ROLLTECH A/S - an Alu-Pro Group Company

ROLLTECH A/S

ANNUAL REPORT

2016

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DK-9800 Hjørring	E-mail:	info@rolltech.dk	Account (DKK):	4745-4745584454
Denmark	Internet:	www.rolltech.dk	Account (EUR):	4745-4745584462
	CVR-no.:	78 32 25 19	IBAN (DKK):	DK69 30004745584454
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COMPANY INFORMATION

The company	ROLLTECH A/S W. Brüels Vej 20 DK - 9800 Hjørring
	Phone: (+45) 96 23 33 43 Fax: (+45) 96 23 33 11 Homepage: www.rolltech.dk E-mail: info@rolltech.dk
	CVR no.: 78 32 25 19 Founded: 1986 Registered office: Hjørring Financial year: 1 January - 31 December
Parent company	ALU-PRO Srl. Via A. Einstein, 8 IT - 30033 Noale (VE)
Board	Dr. Alessandro Fenzi (chairman) Marco Del Bianco
Management	Lars Hegelund Knudsen
Auditors	ERNST & YOUNG Godkendt Revisionspartnerselskab Vestre Havnepromenade 1A DK - 9000 Aalborg
Bankers	DANSKE BANK Finanscenter Nordjylland Prinsensgade 11 DK - 9000 Aalborg
General Meeting	The Annual General Meeting will be held on 26 May 2017 at the office of the company.

MANAGEMENT'S STATEMENT

The Board and Management have today considered and approved the annual report of the financial year 1 January - 31 December 2016 of ROLLTECH A/S.

The annual report has been prepared in accordance with the Danish Company Accounts Act.

It is our view, that the financial statement gives a true and fair view of the assets, liabilities and financial position as per 31 December 2016 as well as the result of the company's activities and cash flows for the financial year 1 January - 31 December 2016.

It is our view that the report of the board and management includes a fair review of developments in the company's activities and economic conditions, profit for the year and the company's financial position.

The annual report is submitted for the approval on the Annual General Meeting.

Hjørring, 26 May 2017

Management: Lars Hegelund Knudsen

Board: Dr. Alessandro Fenzi (chairman)

Marco Del Bianco

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of ROLLTECH A/S

Opinion

We have audited the financial statements of ROLLTECH A/S for the financial year 1 January - 31 December 2016, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements gives a true and fair view of the financial position of the company at 31 December 2016 and of the result of the company operations for the financial year 1 January - 31 December 2016 in accordance with the Danish Financial Statements Act.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility 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 a 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 company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ► Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ► Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

INDEPENDENT AUDITOR'S REPORT

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are in-adequate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Aalborg, 26 May 2017
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Søren V. Nejmann
State Authorized Public Accountant

MANAGEMENT'S REPORT

Main activity

The main activity of the company is production and sale of spacer bars for isolating glass and sale of other products for the isolating glass and window industry. The company has been DS/EN ISO 9000 certified since 1994 and has in 2016 obtained DS/EN ISO 50001 certification.

Development in activities and financial relations

The profit before taxation of the financial year amounts to 4.701 t.EUR compared with 3.965 t.EUR in 2015. The profit for the year amounts to 3.665 t.EUR compared with 2.983 t.EUR in 2015.

The company's profit and financial development was slightly lower than expected, but are considered satisfactory.

Investments

The company has in the financial year invested 1.541 t.EUR in intangible and tangible assets. The depreciations of the year amount to 1.828 t.EUR in total.

Financial position

Of the total balance sheet of 24.136 t.EUR the capital and reserves amount to 20.979 t.EUR (87%) before distribution of dividend.

Development activities

The product and technology development activities have been characterized by further development of the company's products and improvement of the production methods. The costs have been entered in the profit and loss account.

The future

Taking into account the current market conditions and exptected commodity prices together with extraordinary expences in 2017 an operating profit below 2016 is expected.

No events have occurred after the end of the accounting year, which might influence the financial position of the company substantially.

Particular risks

The company's costs for raw materials of metals and plastic account for a large share of the total costs. Therefore, the fluctuations of the prices of the raw materials have a particular influence of the profit of the company.

Environmental aspect

The company is environmentally concerned and works continuosly on reducing the environmental influence from the company's operations.

ACCOUNTING POLICIES

IN GENERAL

The annual report of ROLLTECH A/S for 2016 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class C entities.

Effective 1 January 2016, the Company has adopted act no. 738 of 1 July 2015. This implies changes in the recognition and measurement in the following areas:

1. Dividend expected to be distributed for the financial year is presented as a separate line item under "Equity" going forward. Previously divided was recognised as a liability.
2. Yearly reassessment of residual values of property, plant and equipment.
   In future, residual values of property, plant and equipment will be subject to annual reassessment. The Company has no significant residual values relating to property, plant and equipment other than those relating to the Company's land. Consequently, the change is made with future effect only as a change in accounting estimates with no impact on equity.

