

**AMS Holdings A/S**

**Annual report 2014**

**For Approval**

The annual report is presented and approved at  
the Annual General Meeting

on \_\_\_\_\_ 20\_\_\_\_

\_\_\_\_\_  
Signed

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## **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 AMS Holdings A/S for the financial year 1 January – 31 December 2014.

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

It is our opinion that the financial statements give a true and fair view of the Company's financial position at 31 December 2014 and of the results of the Company's operations for the financial year 1 January – 31 December 2014.

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

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 23<sup>rd</sup> April 2015

Executive Board:

Lars Blavnsfeldt  
CEO

Board of Directors:

Mikael Konnerup  
Chairman

Lars Blavnsfeldt

Martin Rasmussen

## **Independent auditors' report**

### **To the shareholder of AMS Holdings A/S**

#### **Independent auditors' report on the financial statements**

We have audited the financial statements of AMS Holdings A/S for the financial year 1 January – 31 December 2014. The financial statements comprise accounting policies, income statement, balance sheet, statement of changes in equity and notes. 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 and for such internal control that Management 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 under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to 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 the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation of financial statements that give a true and fair view 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating 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 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 2014 and of the results of its operations for the financial year 1 January – 31 December 2014 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.

Odense, 23<sup>rd</sup> April 2015

Ernst & Young

Godkendt Revisionspartnerselskab

Per Gunslev  
State Authorised Public Accountant

Søren Smedegaard Hvid  
State Authorised Public Accountant

## **Management's Review**

### **Company details**

AMS Holdings A/S  
c/o Industri Udvikling II K/S  
Gothersgade 175, 2. tv.  
1123 Copenhagen K  
Denmark

CVR no.: 32 88 97 51  
Established: 3 May 2010  
Registered office: Copenhagen

### **Board of Directors**

Mikael Konnerup, Chairman  
Lars Blavnsfeldt  
Martin Rasmussen

### **Executive Board**

Lars Blavnsfeldt, CEO

### **Auditor**

Ernst & Young  
Godkendt Revisionspartnerselskab  
Englandsgade 25  
DK-5100 Odense C

### **Annual general meeting**

The annual general meeting is to be held on 23 April 2015.

## **Management's Review**

### **Operating review**

#### **Principal activity**

The business foundation for AMS Holdings A/S is to own and administer investments in other companies as well as any related activities.

The Company owns shares in Omni Technical Solutions A/S.

#### **Development in activities and financial position**

AMS Holdings A/S reported a loss of USD 163 thousand for the financial year. The Board of Directors finds the result acceptable.

Dividends proposed for 2014 represent USD 1.6 million which is financed through dividends from Omni Technical Solutions A/S.

#### **Events after the end of the financial year**

Since the end of the financial year, no events have occurred, which in our opinion will change the evaluation of the annual report.

## **Financial statements 1 January – 31 December**

### **Accounting policies**

The annual report of AMS Holdings A/S has been prepared in accordance with the provisions applying to reporting class B enterprises under the Danish Financial Statements Act.

The accounting policies used are consistent with those of last year.

The Company operates with USD as its operational functional currency as the associate presents its annual report in USD. Accordingly, this annual report has been presented in USD.

The DKK/USD exchange rate applied was 6.1214 at 31 December 2014 and 5.4127 at 1 January 2014.

### **Foreign currency translation**

On initial recognition, transactions in foreign currency are translated into USD at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables denominated in foreign currencies are translated into USD at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

### **Income statement**

#### **Administrative expenses**

Administrative expenses comprise costs incurred during the year for management and administration, including expenses for auditors and legal partners, etc.

#### **Profit/loss after tax from investments in associates**

The proportionate share of the results after tax of the individual associates is recognised in the income statement after full elimination of intra-group profit/losses.

#### **Tax on profit/loss for the year**

Tax for the year comprises current tax for the year and changes in deferred tax. 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. The tax expense recognised in the income statement relating to the extraordinary profit/loss for the year is allocated to this item whereas the remaining tax expense is allocated to the profit/loss for the year from ordinary activities.

