20221125021000

Gunnebo Industrier Holding AB

Årsredovisning 2021

Undertecknad styrelseledamot i Gunnebo Industrier Holding AB intygar, dels att denna kopia av årsredovisningen överensstämmer med originalet, dels att resultaträkningen och balansräkningen fastställts på årsstämma den 23 november 2022.

Årsstämman beslöt att godkänna styrelsens förslag till vinstdisposition.

Växjö den 24 november 2022

Namnförtydligande: Jörgen Sjöstrand

20221125021101

Styrelsen och verkställande direktören för Gunnebo Industrier Holding AB avger följande årsredovisning för räkenskapsåret 2021. Beloppen anges i tusentals kronor om inte annat sägs. Belopp inom parentes avser föregående år.

Förvaltningsberättelse

Information om verksamheten

Bolaget är ett dotterbolag till Griffon Aquisition AB, org.nr 559196-3714. Koncernredovisning, där Gunnebo Industrier Holding AB ingår i, för 2021 upprättas av Ascend Investment S.à r.l. Limited Liability Company, (Société à responsibilité). Organisations nummer B181.601. med adress 2 rue Edward Steichen, L2540, Luxemburg.

Griffon Acquisition AB är det bolaget inom Crosby-koncernen som förvärvade Gunnebo Industrier Holding AB under 2019.

Bolaget ska fortsatt bedriva verksamhet genom att vara holdingbolag för industriell verksamhet. Dotterbolagens verksamheter omfattar bland annat utveckling, tillverkning och marknadsföring av kompletta system för kätting- och lyftkomponenter.

Flerårsöversikt (Tkr)	**2021**	**2020**	**2019**	**2018**	**2017**
Resultat efter finansiella poster	-73	73	-467 794	-1 467	-20 157
Balansomslutning	1 709 496	1 709 519	1 722 154	2 114 379	2 082 635
Soliditet (%)	100,0	100,0	99,3	57,4	54,1

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper.

Väsentliga händelser under räkenskapsåret

Dotterföretaget Gunnebo Industrier Group AB's dotterföretag Gunnebo Industrier AB har:

- Under februari månad, genom dotterbolaget i Australien, förvärvat en minoritetsandel i det australiska bolaget Verton Technologies Australia Pty Ltd, för en köpeskilling om 37 miljoner kronor för knappt 33% av samtliga aktier i bolaget. Bolaget tillverkar lyftutrustning för bl a vindkraftsindustrin baserat på egen teknologi.
- Under november månad förvärvat samtliga aktier i det spanska bolaget Airpes S.L, för en köpeskilling om 127 miljoner kronor. Bolaget tillverkar olika lyftutrustningar för industriell användning bland annat inom vindkraftsindustrin.

Covid-19 är en händelse som påverkat samhället, kunder, leverantörer och företagets verksamhet. Verksamheten i koncernens företag har varit påverkat under året via kunders möjligheter att bedriva verksamhet. Anställdas frånvaro har varierat under perioden och påverkat verksamheten.

Väsentlig händelse efter räkenskapsåret

Rysslands krig mot Ukraina och dom sanktioner som har utfärdats påverkar bolagets resultat negativt. De sanktionerade marknaderna är mycket små för bolaget och påverkan på resultatet är mycket begränsat. Utvecklingen för stål- och energipriser, som började stiga under hösten, kommer att påverka något negativt. Detta eftersom bolagets prishöjningar till kunder inte går att genomföra i samma takt som höjningen på stål och energi.

Gunnebo Industrier AB har i april 2022 betalat en tilläggsköpeskilling på 26 miljoner kronor för aktierna i Airpes S.L, inga ytterligare betalningar förväntas.

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Likviditet och finansiell ställning
Gunnebo Industrier Holding AB's och dess dotterbolags likviditet har försämrats under 2021 beroende på att den högre marknadsaktiviteten krävt ett större rörelsekapital, ett större förvärv i Spanien av Airpes S.L., ett lån till Gunnebo Industries Pty i Australien för förvärv av en minoritetsandel Verton Technologies Australia Pty Ltd.

Medarbetare
Bolaget har ingen anställd personal och inga ersättningar har utgått.

Risker och känslighetsanalys
Gunnebo Industrier Holding AB och dess dotterbolag är, som internationellt verksamt, exponerad för en rad risker i form av finansiella risker, omvärldsrisker och verksamhetsrelaterade risker.

Aktieägare
Griffon Aquisition AB, org nr 559196-3714, äger 100 % av bolagets aktier.

Förslag till vinstdisposition
Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	1 699 374 866
överkursfond	9 000 000
årets förlust	-73 241
	1 708 301 625
disponeras så att	
i ny räkning överföres	1 708 301 625

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning med noter.

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Resultaträkning
Tkr

	Not	2021-01-01 -2021-12-31	2020-01-01 -2020-12-31
Rörelsens kostnader			
Administrationskostnader	2	-74	-78
Rörelseresultat	3	**-74**	**-78**
Resultat från finansiella poster			
Övriga ränteintäkter och liknande intäkter	4	1	159
Räntekostnader och liknande kostnader	5	0	-8
Summa för finansiella poster		**1**	**151**
Resultat efter finansiella poster		**-73**	**73**
Resultat före skatt		**-73**	**73**
Skatt på årets resultat		0	-86
Årets resultat		**-73**	**-13**

20221125021O4

Balansräkning

Tkr

	Not	2021-12-31	2020-12-31
TILLGÅNGAR			
Anläggningstillgångar			
Finansiella anläggningstillgångar			
Andelar i koncernföretag	6, 7	829 006	829 006
Fordringar hos koncernföretag		741 573	741 573
Summa finansiella anläggningstillgångar		**1 570 579**	**1 570 579**
Summa anläggningstillgångar		**1 570 579**	**1 570 579**
Omsättningstillgångar			
Kortfristiga fordringar			
Fordringar hos koncernföretag		138 287	138 305
Övriga fordringar		22	22
Summa kortfristiga fordringar		**138 309**	**138 327**
Kassa och bank		608	613
Summa omsättningstillgångar		**138 917**	**138 940**
SUMMA TILLGÅNGAR		**1 709 496**	**1 709 519**
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital		1 065	1 065
Summa bundet eget kapital		**1 065**	**1 065**
Fritt eget kapital			
Fri överkursfond		9 000	9 000
Balanserad vinst eller förlust		1 699 375	1 699 388
Årets resultat		-73	-13
Summa fritt eget kapital		**1 708 302**	**1 708 375**
Summa eget kapital		**1 709 367**	**1 709 439**
Kortfristiga skulder			
Upplupna kostnader och förutbetalda intäkter		129	80
Summa kortfristiga skulder		**129**	**80**
SUMMA EGET KAPITAL OCH SKULDER		**1 709 496**	**1 709 519**

