# **ANALYTICS BEYOND MEASURE**

# ANNUAL REPORT 2017

**FOSS** 

Approved at General Meeting March 21, 2018

Chairman of the General Meeting Peter Alexander Foss

1st January - 31st December

# FOSS A/S



# FOSS GROUP as of 31 December 2017

# Operational company view

# **Parent Company:**

FOSS A/S

# **R&D** and Manufacturing Companies:

**FOSS Analytical** 

FOSS Analytical A/S, Denmark FOSS Analytical Co Ltd., China Soft Flow Hungary Kft., Hungary

# **Sales and Service Companies:**

FOSS S.A., Argentina

FOSS do Brasil Instrumentos Analiticos e Soluces Dedicades Ltda,

**FOSS Northern Europe** 

FOSS GmbH

FOSS Benelux B.V., Holland

FOSS Benelux N.V., Belgium

Beijing FOSS Technical Services, Ltd.

FOSS Britain & Ireland

FOSS Ireland Ltd.

FOSS UK Ltd.

FOSS Centro America S.A. de C.V.

FOSS Electric España S.A.

FOSS France S.A.S

FOSS India Private Limited

FOSS Italia S.r.l.

FOSS Japan Ltd.

FOSS Korea Ltd.

FOSS Nordic A/S

FOSS North America, Inc.

**FOSS Pacific** 

FOSS Pacific Pty Ltd

FOSS Pacific (NZ) Ltd

FOSS Peru Soluciones SAC, Peru

FOSS Polska Sp. z o.o.

FOSS South East Asia Co., Ltd.

FOSS Electric LLC, Russia

# **Branches/Representative Offices:**

**FOSS Austria** 

FOSS Canada

**FOSS Portugal** 

FOSS Sweden

FOSS Thailand

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# Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of FOSS A/S for the financial year 1 January to 31 December 2017.

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

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31 December 2017 and of their financial performance as well as the consolidated cash flow for the financial year 1 January to 31 December 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.

Hillerød, March 21, 2018

### **Executive Board**

Kim Vejlby Hansen Chief Executive Officer

# **Board of Directors**

Peter Alexander Foss
Chairman

Peter Henrik Kürstein-Jensen
Vice Chairman

Henrik Ole Håkonsson

Pernille Foss

Nils Christian Foss

Jais Stampe Li Valeur

Sussie My Nikolajsen

Alex Vestergaard

Anja Zoega Willumsen

# Independent auditor's report

To the shareholder of FOSS A/S

# Opinion

We have audited the consolidated financial statements and the parent financial statements of FOSS 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, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2017, and of the results of their operations and the consolidated 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 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 consolidated financial statements and the parent financial statements* section of this auditor's report. We are independent of the Group 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 consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the parent financial statements, Management is responsible for assessing the Group's and 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 consolidated financial statements and the parent financial statements unless Management either intends to liquidate the Group or the Entity or to cease operations, or has no realistic alternative but to do so.

# Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated financial statements and parent 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 consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the
  entities or business activities within the Group to express an opinion on the
  consolidated financial statements. We are responsible for the direction, supervision
  and performance of the group audit. We remain solely responsible for our audit
  opinion.

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 consolidated financial statements and the parent 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 consolidated financial statements and the parent financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the consolidated financial statements and the parent 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 consolidated financial statements and the parent 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.

Copenhagen, March 21, 2018

# Deloitte

Statsautoriseret Revisionspartnerselskab Business Registration No 33 96 35 56

Kirsten Aaskov Mikkelsen
State-Authorised
Public Accountant
MNE No. 21358

Nikolaj Thomsen
State-Authorised
Public Accountant
MNE No. 33276

# **Management Commentary**

# Financial Highlights - Group

|  | <u>2017</u> | <u>2016</u> | <u>2015</u> | <u>2014</u> | <u>2013</u> |
|--|-------------|-------------|-------------|-------------|-------------|
| Key Figures  | MDKK        | MDKK        | MDKK        | MDKK        | MDKK        |
| Income Statement                                     |             |             |             |             |             |
| Revenue  | 2,226       | 2,122       | 2,010       | 1,722       | 1,760       |
| Operating Profit                                     | 564         | 496         | 379         | 314         | 427         |
| Net financial items                                  | -6          | 5           | -17         | -10         | 10          |
| Profit for the year                                  | 421         | 380         | 257         | 216         | 312         |
| Balance sheet  |             |             |             |             |             |
| Total Assets   | 1,589       | 1,562       | 1,417       | 1,337       | 1,557       |
| Equity   | 970         | 933         | 877         | 852         | 1,102       |
| Cash Flow  |             |             |             |             |             |
| Cash Flow from:                                      |             |             |             |             |             |
| - operating activities                               | 459         | 451         | 365         | 259         | 444         |
| - Investment activities                              | -39         | -43         | -5          | -32         | -38         |
| hereof investments in tangible and intangible assets | -39         | -29         | -5          | -32         | -38         |
| - financing activities                               | -444        | -495        | -182        | -289        | -1,396      |
| Net cash flow  | -24         | -87         | 178         | -62         | -990        |
| Number of employees, average                         | 1,408       | 1,373       | 1,377       | 1,346       | 1,293       |
| Ratios   |             |             |             |             |             |
| Operating profit for the year vs. revenue            | 25.3%       | 23.4%       | 18.8%       | 18.3%       | 24.2%       |
| Return on Investments                                | 35.5%       | 31.7%       | 26.7%       | 23.5%       | 27.4%       |
| Solvency ratio                                       | 61.1%       | 59.7%       | 61.9%       | 63.5%       | 70.5%       |
| Return on equity                                     | 44.2%       | 42.0%       | 29.7%       | 22.2%       | 20.8%       |

# **Management Commentary**

### The FOSS Mission

We contribute to the sustainable use of our planet's agricultural resources and thus to the nutrition and health of the people of the world.

We provide the Industry's best analytics, which add value to our customers by improving quality and optimising food and agricultural production.

The parent company's main activity is the ownership of subsidiaries within the FOSS Group.

### **Subsidiaries**

FOSS has companies worldwide with R&D, manufacturing and marketing companies in Denmark, Hungary and China and sales & service companies in most European countries, North and South America, Asia and Oceania.

FOSS achieved approx. 99% of the revenue outside Denmark.

# **Research and Development Activities**

The effort within Research & Development for generating new products and further development of existing products constitutes an important part of the FOSS values. In 2017 the Group spent 10% of the revenue on product development to secure that the Company's leading position is kept. By doing that a number of product improvements are constantly being developed whilst the product development constantly results in introduction of new products to both new as well as existing customer segments.

# **Analytics Beyond Measure**

FOSS creates end-to-end solutions that secure and improve food quality. From raw material to finished product. Our analysis instruments refine measurements into information management that enables business to run intelligent data-driven productions with less waste and bigger yields.

