

# Nikosax A/S

Lejrvejen 8, 6330 Padborg

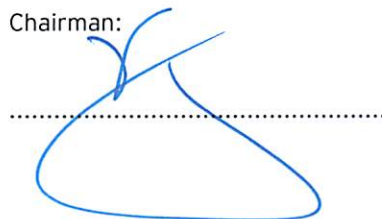
CVR No. 87 21 97 12



## Annual report for the year ended 31 December 2015

Approved at the annual general meeting of shareholders on 12 April 2016

Chairman:



**EY**

Building a better  
working world

## Contents

<b>Management's review</b>	<b>1</b>
Company details	1
Operating review	2
<b>Statement by the Board of Directors and the Executive Board</b>	<b>3</b>
<b>Independent auditors' report</b>	<b>4</b>
<b>Financial statements</b>	
Income statement	5
Balance sheet	6
Statement of changes in equity	8
Notes	
Accounting policies	9
Staff costs	12
Amortisation/depreciation of intangible assets and property, plant and equipment	12
Financial income	12
Financial expenses	12
Tax for the year	12
Intangible assets	13
Property, plant and equipment	13
Investments in group entities	14
Share capital	14
Deferred tax	15
Contingent liabilities and other financial obligations	15
Related parties	15

### Company details

Name	Nikosax A/S
Address, Postal code, City	Lejrvejen 8, 6330 Padborg
CVR No.	87 21 97 12
Established	1 February 1979
Registered office	Aabenraa
Financial year	1 January - 31 December
Home Page	<a href="http://www.nikosax.dk">www.nikosax.dk</a>
Tel.	+45 74 67 36 90
Board of Directors	Robert Nürnberger, Chairman Oliver A. Markert Harald H. Allig
Executive Board	Wolf Sebastian Hille Tommy Trip
Auditors	Ernst & Young, Godkendt Revisionspartnerselskab Nørre Havnegade 43, 6400 Sønderborg, Denmark Tel. +45 73 23 30 00 Telefax +45 72 29 30 30

## **Operating review**

### **The Company's business review**

The Company's principal activities are the administration of statements regarding VAT and financing of VAT as well as other financial services that do not fall under the Danish Bank Act.

### **Financial review**

The income statement for 2015 shows a loss of DKK 1,712 thousand.

Management considers the Company's financial performance in the year unsatisfactory.

### **Post balance sheet events**

No significant events have occurred subsequent to the financial year.

### **Outlook**

The Company expects to report satisfactory operating results for the financial year 2016.

## Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Nikosax A/S for the financial year 1 January - 31 December 2015.

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

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of the results of the Company's operations for the financial year 1 January - 31 December 2015.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend the adoption of the annual report at the annual general meeting.

Padborg, 12 April 2016

Executive Board:

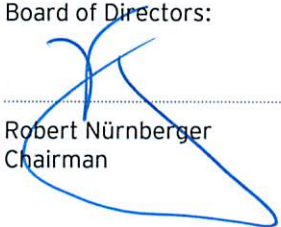


Wolf Sebastian Hille



Tommy Trip

Board of Directors:



Robert Nürnberger  
Chairman



Oliver A. Markert



Harald H. Allig

To the shareholders of Nikosax A/S

### Independent auditors' report on the financial statements

We have audited the financial statements of Nikosax A/S for the financial year 1 January - 31 December 2015, which comprise an income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

### 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. Further, Management is responsible for such internal control as it determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements according to Danish audit regulations. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including an assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of financial statements that give a true and fair view. The purpose is to design audit procedures that are appropriate in the circumstances, but not to express an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used, the reasonableness of accounting estimates made by Management as well as the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

### Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of the results of its operations for the financial year 1 January - 31 December 2015 in accordance with the Danish Financial Statements Act.

### Statement on the Management's review

Pursuant to the Danish Financial Statements Act, we have read the Management's review. We have not performed any other procedures in addition to the audit of the financial statements. On this basis, it is our opinion that the information provided in the Management's review is consistent with the financial statements.