20221125021O5

Rapport över förändringar i eget kapital

Tkr

	Aktie-kapital	Överkurs-fond	Balanserad Vinst	Årets Vinst	Summa eget kapital
Ingående eget kapital 2020-01-01	**1 065**	**9 000**	**2 117 268**	**-417 880**	**1 709 453**
Vinstdisposition			-417 880	417 880	0
Årets resultat				-13	-13
Summa totalresultat			**-417 880**	**417 867**	**-13**
Utgående eget kapital 2020-12-31	**1 065**	**9 000**	**1 699 388**	**-13**	**1 709 440**
Vinstdisposition			-13	13	0
Årets resultat				-73	-73
Summa totalresultat			**-13**	**-60**	**-73**
Utgående eget kapital 2021-12-31	**1 065**	**9 000**	**1 699 375**	**-73**	**1 709 367**

Antalet aktier i bolaget uppgår per 31 december 2021 till 1 064 524 stycken med ett kvotvärde på 1 SEK. Ingen förändring i antal aktier eller kvotvärde har ägt rum under 2021 eller 2020. Det finns 173 296 teckningsoptioner i bolaget.

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Noter

Tkr

Not 1 Redovisnings- och värderingsprinciper

Allmänna upplysningar
Bolaget är ett dotterbolag till Griffon Aquisition AB (559196-3714). Gunnebo Industrier Holding AB ingår i Ascend Investment S.à.r.l. Limited Liability Company, (Société à responsibilité).
Organisationsnummer B181.601, med adress 2 rue Edward Steichen, L2540, Luxemburg.

Bolaget bedriver verksamhet genom att vara holdingbolag för industriell verksamhet. Dotterbolagens verksamheter omfattar bland annat utveckling, tillverkning och marknadsföring av kätting- och lyftkomponenter samt av block/system för tunga lyft.

Redovisningsprinciper
Årsredovisningen upprättades för första gången 2019 i enlighet med BFNAR 2012:1 Årsredovisning och koncernredovisning (K2). Tidigare upprättades årsredovisningen enligt årsredovisningslagen och Rådet för finansiell rapporterings rekommendation RFR2.

Redovisningsprinciper för enskilda balansposter
Låneutgifter
De låneutgifter som uppkommer då företaget lånar kapital kostnadsförs i resultaträkningen i den period de uppstår. Uppläggningskostnader i samband med upptagande av långfristiga lån periodiseras över låneavtalets löptid.

Finansiella instrument
Finansiella instrument värderas utifrån anskaffningsvärdet. Instrumentet redovisas i balansräkningen när bolaget blir part i instrumentets avtalsmässiga villkor. Finansiella tillgångar tas bort från balansräkningen när rätten att erhålla kassaflöden från instrumentet har löpt ut eller överförts och bolaget har överfört i stort sett alla risker och förmåner som är förknippade med äganderätten. Finansiella skulder tas bort från balansräkningen när förpliktelserna har reglerats eller på annat sätt upphört.

Andelar i dotterföretag
Andelar i dotterföretag redovisas till anskaffningsvärde efter avdrag för eventuella nedskrivningar.
I anskaffningsvärdet ingår köpeskillingen som erlagts för aktierna samt förvärvskostnader. Eventuella kapitaltillskott läggs till anskaffningsvärdet när de uppkommer.

Kortfristiga fordringar
Kortfristiga fordringar redovisas som omsättningstillgångar till det belopp som förväntas bli inbetalt efter avdrag för individuellt bedömda osäkra fordringar.

Låneskulder och leverantörsskulder
Låneskulder och leverantörsskulder redovisas initialt till anskaffningsvärde efter avdrag för transaktionskostnader.

Kvittning av finansiell fordran och finansiell skuld
En finansiell tillgång och en finansiell skuld kvittas och redovisas med ett nettobelopp i balansräkningen endast då legal kvittningsrätt föreligger samt då en reglering med ett nettobelopp avses ske eller då en samtida avyttring av tillgången och reglering av skulden avses ske.

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Nedskrivningsprövning av finansiella anläggningstillgångar
Vid varje balansdag bedöms om det finns indikationer på nedskrivningsbehov av någon av de finansiella anläggningstillgångarna. Nedskrivning sker om värdenedgången bedöms vara bestående och prövas individuellt.

Inkomstskatter
Total skatt utgörs av aktuell skatt och uppskjuten skatt. Skatter redovisas i resultaträkningen, utom då underliggande transaktion redovisas direkt mot eget kapital varvid tillhörande skatteeffekter redovisas i eget kapital.

Aktuell skatt
Aktuell skatt avser inkomstskatt för innevarande räkenskapsår samt den del av tidigare räkenskapsårs inkomstskatt som ännu inte redovisats. Aktuell skatt beräknas utifrån den skattesats som gäller per balansdagen.

Koncernbidrag
Erhållna och lämnade koncernbidrag redovisas som bokslutsdispositioner.

Koncernförhållanden
Företaget är moderbolag men med hänvisning till undantagsreglerna i årsredovisningslagen 7 kap 2§ upprättas koncernredovisning av det överordnade moderföretaget Ascend Investment S.à.r.l. Limited Liability Company, (Société à responsibilité). Organisationsnummer B181.601 med adress 2 rue Edward Steichen, L2540, Luxemburg.

Transaktioner med närstående
Transaktioner med närstående sker till marknadsmässiga villkor om inte annat anges.

Nyckeltalsdefinitioner
Soliditet som anges i förvaltningsberättelsens flerårsjämförelse beräknas genom att addera eget kapital med beräknad framskattad del av de obeskattade reserverna (79,4%), dividerat med balansomslutningen.

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Not 2 Ersättningar till revisorerna

Med revisionsuppdrag avses granskning av årsredovisningen och bokföringen samt styrelsens och verkställande direktörens förvaltning, övriga arbetsuppgifter som det ankommer på bolagets revisor att utföra samt rådgivning eller annat biträde som föranleds av iakttagelser vid sådan granskning eller genomförandet av sådana övriga arbetsuppgifter.

	2021	2020
Deloitte AB		
Revisionsuppdrag	50	80
	50	**80**

Not 3 Transaktioner med närstående

Inga försäljningar eller inköp har gjorts mellan bolaget och andra koncernföretag.
Bolaget har utställda långfristiga lån till dotterföretaget Gunnebo Industrier Group AB.