# **External Environment**

Our Group complies with local requirements and standards and most often at a higher standard than required. FOSS does currently not have, nor has in recent times had, court cases related to environmental subjects. FOSS is ISO certified in the majority of the group companies.

### **Corporate Social Responsibility (CSR)**

Sustainability is an important part of our business. It is about developing solutions that enable our customers to maximize efficiencies, improve quality and ensure the integrity of the food chain. Furthermore, it is about acting ethically and responsibly in our interactions with employees, customers and other stakeholders. In 2012, FOSS decided to take a more systematic approach to sustainability and joined the internationally recognized UN Global Compact, which has ten principles in the areas of human and labour rights, the environment and business ethics.

The Global Compact serves as the foundation of our global sustainability programme. Each year we publish a Communication on Progress (COP) report against the ten principles in our

sustainability report. This COP report highlights the steps and actions we have taken as a global company to meet our obligations as a signatory of the initiative.

For more information on our CSR policies and latest sustainability report: https://www.fossanalytics.com/en/about-foss/sustainability

# **Diversity and inclusiveness**

As a multinational with offices and staff around the world, we see diversity as key to the success of our company. It not only provides insight into local markets and inspires creativity in the innovation process, but also provides different perspectives on approaching business challenges.

Our philosophy has always been that employees should be judged strictly on their merit. The FOSS Corporate sustainability policy, which is based on the UN Global Compact, prohibits discriminatory behavior and guarantees equal rights for all staff. This is communicated internally, in the recruitment process and to our suppliers.

At FOSS we have taken a number of steps to meet these requirements, and ensure that internal and external stakeholders are aware of our position on equal opportunities.

Internally we communicate our policy through our CSR employee brochure and our portal. Furthermore, we communicate our position on equal opportunities to external stakeholders and potential employees through our website and other social media.

This philosophy also extends to the FOSS board of directors. Board selection is based on finding the best-qualified candidates regardless of gender, race, ethnicity, age, race, religion, or sexual orientation. Our target is to have a board composition with at least 15% of the underrepresented gender, at present that figure is 16%.

# Knowledge

Development, production and marketing of high technology analytical solutions demand highly skilled employees. In order to preserve the Group's ability to satisfy our global customers' demand for dedicated analytical solutions it is a prerequisite that we maintain the extensive specialist knowledge and other competencies which are deeply rooted in the organization. This is ensured through continued maintenance, education and recruiting of competent and dynamic employees on all levels. Considerable resources are used in order to create an internal environment, which makes this possible.

### **Employees**

The results achieved are to a high extent the result of dedicated effort and constructive attitude from all the employees. The employees in the entire Group are thanked for their excellent efforts.

On average the FOSS Group had 1,408 employees in 2017 (1,373 in 2016).

# Risk

# Operating Risk

The main operating risk for the group is concerning the ability to be strongly positioned in the market and at the cutting edge of the technological development for end-to-end solutions that secure and improve food quality.

The Group has entered into longer-term contracts with key suppliers for delivery of components that are a part of production in the aim of securing a stable supply and a higher predictability in price development whereby the usual operating risk has been reduced.

### Financial risk

The financial risk is primarily related to changes in currency exchange rates. The currency risk is primarily covered by use of currency exchange hedging agreements. Cash flow in production companies and payments from sales companies are hedged 12 months ahead.

### Credit risk

The main credit risk for the Group derives from ordinary customer transactions with restrictive guidelines for trade with new customers and customers located in zones of particular high credit risk while trade with known and credit rated customers are completed on accommodative conditions. These conditions have historically resulted in very few losses on debtors.

# Development in activities and financial conditions

The group revenue in 2017 grew 5% to DKK 2,226 million (DKK 2,122 million in 2016). Adjusting for currency impacts and divestment of group undertakings, the organic growth was 7%.

Overall the underlying business within the area of dedicated analytical solutions to food and agriculture has increased more than the overall strategic growth targets of the Group and the estimated growth rates in the market.

The FOSS Group's development and manufacturing activities are in Hillerød (Denmark), Pécs (Hungary) and Suzhou (China). Effectively February 1, 2017 FOSS terminated it's participation in Lattec I/S. This has no material impact to the annual report.

A new sales and service company has been established in Thailand.

Gross Profit for the Group has increased 8% to DKK 1,351 million (DKK 1,252 million in 2016).

Operating profit amounts to DKK 564 million (DKK 496 million in 2016). The increase in operating profit is influenced by higher revenue, strengthening of gross profit ratio and modest growth of fixed cost.

Ordinary profit before tax increased 11% and amounts to DKK 558 million (DKK 501 million in 2016). The profit is in alignment with latest announced expectations.

Operating profit in the parent company is in 2017 negative by DKK 31 million against a negative result of DKK 34 million last year. Including income from subsidiaries profit for the year after tax amounts DKK 421 million equal to an increase of DKK 41 million.

The result yields return on equity of 44% (42% in 2016) and a solvency ratio of 61% (60% in 2016). The board proposes a dividend payment of DKK 425 million (DKK 400 million last year) at the upcoming Annual General Meeting in March 2018.

Cash from operating activities amount DKK 459 million compared to DKK 451 million in 2016. Net investments in fixed assets amount DKK 39 million. Cash from operating and investment activities amounts DKK 420 million (DKK 408 million in 2016). After payment of dividend in March 2017 and financial activities with parent company the change in liquidity is a decrease of DKK 24 million.

# Uncertainty relating to recognition and measurement

There is no significant uncertainty related to the annual report according to the management.

# **Unusual circumstances**

The annual report is not impacted by any unusual circumstances.

# **Expected development**

Investments in sales and distribution activities as well as product development activities will continue in 2018. Management expects this to strengthen FOSS' market position and contribute to fulfill the growth strategy for the Group in supplying high quality solutions for the increasing demand of food quality.

It is the expectation that the coming year will continue to yield both growth in revenue and profitability.