Sønderborg, 12 April 2016

**ERNST & YOUNG**

Godkendt Revisionspartnerselskab



Lars Hansen

State Authorised Public Accountant

## Income statement for the year ended 31 December

Notes	2015 12 months DKK	2014 6 months DKK
<b>Gross profit</b>	14,167,815	10,372,733
2 Staff costs	-10,663,385	-6,261,426
3 Amortisation/depreciation of intangible assets and property, plant and equipment	-3,493,312	-1,850,925
Other operating expenses	-11,779	0
<b>Operating profit/loss</b>	-661	2,260,382
Income from investments in group entities	96,700	-157,659
4 Financial income	200,322	193,167
5 Financial expenses	-2,738,476	-2,819,162
<b>Profit/loss before tax</b>	-2,442,115	-523,272
6 Tax for the year	730,235	83,578
<b>Profit/loss for the year</b>	-1,711,880	-439,694
<b>Recommended appropriation of the profit/loss for the year</b>		
Retained earnings	-1,711,880	-439,694
	-1,711,880	-439,694

## Balance sheet at 31 December

Notes	31/12 2015 DKK	31/12 2014 DKK
<b>Assets</b>		
<b>Fixed assets</b>		
Acquired intangible assets	<u>5,715,671</u>	<u>7,933,047</u>
<sup>7</sup> Intangible assets	<u>5,715,671</u>	<u>7,933,047</u>
Leasehold improvements	22,440	0
Other fixtures and fittings, tools and equipment	<u>572,713</u>	<u>614,930</u>
<sup>8</sup> Property, plant and equipment	<u>595,153</u>	<u>614,930</u>
<sup>9</sup> Investments in group entities, net asset value	<u>179,690</u>	<u>0</u>
<b>Investments</b>	<u>179,690</u>	<u>0</u>
<b>Total fixed assets</b>	<u>6,490,514</u>	<u>8,547,977</u>
<b>Current assets</b>		
Trade receivables	558,475	643,249
Work in progress	4,049,112	4,756,515
Receivables from group entities	3,242,607	140,964
Pre-financed VAT	72,066,889	81,706,019
Income taxes receivable	196,813	0
Prepayments	326,736	155,022
Other receivables	<u>435,044</u>	<u>245,549</u>
<b>Receivables</b>	<u>80,875,676</u>	<u>87,647,318</u>
<b>Cash</b>	<u>39,023,400</u>	<u>38,272,641</u>
<b>Total current assets</b>	<u>119,899,076</u>	<u>125,919,959</u>
<b>Total assets</b>	<u>126,389,590</u>	<u>134,467,936</u>



## Balance sheet at 31 December

Notes	31/12 2015 DKK	31/12 2014 DKK
<b>Equity and liabilities</b>		
<b>Equity</b>		
10 Share capital	500,000	500,000
Retained earnings/Accumulated loss	<u>6,307,209</u>	<u>8,019,929</u>
<b>Total equity</b>	<u>6,807,209</u>	<u>8,519,929</u>
<b>Provisions</b>		
11 Provisions for deferred tax	2,057,000	2,942,000
Other provisions	<u>1,865,625</u>	<u>0</u>
<b>Total provisions</b>	<u>3,922,625</u>	<u>2,942,000</u>
<b>Liabilities</b>		
Trade payables	2,266,414	4,125,163
Payables to group entities	107,284,707	113,837,740
Income taxes payable	0	34,362
Other payables	<u>6,108,635</u>	<u>5,008,742</u>
<b>Short-term liabilities</b>	<u>115,659,756</u>	<u>123,006,007</u>
<b>Total liabilities</b>	<u>115,659,756</u>	<u>123,006,007</u>
<b>Total equity and liabilities</b>	<u><u>126,389,590</u></u>	<u><u>134,467,936</u></u>

## Statement of changes in equity

(DKK)	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1/1 2015	500,000	8,019,929	8,519,929
Exchange rate adjustment	0	-840	-840
Profit/loss for the year, cf. appropriation of profit/loss	<u>                    </u>	<u>-1,711,880</u>	<u>-1,711,880</u>
Equity at 31/12 2015	<u>500,000</u>	<u>6,307,209</u>	<u>6,807,209</u>

## 1. Accounting policies

The annual report of Nikosax A/S has been presented in accordance with the provisions of the Danish Financial Statements Act as regards reporting class B enterprises.