Not 4 Övriga ränteintäkter och liknande intäkter

	2021	2020
Valutakursdifferenser	1	159
	1	**159**

Not 5 Räntekostnader och liknande resultatposter

	2021	2020
Bankkostnader	0	-8
	0	**-8**

Not 6 Andelar i koncernföretag

	2021-12-31	2020-12-31
Ingående anskaffningsvärden	829 006	829 006
Utgående redovisat värde	**829 006**	**829 006**

Not 7 Specifikation andelar i koncernföretag

Namn	Kapital-andel	Rösträtts-andel	Antal andelar	Bokfört värde 2021-12-31
Gunnebo Industrier Group AB	100	100	4 000	829 006
				829 006

	Org.nr	Säte
Gunnebo Industrier Group AB	556025-8625	Stockholm

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Not 8 Ställda säkerheter och eventualförplikterser

	2021-12-31	2020-12-31
För övriga långfristiga skulder:		
Aktier i dotterföretag ställda i pant för Crosby-koncernen	829 006	829 006
	829 006	**829 006**
Eventualförpliktelser		
Garantier ställda för dotterbolags räkning	0	0
	0	**0**

Resultat- och balansräkningen kommer att föreläggas på årsstämma för fastställelse.

Stockholm den 18 november 2022

X

Robert Desel
Ordförande

Jörgen Stöstrand
Styrelseledamot

X

Wilhelm Fabricius
Verkställande direktör

Vår revisionsberättelse har lämnats 23 november 2022

Deloitte AB

Åsa Löfqvist
Auktoriserad revisor

Fotokopians överensstämmelse
med originalet intygas:

.....

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Deloitte.

REVISIONSBERÄTTELSE

Till bolagsstämman i Gunnebo Industrier Holding AB
organisationsnummer 556759-4741

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Gunnebo Industrier Holding AB för räkenskapsåret 2021-01-01 - 2021-12-31.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Gunnebo Industrier Holding ABs finansiella ställning per den 31 december 2021 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Gunnebo Industrier Holding AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om beslut har fattats om att avveckla verksamheten.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden.

Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

- identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.
- skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.
- utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens och verkställande direktörens uppskattningar i redovisningen och tillhörande upplysningar.
- drar vi en slutsats om lämpligheten i att styrelsen och verkställande direktören använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser

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eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.

- utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning för Gunnebo Industrier Holding AB för räkenskapsåret 2021-01-01 - 2021-12-31 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet *Revisorns ansvar*. Vi är oberoende i förhållande till Gunnebo Industrier Holding AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat om förslaget är förenligt med aktiebolagslagen.

Anmärkning

Årsredovisningen har inte upprättats i sådan tid att det varit möjligt att, enligt 7 kap. 10 § aktiebolagslagen, hålla bolagsstämma inom sex månader efter räkenskapsårets utgång.

Göteborg den 23/11 2022

Deloitte AB

Åsa Löfqvist
Auktoriserad revisor

Fotokopians överensstämmelse med originalet intygas:

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Ascend Investments S.à r.l.

Société à responsabilité limitée

CONSOLIDATED FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

AND REPORT OF

THE RÉVISEUR D'ENTREPRISES AGRÉÉ

2, rue Edward Steichen

L-2540 Luxembourg

R.C.S. Luxembourg: B181601

Fotokopians överensstämmelse med originalet intygas:

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Consolidated Management Report

The management hereby presents the consolidated financial statements (hereafter "the financial statements") of Ascend Investments S.à r.l. and its subsidiaries (hereafter referred to as the "Crosby Group" or "Group") for the financial year ended December 31, 2021.

Principal Activity and Review of Business Developments

On November 22, 2013, (the "Acquisition Date"), the Group acquired from Melrose Industries PLC ("Melrose") its Crosby and ACCO businesses for cash consideration of approximately $1 billion (the "Acquisition"). The Acquisition included all of the operating businesses reported to the Board of Directors of Melrose under the "Crosby" name (including the Premier Stampings division of Melrose ("Premier Stampings"), ACCO Material Handling Solutions Inc. and certain non-operating U.S. and European entities).

The Crosby businesses (including Premier Stampings) operate in North America, Europe, the Middle East, Asia and Latin America and are global market leaders in the design, manufacture and marketing of highly-engineered solutions and equipment used in rigging, lifting and material handling applications. The ACCO business is based in the United States and holds leading market positions in the hoists, cranes and monorails, and carts and trailers markets.

The Crosby and ACCO businesses serve a mix of end markets, including oil & gas, refinery and petrochemical, general industrial, non-residential construction, infrastructure and mining.

On January 2, 2019, the Group acquired 100% of the capital stock of Straightpoint (UK) Limited ("Straightpoint") for GBP 6.8 million. The Group recorded approximately GBP 6.1 million, or $8 million (USD) in goodwill relating to this acquisition. Straightpoint, located in Hampshire, UK, is a manufacturer of load cells and force measurement equipment which complement the Group's existing line of highly-engineered solutions and equipment used in rigging, lifting and material handling applications.

On May 22, 2019, the Group acquired 100% of the capital stock and all of the assets and liabilities of Gunnebo Industries ("Gunnebo") for a total consideration, net of cash acquired, of approximately $111 million. Gunnebo Industries is a global leader in innovating, developing, manufacturing and selling products for material handling and other related applications. The Group supplies products such as blocks, sheaves, components for chain and wire rope slings, shackles and chain, produced in Sweden, Norway and USA. Gunnebo Industries has 9 sales offices covering every major continent, as well as partners and distributors in an additional 50 countries. The acquisition was fully-funded by cash equity from KKR. In conjunction with the acquisition, transaction related fees of approximately $8 million were paid and recorded to selling, distribution and administrative expenses for the year ended December 31, 2019.

On January 14, 2020, the Group acquired 100% of the capital stock of Feubo for approximately € 11 million. Feubo, located in Hattingen, Germany, a global leader in offshore mooring components for the Oil & Gas and Wind Energy markets. The Group supplies the market with products such as kenter shackles, anchor shackles, swivels, sockets and other accessories. The Group recorded appoximently $4.5 million in goodwill relating to the acquisition.

On February 11, 2021, the Group acquired 30% of the capital stock of Verton Technologies for approximately AUD 5.7 million. Australian-based Verton has developed and commercialized disruptive advancements in load orientation technology that remove the need for human held tag lines in lifting applications.

On April 19, 2021, the Group acquired BlockCorp Ltd ("BlokCorp") for approximately GBP 4.5 million. UK-based BlokCorp designs and manufactures innovative camera and alert systems for tower and mobile cranes. These advanced systems provide crane operators with critical visual and audio capabilities that enable safer and more productive lifting operations. The Group recorded appoximately $7.0 million in goodwill relating to the acquisition.

On May 14, 2021, the Group acquired the assets of Speedbinders.com ("Speedbinders") for approximately $1.5 million. US-based Speedbinders designs and manufactures torque drive load binders for heavy duty load securement. The Group recorded appoximately $1.0 million in goodwill relating to the acquisition.