# **Income Statement**

|  |              | <u>Gr</u>   | <u>Group</u> |             | <u>Parent</u> |  |
|--|--------------|-------------|--------------|-------------|---------------|--|
|  | <u>Notes</u> | <u>2017</u> | <u>2016</u>  | <u>2017</u> | <u>2016</u>   |  |
|  |              | MDKK        | MDKK         | MDKK        | MDKK          |  |
| Revenue  | 1            | 2,226       | 2,122        | -           | -             |  |
| Change in inventories of finished goods and work in progress |              | -4          | 19           | -           | -             |  |
| Other operating income                                       |              | 3           | 2            | 30          | 30            |  |
| Cost of raw materials and consumables                        |              | -549        | -570         | -           | -             |  |
| Other external expenses                                      |              | -325        | -321         | -26         | -29           |  |
| Gross Profit   |              | 1,351       | 1,252        | 4           | 1             |  |
|  |              |             |              |             |               |  |
| Staff costs  | 2            | -747        | -713         | -22         | -20           |  |
| Earnings before depreciation and interest                    |              | 604         | 539          | -18         | -19           |  |
|  |              |             |              |             |               |  |
| Depreciation, amortization and impairment losses             | 3            | -40         | -43          | -13         | -15           |  |
| Operating profit   |              | 564         | 496          | -31         | -34           |  |
|  |              |             |              |             |               |  |
| Income from investments in group                             | 4            |             |              | 442         | 407           |  |
| enterprises  Other financial income                          |              | -           | -            |             |               |  |
| Other financial income                                       | 5            | 8           | 26           | 7           | 6             |  |
| Other financial expenses                                     | 6            | -14         | -21          | -2          | -3            |  |
| Profit from ordinary activities before tax                   |              | 558         | 501          | 416         | 376           |  |
| Tax on profit for the year                                   | 7            | -137        | -120         | 5           | 4             |  |
| Profit before minority share                                 | 8            | 421         | 381          | 421         | 380           |  |
|  |              |             |              |             |               |  |
| Minority interests after tax                                 |              | -           | -1           | -           |               |  |
| Profit for the year  |              | 421         | 380          | 421         | 380           |  |

# **Balance Sheet**

| Assets  |              | <u>Gr</u>   | <u>oup</u>  | <u>rent</u> |             |
|---|--------------|-------------|-------------|-------------|-------------|
|   | <u>Notes</u> | <u>2017</u> | <u>2016</u> | <u>2017</u> | <u>2016</u> |
|   |              | MDKK        | MDKK        | MDKK        | MDKK        |
| Goodwill                                      |              | 7           | 11          | -           | -           |
| Software and patents                          |              | 11          | 12          | 1           | 2           |
| Intangible assets                             | 9            | 18          | 23          | 1           | 2           |
| Land and buildings                            |              | 218         | 212         | 213         | 208         |
| Plant and machinery                           |              | 8           | 6           | -           | -           |
| Other fixtures, fittings, tools and equipment |              | 24          | 29          | 1           | 2           |
| Leasehold improvements                        |              | 2           | 3           | -           | -           |
| Tangible assets                               | 10           | 252         | 250         | 214         | 210         |
| Investments in group enterprises              | 11           | -           | -           | 688         | 612         |
| Fixed asset investments                       |              | -           |             | 688         | 612         |
|   |              |             |             |             |             |
| Fixed assets                                  |              | 270         | 273         | 903         | 824         |
| Inventories                                   | 12           | 255         | 258         | -           |             |
|   |              |             |             |             |             |
| Trade receivables                             | 13           | 433         | 387         | -           | -           |
| Receivables from group enterprises            |              | -           | -           | 10          | 12          |
| Receivables from parent company               |              | 263         | 219         | 262         | 219         |
| Other short-term receivables                  | 14           | 43          | 40          | 3           | 1           |
| Income tax receivable                         |              | 20          | 23          | 7           | 6           |
| Deferred tax asset                            | 15           | 44          | 51          | -           | -           |
| Prepayments                                   | 16           | 30          | 9           | -           | -           |
| Receivables                                   |              | 833         | 729         | 282         | 238         |
| Cash and cash equivalents                     |              | 231         | 302         | 132         | 181         |
| Current assets                                |              | 1 210       | 1,289       | 414         | 419         |
| Current assets                                |              | 1,319       | 1,209       | 414         | 419         |
| Assets  |              | 1,589       | 1,562       | 1,317       | 1,243       |

# **Balance Sheet**

| Liabilities  |              | <u>Gr</u>   | <u>oup</u>  | <u>ent</u>  |             |
|--|--------------|-------------|-------------|-------------|-------------|
|  | <u>Notes</u> | <u>2017</u> | <u>2016</u> | <u>2017</u> | <u>2016</u> |
|  |              | MDKK        | MDKK        | MDKK        | MDKK        |
| Contributed capital  | 17           | 98          | 98          | 98          | 98          |
| Reserve for net revaluation according to the equity method |              | -           | -           | 185         | 108         |
| Retained earnings  |              | 445         | 434         | 260         | 326         |
| Proposed dividend  |              | 425         | 400         | 425         | 400         |
| Minority interests   |              | 2           | 1           | -           | -           |
| Equity   |              | 970         | 933         | 968         | 932         |
|  |              |             |             |             |             |
| Provision for deferred tax                                 | 18           | 7           | 1           | 3           | 1           |
| Other provisions   | 19           | 41          | 39          | 45          | 48          |
| Provisions   |              | 48          | 40          | 48          | 49          |
| Non-current liabilities other than provisions              | 20           | 12          | 7           | 3           | 1           |
| Prepayments received from customers                        |              | 25          | 41          | -           | -           |
| Trade payables   |              | 139         | 115         | 13          | 5           |
| Payables to affiliated companies                           |              | -           | 2           | 277         | 248         |
| Income tax payable   |              | 116         | 96          | -           | -           |
| Other payables   |              | 203         | 211         | 8           | 8           |
| Deferred income  | 21           | 76          | 117         | -           | -           |
| Current liabilities other than provisions                  |              | 559         | 582         | 298         | 261         |
| Liabilities other than provisions                          |              | 571         | 589         | 301         | 262         |
| Equity and liabilities                                     |              | 1,589       | 1,562       | 1,317       | 1,243       |
| Contingent assets and liabilities                          | 23           |             |             |             |             |
| Fee to auditors appointed at the general meeting           | 24           |             |             |             |             |
| Related parties  | 25           |             |             |             |             |
| Ownership  | 26           |             |             |             |             |

# **Statement of Changes in Equity**

Group

| Changes in Equity 2017       | Contributed capital | Retained<br>Earnings | Proposed<br>dividend | Total | Minority interests | Total |
|------------------------------|---------------------|----------------------|----------------------|-------|--------------------|-------|
|                              | MDKK                | MDKK                 | MDKK                 | MDKK  | MDKK               | MDKK  |
| Equity beginning of year     | 98                  | 434                  | 400                  | 932   | 1                  | 933   |
| Ordinary dividend paid       | -                   | -                    | -400                 | -400  | -                  | -400  |
| Exchange rate adjustments    | -                   | -11                  | -                    | -11   | -                  | -11   |
| Cash flow hedges, net of tax | -                   | 26                   | -                    | 26    | -                  | 26    |
| Other adjustments            | -                   | -                    | -                    | -     | 1                  | 1     |
| Profit for the year          | -                   | -4                   | 425                  | 421   | -                  | 421   |
| Equity end of year           | 98                  | 445                  | 425                  | 968   | 2                  | 970   |
|                              |                     |                      |                      |       |                    |       |
| Changes in Equity 2016       | Contributed capital | Retained<br>Earnings | Proposed<br>dividend | Total | Minority interests | Total |
|                              | MDKK                | MDKK                 | MDKK                 | MDKK  | MDKK               | MDKK  |
| Equity beginning of year     | 98                  | 474                  | 300                  | 872   | 5                  | 877   |
| Ordinary dividend paid       | -                   | -                    | -300                 | -300  | -1                 | -301  |
| Exchange rate adjustments    | -                   | -14                  | -                    | -14   | -                  | -14   |
| Cash flow hedges, net of tax | -                   | -6                   | -                    | -6    | -                  | -6    |
| Other adjustments            | -                   | -                    | -                    | -     | -4                 | -4    |
| Profit for the year          | -                   | -20                  | 400                  | 380   | 1                  | 381   |
| Fundament of the same        |                     | 42.5                 |                      |       |                    |       |
| Equity end of year           | 98                  | 434                  | 400                  | 932   | 1                  | 933   |