The cumulative effect of the above changes represent an increase in equity of 1.500 t.EUR at 31 December 2016 and 1.500 t.EUR in the comparative figures. None of the above changes affects the income statement, tax and total assets for 2016 or the comparative figures.

Apart from the above new and changed presentation and disclosure requirements, which follow from act. no. 738 of 1 June 2015, the accounting policies are consistent with those of last year.

By preparing the annual report the following escape clause has been applied:
ÅRL § 98 b, subsection 3 point 2: Omission to inform of the management fee, as only one category receives fee etc.

Conversion to foreign currency

Transactions in foreign currencies are initially converted at the exchange rate on the date of the transaction. Exchange differences arising between the exchange rate at the settlement date are recognized in the profit and loos account statement as financial items.

Receivables and payables in foreign currencies are translated at the exchange. The difference between the exchange rate at the time of the receivable or payable arose or was recognized in the latest annual statement under financial income and expenses.

Derivative financial Instruments

Derivative financial Instruments are initially entered in the balance sheet at cost and subsequently measured at fair value. Positive and negative fair values of derivative financial instruments included in other receivables or other liabilities.

If the derivative financial Instrument is to hedge the fair value of a recognized asset or liability, the change is recognized in the income statement.

If financial instruments to hedge future assets or liabilities change are entered in Capital and Reserves.

For derivative financial instruments that do not qualify for hedge accounting, changes in fair value are currently entered in the profit and loss account.

ACCOUNTING POLICIES

PROFIT AND LOSS ACCOUNT

Net turnover

Revenue is measured at the fair value of the consideration paid excl. VAT and duties collected on behalf of third parties. All kinds of discounts are recognized in revenue. Revenue from sale of goods is recognized as revenue when the transition of the main benefits and risks of ownership has taken place, the income can be reliably and payment is expected.

Net turnover is aggregated with costs under the entry "Gross profit", cf. ÅRL § 32.

Financial profits and costs

Financial income and costs comprise interest, gains and losses on securities, debt and foreign currency transactions and surcharges and refunds under the tax system, etc.

Tax

Tax for the year comprises current tax for the year and changes in deferred tax for the year – due to changes in the tax rate. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

BALANCE SHEET

Property, plant and equipment

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

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight-line basis over the expected useful life (cf. note 3).

The basis of depreciation is based on the residual value of the asset and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the time of acquisition and are reassessed every year. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

In case of changes in the amortisation period or the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Impairment of non-current assets

The carrying amount of intangible assets and property, plant and equipment is tested annually for evidence of impairment other than the decrease in value reflected by amortisation/depreciation. Impairment tests are conducted when there is evidence of impairment. Assets are written down to the lower of the carrying amount and the recoverable amount.

ACCOUNTING POLICIES

Inventories

Inventories are measured at cost using the FIFO method. If the net realizable value is lower than cost, down the value is written down to the lower value.

Cost of commodities and raw materials comprising purchase price plus delivery costs. Finished goods are stated at cost, which consists of material consumption, variable production and production overheads. Indirect production costs include indirect aterials and wages, maintenance and depreciation, etc. Borrowing costs are not included in cost.

Debtors

Receivables are reported at amortized cost. Provisions are made for anticipated losses when there is an indication that the receivable is impaired. Impairment losses are calculated as the difference between the carrying value of receivables and the present value of expected cash flows, including the realizable value of any collateral.

Equity

Dividend proposed for the year is recognised as a liability at the date when they are adopted at the annual general meeting (declaration date). Dividend expected to be distributed for the financial year is presented as a separate line item under "Equity".

Tax and deferred tax

Current tax liabilities and current tax is recognized in the balance sheet as calculated tax on the taxable income, adjusted for tax on prior years' taxable income and for tax paid on account. Deferred tax is measured using the balance sheet liability method on all temporary differences between accounting and tax values of assets and liabilities.

Other provisions

Provisions comprise expected warranty costs. Provisions are measured at net realizable value or fair value, where the performance of the obligation in time is expected to be far in the future.

Liabilities

Financial liabilities are entered by loantaking at the revenue received after reduction of tansaction costs paid. In subsequent periods, financial liabilities are measured at amortized cost. Other liabilities are measured at net realizable value.

CASH FLOW STATEMENT

The cash flow statement shows the company's cash flows from operating, investing and financing activities for the year, the change in cash and cash equivalents at the beginning and end.

Cash flow from operations is calculated as net income adjusted for non-cash operating items, changes in working capital and paid tax.

Cash flows from investing activities comprise payments in connection with the purchase and sale of businesses and the purchase and sale of intangible and tangible fixed assets.

