

**Svanehøj Holding A/S**

Fabriksparken 6  
9230 Svenstrup J  
Business Registration No  
39962489

**Annual report 23.10.2018  
- 31.12.2019**

The Annual General Meeting adopted the annual report on 15.04.2020

**Chairman of the General Meeting**

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Name: Jacob Hjortshøj

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## Entity details

### Entity

Svanebjerg Holding A/S  
Fabriksparken 6  
9230 Svenstrup J

Central Business Registration No (CVR): 39962489

Registered in: Aalborg

Financial year: 23.10.2018 - 31.12.2019

### Board of Directors

Søren Østergaard Sørensen  
Michael Pontoppidan Frost  
Denis Viet-Jacobsen  
Helene Anna Rasmusson Egebøl  
Thomas Synnestevedt Knudsen

### Executive Board

Søren Kringelholt Nielsen  
Jens Andresen

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab  
City Tower, Værkmestergade 2  
8000 Aarhus C

## Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Svanehøj Holding A/S for the financial year 23.10.2018 - 31.12.2019.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 23.10.2018 - 31.12.2019.

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.

Svenstrup J, 15.04.2020

### Executive Board

Søren Kringelholt Nielsen

Jens Andresen

### Board of Directors

Søren Østergaard Sørensen

Michael Pontoppidan Frost

Denis Viet-Jacobsen

Helene Anna Rasmusson  
Egebøl

Thomas Synnestvedt Knudsen

# Independent auditor's report

## To the shareholders of Svanehøj Holding A/S

### Opinion

We have audited the financial statements of Svanehøj Holding A/S for the financial year 23.10.2018 - 31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 23.10.2018 - 31.12.2019 in accordance with the Danish Financial Statements Act.

### Basis for opinion

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

### Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### Auditor's responsibilities for the audit of the financial statements

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

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

## Independent auditor's report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

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

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

## Independent auditor's report

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

Aarhus, 15.04.2020

### **Deloitte**

Statsautoriseret Revisionspartnerselskab  
Central Business Registration No (CVR)  
33963556

Henrik Vedel  
State Authorised Public Accountant  
Identification No (MNE) mne10052

Jakob Olesen  
State Authorised Public Accountant  
Identification No (MNE) mne34492

## Management commentary

### Primary activities

The Company's activity is to carry on, directly or via shareholdings in other companies, trade, industry and investment activities and any other activities which are related thereto.

### Development in activities and finances

The financial result for 2018/19 is a loss of DKK 2.5 million, which management consider as satisfactory given 2018/19 is the first fiscal year of the company.

There is no comparative figures in the financial statements due to it is the company's first financial year.

### Events after the balance sheet date

It is unclear what effect COVID-19 will have for Svanehøj Group, but management expects Svanehøj Group to be negatively impacted by COVID-19. Other than COVID-19, no events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.



## Income statement for 2018/19

	<u>Notes</u>	<u>2018/19</u> <u>DKK'000</u>
<b>Gross profit</b>		<b>8.750</b>
Administrative expenses		<u>(12.924)</u>
<b>Operating profit/loss</b>		<b>(4.174)</b>
Income from investments in group enterprises		2.474
Other financial expenses	2	<u>(1.019)</u>
<b>Profit/loss before tax</b>		<b>(2.719)</b>
Tax on profit/loss for the year		<u>270</u>
<b>Profit/loss for the year</b>		<b><u>(2.449)</u></b>
<b>Proposed distribution of profit/loss</b>		
Retained earnings		<u>(2.449)</u>
		<b><u>(2.449)</u></b>

## Balance sheet at 31.12.2019

	<u>Notes</u>	<u>2018/19</u> <u>DKK'000</u>
Investments in group enterprises		509.118
<b>Fixed asset investments</b>	3	<u><b>509.118</b></u>
<b>Fixed assets</b>		<u><b>509.118</b></u>
Other receivables		258
Joint taxation contribution receivable		270
<b>Receivables</b>		<u><b>528</b></u>
<b>Cash</b>		<u><b>257</b></u>
<b>Current assets</b>		<u><b>785</b></u>
<b>Assets</b>		<u><b>509.903</b></u>

