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# Pettinaroli A/S Northern Europe

Mandal Allé 21 5500 Middelfart Central Business Registration No 58495913

**Annual report 2017** 

The Annual General Meeting adopted the annual report on 19.03.2018

# Chairman of the General Meeting Name: Kim Svaneborg Pedersen

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# **Entity details**

# **Entity**

Pettinaroli A/S Northern Europe Mandal Allé 21 5500 Middelfart

Central Business Registration No: 58495913

Founded: 31.05.1976 Registered in: Middelfart

Financial year: 01.01.2017 - 31.12.2017

# **Board of Directors**

Bent Juul Jørgensen, Chairman
Ugo Giovanni Pettinaroli, Vice Chairman
Kim Svaneborg Pedersen
Jørgen Pedersen
Giulio Pettinaroli
Maria Pia Pettinaroli
Laura Fortis
Morten Lorentzen

# **Executive Board**

Kim Svaneborg Pedersen

# **Auditors**

Deloitte Statsautoriseret Revisionspartnerselskab Tværkajen 5 Postboks 10 5100 Odense C

# Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Pettinaroli A/S Northern Europe 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 and cash flows 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.

Middelfart, 19.03.2018

### **Executive Board**

Kim Svaneborg Pedersen

### **Board of Directors**

Bent Juul Jørgensen Chairman	Ugo Giovanni Pettinaroli Vice Chairman	Kim Svaneborg Pedersen
Jørgen Pedersen	Giulio Pettinaroli	Maria Pia Pettinaroli
Laura Fortis	Morten Lorentzen	

# **Independent auditor's report**

# To the shareholders of Pettinaroli A/S Northern Europe Opinion

We have audited the financial statements of Pettinaroli A/S Northern Europe for the financial year 01.01.2017 - 31.12.2017, which comprise the income statement, balance sheet, statement of changes in equity, cash flow statement 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 and cash flows 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 exits. 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.

Odense, 19.03.2018

### **Deloitte**

Statsautoriseret Revisionspartnerselskab Central Business Registration No: 33963556

Per Krause Therkelsen State Authorised Public Accountant Identification number (MNE) 19698

# **Management commentary**

	2017 DKK'000	2016 DKK'000	2015 DKK'000	2014 DKK'000	2013 DKK'000
Financial highlights	_	_	_		
Key figures					
Gross profit	11,866	12,706	13,040	11,780	12,454
Operating profit/loss	1,318	1,798	3,500	1,460	1,591
Net financials	(297)	(449)	(538)	(628)	(759)
Profit/loss for the year	771	1,030	2,248	625	605
Total assets	38,085	38,419	42,279	40,062	41,181
Investments in property, plant and equipment	120	37	277	554	503
Equity	3,838	3,868	4,638	2,890	2,765
Average invested capital incl goodwill	38,203	40,349	41,171	40,622	45,364
Cash flows from (used in) operating activities	(352)	452	1,370	2,579	(779)
Cash flows from (used in) investing activities	(110)	(37)	(297)	(554)	(490)
Cash flows from (used in) financing activities	(800)	(1,800)	(500)	(500)	(2,800)
Ratios					
Return on invested capital					
incl goodwill (%)	3.5	4.5	8.5	3.7	3.6
Return on equity (%)	20.0	24.2	59.7	22.1	15.7
Equity ratio (%)	10.1	10.1	11.0	7.2	6.7

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2010" issued by the Danish Society of Financial Analysts.

Ratios	Calculation formula	Ratios
Return on invested capital incl	<u>EBITA x 100</u>	The return generated by the entity on the
goodwill (%)	Average invested capital incl goodwill	investors' funds.
Deturn on equity (0)	Profit/loss for the year x 100	The entity's return on capital invested in
Return on equity (%)	Average equity	the entity by the owners.
Equity ratio (%)	<u>Equity x 100</u> Total assets	The financial strength of the entity.

EBITA (Earnings Before Interest, Tax and Amortisation) is defined as operating profit plus the year's amortisation of and impairment losses relating to intangible assets including goodwill.

# **Management commentary**

Invested capital including goodwill is defined as net working capital plus the carrying amount of equipment and intangible assets as well as accumulated amortisation of intangible assets including goodwill, and less other provisions and long-term operating liabilities. Accumulated impairment losses relating to goodwill are not added.

Net working capital is defined as inventories, receivables and other operating current assets net of trade payables and other short-term operating liabilities. Income taxes receivable and payable as well as cash are not included in net working capital.

# **Management commentary**

### **Primary activities**

The company's principal activities have, like in previous years, comprised sale of Italian heating and plumbing components in a number of North European countries. The Company acts as sales and distribution centre for Fratelli Pettinaroli S.p.A. in Northern Europe.

