

**International Consulting Company A/S
Central Business Registration No
20726733**

Annual report 2013

The Annual General Meeting adopted the annual report on 14.05.2014

Chairman of the General Meeting



Name: Peter Thomsen

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Entity details

Company

International Consulting Company A/S
Ramsingsvej 7
2500 Valby

Central Business Registration No: 20726733

Registered in: Copenhagen

Financial year: 01.01.2013 - 31.12.2013

Board of Directors

Peter Thomsen, Chairman

Erik Bonde Pedersen

Henrik Peter Samsøe

Executive Board

Henrik Peter Samsøe

Company auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

0900 København 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 International Consulting Company A/S for the financial year 01.01.2013 - 31.12.2013.

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 31.12.2013 and of the results of its operations for the financial year 01.01.2013 - 31.12.2013.

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.

Valby, 14.05.2014

Executive Board

Henrik Peter Samsøe

Board of Directors


Peter Thomsen
Chairman


Erik Bonde Pedersen


Henrik Peter Samsøe

Independent auditor's reports

To the owner of International Consulting Company A/S

Report on the financial statements

We have audited the financial statements of International Consulting Company A/S for the financial year 01.01.2013 - 31.12.2013, which comprise the 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 as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's 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 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 auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity'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 Entity'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 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 31.12.2013 and of the results of its operations for the financial year 01.01.2013 - 31.12.2013 in accordance with the Danish Financial Statements Act.

Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

Independent auditor's reports

Copenhagen, 14.05.2014

Deloitte

Statsautoriseret Revisionspartnerselskab



Lars Siggaard Hansen

State Authorised Public Accountant

Management commentary

Primary activities

The object of the Company is to carry on engineering and sell personnel services to the cement industry as well as to carry on any other activities as deemed related thereto by the Board of Directors.

International Consulting Company A/S is a wholly-owned subsidiary of Cement Plant Consultants A/S and is included in the consolidated financial statements of Cement Plant Consultants A/S.

Development in activities and finances

International Consulting Company A/S realised a net profit of DKK 337 thousand, which is considered satisfactory. Profit for the year of DKK 337 thousand is to be transferred to next year. The balance sheet total at financial year-end 2013 is DKK 13.149 thousand and the equity at the balance sheet date is DKK 2,828 thousand.

In 2013, the Company entered into new contracts with customers in Asia. There are still ongoing activities in Turkey, Iran, China and the United Arab Emirates.

Outlook

The financial performance for 2014 expects a slight improvement in the results for 2014 although there is still some slowdown in the market.

Uncertainty relating to recognition and measurement

Management believes that there are no significant uncertainties associated with the preparation of the annual report.

Unusual circumstances

The annual report is not affected by unusual circumstances.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

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.

The accounting policies applied for these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer.

Contract work in progress is included in revenue based on the stage of completion so that revenue corresponds to the selling price of the work performed in the financial year (the percentage-of-completion method).

Accounting policies

Production costs

Production costs comprise expenses incurred to earn revenue for the financial year. Production costs comprise direct and indirect costs for raw materials and consumables.

Administrative expenses

Administrative expenses comprise expenses incurred for the Entity's administrative functions, including wages and salaries for administrative staff and Management.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises payables and transactions in foreign currencies.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises payables and transactions in foreign currencies.

Income taxes

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.

The Entity is jointly taxed with all Danish subsidiaries in the Cement Plant Consulting Group. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Receivables

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

Contract work in progress

Contract work in progress is measured at the selling price of the work carried out at the balance sheet date.

The selling price is measured based on the stage of completion and the total estimated income from the individual contracts in progress. Usually, the stage of completion is determined as the ratio of actual to total budgeted consumption of resources.

If the selling price of a project in progress cannot be made up reliably, it is measured at the lower of costs incurred and net realisable value.

Accounting policies

Each contract in progress is recognised in the balance sheet under receivables or liabilities other than provisions, depending on whether the net value, calculated as the selling price less prepayments received, is positive or negative.

Costs of sales work and of securing contracts as well as financing costs are recognised in the income statement as incurred.

Cash

Cash comprises cash in hand and bank deposits.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Other financial liabilities

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

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.