The accounting policies applied by the company are consistent with those of last year.

### Consolidated financial statements

Referring to section 110(1) of the Danish Financial Statements Act, no consolidated financial statements are prepared.

### Reporting currency

The financial statements are presented in Danish kroner.

### Currency translation

Transactions denominated in foreign currencies are translated into Danish kroner at the exchange rate at the date of the transaction.

Receivables, payables and other monetary items denominated in foreign currencies are translated into Danish kroner at the exchange rate at the balance sheet date. Realised and unrealised exchange gains and losses are recognised in the income statement as financial income/expenses.

### Income statement

#### Revenue

Revenue from the provision of services is recognised in revenue as the services are provided. Thereby, revenue corresponds to the sales value of the work performed for the year (production method).

#### Gross profit

With reference to section 32 of the Danish Financial Statements Act, the items 'Revenue', 'Cost of sale', 'Other external expenses' and 'Other operating income' are consolidated into one item designated 'Gross margin'.

#### Other operating expenses

Other operating income and operating expenses comprise items of a secondary nature relative to the entity's core activities, including gains or losses on the sale of fixed assets.

#### Other external expenses

Other external expenses include costs incurred in generating the revenue for the year, including expenses relating to sale, administration, premises, etc.

#### Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees. The item is net of refunds made by public authorities.

#### Amortisation/depreciation of intangible assets and property, plant and equipment

The item comprises amortisation/depreciation of intangible assets and property, plant and equipment.

Software is amortised on a straight-line basis over the estimated useful life which is assessed at five years. The amortisation basis is the cost.

Property, plant and equipment are depreciated on a straight-line basis over the expected useful life of each individual asset. The depreciation basis is the cost plus revaluations.

## 1. Accounting policies - continued

The expected useful lives of the assets are as follows:

	<u>Useful life (year)</u>
Leasehold improvements	5
Other fixtures and fittings, tools and equipment	4-5

### Income from investments in group entities

The item includes the entity's proportionate share of the profit/loss for the year in subsidiaries after elimination of intra-group income or losses and net of amortisation and impairment of goodwill and other excess values at the time of acquisition.

### Balance sheet

#### Intangible assets

On initial recognition, software is measured at cost. Subsequently, software is measured at cost less accumulated amortisation.

Gains and losses on the disposal of intangible assets are determined as the difference between the selling price less selling costs and the carrying amount at the date of disposal. The gains or losses are recognised in the income statement as other operating income.

Other intangible assets are measured at cost less accumulated amortisation and impairment losses.

#### Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Gains or losses arising from the sale of items of property, plant and equipment are recognised in the income statement under 'Other operating income' or 'Other operating expenses', respectively. Gains and losses are calculated by reference to the difference between the selling price less selling expenses and the carrying amount at the time of sale.

#### Investments in group entities

Investments in subsidiaries are measured, using the equity method, at the parent's proportionate share of such entities' equity plus goodwill on consolidation and intra-group losses and less intra-group gains and negative goodwill, if any.

Investments in entities whose net asset value is negative are measured at DKK 0. The entity's proportionate share of a deficit on equity, if any, is set off against receivables from the investment in so far as the deficit is irrecoverable. Amounts in excess thereof are recognised under 'Provisions' in so far as the parent has a legal or constructive obligation to cover the deficit.

Newly acquired and sold investments are recognised in the financial statements from the time of acquisition or until the time of sale, respectively.

#### Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value. Provisions are made for bad debts on the basis of objective evidence that a receivable or a group of receivables are impaired. Provisions are made to the lower of the net realisable value and the carrying amount.

#### Work in progress

Ongoing service supplies are measured at the market value of the work performed. The market value is calculated on the basis of the total expected income from the relevant contract.

## 1. Accounting policies - continued

### Prepayments

Prepayments recognised under 'Assets' comprise prepaid expenses regarding subsequent financial reporting years.

### Cash and cash equivalents

Cash comprises cash balances and bank balances.

### Provisions

Provisions comprise of expected expenses relating to expected expenses relating to claims regarding incorrect advice, etc. Provisions are recognised when the company has a legal obligation as a result of a past event at the balance sheet date and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

### Corporation tax

Current tax payable and receivable is recognised in the balance sheet as the estimated tax charge in respect of the taxable income for the year, adjusted for tax on prior years' taxable income and tax paid on account.

Provisions for deferred tax are calculated, based on the balance sheet liability method, of all temporary differences between carrying amounts and tax values, with the exception of temporary differences occurring at the time of acquisition of assets and liabilities neither affecting the results of operations nor the taxable income, as well as temporary differences on non-amortisable goodwill.

Deferred tax assets, including the tax value of tax loss carryforwards, are measured at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable values.

Deferred tax is measured according to the taxation rules and taxation rates in the respective countries applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the value at which they are expected to be utilised, either through elimination against tax on future earnings or through a set-off against deferred tax liabilities within the same jurisdiction.

### Liabilities

Financial liabilities are recognised on the raising of the loan at the proceeds received net of transaction costs incurred. Interest-bearing debt is subsequently measured at amortised cost, using the effective interest rate method. Borrowing costs, including capital losses, are recognised as financing costs in the income statement over the term of the loan.

Other liabilities are measured at amortised cost.

### Dividend for the year

Proposed dividends are recognised as a liability at the date when they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year is disclosed as a separate item under equity.

## Notes

	2015 12 months DKK	2014 6 months DKK
	<u>                    </u>	<u>                    </u>
<b>2. Staff costs</b>		
Analysis of staff costs:		
Wages/salaries	9,582,279	5,607,142
Pensions	761,671	406,674
Other social security costs	206,852	119,525
Other staff costs	<u>112,583</u>	<u>128,085</u>
	<u><b>10,663,385</b></u>	<u><b>6,261,426</b></u>
<b>3. Amortisation/depreciation of intangible assets and property, plant and equipment</b>		
Amortisation of intangible assets	3,174,174	1,654,945
Depreciation of property, plant and equipment	<u>319,138</u>	<u>195,980</u>
	<u><b>3,493,312</b></u>	<u><b>1,850,925</b></u>
<b>4. Financial income</b>		
Interest receivable, group entities	2,534	2,083
Other financial income	<u>197,788</u>	<u>191,084</u>
	<u><b>200,322</b></u>	<u><b>193,167</b></u>
<b>5. Financial expenses</b>		
Interest expenses, group entities	2,465,723	2,529,248
Exchange losses	243,102	274,880
Other financial expenses	<u>29,651</u>	<u>15,034</u>
	<u><b>2,738,476</b></u>	<u><b>2,819,162</b></u>
<b>6. Tax for the year</b>		
Estimated tax charge for the year	154,765	678,422
Deferred tax adjustments in the year	<u>-885,000</u>	<u>-762,000</u>
	<u><b>-730,235</b></u>	<u><b>-83,578</b></u>

7. Intangible assets

(DKK)	<u>Acquired intangible assets</u>
<b>Cost</b>	
Balance at 1/1 2015	15,512,046
Additions in the year	968,578
Disposals in the year	<u>-174,121</u>
<b>Cost at 31/12 2015</b>	<b><u>16,306,503</u></b>
<b>Amortisation and impairment losses</b>	
Balance at 1/1 2015	7,579,000
Amortisation in the year	3,174,174
Reversal of amortisation and impairment losses, disposals	<u>-162,342</u>
<b>Amortisation and impairment losses at 31/12 2015</b>	<b><u>10,590,832</u></b>
<b>Carrying amount at 31/12 2015</b>	<b><u><u>5,715,671</u></u></b>