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

After having revised the strategy in 2015 and implemented it in 2016 then 2017 was announced to be a year of consolidating the business. The initial growth budget for 2017 was replaced by more conservative expectations and our main focus was keeping the core business in track. Reviewing these expectations to 2017 it is was - to our opinion - a successful execution of the strategy.

The organization was completed late 2016 and therefore we have spend most of 2017 to optimize the organizational setup. Late 2017 we expanded the management team by a CFO and released the CEO of these duties to focus on business development and restarting expansion and growth. Hence the management has presented the board of directors with an optimistic budget and plans for 2018.

The result of 2017 bears the mark of three extraordinary expenses totaling EUR 100.000. Adjusting the result by this factor we consider the result "Good" rather then "Satisfactory". The extraordinary expenses were all approved by the board of directors.

The management expects a significant growth of the business in 2018.

### **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**

	Notes	2017 DKK	2016 DKK
Gross profit		11,865,953	12,705,585
Staff costs	1	(10,125,084)	(10,571,646)
Depreciation, amortisation and impairment losses		(422,924)	(335,784)
Operating profit/loss		1,317,945	1,798,155
Other financial income		16,238	156
Other financial expenses		(313,017)	(449,250)
Profit/loss before tax		1,021,166	1,349,061
Tax on profit/loss for the year	2	(250,501)	(319,336)
Profit/loss for the year		770,665	1,029,725
Proposed distribution of profit/loss			
Ordinary dividend for the financial year		620,000	800,000
Retained earnings		150,665	229,725
		770,665	1,029,725

# **Balance sheet at 31.12.2017**

	Notes	2017 DKK	2016 DKK
Completed development projects		25,020	34,705
Intangible assets	3	25,020	34,705
Other fixtures and fittings, tools and equipment		445,513	746,297
Leasehold improvements		6,191	8,199
Property, plant and equipment	4	451,704	754,496
Fixed assets		476,724	789,201
Manufactured goods and goods for resale		16,743,275	15,646,529
Inventories		16,743,275	15,646,529
Trade receivables		19,555,096	18,891,964
Other receivables		40,864	74,773
Income tax receivable		99,149	308,936
Prepayments		389,398	338,985
Receivables		20,084,507	19,614,658
Cash		780,601	2,368,494
Current assets		37,608,383	37,629,681
Assets		38,085,107	38,418,882

# **Balance sheet at 31.12.2017**

		2017	2016
	Notes	DKK	DKK
Contributed capital	5	500,000	500,000
Retained earnings		2,718,463	2,567,798
Proposed dividend		620,000	800,000
Equity		3,838,463	3,867,798
Deferred tax		80,910	123,260
Provisions		80,910	123,260
Bank loans		88,900	414,333
Trade payables		440,151	1,438,734
Other payables	6	33,636,683	32,574,757
Current liabilities other than provisions		34,165,734	34,427,824
Liabilities other than provisions		34,165,734	34,427,824
Equity and liabilities			
Equity and liabilities		38,085,107	38,418,882
Contingent liabilities	8		

# Statement of changes in equity for 2017

	Contributed capital	Retained earnings	Proposed dividend	Total
	DKK	DKK	DKK	DKK
Equity				
beginning of	500,000	2,567,798	800,000	3,867,798
year Ordinary dividend paid	0	0	(800,000)	(800,000)
Profit/loss for the year	0	150,665	620,000	770,665
Equity end of year	500,000	2,718,463	620,000	3,838,463

# **Cash flow statement 2017**

	Notes	2017 DKK	2016 DKK
Operating profit/loss		1,317,945	1,798,155
Amortisation, depreciation and impairment losses		422,924	335,784
Working capital changes	7	(1,713,038)	(356,188)
Cash flow from ordinary operating activities		27,831	1,777,751
Financial income received		16,238	156
Financial income paid		(313,018)	(449,250)
Income taxes refunded/(paid)		(83,064)	(876,916)
Cash flows from operating activities		(352,013)	451,741
Acquisition etc of property, plant and equipment		(120,447)	(37,386)
Sale of property, plant and equipment		10,000	0
Cash flows from investing activities		(110,447)	(37,386)
Dividend paid		(800,000)	(1,800,000)
Cash flows from financing activities		(800,000)	(1,800,000)
Increase/decrease in cash and cash equivalents		(1,262,460)	(1,385,645)
Cash and cash equivalents beginning of year		1,954,161	3,339,806
Cash and cash equivalents end of year		691,701	1,954,161
Cash and cash equivalents at year-end are composed of:			
Cash		780,601	2,368,494
Short-term debt to banks		(88,900)	(414,333)
Cash and cash equivalents end of year		691,701	1,954,161