# **Statement of Changes in Equity**

Parent Company

| Changes in Equity 2017              | Contributed<br>capital | Reserve for<br>net<br>revaluation<br>according to<br>the equity<br>method | Retained<br>Earnings | Proposed<br>dividend | Total |
|-------------------------------------|------------------------|---|----------------------|----------------------|-------|
|                                     | MDKK                   | MDKK  | MDKK                 | MDKK                 | MDKK  |
| Equity beginning of year            | 98                     | 108   | 326                  | 400                  | 932   |
| Ordinary dividend paid              | -                      | -   | -                    | -400                 | -400  |
| Dividend received from subsidiaries | -                      | -380  | 380                  | -                    | -     |
| Exchange rate adjustments           | -                      | -11   | -                    | -                    | -11   |
| Cash flow hedges, net of tax        | -                      | 26  | -                    | -                    | 26    |
| Profit for the year                 | -                      | 442   | -446                 | 425                  | 421   |
| Equity end of year                  | 98                     | 185   | 260                  | 425                  | 968   |
| Changes in Equity 2016              | Contributed<br>capital | Reserve for<br>net<br>revaluation<br>according to<br>the equity<br>method | Retained<br>Earnings | Proposed<br>dividend | Total |
|                                     | MDKK                   | MDKK  | MDKK                 | MDKK                 | MDKK  |
| Equity beginning of year            | 98                     | 95  | 379                  | 300                  | 872   |
| Dividend paid                       | -                      | -   | -                    | -300                 | -300  |
| Dividend received from subsidiaries | -                      | -373  | 373                  | -                    | -     |
| Exchange rate adjustments           | -                      | -14   | -                    | -                    | -14   |
| Cash flow hedges, net of tax        | -                      | -6  | -                    | -                    | -6    |
| Profit for the year                 | -                      | 406   | -426                 | 400                  | 380   |
| Equity end of year                  | 98                     | 108   | 326                  | 400                  | 932   |

# **Consolidated Cash Flow Statement**

# <u>Group</u>

|   | <u>Notes</u> | <u>2017</u> | <u>2016</u> |
|---|--------------|-------------|-------------|
|   |              | MDKK        | MDKK        |
| Operating profit  |              | 564         | 496         |
| Depreciation, amortisation and impairment losses                                  |              | 40          | 43          |
| Other adjustments   | 22           | 3           | 9           |
| Cash flows from operating activities before changes in working capital            |              | 607         | 548         |
|   |              |             |             |
| Change in inventories   |              | 3           | -4          |
| Change in trade receivables and other receivables                                 |              | -16         | -48         |
| Change in trade payables and other debt   |              | -43         | 55          |
| Exchange rate adjustments   |              | 22          | -6          |
| Change in working capital   |              | -34         | -3          |
|   |              |             |             |
| Cash flows from operating activities before financial income and expenses and tax |              | 573         | 545         |
| Net financial items received / paid   |              | -6          | 4           |
| Income taxes refunded / paid  |              | -108        | -98         |
| Cash flows from operating activities  |              | 459         | 451         |
| Acquisition, sales etc of property, plant and equipment, net                      |              | -39         | -29         |
| Acquisition of company  |              | _           | -14         |
| Cash flows from investing activities  |              | -39         | -43         |
|   |              |             |             |
| Cash flows from operating and investing activities                                |              | 420         | 408         |
| Loan to Parent Company  |              | -44         | -195        |
| Dividend paid   |              | -400        | -300        |
| Cash flows from financing activities  |              | -444        | -495        |
| -   |              |             |             |
| Increase / decrease in cash and cash equivalents                                  |              | -24         | -87         |
| Cash and Cash equivalents beginning of year                                       |              | 302         | 398         |
| Currency translation adjustments of cash and cash equivalents                     |              | -47         | -9          |
| Cash and Cash equivalents end of year   |              | 231         | 302         |

|   | <u>Group</u> |             | <u>Par</u>  | <u>ent</u>  |
|---|--------------|-------------|-------------|-------------|
|   | <u>2017</u>  | <u>2016</u> | <u>2017</u> | <u>2016</u> |
|   | MDKK         | MDKK        | MDKK        | MDKK        |
| 1 Revenue   |              |             |             |             |
| Geographical markets  |              |             |             |             |
| EU countries  | 877          | 829         | -           | -           |
| Other countries   | 1,349        | 1,293       | -           | -           |
|   | 2,226        | 2,122       | -           |             |
| 2 Staff costs   |              |             |             |             |
| Wages and salaries  | 658          | 627         | 22          | 20          |
| Pensions  | 22           | 21          | -           | -           |
| Other social security expenses  | 67           | 65          | -           | -           |
|   | 747          | 713         | 22          | 20          |
| Hereof salaries and wages for Executive<br>Board and Board of Directors |              |             |             |             |
| Executive Board   | 10           | 9           | 5           | 4           |
| Board of Directors  | 2            | 2           | 2           | 2           |
|   | 12           | 11          | 7           | 6           |

Remuneration to registered members of the executive board consist of salary and bonus from parent company as well as subsidiaries. Furthermore car has been provided for the Executive Board's free disposal.

As per March 16, 2016 the Executive Board has been reduced from two to one member.

| Average number of employees | 1.408 | 1.373 | 20 | 20 |
|-----------------------------|-------|-------|----|----|