On November 30, 2021, the Group acquired 100% of the capital stock of Airpes Sistemas Integrales de Manutencion Y Pesaje S.L. ("Airpes") for approximately EUR 18 million. Airpes, based in Barcelona, Spain, is the leader in developing and manufacturing innovative lifting, handling, and weighing solutions for customers in the wind energy and industrial markets. Airpes' highly engineered solutions, such as their yoke blade clamp, ensure safe and efficient wind turbine installation and maintenance. The Group recorded appoximately $15.8 million in goodwill relating to the acquisition.

Basis of Preparation

The Group's consolidated financial statements as of and for the years ended December 31, 2021 and 2020 are prepared in accordance with accounting principles generally accepted in the United States ("US GAAP").

Financial results in 2021/2020

Net sales for the years ending December 31, 2021 and 2020 were $398.7 million and $350.7 million, respectively. The net loss for the years ending December 31, 2021 and 2020 was $31.3 million and $53.3 million, respectively.

Internal control and risk management

The Board has processes for identifying, evaluating and managing the significant risks faced by the Group. Further all employees are accountable for operating within an established code of conduct for the Group.

Crosby is subject to various risks that include but are not limited to fluctuations in interest rates, foreign currency exchange rates and the impact of oil prices on certain end-users of its products. Crosby manages its exposure with regards to interest rate fluctuations through the use of interest rate swap contracts, as further disclosed in the financial statements. Crosby currently does not enter into foreign exchange swap contracts but may evaluate the use of such contracts at a future time. Oil price fluctuation is not a risk that can be actively managed by Crosby as it impacts certain end-users of its products.

Acquisitions of own shares

Pursuant to Crosby's management equity program, Crosby repurchased common shares from participants who subsequently left the Group and withdrew from the Plan. During 2021, the Group repurchased a total of 250,907 shares of common stock for an aggregate consideration of $1.3 million. During 2020, Crosby re-purchased 57,342 shares of common stock for an aggregate consideration of $0.3 million.

Significant events since the period end

In May 2022, the Company's indirect subsidiary, Crosby Worldwide Limited, entered into a definitive agreement to acquire Kito Corporation. Kito Corporation is a leading manufacturer of material handling equipment with 90 years of experience and world-class brands such as Kito, Harrington, and Peerless. The Company expects the transaction to close by the fourth quarter of 2022.

On April 14, 2022, the Company's indirect subsidiary, Crosby Worldwide Limited, changed its registered name to Lifting Holdings Limited. This does not change the legal entity structure or ownership and has no financial impact on the Company.

Disclosure of information to auditors

The Managers who held office at the date of approval of this Managers' report confirm that, so far as they are each aware, there is no relevant audit information of which the Group's auditors are unaware; and each manager has taken all the steps he ought to have taken as a managers to make himself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

Outlook 2022

The Board of Managers expect that the Group will see continued economic pressure on the key end markets going into 2022. Through the continued focus on customer satisfaction and cost reduction initiatives, the Board of Managers expects to see an improvement in results throughout 2022.

Luxembourg, June 30, 2022

The Board of Managers

Ascend Investments S.à r.l

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To the Sole Shareholder of

Ascend Investments S.à r.l.

2, rue Edward Steichen

L-2540 Luxembourg

REPORT OF THE RÉVISEUR D'ENTREPRISES AGRÉÉ

Report on the Audit of the Consolidated Financial statements

Opinion

We have audited the consolidated financial statements of Ascend Investments S.à r.l. and its subsidiaries (the "Group"), which comprise the consolidated balance sheets as at December 31, 2021 and 2020 and the consolidated statements of operations and comprehensive income (loss) for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the financial position of the Group as at December 31, 2021 and 2020, and of the results of its operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with the Law of July 23, 2016 on the audit profession (Law of July 23, 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the *"Commission de Surveillance du Secteur Financier"* (CSSF). Our responsibilities under the Law of July 23, 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the "Responsibilities of the *"réviseur d'entreprises agréé"* for the Audit of the Consolidated Financial statements" section of our report. We are also independent of the Group in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the consolidated financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Board of Managers is responsible for the other information. The other information comprises the information stated in the consolidated annual report including the management report but does not include the consolidated financial statements and our report of the "*réviseur d'entreprises agréé*" thereon.

Deloitte.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Managers for the Consolidated Financial statements

The Board of Managers is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in United States of America, and for such internal control as the Board of Managers determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Responsibilities of the *"réviseur d'entreprises agréé"* for the Audit of the Consolidated Financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the *"réviseur d'entreprises agréé"* that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Law of July 23, 2016 and with ISAs as adopted for Luxembourg by the CSSF 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 consolidated financial statements.

As part of an audit in accordance with the Law of July 23, 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Managers.
- Conclude on the appropriateness of Board of Managers' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the *"réviseur d'entreprises agréé"* to the related disclosures in the consolidated 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 report of the *"réviseur d'entreprises agréé"*. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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.

Report on Other Legal and Regulatory Requirements

The management report is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

For Deloitte Audit, *Cabinet de révision agréé*

pp

Jérôme Lecoq, *Réviseur d'entreprises agréé*
Partner

June 30, 2022

Fotokopians överensstämmelse
med originalet intygas:

Ascend Investments S.à r.l.

CONSOLIDATED BALANCE SHEETS

as of December 31, 2021 and 2020

(expressed in million USD, except share and per share amounts)

	Notes	December 31, 2021	December 31, 2020
ASSETS			
Current Assets			
Cash and cash equivalents		73.1	97.0
Accounts receivable (less allowance for doubtful accounts of $1.0 and $0.9, respectively)	5	63.8	49.6
Prepaid expenses and other current assets		5.5	4.2
Inventories	5	114.2	109.2
Income taxes receivable		2.6	4.9
Total current assets		259.2	264.9
Non-current assets			
Property, plant and equipment, net	5	121.4	128.4
Goodwill, net	3	106.5	107.8
Other intangible assets, net	3	235.6	262.7
Other non-current assets	5	31.7	26.8
Total assets		754.4	790.6
LIABILITIES AND EQUITY			
Current liabilities			
Current portion of long-term debt	4	9.3	10.8
Convertible preferred equity certificates	9	2.0	2.0
Accounts payable		50.1	29.8
Accrued expenses and other current liabilities	5	35.2	30.2
Income taxes payable		2.7	3.0
Total current liabilities		99.3	75.8
Non-current liabilities			
Long-term debt	4	597.7	607.2
Retirement benefit obligations	7	14.9	17.1
Deferred income tax liabilities	11	68.2	74.5
Other non-current liabilities	5	30.0	34.0
Total liabilities		810.1	808.6
Commitments and contingencies	6, 13		
Equity	9, 10		
Common stock, $0.01 par value (1,032,116,452 shares authorized, issued and outstanding)		10.3	10.3
Additional paid-in capital		100.1	100.1
Other equity reserve		444.7	444.7
Retained deficit		(598.3)	(567.0)
Non-controlling interest		16.8	8.3
Accumulated other comprehensive loss		(29.3)	(14.4)
Total equity/(deficit)		(55.7)	(18.0)
Total liabilities and equity/(deficit)		754.4	790.6

The accompanying notes are an integral part of these consolidated financial statements.