## **Financial statements 1 January – 31 December**

### **Accounting policies**

#### **Balance sheet**

#### **Investments in associates**

Investments in associates are measured according to the equity method.

Investments in associates are measured at the proportionate share of the enterprises' net asset values calculated in accordance with the Group's accounting policies minus or plus unrealised intra-group profits and losses and plus or minus any residual value of positive or negative goodwill .

Net revaluation of investments in associates is recognised in the reserve for net revaluation in equity under the equity method to the extent that the carrying amount exceeds cost.

#### **Corporation tax and deferred tax**

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

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Change in deferred tax as a result of changes in tax rates are recognised in the income statement.

#### **Receivables and payables**

Receivables and payables are measured based on an individual assessment of the values at which they are expected to be debited and credited, respectively.

## Financial statements 1 January – 31 December 2014

### Income statement

For the period 1 January - 31 December

USD	2014	2013
Notes		
Administrative expenses	5.200	9.217
<b>Operating profit/loss</b>	<b>-5.200</b>	<b>-9.217</b>
1 Profit/loss after tax in associates	-105.645	1.864.286
2 Financial income and expenses	-51.897	16.215
<b>Profit/loss before tax</b>	<b>-162.742</b>	<b>1.871.285</b>
3 Tax on the profit/loss for the year	0	0
<b>Profit/loss for the year</b>	<b>-162.742</b>	<b>1.871.285</b>

Which is suggested to be appropriated as follows:

Proposed dividends	1.591.424	0
Transferred to next year	-1.613.184	2.488.921
Transferred to reserve for revaluation according to the equity method	-140.982	-617.636
	<b>-162.742</b>	<b>1.871.285</b>

## Financial statements 1 January – 31 December 2014

### Balance sheet

at 31 December

USD		2014	2013
Notes		<u>                    </u>	<u>                    </u>
	<b>ASSETS</b>		
	<b>Non-current assets</b>		
	<b>Investments</b>		
1	Investments in associates	<u>21.692.198</u>	<u>21.833.180</u>
	<b>Total non-current assets</b>	<u><b>21.692.198</b></u>	<u><b>21.833.180</b></u>
	<b>Current assets</b>		
	Receivables from group enterprises	<u>1.581.671</u>	<u>486.803</u>
	<b>Total current assets</b>	<u><b>1.581.671</b></u>	<u><b>486.803</b></u>
	<b>TOTAL ASSETS</b>	<u><b>23.273.870</b></u>	<u><b>22.319.983</b></u>

## Financial statements 1 January – 31 December 2014

### Balance sheet

at 31 December

USD	2014	2013
Notes		
<b>EQUITY AND LIABILITIES</b>		
<b>Shareholder's equity</b>		
Share capital	89.074	89.074
Reserve for net revaluation according to the equity method	1.910.536	2.051.518
Retained earnings	18.525.713	20.174.234
Proposed dividends	1.591.424	0
<b>Total shareholder's equity</b>	<b>22.116.747</b>	<b>22.314.825</b>
<b>Liabilities</b>		
Payables to group enterprises	1.155.564	0
Other payables	1.560	5.158
<b>Total liabilities</b>	<b>1.157.123</b>	<b>5.158</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>23.273.870</b>	<b>22.319.984</b>

## Financial statements 1 January – 31 December 2014

### Statement of shareholder's equity

USD

	Share capital	Reserve acc. to the equity method	Proposed dividends	Retained earnings	Total
<b>Equity at 01.01.2013</b>	<b>89.074</b>	<b>2.669.153</b>	<b>1.562.240</b>	<b>18.601.693</b>	<b>22.922.161</b>
Foreign exchange adjustments	0	0	0	-887.139	-887.139
Payment of dividends	0	0	-1.562.240	0	-1.562.240
Transferred from profit appropriation	0	-617.636	0	2.488.921	1.871.285
Equity adjustments	0	0	0	-29.241	-29.241
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>Equity at 31.12.2013</b>	<b>89.074</b>	<b>2.051.518</b>	<b>0</b>	<b>20.174.234</b>	<b>22.314.825</b>
Foreign exchange adjustments	0	0	0	-35.337	-35.337
Proposed dividends	0	0	1.591.424	-1.591.424	0
Transferred from profit appropriation	0	-140.982	0	-21.760	-162.742
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<b>Equity at 31.12.2014</b>	<b>89.074</b>	<b>1.910.536</b>	<b>1.591.424</b>	<b>18.525.713</b>	<b>22.116.747</b>

500,000 shares of DKK 1 89.074

There have been no changes to the share capital since establishment.