|   |   | <u>Gre</u>  | <u>oup</u>  | <u>Pa</u>   | <u>rent</u> |
|---|---|-------------|-------------|-------------|-------------|
|   |   | <u>2017</u> | <u>2016</u> | <u>2017</u> | <u>2016</u> |
|   |   | MDKK        | MDKK        | MDKK        | MDKK        |
| 3 | Depreciation, amortization and impairment losses          |             |             |             |             |
|   | Goodwill  | 4           | 3           | -           | -           |
|   | Software and patents                                      | 7           | 7           | 1           | 3           |
|   | Land and Buildings  | 11          | 11          | 10          | 10          |
|   | Plant and Machinery                                       | 3           | 3           | -           | -           |
|   | Other fixtures, fittings, tools and equipment             | 14          | 18          | 2           | 2           |
|   | Leasehold improvements                                    | 1           | 1           | -           | -           |
|   |   | 40          | 43          | 13          | 15          |
| 4 | Income from investments in group enterprises              |             |             |             |             |
|   | Share of earnings from subsidiaries                       | -           | -           | 436         | 418         |
|   | Goodwill amortization                                     | -           | -           | -4          | -3          |
|   | Change of internal profit on inventories inside the group | -           | -           | 10          | -8          |
|   |   | -           |             | 442         | 407         |
| 5 | Other financial Income                                    |             |             |             |             |
|   | Interest received   | 1           | 2           | -           | -           |
|   | Interest received from affiliated companies               | 4           | 3           | 6           | 5           |
|   | Exchange rate adjustment                                  | 3           | 21          | 1           | 1           |
|   |   | 8           | 26          | 7           | 6           |
| 6 | Other financial expenses                                  |             |             |             |             |
|   | Interest paid   | 3           | -           | 1           | -           |
|   | Exchange rate adjustment                                  | 11          | 20          | 1           | 2           |
|   | Other financial expenses                                  | -           | 1           | -           | 1           |
|   |   | 14          | 21          | 2           | 3           |

|   |  | <u>Group</u> |             | <u>Pa</u>   | <u>Parent</u> |  |
|---|--|--------------|-------------|-------------|---------------|--|
|   |  | <u>2017</u>  | <u>2016</u> | <u>2017</u> | <u>2016</u>   |  |
|   |  | MDKK         | MDKK        | MDKK        | MDKK          |  |
| 7 | Tax on profit for the year                                 |              |             |             |               |  |
|   | Corporation tax for the year                               | 132          | 120         | -7          | -5            |  |
|   | Deferred tax for the year                                  | 4            | -2          | 1           | -1            |  |
|   | Adjustments to previous years                              | -            | 1           | -           | -             |  |
|   | Dividend tax paid abroad                                   | 1            | 1           | 1           | 2             |  |
|   | Tax for the year   | 137          | 120         | -5          | -4            |  |
|   |  |              |             |             |               |  |
|   | Deferred tax assets  |              |             |             |               |  |
|   | Deferred tax beginning of the year                         | 51           | 47          | -           | -             |  |
|   | Adjustments in Profit & Loss                               | -4           | 2           | -           | -             |  |
|   | Adjustments in Equity                                      | -1           | 2           | -           | -             |  |
|   | Currency adjustments                                       | -2           | -           | -           | -             |  |
|   | Deferred tax end of year                                   | 44           | 51          | -           |               |  |
|   | Provisions for deferred tax                                |              |             |             |               |  |
|   | Provisions for deferred tax beginning of the year          | 1            | 2           | 1           | 2             |  |
|   | Adjustments in Profit & Loss                               | -1           | -1          | 2           | -1            |  |
|   | Adjustments in Equity                                      | 7            | -           | -           | -             |  |
|   | Provisions for deferred tax end of year                    | 7            | 1           | 3           | 1             |  |
|   |  |              |             |             |               |  |
| 8 | Proposed distribution of profit                            |              |             |             |               |  |
|   | Dividend for the financial year                            |              |             | 425         | 400           |  |
|   | Reserve for net revaluation according to the equity method |              |             | 442         | 406           |  |
|   | Retained earnings  |              |             | -446        | -426          |  |
|   |  |              |             | 421         | 380           |  |

# 9 Intangible Assets

| Group  | Goodwill | Software and Patents |
|--|----------|----------------------|
|  | MDKK     | MDKK                 |
| Cost beginning of year                               | 15       | 58                   |
| Additions for the year                               | -        | 6                    |
| Cost end of year                                     | 15       | 64                   |
|  |          |                      |
| Amortization and impairment losses beginning of year | 4        | 46                   |
| Amortization for the year                            | 4        | 7                    |
| Amortization and impairment losses end of year       | 8        | 53                   |
|  |          |                      |
| Carrying amount end of year                          | 7        | 11                   |

| Parent                         | Software and Patents |
|--------------------------------|----------------------|
|                                | MDKK                 |
| Cost beginning of year         | 22                   |
| Cost end of year               | 22                   |
|                                |                      |
| Amortization beginning of year | 20                   |
| Amortization for the year      | 1                    |
| Amortization end of year       | 21                   |
| Country and and after a        |                      |
| Carrying amount end of year    | 1                    |

# 10 Tangible Assets

| Group                                    | Land and<br>buildings | Plant and<br>machinery | Other<br>fixtures,<br>fittings, tools<br>and<br>equipment | Leasehold<br>improve-<br>ments |
|--|-----------------------|------------------------|---|--------------------------------|
|  | MDKK                  | MDKK                   | MDKK  | MDKK                           |
| Cost beginning of year                   | 330                   | 39                     | 169   | 9                              |
| Exchange adjustment                      | -                     | -                      | -3  | -                              |
| Additions for the year                   | 17                    | 6                      | 14  | -                              |
| Disposals for the year                   | -                     | -8                     | -12   | -                              |
| Cost end of year                         | 347                   | 37                     | 168   | 9                              |
| Depreciation beginning of year           | 118                   | 33                     | 141   | 6                              |
| Exchange adjustment                      | -                     | -                      | -2  | -                              |
| Depreciation for the year                | 11                    | 3                      | 14  | 1                              |
| Depreciation of sold assets for the year | -                     | -7                     | -9  | -                              |
| Depreciation end of year                 | 129                   | 29                     | 144   | 7                              |
| Carrying amount end of year              | 218                   | 8                      | 24  | 2                              |

Investments in land and buildings are located in Denmark, Hungary and France.

# 10 Tangible Assets, continued

| Parent                         | Land and<br>buildings | Other<br>fixtures,<br>fittings, tools<br>and<br>equipment |
|--------------------------------|-----------------------|---|
|                                | MDKK                  | MDKK  |
| Cost beginning of year         | 316                   | 21  |
| Additions for the year         | 15                    | -   |
| Cost end of year               | 331                   | 21  |
|                                |                       |   |
| Depreciation beginning of year | 108                   | 18  |
| Depreciation for the year      | 10                    | 2   |
| Depreciation end of year       | 118                   | 20  |
| Carrying amount end of year    | 213                   | 1   |
| can ying amount end or year    |                       |   |

Investments in land and buildings are located in Denmark.