Ascend Investments S.à r.l.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

for the Years Ended December 31, 2021 and 2020

(expressed in million USD)

	Notes	Year Ended December 31, 2021	Year Ended December 31, 2020
Net sales		398.7	350.7
Cost of sales		(270.1)	(250.7)
Gross profit		128.7	100.0
Selling, distribution and administrative expenses		(79.8)	(64.6)
Amortization of intangible assets		(38.0)	(41.4)
Operating income/ (loss)		10.8	(6.0)
Interest expense, net	4	(40.0)	(51.8)
Loss before income taxes		(29.2)	(57.8)
Income tax expense/(benefit)	11	(2.1)	4.5
Net income (loss)		(31.3)	(53.3)
Other comprehensive income (loss), net of tax:			
Foreign currency translation gain (loss)		(16.9)	23.2
Cash settlements for interest-rate hedges		-	7.7
Unrealized loss on interest-rate hedges		-	(1.4)
Actuarial gain (loss) on net pension liabilities		2.0	1.9
Income tax benefit (expense) related to items of other comprehensive income (loss)		-	(1.9)
Other comprehensive income (loss), net of tax		(14.9)	29.5
Total comprehensive income (loss)		(46.3)	(23.8)
Attributable to			
Equity holders of parent		(46.3)	(23.8)
Non-controlling interest		(0.0)	(0.0)

The accompanying notes are an integral part of these consolidated financial statements.

Ascend Investments S.à r.l.

CONSOLIDATED STATEMENTS OF CASH FLOWS

for the Years Ended December 31, 2021 and 2020

(expressed in million USD)

	Year Ended December 31, 2021	Year Ended December 31, 2020
Cash flows from operating activities		
Net income/(loss)	**(31.3)**	**(53.3)**
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation of property, plant and equipment	20.2	20.0
Amortization of intangible assets, debt issuance costs and other	40.2	43.6
Change in deferred income taxes	(7.7)	(7.3)
Loss on disposal of assets	-	2.8
Change in inventory obsolescence reserve	1.3	4.7
Other	(2.8)	2.3
Changes in operating assets and liabilities:		
Inventories	(3.6)	13.3
Accounts receivable	(5.6)	11.5
Prepaid expenses	(1.2)	(0.5)
Accounts payable	14.0	(4.8)
Accrued expenses and other current liabilities	0.3	2.1
Income taxes payable	1.4	-
Retirement benefit obligations	(0.2)	0.8
Net cash provided by operating activities	**25.0**	**35.2**
Cash flows from investing activities		
Purchase of property, plant and equipment	(11.0)	(7.5)
Business acquisitions, net of cash acquired	(20.3)	(5.9)
Net cash (used in) investing activities	**(31.3)**	**(13.4)**
Cash flows from financing activities:		
Proceeds from term loan borrowings	-	10.0
Proceeds from issuing common stock	0.5	0.7
Payments on term loan borrowings	(14.1)	(20.8)
Repurchase of treasury stock	(1.3)	(0.3)
Net cash (used in) financing activities	**(14.9)**	**(10.4)**
Effect of changes in foreign exchange rates on cash	(2.7)	4.7
Net increase (decrease) in cash and cash equivalents	(23.9)	16.1
Cash and cash equivalents – beginning of period	97.0	80.9
Cash and cash equivalents – end of period	**73.1**	**97.0**
Supplemental Cash Flow Information		
Interest paid	37.8	48.8
Income taxes paid	8.1	2.6
Non-cash purchases of property, plant and equipment	1.9	-

The accompanying notes are an integral part of these consolidated financial statements.

Ascend Investments S.à r.l.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIT)

for the Years Ended December 31, 2021 and 2020

(expressed in million USD, except share and per share amounts)

	Common shares ($ 0,01 per share)			Other equity reserve	Non-Controlling Interest	Retained Earnings (Deficit)	Other Comprehensive Income (Loss)	Total Equity
	Million shares	Amount	Paid-in Capital					
Balance, January 1, 2020	**1,032.1**	**10.3**	**100.1**	**444.7**	**5.2**	**(513.7)**	**(43.9)**	**2.7**
Issuance of common stock	-	-	-	-	3.1	-	-	3.1
Convertible Preferred Equity Certificates - Capitalized Interest	-	-	-	18.2	-	-	-	18.2
Convertible Preferred Equity Certificates - Interest Expense	-	-	-	(18.2)	-	-	-	(18.2)
Net income (loss)	-	-	-		-	(53.3)	-	(53.3)
Other comprehensive income	-	-	-	-	-	-	29.5	29.5
Balance, December 31, 2020	**1,032.1**	**10.3**	**100.1**	**444.7**	**8.3**	**(567.0348)**	**(14.4)**	**(18.0)**
Issuance of common stock	-	-	-	-	8.5	-	-	8.5
Impact of change in shareholding	-	-	-	-	-	-	-	-
Convertible Preferred Equity Certificates - Capitalized Interest	-	-	-	18.8	-	-	-	18.8
Convertible Preferred Equity Certificates - Interest Expense	-	-	-	(18.8)	-	-	-	(18.8)
Net income (loss)	-	-	-		-	(31.3)	-	(31.3)
Other comprehensive income (loss)	-	-	-	-	-	-	(14.9)	(14.9)
Balance, December 31, 2021	**1,032.1**	**10.3**	**100.1**	**444.7**	**16.8**	**(598.3)**	**(29.3)**	**(55.7)**

The accompanying notes are an integral part of these consolidated financial statements.

NOTE 1 - GENERAL INFORMATION

Ascend Investments S.à r.l. (the "Company") was incorporated in the Grand-Duchy of Luxembourg on October 29, 2013 as a limited liability Company (Société à responsabilité limitée) within the definition of the Luxembourg Law of August 10, 1915. The Company has been formed for an unlimited period. The Company's registered office is established in 2, rue Edward Steichen, L-2540, Luxembourg under the commercial register number B181601.

The purpose of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies, or other business entities, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes and other securities of any kind, and the ownership, administration, development and management of its portfolio. The Company may also hold interests in partnerships and carry out its business through branches in Luxembourg or abroad.

The Company may borrow in any form and proceed by private placement to the issue of bonds and debentures.

