Gram & Juhl A/S

Søndergård Allé 14, 6500 Vojens

CVR no. 19 86 32 71

Annual report 2019/20

Approved at the Company's annual general meeting on 10 September 2020

Chairman:

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Klaus Gram-Hansen

Building a better working world

Contents

Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Gram & Juhl A/S for the financial year 1 July 2019 - 30 June 2020.

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 financial position of the Company at 30 June 2020 and of the results of the Company's operations for the financial year 1 July 2019 - 30 June 2020.

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.

Haderslev, 10 September 2020
Executive Board:

Axel Juhl Christensen

Board of Directors:

Klaus Gram-Hansen Chairman	Axel Juhl Christensen	Annette Møller Jensen

Lise Gram-Hansen

Independent auditor's report

To the shareholders of Gram & Juhl A/S

Opinion

We have audited the financial statements of Gram & Juhl A/S for the financial year 1 July 2019 - 30 June 2020, which comprise 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.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 30 June 2020 and of the results of the Company's operations for the financial year 1 July 2019 - 30 June 2020 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 financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 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 as to 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 judgement and maintain professional scepticism 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.

Independent auditor's report

- 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.
- 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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note 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.

Haderslev, 10 September 2020
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Lars Mortensen
State Authorised Public Accountant
mne32743

Management's review

Company details

Name	Gram & Juhl A/S
Address, Postal code, City	Søndergård Allé 14, 6500 Vojens
CVR no.	19 86 32 71
Established	1 January 1997
Registered office	Haderslev
Financial year	1 July 2019 - 30 June 2020
Website	www.gramjuhl.com
Telephone	+45 70 20 21 69
Board of Directors	Klaus Gram-Hansen, Chairman Axel Juhl Christensen Annette Møller Jensen Lise Gram-Hansen
Executive Board	Axel Juhl Christensen
Auditors	EY Godkendt Revisionspartnerselskab Norgesvej 24 B, 6100 Haderslev, Denmark

Management's review

Business review

The Company is engaged in the engineering business and develops and manufactures measuring equipment.

Financial review

The income statement for 2019/20 shows a profit of DKK 30,497,703 against a profit of DKK 26,185,881 last year, and the balance sheet at 30 June 2020 shows equity of DKK 48,624,367.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 July 2019 - 30 June 2020

Income statement

Note	DKK	2019/20	2018/19
	Gross profit	58,603,937	53,941,858
3	Staff costs	-19,285,956	-18,316,260
	Depreciation of property, plant and equipment	-305,719	-452,764
	Profit before net financials	39,012,262	35,172,834
	Financial income	483,177	0
	Write-down on investments	0	-257,404
	Financial expenses	-516,104	-1,030,037
	Profit before tax	38,979,335	33,885,393
4	Tax for the year	-8,481,632	-7,699,512
	Profit for the year	30,497,703	26,185,881

	Recommended appropriation of profit		
	Proposed dividend recognised under equity	0	33,000,000
	Retained earnings/accumulated loss	30,497,703	-6,814,119
		30,497,703	26,185,881

Financial statements 1 July 2019 - 30 June 2020

Balance sheet

Note	DKK	2019/20	2018/19
	ASSETS		
	Fixed assets		
5	**Property, plant and equipment**		
	Land and buildings	9,771,824	10,034,496
	Other fixtures and fittings, tools and equipment	60,546	56,263
		9,832,370	10,090,759
6	**Investments**		
	Investments in group entities	186,010	186,010
		186,010	186,010
	Total fixed assets	10,018,380	10,276,769
	Non-fixed assets		
	Inventories		
	Raw materials and consumables	3,624,156	2,828,919
	Finished goods and goods for resale	7,074,301	5,434,814
	Prepayments for goods	129,240	0
		10,827,697	8,263,733
	Receivables		
	Trade receivables	22,069,469	22,746,314
	Receivables from group entities	2,027,076	1,947,170
	Deferred tax assets	10,500	0
	Prepayments	109,142	99,353
		24,216,187	24,792,837
	Cash	34,497,345	30,016,940
	Total non-fixed assets	69,541,229	63,073,510
	TOTAL ASSETS	79,559,609	73,350,279