# **Parent**

|    |   | <u>2017</u> | <u>2016</u> |
|----|---|-------------|-------------|
|    |   | MDKK        | MDKK        |
|    |   |             |             |
| 11 | Investments in group enterprises  |             |             |
|    | Cost beginning of year  | 423         | 427         |
|    | Additions for the year  | -           | -4          |
|    | Cost end of year  | 423         | 423         |
|    |   |             |             |
|    | Net revaluations beginning of year                                      | 108         | 95          |
|    | Exchange rate adjustment  | -11         | -14         |
|    | Dividend received   | -380        | -373        |
|    | Amortization on goodwill  | -4          | -3          |
|    | Change in internal profit on inventory                                  | 10          | -8          |
|    | Cash flow hedge, net of tax   | 26          | -6          |
|    | Profit for the year   | 436         | 417         |
|    | Net revaluations end of year  | 185         | 108         |
|    | Set of against receivables  | 35          | 33          |
|    | Transferred to provisions for negative investments in group enterprises | 45          | 48          |
|    | Counting any point and of upon  | C00         |             |
|    | Carrying amount end of year   | 688         | 612         |
|    | Goodwill included in the above amounts to                               | 7           | 11          |

# **Parent**

# 11 Investments in group enterprises, continued

| Shares in subsidiaries:               | Country          | Ownership    | Share capital |
|---------------------------------------|------------------|--------------|---------------|
| FOSS Analytical A/S                   | Denmark          | 100%         | MDKK 20,5     |
| Soft Flow Hungary Kft.                | Hungary          | 100%         | THUF 20,000   |
| FOSS Holding AB                       | Sweden           | 100%         | TSEK 250      |
| FOSS Analytical AB                    | Sweden           | 100%         | TSEK 3,000    |
| FOSS Sverige AB                       | Sweden           | 100%         | TSEK 3,000    |
| FOSS S.A                              | Argentina        | 100%         | TARS 6,837    |
| FOSS Analytical Co. Ltd.              | China            | 100%         | TCNY 11,141   |
| FOSS Electric Holding Inc.            | USA              | 100%         | TUSD 7,000    |
| FOSS MD Inc.                          | USA              | 100%         | TUSD 23,327   |
| FOSS North America Inc.               | USA              | 100%         | TUSD 1,750    |
| FOSS Benelux B.V.                     | Holland          | 100%         | TEUR 18       |
| FOSS Benelux N.V.                     | Belgium          | 100%         | TEUR 62       |
| FOSS Centro America S.A. de C.V.      | Mexico           | 80%          | TMXN 50       |
|                                       | IVIEXICO         | 80%          | LIVINI 30     |
| FOSS (Beijing) Science                | China            | 100%         | TCNV 4 402    |
| Technology and Trading Co., Ltd.      |                  |              | TCNY 4,483    |
| FOSS Iberia S.A.                      | Spain<br>Denmark | 100%<br>100% | TEUR 150      |
| FOSS af 24. august 1998 ApS           |                  |              | TDKK 335      |
| FOSS Electric LLC                     | Russia           | 100%         | TRUB 562      |
| FOSS S.A                              | Argentina        | 90%          | TARS 6,900    |
| FOSS do Brasil Instrumentos           | Brazil           | 100%         | TDDI 1 052    |
| Analiticos e Solucoes Dedicadas Ltda. |                  | 100%         | TBRL 1,053    |
| FOSS France SAS                       | France           | 100%         | TEUR 280      |
| FOSS GmbH                             | Germany          | 100%         | TEUR 1,600    |
| FOSS India Private Limited            | India            | 75.9%        | TINR 17,900   |
| FOSS Ireland Ltd.                     | Ireland          | 100%         | TEUR 58       |
| FOSS Italia S.L.R.                    | Italy            | 100%         | TEUR 520      |
| FOSS Japan Ltd.                       | Japan            | 100%         | TJPY 80,000   |
| FOSS Korea Ltd.                       | Korea            | 100%         | MKRW 1,200    |
| FOSS Nordic A/S                       | Denmark          | 100%         | TDKK 3,000    |
| FOSS Pacific Pty Ltd                  | Australia        | 100%         | TAUD 2,000    |
| FOSS Pacific (NZ) Ltd                 | New Zealand      | 100%         | TNZD 0        |
| FOSS Peru Soluciones SAC              | Peru             | 100%         | TPEN 0.5      |
| FOSS Polska Sp. z o.o.                | Poland           | 100%         | TPLN 1,200    |
| FOSS Servicios S.A. de C.V.           | Mexico           | 80%          | TMXN 50       |
| FOSS South East Asia Co., Ltd.        | Thailand         | 100%         | TTHB 1        |
| FOSS UK Ltd.                          | England          | 100%         | TGBP 1,225    |

|   |       | <u>Group</u> |             | <u>Pa</u>   | <u>Parent</u> |  |
|---|-------|--------------|-------------|-------------|---------------|--|
|   |       | <u>2017</u>  | <u>2016</u> | <u>2017</u> | <u>2016</u>   |  |
|   |       | MDKK         | MDKK        | MDKK        | MDKK          |  |
|   |       |              |             |             |               |  |
| 12 Inventories  |       |              |             |             |               |  |
| Raw materials and consumables                           |       | 81           | 80          | -           | -             |  |
| Work in progress  |       | 49           | 48          | -           | -             |  |
| Manufactured goods and goods for r                      | esale | 125          | 130         | -           | -             |  |
|   |       | 255          | 258         | -           |               |  |
| 13 Trade receivables                                    |       |              |             |             |               |  |
| Of the total accounts receivables the                   |       |              |             |             |               |  |
| following amount falls due for payme                    |       |              | 4           |             |               |  |
| than 1 year after year end.                             |       | 1            | 1           | -           | <u> </u>      |  |
| 14 Other short-term receivables                         |       |              |             |             |               |  |
| Deposits  |       | 12           | 8           | -           | -             |  |
| Leasing receivables                                     |       | 1            | 7           | -           | -             |  |
| Other receivables                                       |       | 30           | 25          | 3           | 1             |  |
|   |       | 43           | 40          | 3           | 1             |  |
| 15 Deferred tax assets                                  |       |              |             |             |               |  |
| Fixed Assets  |       | 1            | 1           | -           | -             |  |
| Inventories   |       | 25           | 27          | -           | -             |  |
| Receivables   |       | 2            | -           | -           | -             |  |
| Provisions  |       | 9            | 12          | -           | -             |  |
| Prepayments and accruals                                |       | 7            | 11          | -           | -             |  |
| 16 Prepayments  |       | 44           | 51          | -           |               |  |
|   |       |              |             |             |               |  |
| Recognition of gain regarding forwar exchange contracts | α     | 18           | -           | -           | -             |  |
| Other prepayments                                       |       | 12           | 9           | -           | -             |  |
|   |       | 30           | 9           | -           |               |  |