In a general fashion it may grant assistance (by way of loans, advances, guarantees or securities or otherwise) to companies or other enterprises in which the Company has an interest or which forms part of the Group of companies to which the Company belongs (including upstream or cross stream), take any controlling and supervisory measures and carry out any operation which it may deem useful in the accomplishment and development of its purposes.

Finally, the Company can perform all commercial, technical and financial or other operations, connected directly or indirectly in all areas in order to facilitate the accomplishment of its purpose.

The Company's financial year begins on January 1st and ends on December 31st of the same year.

On November 22, 2013, (the "Acquisition Date"), Crosby acquired from Melrose Industries PLC ("Melrose") its Crosby and ACCO businesses for cash consideration of approximately $1 billion (the "Acquisition"). The Acquisition included all of the operating businesses reported to the Board of Directors of Melrose under the "Crosby" name (including the Premier Stampings division of Melrose ("Premier Stampings"), ACCO Material Handling Solutions Inc. and certain non-operating U.S. and European entities).

NOTE 1 - GENERAL INFORMATION (continued)

The Crosby businesses (including Premier Stampings) operate in North America, Europe, the Middle East, Asia and Latin America and are global market leaders in the design, manufacture and marketing of highly-engineered solutions and equipment used in rigging, lifting and material handling applications. The ACCO business is based in the United States and holds leading market positions in the hoists, cranes and monorails, and carts and trailers markets.

The Crosby and ACCO businesses serve a mix of end markets, including oil & gas, refinery and petrochemical, general industrial, non-residential construction, infrastructure and mining.

On January 14, 2020, the Group acquired 100% of the capital stock of Feubo for approximately € 11 million. Feubo, located in Hattingen, Germany, a global leader in offshore mooring components for the Oil & Gas and Wind Energy markets. The Group supplies the market with products such as kenter shackles, anchor shackles, swivels, sockets and other accessories. The Group recorded appoximently $4.5 million in goodwill relating to the acquisition.

On February 11, 2021, the Group acquired 30% of the capital stock of Verton Technologies for approximately AUD 5.7 million. Australian-based Verton has developed and commercialized disruptive advancements in load orientation technology that remove the need for human held tag lines in lifting applications.

On April 19, 2021, the Group acquired BlockCorp Ltd ("BlokCorp") for approximately GBP 4.5 million. UK-based BlokCorp designs and manufactures innovative camera and alert systems for tower and mobile cranes. These advanced systems provide crane operators with critical visual and audio capabilities that enable safer and more productive lifting operations. The Group recorded approximately $7.0 million in goodwill relating to the acquisition.

On May 14, 2021, the Group acquired the assets of Speedbinders.com ("Speedbinders") for approximately $1.5 million. US-based Speedbinders designs and manufactures torque drive load binders for heavy duty load securement. The Group recorded approximately $1.0 million in goodwill relating to the acquisition.

On November 30, 2021, the Group acquired 100% of the capital stock of Airpes Sistemas Integrales de Manutencion Y Pesaje S.L. ("Airpes") for approximately € 18 million. Airpes, based in Barcelona, Spain, is the leader in developing and manufacturing innovative lifting, handling, and weighing solutions for customers in the wind energy and industrial markets.

NOTE 1 - GENERAL INFORMATION (continued)

Airpes' highly engineered solutions, such as their yoke blade clamp, ensure safe and efficient wind turbine installation and maintenance. The Group recorded approximately $15.8 million in goodwill relating to the acquisition.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company received the authorization from the Luxembourg Ministry of Justice to prepare and file its consolidated financial statement in conformity with accounting principles generally accepted in the United States of America (US GAAP) rather than accounting principles generally accepted in Luxembourg. The permission has been granted subject to the condition that a comprehensive reconciliation of net income and stockholder's equity from US GAAP to Lux GAAP is presented. Please refer to Note 18.

Unless stated otherwise, accounting policies described herein have been applied consistently in preparing the accompanying financial statements for the financial year.

2.1 Basis of preparation

The accompanying consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

2.2 Principles of consolidation

The consolidated financial statements include the results of the Company and all its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

2.3 Use of estimates

The preparation of financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Dollar Amounts

All dollar amounts (except share and per share amounts) presented in the tabulations within the notes to our consolidated financial statements are stated in millions of US Dollars, unless otherwise noted.

2.5 Foreign Currency

The Group functional and reporting currency is the US Dollar ("USD" or "$") for all periods presented. However, some of the subsidiaries of the Group have a functional currency other than USD.

Foreign-currency Transaction Gains and Losses

Monetary assets and liabilities denominated in currencies other than functional currencies are measured at the balance sheet date, while transactions in foreign currencies are measured at the rates on the transaction dates. The resulting foreign-currency transaction gains and losses are recorded in the consolidated statements of operations as a component of operating loss and resulted in a loss of $1.0 million for the year ended December 31, 2021 and no gain/loss for the year ended December 31, 2020.

Foreign-currency Translation Gains and Losses

Financial statements of entities within the reporting group that have a functional currency other than USD are translated into USD as follows: assets and liabilities are translated using the exchange rate at the balance sheet date and the results of operations using the average exchange rate during the period. The resulting translation adjustments are reflected as a separate component of other comprehensive income (loss).

2.6 Revenue Recognition

Revenue is recognized in accordance with ASU 2014-09 — Revenue from Contracts with Customers, from the sale of products at the time the performance obligation has been met, i.e. goods are delivered, and a contract exists with the customer. A contract exists if both parties have approved the contract, the entity can identify each party's rights regarding the goods to be transferred, the entity can identify the payment terms, the contract has commercial substance, and it is probable that the Group will collect substantially all of the consideration which it will be entitled to in exchange for those goods. The timing of product delivery is determined by reference to contractually-specified shipping terms, which primarily are FOB shipping point, and revenue is earned at a point in time.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Sales are recognized at the net amount to be received after deductions for estimated discounts, rebates, allowances and returns. Typically, the consideration is fixed for all contracts and is, therefore, known upon the completion of the performance obligation. These estimates and reserves are determined and adjusted as needed based upon historical experience, contract terms and other relevant factors.

2.7 Cost of Sales

Cost of sales reflects the costs of manufacturing and shipping of the products, such as raw materials, energy, labor, depreciation and repair costs of property, plant and equipment employed in manufacturing and other production costs.

2.8 Warranty Costs

Estimated costs related to products warranty are accrued using a specific identification basis. Estimated costs are based on past warranty claims, sales history, and the remaining warranty periods.

2.9 Shipping and Handling costs

Shipping and handling costs are accounted for in accordance with ASC 610-10 — Principal Agent Considerations. Amounts billed to customers in sale transactions related to shipping and handling costs are recorded as revenue as shipping activity is considered a fulfilment activity (no separate obligation). Shipping and handling costs incurred are included in cost of sales in the accompanying consolidated statement of operations.