## Balance sheet at 31.12.2019

	<u>Notes</u>	<u>2018/19</u> <u>DKK'000</u>
Contributed capital		34.343
Reserve for net revaluation according to the equity method		2.780
Retained earnings		<u>300.239</u>
<b>Equity</b>		<b><u>337.362</u></b>
Payables to group enterprises		22.182
Other payables	4	<u>150.359</u>
<b>Current liabilities other than provisions</b>		<b><u>172.541</u></b>
<b>Liabilities other than provisions</b>		<b><u>172.541</u></b>
<b>Equity and liabilities</b>		<b><u>509.903</u></b>
Events after the balance sheet date	1	
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## Statement of changes in equity for 2018/19

	<b>Contributed capital DKK'000</b>	<b>Share premium DKK'000</b>	<b>Reserve for net revaluation according to the equity method DKK'000</b>
Contributed upon formation	400	0	0
Increase of capital	33.943	305.487	0
Exchange rate adjustments	0	0	2.658
Value adjustments	0	0	0
Other entries on equity	0	0	(2.372)
Transfer to reserves	0	(305.487)	2.494
Profit/loss for the year	0	0	0
<b>Equity end of year</b>	<b>34.343</b>	<b>0</b>	<b>2.780</b>
		<b>Retained earnings DKK'000</b>	<b>Total DKK'000</b>
Contributed upon formation		0	400
Increase of capital		0	339.430
Exchange rate adjustments		0	2.658
Value adjustments		(305)	(305)
Other entries on equity		0	(2.372)
Transfer to reserves		302.993	0
Profit/loss for the year		(2.449)	(2.449)
<b>Equity end of year</b>		<b>300.239</b>	<b>337.362</b>

## Notes

### 1. Events after the balance sheet date

It is unclear what effect COVID-19 will have for Svanehøj Group, but management expects Svanehøj Group to be negatively impacted by COVID-19. Other than COVID-19, no events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

	<b>2018/19</b>
	<b>DKK'000</b>
<b>2. Other financial expenses</b>	
Other interest expenses	1.019
	<b>1.019</b>
	<b>Invest-</b>
	<b>ments in</b>
	<b>group</b>
	<b>group</b>
	<b>enterprises</b>
	<b>DKK'000</b>
<b>3. Fixed asset investments</b>	
Additions	506.357
<b>Cost end of year</b>	<b>506.357</b>
Exchange rate adjustments	2.659
Adjustments on equity	(2.372)
Amortisation of goodwill	(11.756)
Share of profit/loss for the year	14.230
<b>Revaluations end of year</b>	<b>2.761</b>
<b>Carrying amount end of year</b>	<b>509.118</b>

Goodwill recognised amounts to DKK 286.954k and other tangible assets amounts to DKK 68.806k.

The carrying amount of goodwill at 31 December 2019 amounts to DKK 280.997k and and carrying amount of tangible of other tangible assets amounts to DKK 63.007k.

## Notes

	<u>Registered in</u>	<u>Equity inte- rest %</u>
Investments in group enterprises comprise:		
Svanehøj Danmark A/S	Danmark	100,0
Hamworthy Pumps Singapore Pte. Ltd	Singapore	100,0
Hamworthy Pumps UK Ltd	England	100,0
Svanehøj Japan LLC	Japan	100,0

#### 4. Other payables

Other payables includes vendor loan raised in relation to group establishment of DKK 149,500k which is to be repaid in 2020.

#### 5. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Svanehøj Group A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

#### 6. Assets charged and collateral

There is no assets charged or collateral at the balance date.

#### Collateral provided for group enterprises

The Company has provided a guarantee to Svanehøj Danmark A/S for all bank debt to Sydbank. Bank loans of Svanehøj Danmark A/S amount to DKK 36,708k at 31 December 2019.

#### 7. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Svanehøj Group A/S, Svenstrup J.

## Accounting policies

### Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

### Non-comparability

There is no comparative figures in this financial statement due to it is the first financial year.

### Consolidated financial statements

Referring to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

### Income statement

#### Gross profit or loss

Gross profit or loss comprises revenue, production costs and other operating income.

#### Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

#### Administrative costs

Administrative costs comprise expenses incurred for the Entity's administrative functions, including wages and salaries for administrative staff and Management, stationery and office supplies as well as amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment used for administration of the Entity.

#### Income from investments in group enterprises

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

#### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

## Accounting policies

### Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

### Balance sheet

#### Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

Goodwill is the positive difference between cost and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For other amounts of goodwill, useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as a separate asset. Useful lives are reassessed annually. The amortisation period used are 20 years.

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

#### Receivables

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

#### Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

#### Cash

Cash comprises cash in hand and bank deposits.

#### Other financial liabilities

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