Cash flows from financing activities comprise changes in the size or composition of the company share capital and related costs as well as borrowing, repayment of interest-bearing debt payment of dividends to shareholders.

MAIN AND KEY FIGURES

(Amounts in t.EUR)	2016	2015	2014	2013	2012
Profit and loss account					
Gross profit	11.324	10.351	10.261	8.597	6.797
Profit from primary operations	4.691	3.929	4.544	3.410	2.560
Profit from financial items	9	36	48	86	175
Profit before taxation	4.700	3.965	4.592	3.498	3.053
Profit for the year	3.665	2.983	3.467	2.630	2.264
Balance					
Total balance	24.136	22.114	21.711	18.879	16.817
Total equity	20.979	20.249	17.306	15.839	14.213
Cash flows					
From operating activities	4.753	2.206	6.190	3.800	7.536
From investment activities	-1.887	-2.400	-1.951	-1.984	-1.176
From financial activities	-1.500	-1.500	0	-1.002	-756
Change in cash liquidity	1.366	-1.694	4.239	814	5.604
Cash liquidity as on 31 December	11.044	9.678	11.372	7.149	6.335
Employees					
Average number of employees	82	85	71	60	53
Key figures in %					
Rate of return	20,3	18,0	22,4	19,1	15,2
Solvency ratio	86,9	78,0	72,8	73,3	78,6
Return on equity	17,8	15,9	20,9	17,5	16,8

Key figures have been changed according to changes in accounting policies, cf. description in page 8.

Definition of key figures used

The key figures are stated as follows:

Rate of return $$\frac{\text{Profit from primary operations x 100}}{\text{Average assets}}$$

Solvency ratio $$\frac{\text{Capital and reserves, 31.12 x 100}}{\text{Liabilities 31.12}}$$

Return on equity $$\frac{\text{Ordinary profit after taxation x 100}}{\text{Average equity}}$$

PROFIT AND LOSS ACCOUNT 1 JANUARY - 31 DECEMBER

(Amounts in t.EUR)

Note			2016		2015
	Gross profit		**11.324**		**10.351**
1	*Staff costs:*				
	Wages and salaries	-4.322		-4.282	
	Pensions	-348		-507	
	Other social security costs	-135	-4.805	-115	-4.904
	Profit before depreciations and financial costs		**6.519**		**5.447**
3	Depreciations on intangible and tangible assets		-1.828		-1.518
	Profit from primary operations		**4.691**		**3.929**
	Financial items:				
	Financial profits	10		39	
	Financial costs	-1	9	-3	36
	Profit before taxation		**4.700**		**3.965**
2	Tax on profit for the year		-1.035		-982
	Profit for the year		**3.665**		**2.983**

Appropriation of profit:

The board has proposed to allocate the profit for the year as follows:

	2016	2015
Dividend	10.000	1.500
Transferred to next year	-6.335	1.483
	3.665	**2.983**

BALANCE SHEET AS ON 31 DECEMBER

(Amounts in t.EUR)

Note	Assets		2016		2015
	Fixed Assets				
	Intangible assets				
3	IT software		15		7
	Total intangible assets		**15**		**7**
	Tangible assets				
3	Land and buildings		1.304		1.356
3	Plant and machinery		3.326		3.279
3	Other plants and equipment		862		1.130
3	Prepayments for tangible assets		349		4
	Total tangible assets		**5.841**		**5.769**
	Total fixed assets		**5.856**		**5.776**
	Current assets				
	Inventories:				
	Raw materials and consumables	1.960		1.944	
	Manufactured goods and commodities	1.856	3.816	1.989	3.933
	Debtors:				
	Trade debtors	3.332		2.542	
	Outstanding tax	77		165	
	Other debtors	11	3.420	20	2.727
	Cash liquidity		11.044		9.678
	Total current assets		**18.280**		**16.338**
	Total assets		**24.136**		**22.114**

BALANCE SHEET AS ON 31 DECEMBER

(Amounts in t.EUR)

Note	Equity and Liabilities	2016	2015
	Equity		
4	Share capital	1.883	1.876
	Transferred profits	9.096	15.373
	Dividend proposed for the year	10.000	1.500
	Total equity	**20.979**	**18.749**
	Provisions		
5	Deferred tax	301	350
6	Other provisions	57	44
	Total provisions	**358**	**394**
	Current liabilities		
	Trade creditors	1.018	864
	Debt to parent company	10	11
	Other creditors	1.574	1.847
	Prepayments from customers	197	249
	Total liabilities	**2.799**	**2.971**
	Total equity and liabilities	**24.136**	**22.114**

Other notes

7 Mortgage and securities
8 Contractual obligations and contingencies
9 Related parties and controlled transactions

CASH FLOW STATEMENT 1. JANUARY - 31. DECEMBER

(Amounts in t.EUR)