Income statement for 2013

	<u>Notes</u>	<u>2013 DKK'000</u>	<u>2012 DKK'000</u>
Revenue		15.928	11.620
Cost of sales	1	<u>(15.293)</u>	<u>(11.110)</u>
Gross profit/(loss)		635	510
Administrative costs	1	<u>(185)</u>	<u>(152)</u>
Operating profit/(loss)		450	358
Other financial income	2	59	12
Other financial expenses	3	<u>(59)</u>	<u>(35)</u>
Profit/(loss) from ordinary activities before tax		450	335
Tax on profit or loss from ordinary activities	4	<u>(113)</u>	<u>(84)</u>
Net profit/(loss) for the year		<u>337</u>	<u>251</u>
 Proposed distribution of profit or loss			
Retained earnings		<u>337</u>	<u>251</u>
		<u>337</u>	<u>251</u>

Balance sheet at 31.12.2013

	<u>Notes</u>	<u>2013 DKK'000</u>	<u>2012 DKK'000</u>
Trade receivables		3.222	1.103
Contract work in progress	5	0	0
Receivables from group enterprises		4.349	133
Other short-term receivables		<u>4.816</u>	<u>7.055</u>
Receivables		<u>12.387</u>	<u>8.291</u>
Cash		<u>807</u>	<u>1.231</u>
Current assets		<u>13.194</u>	<u>9.522</u>
Assets		<u><u>13.194</u></u>	<u><u>9.522</u></u>

Balance sheet at 31.12.2013

	<u>Notes</u>	<u>2013 DKK'000</u>	<u>2012 DKK'000</u>
Contributed capital	6	500	500
Retained earnings		2.328	1.991
Equity		<u>2.828</u>	<u>2.491</u>
Provisions for deferred tax		55	37
Provisions		<u>55</u>	<u>37</u>
Bank loans		70	0
Prepayments received from customers		0	136
Trade payables		1.656	2.754
Debt to group enterprises		8.233	2.629
Other payables		352	1.475
Current liabilities other than provisions		<u>10.311</u>	<u>6.994</u>
Liabilities other than provisions		<u>10.311</u>	<u>6.994</u>
Equity and liabilities		<u>13.194</u>	<u>9.522</u>
Contingent liabilities	7		
Ownership	8		

Statement of changes in equity for 2013

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	500	1.991	2.491
Profit/(loss) for the year	0	337	337
Equity end of year	500	2.328	2.828

Notes

	2013 DKK'000	2012 DKK'000
1. Staff costs		
Wages and salaries	5.220	4.725
Pension costs	535	660
Other social security costs	65	36
	5.820	5.421
Average number of employees	8	8
	Remune- ration of manage- ment 2013 DKK'000	Remune- ration of manage- ment 2012 DKK'000
Total amount for management categories	30	20
	30	20
	2013 DKK'000	2012 DKK'000
2. Other financial income		
Financial income arising from group enterprises	5	6
Interest income	0	1
Other financial income	54	5
	59	12
	2013 DKK'000	2012 DKK'000
3. Other financial expenses		
Financial expenses from group enterprises	12	1
Interest expenses	0	11
Other financial expenses	47	23
	59	35
	2013 DKK'000	2012 DKK'000
4. Tax on ordinary profit or loss for the year		
Tax on current year taxable income	95	73
Change in deferred tax for the year	18	11
	113	84

Notes

	<u>2013</u> <u>DKK'000</u>	<u>2012</u> <u>DKK'000</u>
5. Contract work in progress		
Contract work in progress	4.748	2.959
Progress billings regarding contract work in progress	<u>(4.748)</u>	<u>(2.959)</u>
	<u>0</u>	<u>0</u>

6. Contributed capital

The share capital consists of 500 shares at DKK 1,000. The shares are not divided into classes.

There have been no changes to the share capital since 2008.

7. Contingent liabilities

The Company is part of a Danish joint taxation where its Parent, Cement Plant Consultants A/S, is the administration company. Consequently, referring to the Danish Corporation Tax Act regulations, the Company is, with effect from 1 July 2012, liable for any obligations to withhold tax at source on interest, royalties and returns and from 1 January 2013 for corporation taxes for the jointly taxed companies.

8. Ownership

The following shareholders are registered as holding more than 5% of the voting share capital or more than 5% of the nominal value of the share capital:

EHL Fonden, Høffdingsvej 34, 2500 Valby

International Consulting Company A/S is included in the consolidated financial statements of Cement Plant Consultants A/S, Central Business Registration No 15 10 91 30.