## Financial statements 1 January – 31 December 2014

### Notes

Notes

#### 1 Investments in associates

at 31 December

	<u>2014</u>	<u>2013</u>
Cost at 1 January	19.781.662	19.781.662
<b>Cost at 31 December</b>	<b>19.781.662</b>	<b>19.781.662</b>
Adjustments at 1 January	2.051.518	2.669.153
Payment of dividends	0	-1.562.240
Foreign exchange adjustments	-35.337	-890.441
Other equity adjustments	0	-29.241
The Company's share of profit for the year after tax	-105.645	1.864.286
<b>Value adjustments at 31 December</b>	<b>1.910.536</b>	<b>2.051.518</b>
<b>Carrying amount at 31 December</b>	<b><u>21.692.198</u></b>	<b><u>21.833.180</u></b>

#### Investments in associates are specified as follows:

	Registered office	Ownership share	Share capital	Equity capital at 31 Dec.	Profit for the year
Omni Technical Solutions A/S	Copenhagen Denmark	48,82%	4.046.165	17.899.086	147.226
Carrying amount at 31 December 2014				17.899.086	147.226
Goodwill at 1 January 2014				4.045.937	
Amortisation for the year				-252.871	-252.871
Investments in associates at 31 December 2014				<u>21.692.152</u>	<u>-105.645</u>

## Financial statements 1 January – 31 December 2014

### Notes

Notes	<u>2014</u>	<u>2013</u>
<b>2 FINANCIAL INCOME AND EXPENSES</b>		
<b>Financial income</b>		
Interest income from group enterprises	0	16.215
Other financial income	<u>0</u>	<u>0</u>
	<u><b>0</b></u>	<u><b>16.215</b></u>
<b>Financial expenses</b>		
Interest expenses to group enterprises	0	0
Other financial expenses	<u>-51.897</u>	<u>0</u>
	<u><b>-51.897</b></u>	<u><b>0</b></u>
<b>3 TAX ON PROFIT/LOSS FOR THE YEAR</b>		
	<u>2014</u>	<u>2013</u>
Corporation tax payable at 1 January	0	0
Tax for the year incl. jointly taxed associates	0	0
Correction previous years	0	0
Tax paid during the year	<u>0</u>	<u>0</u>
Corporation tax payable at 31 December	<u>0</u>	<u>0</u>
Corporation tax paid during the year	<u><b>0</b></u>	<u><b>0</b></u>

## Financial statements 1 January – 31 December 2014

### Notes

Notes

#### 4 CHARGES, COLLATERAL AND CONTINGENT LIABILITIES

The Company stands surety for Omni Technical Solutions A/S' subsidiary Automotive Management Service FZ LLC's credit facilities with Nordea. At 31 December 2014, the total debt on the said facilities represented USD 2.2 million.

The Company is jointly taxed with other Danish group companies. As a group company, together with the other companies included in the joint taxation, the Company has joint and several unlimited liability for Danish corporation taxes and withholding taxes on dividends, interest and royalties. The jointly taxed enterprises' total known net liabilities to SKAT are stated in the administrative company's financial statements, No Lemon Invest A/S, Reg.No. 33 95 22 52. Any subsequent corrections to the joint taxation income and withholding tax, etc. may result in an increased liability for the Company.

#### 5 RELATED PARTY DISCLOSURES

The related parties of AMS Holdings A/S are:

##### **Party exercising control**

No Lemon Invest A/S, majority shareholder

##### **Related parties exercising significant influence**

Related parties exercising significant influence comprise companies, as mentioned in note 1, the Company's Board of Directors and Executive Board, executive employees and their family members. Further, related parties comprise affiliated companies and other companies in which the above persons have substantial interests.