Financial statements 1 July 2019 - 30 June 2020

Balance sheet

Note	DKK	2019/20	2018/19
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	500,000	500,000
	Retained earnings	48,124,367	17,557,542
	Dividend proposed for the year	0	33,000,000
	Total equity	48,624,367	51,057,542
	Provisions		
	Deferred tax	0	34,800
	Total provisions	0	34,800
	Liabilities other than provisions		
7	**Non-current liabilities other than provisions**		
	Mortgage debt	3,078,323	3,439,692
		3,078,323	3,439,692
	Current liabilities other than provisions		
7	Current portion of long-term liabilities	365,455	368,732
	Bank debt	3,495	22,264
	Trade payables	1,537,075	3,859,544
	Payables to group entities	192,199	250,364
	Payables to associates	8,085,597	302,591
	Income taxes payable	7,105,428	6,390,376
	Other payables	6,543,311	5,034,266
	Deferred income	4,024,359	2,590,108
		27,856,919	18,818,245
	Total liabilities other than provisions	30,935,242	22,257,937
	TOTAL EQUITY AND LIABILITIES	79,559,609	73,350,279

1 Accounting policies
2 Special items
8 Collateral
9 Currency and interest rate risks and use of derivative financial instruments

Financial statements 1 July 2019 - 30 June 2020

Statement of changes in equity

DKK	Share capital	Retained earnings	Dividend proposed for the year	Total
Equity at 1 July 2019	500,000	17,557,542	33,000,000	51,057,542
Transfer through appropriation of profit	0	30,497,703	0	30,497,703
Other value adjustments of equity	0	88,618	0	88,618
Tax on items recognised directly in equity	0	-19,496	0	-19,496
Dividend distributed	0	0	-33,000,000	-33,000,000
Equity at 30 June 2020	500,000	48,124,367	0	48,624,367

Financial statements 1 July 2019 - 30 June 2020

Notes to the financial statements

1 Accounting policies

The annual report of Gram & Juhl A/S for 2019/20 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

In accordance with section 110(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

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

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Derivative financial instruments

On initial recognition, derivative financial instruments are recognised at cost in the balance sheet and are subsequently measured at fair value. Positive and negative fair values of derivative financial instruments are included in "Other receivables" and "Other payables", respectively.

Fair value adjustments of derivative financial instruments designated as and qualifying for hedging of future assets or liabilities are recognised in other receivables or other payables, respectively, and in equity. If the hedged forecast transaction results in the recognition of assets or liabilities, amounts previously recognised in equity are transferred to the cost of the asset or liability, respectively. If the hedged forecast transaction results in income or expenses, amounts previously deferred in equity are transferred to the income statement in the period in which the hedged item affects the profit/loss for the year.

Income statement

Revenue

Income from the sale of goods and finished goods is recognised in revenue at the time of delivery and when the risk passes to the buyer, provided that the income can be made up reliably and is expected to be received.

Income from the rendering of services is recognised as revenue as the services are rendered, implying that revenue corresponds to the market value of the services rendered in the year (production method).

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Financial statements 1 July 2019 - 30 June 2020

Notes to the financial statements

1 Accounting policies (continued)

Gross profit

The items revenue, cost of sales and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises etc.

Staff costs

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

Depreciation

The item comprises depreciation of property, plant and equipment.

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. The expected useful lives of the assets are as follows:

Buildings	50 years
Other fixtures and fittings, tools and equipment	3-10 years

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 acquisition date and are reassessed annually. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

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

Land is not depreciated.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Financial statements 1 July 2019 - 30 June 2020

Notes to the financial statements

1 **Accounting policies (continued)**

Balance sheet

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.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Dividends received that exceed the accumulated earnings in the subsidiary or the associate during the period of ownership are treated as a reduction in the cost of acquisition.

Gains or losses on the sale of subsidiaries are recognised in the income statement under 'Other operating income/expenses' at the time of sale and are made up as the difference between the selling price less costs to sell and the carrying amount at the time of sale.

Impairment of fixed assets

Every year, property, plant and equipment as well as investments in subsidiaries are reviewed for impairment. Where there is indication of impairment, an impairment test is made for each individual asset or group of assets, respectively, generating independent cash flows. The assets are written down to the higher of the value in use and the net selling price of the asset or group of assets (recoverable amount) if it is lower than the carrying amount.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

The cost of raw materials and consumables comprises the cost of acquisition plus delivery costs.

Goods for resale are measured at cost, which comprises the cost of acquisition plus delivery costs as well as other expenses directly attributable to the acquisition.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Financial statements 1 July 2019 - 30 June 2020

Notes to the financial statements

1 **Accounting policies (continued)**

Prepayments

Prepayments comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash balances and bank balances.

Equity

Proposed dividends

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

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

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. Deferred tax assets are recognised 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

Deferred income

Deferred income recognised as a liability comprises payments received concerning income in subsequent financial reporting years.

Financial statements 1 July 2019 - 30 June 2020

Notes to the financial statements

2 Special items

Special items are specified below just as are the items under which they are recognised in the income statement.