Note		2016		2015
Profit before taxation		4.700		3.965
Depreciations on intangible and tangible assets		1.828		1.518
		6.528		5.483
Change in working capital:				
Inventories	117		-118	
Trade debtors	-790		-1.203	
Other debtors	9		1	
Provisions	-36		116	
Trade creditors	154		-1.114	
Debt to parent company	-1		11	
Prepayments from customers	-52		31	
Other creditors	-273		-84	
Variation in exchange rate	44	-828	-27	-2.387
Taxes paid		-947		-890
Cash flow from operating activities		**4.753**		**2.206**
Purchase and sale of fixed assets		-1.887		-2.400
Cash flow from investment activities		**-1.887**		**-2.400**
Dividend		-1.500		-1.500
Cash flow from financial activities		**-1.500**		**-1.500**
Total cash flow		**1.366**		**-1.694**
Cash liquidity, net 1 January		**9.678**		**11.372**
Cash liquidity, net 31 December		**11.044**		**9.678**

STATEMENT OF CHANGES IN EQUITY

(Amounts in t.EUR)	Share capital	Profit and loss account	Dividend proposed for the year	Total
Equity at 1 January 2015	1.881	13.925	1.500	17.306
Variation in exchange rate	-5	-35	0	-40
Dividend distribution	0	0	-1.500	-1.500
Transfer, see "Appropriation of profit"	0	1.483	1.500	2.983
Equity at 1 January 2016	**1.876**	**15.373**	**1.500**	**18.749**
Variation in exchange rate	7	58	0	65
Dividend distribution	0	0	-1.500	-1.500
Value adjustment, hedging of future cash flows	0	0	0	0
Transfer, see "Appropriation of profit"	0	-6.335	10.000	3.665
Equity at 31 December 2016	**1.883**	**9.096**	**10.000**	**20.979**

NOTES

(Amounts in t.EUR)

1	**Employees**	**2016**	**2015**
	Average number of full-time employees	**82**	**85**

2	**Tax of ordinary profit**	**2016**	**2015**
	Tax of ordinary profit	1.085	853
	Adjustment of deferred tax this year	-50	129
		1.035	**982**

3	**Fixed assets**	**Software**	**Land and buildings**	**Plant and machinery**	**Other plants and equipment**	**Pre-pay-ments**
	Cost price 1 January 2016	44	3.112	11.088	5.978	4
	Attritions	0	0	0	-345	-4
	Variation in exchange rate	0	12	43	24	0
	Additions	12	0	1.125	404	349
	Cost price 31 December 2016	56	3.124	12.256	6.061	349
	Depreciations 1 January 2016	-37	-1.756	-7.809	-4.848	0
	Variation in exchange rate	-1	-7	-30	-19	0
	Depreciations on attritions	0	0	0	345	0
	Depreciations	-3	-57	-1.091	-677	0
	Depreciations 31 December 2016	-41	-1.820	-8.930	-5.199	0
	Book value 31 December 2016	**15**	**1.304**	**3.326**	**862**	**349**
	Expected useful lives	5 years	25 years	5 years	1-5 years	

NOTES

(Amounts in t.EUR)

4 Equity

The **share capital** can be specified as follows:	31.12.2016	31.12.2015
Share capital 1 January	1.876	1.881
Variation in exchange rate	7	-5
Additions and reductions this year	0	0
Share capital 31 December	**1.883**	**1.876**

The **share capital** consists of the following shares:

138 shares of 100.000 DKK	1.855	1.848
2 shares of 40.000 DKK	11	11
1 share of 20.000 DKK	3	3
8 shares of 10.000 DKK	11	11
3 shares of 5.000 DKK	2	2
2 shares of 2.000 DKK	1	1
1 share of 1.000 DKK	0	0
	1.883	**1.876**

No shares carry special rights. The share capital has not been changed for more than 5 years.

5 Deferred tax

	31.12.2016	31.12.2015
Deferred tax as on 1 January	350	222
Entered in the profit and loss account this year	-49	128
Deferred tax as on 31 December	**301**	**350**

Deferred tax does primarily concern tangible assets.

6 Other provisions

	31.12.2016	31.12.2015
Provision for claims	**57**	**44**
	57	**44**

7 Mortgage and securities

The company has not pawned assets or provided securities for debt.

8 Contractual obligations and contingencies

The company has signed a leasing contract, which at the end of the financial year has a maturity of 3 months and amounts 4 t.EUR.

9 Related parties and controlled transactions

The shares of ROLLTECH A/S is owned by ALU-PRO Srl., Noale (VE), Italy thus has control influence. ROLLTECH A/S is included in the consolidated financial statements of the parent company, which may be obtained by contacting to the company.

All intercompany transactions have been made on market terms.