|  | Gr          | <u>oup</u>  | <u>Pa</u>   | <u>Parent</u> |  |
|--|-------------|-------------|-------------|---------------|--|
|  | <u>2017</u> | <u>2016</u> | <u>2017</u> | <u>2016</u>   |  |
|  | MDKK        | MDKK        | MDKK        | MDKK          |  |
| 17 Contributed Capital   |             |             |             |               |  |
| Contributed capital is composed as follows:  |             |             |             |               |  |
| A-shares:  2,208 units of DKK 500  90 units of DKK 1,000  151 units of DKK 2,000  3,126 units of DKK 4,000 | 14          | 14          | 14          | 14            |  |
| B-shares:<br>1,616 units of DKK 500<br>500 units of DKK 1,000<br>702 units of DKK 2,000                    |             |             |             |               |  |
| 20,322 units of DKK 4,000  | 84          | 84          | 84          | 84            |  |
|  | 98          | 98          | 98          | 98            |  |
| There has not been any capital changes the last 5 years.   |             |             |             |               |  |
| 18 Provisions for deferred tax   |             |             |             |               |  |
| Fixed assets   | 3           | 1           | 3           | 1             |  |
| Inventories  | 4           | -           | -           | -             |  |
| Receivables  | 1           | -           | -           | -             |  |
| Provisions   | -3          | -           | -           | -             |  |
| Deferred tax related to cash flow hedge  | 2           | -           | -           | -             |  |
|  | 7           | 1           | 3           | 1             |  |

|  | <u>Group</u> |             | <u>Parent</u> |             |
|--|--------------|-------------|---------------|-------------|
|  | <u>2017</u>  | <u>2016</u> | <u>2017</u>   | <u>2016</u> |
|  | MDKK         | MDKK        | MDKK          | MDKK        |
| 19 Other provisions                                      |              |             |               |             |
| Provisions for pensions etc                              | 23           | 20          | -             | -           |
| Provisions for warranty                                  | 18           | 19          | -             | -           |
| Provisions for negative investments in group enterprises | -            | -           | 45            | 48          |
|  | 41           | 39          | 45            | 48          |
| 20 Non-current liabilities other than provisions         |              |             |               |             |
| All long term debt falls due between 1 and 5 years       | 12           | 7           | 3             | 1           |
|  |              |             |               |             |
| 21 Deferred income                                       |              |             |               |             |
| Service contracts  | 76           | 80          | -             | -           |
| Recognition of loss regarding forward exchange contracts | -            | 37          | -             | -           |
|  | 76           | 117         | -             |             |
| 22 Other adjustments                                     |              |             |               |             |
| Change in other provisions                               | 2            | 2           |               |             |
| Exchange adjustments                                     | -4           | -           |               |             |
| Change in long term debt                                 | 5            | 7           |               |             |
|  | 3            | 9           |               |             |

|  | <u>Group</u> |             | <u>Parent</u> |             |
|--|--------------|-------------|---------------|-------------|
|  | <u>2017</u>  | <u>2016</u> | <u>2017</u>   | <u>2016</u> |
|  | MDKK         | MDKK        | MDKK          | MDKK        |
| 23 Contingent assets and liabilities                                     |              |             |               |             |
| Contingent assets  |              |             |               |             |
| Value of non recognized tax losses carried forward                       | 13           | 16          | -             | -           |
|  | 13           | 16          | -             |             |
| Contingent liabilities   |              |             |               |             |
| Leases related to offices  | 6            | 6           | -             | -           |
| Other lease commitments  | 43           | 23          | 2             | 1           |
| Securities and guarantees  | 5            | 3           | -             | -           |
|  | 54           | 32          | 2             | 1           |
| Guarantees etc.:   |              |             |               |             |
| Purchase obligations for long-term delivery from suppliers do not exceed | 101          | 72          | -             | -           |
| Gross contingent liabilities in relation to liability for participations | -            | 6           | -             | -           |
| Security concerning credit cards issued in subsidiaries                  | 2            | 2           | -             | -           |

The parent company and its Danish subsidiaries are a part of a Danish joint taxation of which N. FOSS & Co. A/S is the administrative entity. From 1st July 2012 the company is liable for potential obligations for withholding taxes on interest, royalties and dividends and from 1st January 2013 for company taxes within the joint taxation according to the company taxation law.

Support lettes have been issued to certain subsidiaries.

|    |  | <u>Group</u> |             | <u>Parent</u> |             |
|----|--|--------------|-------------|---------------|-------------|
|    |  | <u>2017</u>  | <u>2016</u> | <u>2017</u>   | <u>2016</u> |
|    |  | MDKK         | MDKK        | MDKK          | MDKK        |
| 23 | Contingent assets and liabilities, continued                           |              |             |               |             |
|    | Forward exchange coverage:   |              |             |               |             |
|    | The following forward exchange contracts have been taken out:          |              |             |               |             |
|    | Contract value:  |              |             |               |             |
|    | Sales contracts. Expires within one year                               | 613          | 603         | -             | -           |
|    | Purchase contracts. Expires within one year                            | -84          | -111        | -             | -           |
|    | Net value  | 529          | 492         | -             |             |
|    | Sales contracts. Expires within two years                              | 82           | 61          | -             | -           |
|    | Purchase contracts. Expires within two years                           | -            | -9          | -             | -           |
|    | Net value  | 82           | 52          | -             |             |
|    | An unrealized gain is included in prepayments                          | 18           | -           | -             | -           |
|    | An unrealized loss is included in deferred income                      | -            | 37          | -             | -           |
| 24 | Fee to auditors appointed at the general meeting in the parent company |              |             |               |             |
|    | Fee for statutory audit  | 3            | 3           | -             | -           |
|    | Tax advice   | 1            | 1           | -             | -           |
|    | Other services   | 1            | 2           | 1             | 2           |
|    | Fee  | 5            | 6           | 1             | 2           |

# 25 Related parties

 $N.\ Foss\ \&\ Co.\ A/S$  is a related party and has a controlling interest in the company.

Transactions with related parties are based on market price (arm's length).

### 26 Ownership

All shares are owned by:

N. Foss & Co A/S, Hillerød, Denmark

In accordance with The Danish Financial Statements Act § 71 it shall be stated that, the Company's annual report is included in the consolidated financial statements of N. Foss & Co. A/S.

# **Accounting Principles**

# **Basis of preparation**

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

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

The annual report is prepared in DKK million.

### Recognition and measurement

Assets are recognized in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Group, and the value of the assets can be measured reliably.

Liabilities are recognized in the balance sheet when the Group 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 Group, and the value of the liabilities 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 recognized in the income statement when earned, whereas costs are recognized by the amounts attributable to this financial year.

# **Consolidated financial statements**

The consolidated financial statements comprise FOSS A/S (Parent) and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence. Enterprises in which the Group, directly or indirectly, holds between 20% and 50% of the voting rights and exercises significant, but not controlling influence are regarded as associates. Companies in which FOSS A/S does not have determining influence but owns 50% are prorated line by line consolidated.

# **Basis of Consolidation**

The consolidated financial statements are prepared on the basis of the financial statements of FOSS A/S and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognized in full in the consolidated financial statements. Minority interests' pro rata shares of the profit/loss and the net assets are disclosed as separate items in the income statement and the balance sheet, respectively.

Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the takeover date, with net assets having been calculated at fair value.

# Profits or losses from divestment of equity investments

Profits or losses from divestment or winding-up of subsidiaries are calculated as the difference between selling price or settlement price and the carrying amount of the net assets at the time of divestment or winding-up, inclusive of non-amortized goodwill and estimated divestment or winding-up expenses.