# **Notes**

	2017	2016
	<u>DKK</u>	DKK
1. Staff costs		
Wages and salaries	8,233,050	8,701,179
Pension costs	1,328,234	1,322,662
Other social security costs	105,047	101,882
Other staff costs	458,753_	445,923
	10,125,084	10,571,646
Average number of employees	17	19_
Executive Board Board of Directors		Remuneration of management 2017 DKK  1,581,709 237,500 1,819,209
	2017	2016
	DKK	DKK
2. Tax on profit/loss for the year		
Tax on current year taxable income	292,851	317,064
Change in deferred tax for the year	(42,350)	2,272
	250,501	319,336

# **Notes**

			Completed
			develop-
			ment
			projects DKK
2. Intensible seests			DKK
3. Intangible assets			257.025
Cost beginning of year			257,025
Cost end of year			257,025
Amortisation and impairment losses beginn	ing of vear		(222,320)
Amortisation for the year	J - ,		(9,685)
Amortisation and impairment losses en	nd of year		(232,005)
Carrying amount end of year			25,020
		Other	
		fixtures and	
		fittings,	Leasehold
		tools and	improve-
		equipment	ments
		DKK	DKK
4. Property, plant and equipment			
Cost beginning of year		3,797,923	20,080
Additions		120,447	0
Disposals		(376,645)	0
Cost end of year		3,541,725	20,080
Depreciation and impairment losses beginn	ing of the year	(3,051,626)	(11,881)
Depreciation for the year		(278,870)	(2,008)
Reversal regarding disposals		234,284	0
Depreciation and impairment losses en	d of the year	(3,096,212)	(13,889)
Carrying amount end of year		445,513	6,191
			Nominal
		Par value	value
	Number	DKK	DKK
5. Contributed capital			
A-share	500	1000	500,000
	500		500,000

# **Notes**

The share capital has not been changed in the past 5 years.

	2017 DKK	2016 DKK
6. Other payables		
VAT and duties	641,972	832,582
Wages and salaries, personal income taxes, social security costs, etc payable	0	80,735
Holiday pay obligation	1,097,794	1,168,242
Other costs payable	31,896,917	30,493,198
<u>-</u>	33,636,683	32,574,757
	2017	2016
<u>-</u>	DKK	DKK
7. Change in working capital		
Increase/decrease in inventories	(1,096,745)	1,236,355
Increase/decrease in receivables	(679,636)	1,638,871
Increase/decrease in trade payables etc	63,343	(3,231,414)
_	(1,713,038)	(356,188)

# 8. Contingent liabilities

The company has assumed a lease liability which totals DKK 965k at the balance sheet date. The lease contract are non-terminable for a period of up to 52 months.

The company has signed a rental contract which is non-terminable for a period of 6 months. The annual rent is DKK 928k.

# Reporting class

The annual report of Pettinaroli A/S Northern Europe 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 accounting policies applied for these financial statements are consistent with those applied last year.

# **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 one 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.

### **Income statement**

# **Gross profit or loss**

Gross profit or loss comprises revenue, changes in inventories of finished goods, other operating income, cost of raw materials and consumables and external expenses.

### Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

### Cost of sales

Cost of sales comprises costs of sales for the financial year measured at cost, adjusted for ordinary inventory write-downs.

# 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 write-downs of receivables recognised in current assets.

### Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc. for entity staff. Repayments from public authorities are included in staff costs.

# Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as equipment.

### Other financial income

Other financial income comprises dividends etc. received on other investments, interest income, including interest income on payables and transactions in foreign currencies, amortisation of financial assets as well as 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 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.

### **Balance sheet**

### **Intellectual property rights etc**

Intellectual property rights etc comprise development projects completed and acquired intellectual property rights.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred.

Completed development projects are amortised on a straight-line basis using the estimated useful lives of the assets. The amortisation period is 5 years. For development projects protected by intellectual property rights, the maximum amortisation period is the remaining duration of the relevant rights. Development projects are written down to the lower of recoverable amount and carrying amount.

# Property, plant and equipment

Equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Equipment 3-10 years
Leasehold improvements 10 years

Equipment are written down to the lower of recoverable amount and carrying amount.

### **Inventories**

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

### Receivables

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

### Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated 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.

### **Dividend**

The proposed dividend for the financial year is disclosed as a separate item in equity.

### **Deferred tax**

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets 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.

# **Operating leases**

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

### Other financial liabilities

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

### Cash flow statement

The cash flow statement shows cash flows from operating, investing and financing activities as well as cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and income taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment 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.

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 comprise cash and short-term securities with an insignificant price risk less short-term bank debt.