8. Property, plant and equipment

(DKK)	<u>Leasehold improvements</u>	<u>Other fixtures and fittings, tools and equipment</u>	<u>Total</u>
<b>Cost</b>			
Balance at 1/1 2015	634,229	2,173,273	2,807,502
Additions in the year	34,755	264,606	299,361
Disposals in the year	<u>0</u>	<u>-270,316</u>	<u>-270,316</u>
<b>Cost at 31/12 2015</b>	<b><u>668,984</u></b>	<b><u>2,167,563</u></b>	<b><u>2,836,547</u></b>
<b>Depreciation and impairment losses</b>			
Balance at 1/1 2015	634,229	1,558,343	2,192,572
Depreciation in the year	12,315	306,823	319,138
Reversal of depreciation and impairment losses, disposals	<u>0</u>	<u>-270,316</u>	<u>-270,316</u>
<b>Depreciation and impairment losses at 31/12 2015</b>	<b><u>646,544</u></b>	<b><u>1,594,850</u></b>	<b><u>2,241,394</u></b>
<b>Carrying amount at 31/12 2015</b>	<b><u><u>22,440</u></u></b>	<b><u><u>572,713</u></u></b>	<b><u><u>595,153</u></u></b>

9. Investments in group entities

(DKK)	<u>Investments in group entities</u>
<b>Cost</b>	
Balance at 1/1 2015	113,940
Additions in the year	<u>167,929</u>
<b>Cost at 31/12 2015</b>	<u>281,869</u>
<b>Revaluations</b>	
Share of the profit/loss for the year	<u>96,700</u>
<b>Revaluations at 31/12 2015</b>	<u>96,700</u>
<b>Impairment losses</b>	
Balance at 1/1 2015	113,940
Exchange adjustment	840
Investments with a negative net asset value written down over receivables	<u>84,099</u>
<b>Impairment losses at 31/12 2015</b>	<u>198,879</u>
<b>Carrying amount at 31/12 2015</b>	<u><u>179,690</u></u>

	<u>Domicile</u>	<u>Interest (%)</u>	<u>Equity DKK</u>	<u>Profit/loss DKK</u>
<b>Subsidiaries</b>				
Nikosax Kft.	Budapest	100.00	135,662	61,472
Nikosax Polska Sp. z.o.o.	Warszawa	100.00	44,028	35,228

	<u>31/12 2015 DKK</u>	<u>31/12 2014 DKK</u>
<b>10. Share capital</b>		
Analysis of the company's share capital, DKK 500,000 :		
8 share(s) of DKK 50,000.00 each	400,000	400,000
5 share(s) of DKK 10,000.00 each	50,000	50,000
10 share(s) of DKK 5,000.00 each	<u>50,000</u>	<u>50,000</u>
	<u><u>500,000</u></u>	<u><u>500,000</u></u>



**11. Deferred tax**

Intangible assets	-1,257,400	-1,864,200
Property, plant and equipment	79,200	28,000
Receivables	-890,800	-1,117,800
Equity	<u>12,000</u>	<u>12,000</u>
Total deferred tax liability [-]	<u>-2,057,000</u>	<u>-2,942,000</u>

**12. Contingent liabilities and other financial obligations**

**Other financial obligations**

The Company has entered into operating lease agreements on fixtures and fitting, tools and equipment. The obligation amounts to DKK 625 thousand over the remaining term of the lease which is 17 months.

**13. Related parties**

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the votes or minimum 5% of the share capital:

<u>Name</u>	<u>Domicile</u>
UNION TANK Eckstein GmbH & Co KG	Heinrich-Eckstein-Str. 1, D-63801 Kleinostheim