# 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 recognized 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 recognizing 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 as 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 recognized directly 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 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 recognized under prepayments or deferred income.

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging the fair value of a recognized asset or a recognized 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 classified directly in equity. When the hedged transactions are realized, the accumulated changes are recognized 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 recognized currently in the income statement as financial income or financial expenses.

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

### Revenue

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

# Other operating income and expenses

Other operating income and expenses comprise income and expenses of a secondary nature viewed in relation to the Group's primary activities, including subsidies, rental income, license income, etc.

### Cost of raw materials and consumables

Cost of raw materials and consumables comprise of expenses that supports the revenue of the financial year. Included is the cost of goods sold for the financial year measured at cost price and adjusted for obsolescence.

### Other external expenses

Other external expenses comprise expenses for distribution, sale, marketing, administration, premises, bad debts, etc.

Other external expenses also include research costs, costs of development projects that do not meet the criteria for recognition in the balance sheet. In addition, provisions for loss on contract work in progress are recognized.

### Staff costs

Staff costs comprise salaries and wages as well as social security costs, pension contributions etc for the Company's staff.

# Other financial income and expenses

These items comprise interest income and expenses, realized and unrealized capital gains and losses on securities, payables and transactions in foreign currencies as well as tax surcharge and tax relief under the Danish Tax Prepayment Scheme.

### Income taxes

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognized in the income statement by the portion attributable to the profit for the year and recognized directly in equity by the portion attributable to entries directly in equity. The portion of the tax taken to the income statement, which relates to extraordinary profit/loss for the year, is allocated to this entry whereas the remaining portion is taken to the year's profit/loss from ordinary activities.

The current tax payable or receivable is recognized in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

Deferred tax is recognized 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 is measured based on the tax regulations and tax rates of the relevant countries that will be in effect, using the laws at the balance sheet date, when the deferred tax is estimated to be triggered as current tax. Changes in deferred tax resulting from changed tax rates are recognized in the income statement.

Deferred tax assets, including the tax base of tax loss carry forwards, are recognized in the balance sheet at their estimated realizable value within 3-5 years, either as a set-off against deferred tax liabilities or as net tax assets.

The Company and all of its Danish subsidiaries are jointly taxed with the Group's Parent. The current Danish income tax is allocated among the jointly taxed companies proportionally to their taxable income (full allocation with a refund concerning tax losses).

Deferred tax relating to re-taxation of previously deducted losses of foreign subsidiaries is recognized based on a specific assessment of the purpose of the individual subsidiary.

### **Balance sheet**

# Goodwill and goodwill on consolidation

Goodwill is amortized straight-line over its estimated useful life which is fixed based on the experience gained by Management for each business area. The period of amortization is usually five years, however, it may be up to 10 years for strategically acquired enterprises with a strong market position and a long-term earnings profile if the longer period of amortization is considered to give a better reflection of the benefit from the relevant resources.

Goodwill is written down to the lower of recoverable amount and carrying amount.

# Other intangible assets

Other intangible assets comprise acquired intellectual property rights.

Acquired intellectual property rights in the form of patents and licenses are measured at cost less accumulated amortization and impairment losses. Patents are amortized over their remaining duration, and licenses are amortized over the term of the agreement, but over no more than 3 years.

Other intangible assets are written down to the lower of recoverable amount and carrying amount.

Profits and losses from the sale of other intangible assets are calculated as the difference between selling price less selling costs and the carrying amount at the time of sale. Profits or losses are recognized in the income statement as an adjustment to amortization and impairment losses, or under other operating income if the selling price exceeds original cost.

# Property, plant and equipment

Land and buildings, plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

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:

Buildings 20-25 years
Plant and machinery 3-5 years
Other fixtures and fittings, tools and equipment 3-5 years
Leasehold improvements through the rental period

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Profits and losses from the sale of property, plant and equipment are calculated as the difference between selling price less selling costs and carrying amount at the time of sale. Profits or losses are recognized in the income statement as adjustment to depreciation and impairment losses, or under other operating income if the selling price exceeds original cost.

### Investments in subsidiaries and associates

Investments in subsidiaries and associates are recognized and measured under the equity method. This means that investments are measured at the pro rata share of the enterprises' equity plus or less unamortized positive, or negative, goodwill and plus or less unrealized intra-group profits or losses.

The Parent's share of the enterprises' profits or losses after elimination of unrealized intragroup profits and losses and less or plus amortization of positive, or negative, goodwill is recognized in the income statement.

Subsidiaries and associates with a negative equity value are measured at zero value, and any receivables from these enterprises are written down by the Parent's share of such negative equity if it is deemed irrecoverable. If the negative equity exceeds the amount receivable, the remaining amount is recognized under provisions if the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise.

Upon distribution of profit or loss, net revaluation of investments in subsidiaries and associates is transferred to reserve for net revaluation according to the equity method under equity.

The purchase method is applied in the acquisition of investments in subsidiaries and associates; see above description under consolidated financial statements.

### **Inventories**

Inventories are measured at the lower of cost using the FIFO method or net realizable value.

Cost of goods for resale, raw materials and consumables consists of purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables and direct labor costs as well as indirect production costs.

Indirect production costs comprise indirect materials and labor costs, costs of maintenance of and depreciation on machinery, factory buildings and equipment applied for the

manufacturing process as well as costs of factory administration and management. Financing costs are not included in cost.

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

### Receivables

Receivables are measured at amortized cost, usually equaling nominal value less provisions for bad debts.

# **Prepayments**

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

### **Dividend**

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

# Other provisions

Other provisions comprise anticipated warranty commitments, decided and published restructurings, etc.

Other provisions are recognized 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.

Warranty commitments comprise commitments to remedy defects and deficiencies within the guarantee period.

### Lease commitments

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

# Other financial liabilities

Other financial liabilities are recognized at amortized cost which usually corresponds to nominal value.

# **Deferred income**

Deferred income comprises received income for recognition in subsequent financial years. Deferred income is measured at cost.

### Cash flow statement

The cash flow statement of the Group is presented using the indirect method and shows cash flows from operating, investing and financing activities as well as the Group's cash and cash equivalents at the beginning and the end of the financial year. No separate cash flow statement has been prepared for the Parent because it is included in the consolidated cash flow statement.

Cash flows from operating activities are 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 fixed asset investments as well as purchase and sale, etc of intangible assets and property, plant and equipment.

Cash flows from financing activities comprise of debt raised and repayments of short and long term loans as well as payment of dividend.

Cash and cash equivalents comprise cash and short-term securities with an insignificant price risk.

# Financial highlights

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2015" issued by the Danish Society of Financial Analysts.

The financial ratios have been calculated as follows:

Operating Profit x 100
Return on Investments

Return on Investments

Operating Profit x 100
Return on Investments

Equity at year end x 100
Total Assets

Equity at year end x 100
Total Assets

Profit for the year x 100
Average equity