D Tools & Structures A/S	Aarhus	A/S	100.00
R&D Engineering A/S	Aarhus	A/S	100.00
R&D Test Systems A/S	Aarhus	A/S	100.00
R&D Steel ApS	Aarhus	ApS	100.00
R&D Prague s.r.o	Prague	s.r.o	100.00

8 Receivables from group enterprises

The company, together with other group companies, engages in cash pool arrangements where other companies are liable to the bank. Deposits and debts in relation to the cash pool scheme are accepted as intra-group receivables and debt, respectively. At 31 December 2022, the item receivables from group enterprises includes an amount of 38.172k, which is placed in the cash pool arrangement.

9 Deferred tax

	2022	2020/21
	DKK	DKK
Changes during the year		
Beginning of year	0	1,865,257
Recognised in the income statement	2,890,518	(1,865,257)
End of year	2,890,518	0

Deferred tax assets

The deferred tax asset relates to temporary differences between the carrying amount and tax-based value of intangible assets.

10 Prepayments

Prepayments consists of prepaid insurance premiums and other prepayments.

11 Other provisions

Other provisions comprises restricted share units.

12 Other payables

	2022	2020/21
	DKK	DKK
Holiday pay obligation	0	91,381
	0	91,381

13 Unrecognised rental and lease commitments

	2022	2020/21
	DKK	DKK
Liabilities under rental or lease agreements until maturity in total	10,265,875	11,224,952

14 Contingent liabilities

Guarantee commitments

The company has provided a payment guarantee to a contractor in a group enterprise limited to a maximum of DKK 1.900k.

The Entity participates in a Danish joint taxation arrangement where ITW Denmark ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and 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 statements.

15 Assets charged and collateral

There are no collateral provided or assets charged at the balance sheet date.

16 Related parties with controlling interest

MTS Systems Corporation, 14000 Technology Drive Eden Prairie, Minnesota USA owns all shares in the Entity, thus exercising control.

17 Non-arm's length related party transactions

Only related party transactions not conducted on an arm's length basis are disclosed in the annual report. No such transactions have been conducted in the financial year.

18 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group: Illinois Tool Works Inc., 155 Harlem Ave, Glenview, IL 60025, USA.

Name and registered office of the Parent preparing consolidated financial statements for the smallest group: Illinois Tool Works Inc., 155 Harlem Ave, Glenview, IL 60025, USA.

Copies of the consolidated financial statements of Illinois Tool Works Inc may be ordered at the following address:

155 Harlem Ave, Glenview, IL 60025, USA.

Accounting policies

Reporting class

This annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

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

Consolidated financial statements

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

Non-comparability

There is non-comparability between this year's figures and the comparative figures, as items from the previous year are based on a period of 15 months whereas the current year's items are based on a period of 12 months.

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.

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.

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 and out of the translation of income statements from average rates to the exchange rates at the balance sheet date are recognised directly in the translation reserve in equity.

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

When recognising foreign subsidiaries that are integral entities, monetary assets and liabilities are translated using the exchange rates at the balance sheet date. Non-monetary assets and liabilities are translated at the exchange rate at the time of acquisition or the time of any subsequent revaluation or writedown. The items of the income statement are translated at the average rates of the months; however, items deriving from non-monetary assets and liabilities are translated using the historical rates applicable to the relevant non-monetary items.

Income statement

Gross profit or loss

Gross profit or loss comprises other operating income and external expenses.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Other operating expenses

Other operating expenses comprise expenses of a secondary nature as viewed in relation to the Entity's primary activities.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

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, and 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 all Danish group enterprises. 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 will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

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

Goodwill is the positive difference between cost of investments and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For one amount of goodwill, useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with at strong market position and a long-term earnings profile. For other amounts of goodwill, useful life has been determined based on an assessment of 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 1-20 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. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

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.

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.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Other provisions

Other provisions comprises restricted share units.

Other provisions are recognised and measured as the best estimate of the expenses required to settle the liabilities at the balance sheet date. Provisions that are estimated to mature more than one year after the balance sheet date are measured at their discounted value.

Once it is probable that total costs will exceed total income from a contract in progress, provision is made for the total loss estimated to result from the relevant contract.

Other financial liabilities

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

Cash flow statement

In pursuance of section 86 of the Danish Financial Statements Act, the preparation of cash flow statement is excluded as it is contained in the cash flow statement for the ultimate parent company Illinois Tool Works Inc., Illinois, USA.