DKK	2019/20	2018/19
Expenses		
Write-down on investment in subsidiaries	0	-257,404
	0	-257,404
Special items are recognised in the below items of the financial statements		
Write-down on investments	0	-257,404
Net profit/loss on special items	0	-257,404

3 Staff costs

	2019/20	2018/19
Wages/salaries	19,061,987	18,042,654
Pensions	40,588	39,542
Other social security costs	183,381	234,064
	19,285,956	18,316,260
Average number of full-time employees	31	27

4 Tax for the year

	2019/20	2018/19
Estimated tax charge for the year	8,526,932	7,773,512
Deferred tax adjustments in the year	-45,300	-74,000
	8,481,632	7,699,512

In addition, tax on equity DKK 19,496 (2018/19: DKK 5,864).

5 Property, plant and equipment

DKK	Land and buildings	Other fixtures and fittings, tools and equipment	Total
Cost at 1 July 2019	12,336,919	2,605,330	14,942,249
Additions in the year	0	47,330	47,330
Cost at 30 June 2020	12,336,919	2,652,660	14,989,579
Impairment losses and depreciation at 1 July 2019	2,302,423	2,549,067	4,851,490
Amortisation/depreciation in the year	262,672	43,047	305,719
Impairment losses and depreciation at 30 June 2020	2,565,095	2,592,114	5,157,209
Carrying amount at 30 June 2020	9,771,824	60,546	9,832,370

Financial statements 1 July 2019 - 30 June 2020

Notes to the financial statements

6 Investments

DKK	Investments in group entities
Cost at 1 July 2019	5,793,414
Cost at 30 June 2020	5,793,414
Value adjustments at 1 July 2019	-5,607,404
Value adjustments at 30 June 2020	-5,607,404
Carrying amount at 30 June 2020	186,010

Name	Interest
Subsidiaries	
Gram & Juhl North America Inc., Englewood, CO 80112, USA	100.00%
Gram & Juhl GmbH, 26129 Oldenburg, Germany	100.00%

7 Non-current liabilities other than provisions

DKK	Total debt at 30/6 2020	Repayment, next year	Long-term portion	Outstanding debt after 5 years
Mortgage debt	3,443,778	365,455	3,078,323	1,663,147
	3,443,778	365,455	3,078,323	1,663,147

8 Collateral

A mortgage deed of DKK 6,948 thousand secured on land and buildings has been provided as collateral for credit institution. The carrying amount totals DKK 9,772 thousand.

9 Currency and interest rate risks and use of derivative financial instruments

The market value of interest rate swap entered into is negative by DKK 302 thousand and has been recognised in the balance sheet in accordance with the description in the accounting policies section. The interest rate swap contract ensures a fixed interest rate on payables to mortgage credit institutions and expires in the period up to 2027.

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Underskrifterne i dette dokument er juridisk bindende. Dokumentet er underskrevet via Penneo™ sikker digital underskrift. Underskrivernes identiteter er blevet registereret, og informationerne er listet herunder.

"Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument."

Lise Gram-Hansen
Bestyrelse
På vegne af: Gram & Juhl A/S
Serienummer: PID:9208-2002-2-230868496021
IP: 80.62.xxx.xxx
2020-09-11 06:23:15Z
NEM ID

Klaus Gram-Hansen
Dirigent
På vegne af: Gram & Juhl A/S
Serienummer: PID:9208-2002-2-085268002522
IP: 89.184.xxx.xxx
2020-09-11 08:17:41Z
NEM ID

Klaus Gram-Hansen
Bestyrelsesformand
På vegne af: Gram & Juhl A/S
Serienummer: PID:9208-2002-2-085268002522
IP: 89.184.xxx.xxx
2020-09-11 08:17:41Z
NEM ID

Axel Juhl Christensen
Direktion
På vegne af: Gram & Juhl A/S
Serienummer: PID:9208-2002-2-774647631644
IP: 89.184.xxx.xxx
2020-09-11 08:20:28Z
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Axel Juhl Christensen
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Serienummer: PID:9208-2002-2-774647631644
IP: 89.184.xxx.xxx
2020-09-11 08:20:28Z
NEM ID

Annette Møller Jensen
Bestyrelse
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Serienummer: PID:9208-2002-2-323399866561
IP: 95.154.xxx.xxx
2020-09-11 08:38:19Z
NEM ID

Lars G. Mortensen
Statsautoriseret revisor
På vegne af: EY Godkendt Revisionspartnerselskab
Serienummer: CVR:30700228-RID:74958403
IP: 145.62.xxx.xxx
2020-09-11 09:01:34Z
NEM ID

Penneo dokumentnøgle: J0QFH-OA3P8-7VGT2-8LW71-JM0G3-NK6G8