2.10 Selling, Distribution and Administrative Expenses

Selling, distribution, and administrative expense is primarily comprised of selling expenses, marketing expenses, research and development costs, administrative and other indirect overhead costs and depreciation expense on non-manufacturing assets and other miscellaneous operating items.

2.11 Advertising Costs

Advertising costs are accounted for in accordance with ASC 720-35 — Advertising Costs. Generally, advertising costs are immaterial and are expensed as incurred and included in selling and marketing expense.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Cash and Cash Equivalents

Cash and cash equivalents are defined as short-term highly liquid investments with original maturities of 90 days or less.

2.13 Accounts Receivable

Accounts receivable are reported in the balance sheet net of allowances for doubtful accounts. The Group evaluates the collectability of accounts receivable based on a combination of factors. If circumstances indicate a specific customer's inability to meet its financial obligations, the Group records a specific reserve for bad debts in order to reduce the receivable to the amount reasonably believed to be collectable. For all other customers, a reserve for estimated uncollectible accounts receivable is established based on historical collection experience, with a charge against current earnings.

2.14 Inventories

Inventories are stated at the lower of cost or net realizable value. The principal components of cost included in inventories are materials, direct labor and manufacturing overhead. Inventory at the Group's U.S. locations was accounted for using the "last-in, first-out" ("LIFO") method. For non-U.S. locations, the "first in, first-out" ("FIFO") method was used.

The Group performs periodic assessments to determine the existence of obsolete, slow-moving and damaged inventory and records necessary provisions to reduce such inventory to the lower of cost or net realizable value.

2.15 Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and historical impairment. Upon purchase or construction of an asset in the normal course of business the Group capitalizes all costs necessary to make the asset ready for its intended use.

Property, plant and equipment is depreciated over its estimated useful life using the straight-line method. Useful lives for property, plant and equipment by major asset class were as follows:

Asset Class	Useful Life
Machinery and equipment	3 to 20 years
Buildings	30 to 50 years

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Expenditures for maintenance and repairs are charged to operating expense as incurred. The costs of major renewals and improvements that extend the life or operating efficiency of the asset are capitalized. At the time property, plant and equipment is retired or otherwise disposed, the cost and associated reserves for accumulated depreciation and impairment are removed from the accounts and the gain or loss on disposal is recognized in the period incurred.

2.16 Long-Lived Assets

Long-lived assets, such as property, plant, and equipment and purchased intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset be tested for possible impairment, the Group first compares the undiscounted cash flows expected to be generated by an asset to the carrying value of the asset. If the carrying value of the long-lived asset is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary. These determinations of fair value are primarily based upon internally developed cash flow models and would generally be classified as Level 3 inputs in the valuation hierarchy. The Group groups long-lived assets by reporting unit for purposes of recognition and measurement of an impairment loss as this is the lowest level for which cash flows are independent. There was no impairment of long-lived assets and acquired customer relationships in 2021 and 2020.

Acquired customer-relationship intangible assets were measured at fair value at the date of acquisition using the multi-period excess earnings method under the income approach and are being amortized based on the estimated pattern in which the economic benefits are expected to be consumed. Amortization expense in any given year is based on a rate that discounted net future cash flows arising from these customer relationships for that year bear to total discounted net cash flows these relationships are expected to generate. Because a level of customer attrition is assumed to occur, the application of this amortization method results in a declining cost base and associated amortization expense over the expected economic life of these assets.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.17 Goodwill and Indefinite-Lived Intangible Assets

Effective January 1, 2016, the Group adopted ASU 2014-02 — Accounting for private company goodwill; therefore, the Group records goodwill amortization expense annually. Other indefinite-lived intangible assets, primarily tradenames, are not amortized. Goodwill and trade names are reviewed for impairment upon the occurrence of a triggering event. When warranted, the impairment assessment of goodwill and other indefinite-lived intangibles is performed at the total entity level for the Group and the appropriate business unit level, respectively. Impairment write-downs are charged to results of operations in the period in which the impairment is determined.

If a triggering event occurs, the Group determines fair value at the appropriate level using an income and market approach. For purposes of the income approach, fair value is determined based on the present value of estimated future cash flows, discounted at an appropriate risk-adjusted rate. Internal forecasts are used to estimate future cash flows and include an estimate of long-term future growth rates based on the most recent views of the long-term outlook for the Group. The Group also uses the market approach as an additional element of its entity valuation. This technique utilizes comparative market multiples in the valuation estimate. While the income approach has the advantage of utilizing more company specific information, the market approach has the advantage of capturing market based transaction pricing. Estimated fair value of the Group from each approach often results in a premium over its market capitalization, commonly referred to as a control premium. Assessing the acceptable control premium percentage requires judgment and is impacted by external factors such as observed control premiums from comparable transactions derived from the prices paid on recent publicly disclosed acquisitions in the industry. The Group estimates the fair value of trade names using a royalty model approach which required the use of significant unobservable inputs, including assumptions of future revenues.

Estimating the fair value of the Group requires the use of estimates and significant judgments that are based on a number of factors including current and historical actual operating results, balance sheet carrying values, most recent forecasts, and other relevant quantitative and qualitative information. These estimates are primarily based upon internally developed cash flow models and would generally be classified as Level 3 inputs in the valuation hierarchy. If current or expected conditions deteriorate, it is reasonably possible that the judgments and estimates described above could change in future periods and result in impairment charges.

The Group did not identify indicators requiring it to perform impairment tests of goodwill or trade names during 2021 or 2020.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Environmental and Legal Contingencies

Liabilities for environmental remediation costs and other contingent liabilities are initially recognized on an undiscounted basis when the Group's loss with respect to a particular environmental or other matter is both probable of being incurred and reasonably estimable and are included in the accompanying consolidated balance sheets in accrued expenses and other current liabilities and in other non-current liabilities. Subsequent adjustments to initial liability estimates are recorded as necessary based upon additional information developed in subsequent periods. These estimates are primarily based upon internally developed cash flow models and would generally be classified as Level 3 inputs in the valuation hierarchy. The charges associated with environmental and legal contingencies, net of recognized cost recoveries, are reflected in the statements of operations as a component of selling, distribution and administrative expenses.

Environmental Obligations

As sites of environmental concern are identified, the Group assesses the existing conditions, claims and assertions, and records an estimated undiscounted liability when environmental assessments and/or remedial efforts are probable and the associated costs can be reasonably estimated. Estimates of environmental liabilities, which reflect the cost of investigation and remediation, are based on a variety of matters, including, but not limited to, the stage of investigation, the stage of the remedial design, evaluation of existing remediation technologies, and presently enacted laws and regulations. In future periods, a number of factors could significantly change the Group's estimate of environmental remediation costs, such as changes in laws and regulations, or changes in their interpretation or administration, revisions to the remedial design, unanticipated construction problems, identification of additional areas or volumes of contaminated soil and groundwater, and changes in costs of labor, equipment and technology.

Personal Injury Claims and Other Legal Contingencies

From time to time, the Group, along with numerous other unrelated third parties, may be named as a defendant in personal injury lawsuits, allegedly arising from the use of products produced by the Group's subsidiaries. Certain of these claims are based on alleged exposure to asbestos-containing materials. The associated liability for pending and probable future claims and defense costs is estimated based on historical and expected claim experience, considering factors such as the number of claims filed, average claim dismissal rate, and average defense cost per claim.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cost Recoveries

To the extent costs associated with environmental investigation and remediation activities or personal injury claims have been incurred and are recoverable under insurance policies or cost-sharing arrangements and such recoveries are deemed probable, the Group recognizes a receivable on an undiscounted basis. Receivables are reflected in the accompanying consolidated balance sheets in accounts receivable and in other non-current assets, depending on estimated timing of recovery.

2.19 Retirement Plans

The Group sponsors a number of defined contribution and defined benefit retirement plans.

Defined Contribution Plans

Contributions payable to defined contribution plans are charged to expense as the contributions are earned by employees.

Defined Benefit Plans

All of the Group's pension plans are closed to new entrants for participation and are frozen, meaning that plan participants no longer accrue benefits, with the exception of the local statutory pension plan in Sweden. Previously accrued benefits to which existing plan participants are entitled and accrued benefits in Sweden are generally based on age at retirement and years of service. Pension asset and liabilities, as well as the net periodic cost, are actuarially determined using several assumptions, the most significant of which are the discount rate and the long-term rate of return on plan assets. The recognition of actuarial gains and losses, which occur when actual experience differs from actuarial assumptions, is initially deferred to accumulated other comprehensive income (loss) in stockholders' equity (deficit), net of taxes. If actuarial gains and losses exceed ten percent of the greater of plan assets or plan obligations, they are amortized into net income over the average future service period or life of plan participants. The funded status of the Group's pension plans is reflected on the consolidated balance sheets as a net pension asset or net pension liability, on a plan-by-plan basis, as retirement benefit obligation.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Derivative Financial Instruments

ASC 815 — Derivatives and Hedging, requires companies to recognize all derivative instruments as either assets or liabilities at fair value in the statement of financial position. For derivatives designated as hedges, gains or losses on fair value hedges are offset in current earnings against the change in fair value of the risk being hedged, while the effective portion of the gain or loss on a cash flow hedging instrument is reported in accumulated other comprehensive income until the hedged item is recognized in earnings.

The Group reflects the fair value of its interest-rate swap contracts as assets and liabilities on its consolidated balance sheet, with the effective portion of the related gain or loss on those contracts deferred in stockholders' equity (deficit) (as a component of accumulated other comprehensive income (loss). These deferred gains or losses will be recognized in consolidated net income (loss) in the same future periods in which the underlying hedged forecasted transactions (debt-related interest) affect earnings. Gain or loss from hedge ineffectiveness, if any, which represents the cumulative gains or losses on the derivative instruments that are not offset by the cumulative changes in the expected future hedged cash flows, is immediately recognized in net income (loss) when incurred.

To qualify for hedge accounting treatment, the Group formally documents the details of the hedging relationship at inception of the arrangement, including the risk management objective, hedging strategy, hedged item or transaction, specific risk being hedged, the derivative instrument, and the method of assessing effectiveness and measuring ineffectiveness. Subsequent to the initial designation, the Group periodically reviews each hedging relationship to ensure that the derivative continues to be highly effective in offsetting expected changes in the cash flows being hedged. Effectiveness is evaluated on a retrospective and prospective basis based on quantitative and qualitative measures.

2.21 Income taxes

The Group's provision for income taxes was prepared under the accounting principles prescribed in Accounting Standards Codification 740 — Income Taxes.

Current Income Taxes

Current tax is the amount of tax payable or recoverable in respect of the taxable profit or loss for the period. Taxable profit differs from accounting profit because it excludes items of income or expense recognized for accounting purposes that are either not taxable or deductible for tax purposes or are taxable or deductible in other periods. Current tax is calculated using tax rates that have been enacted at the balance sheet date.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Uncertain Tax Positions

Uncertain tax positions are recognized in the consolidated financial statements for positions which are considered more likely than not of being sustained based on the technical merits of the position on audit by the tax authorities. The measurement of the tax benefit recognized in the consolidated financial statements is based upon the largest amount of tax benefit that, in management's judgement, is greater than 50% likely of being realized based on a cumulative probability assessment of the possible outcomes. The Group reflects interest on unrecognized tax benefits and penalties as a component of income tax expense, while interest and penalties that are accrued are included in the corresponding tax liability in the consolidated balance sheets.

Deferred Income Taxes

Deferred tax assets and liabilities are recognized for differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the tax bases of assets and liabilities that will result in future taxable or deductible amounts. The deferred tax assets and liabilities are measured using the enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. In making such determination, the Group considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent financial operations. In the event the Group was to determine that it would be able to realize its deferred income tax assets in the future in excess of their net recorded amount, the Group would make an adjustment to the valuation allowance which would reduce income tax expense.

2.22 Fair value Measurements

While the Group may occasionally measure certain assets and liabilities at fair value (such as in the case of measuring asset impairment), the only assets and liabilities of the Group required to be stated on its consolidated balance sheets at fair value and, therefore, remeasured on a recurring basis, are derivative assets and liabilities. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Group may use a variety of valuation techniques and valuation inputs.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

A hierarchy for valuation inputs established by the Group maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability based on market rates obtained from sources independent of the Group. Unobservable inputs are inputs that reflect the Group's estimates about the assumptions market participants would use in the pricing of the asset or liability based on the best information available. The hierarchy is represented by three levels of valuation inputs, based on their relative reliability:

Level 1

Valuations based on quoted prices in active markets for identical assets or liabilities to those being measured.

Level 2

Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3

Valuations that use significant unobservable inputs, in which there is little or no market data available, thus necessitating development of its own assumptions by the Group.

2.23 Stock-Based Compensation

The Group recognizes stock-based compensation expense based on estimated fair value of the stock awards on the date of grant. Vesting of the stock awards is based on certain performance, market and services conditions over a five-year period. Because vesting of the shares is based primarily on a performance target, which are currently not considered probable of achieving, no stock-based compensation has been recognized in 2021 or 2020.

2.24 Convertible Preferred Equity Certificates

Convertible Preferred Equity Certificates were prepared under the accounting principles prescribed in ASC-825 Financial Instruments. The Nominal of Convertible Preferred Equity Certificates as well as the interest expense are recognized as equity. The capitalized interest during the year is adjusted back to equity.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.25 New Accounting Standards

New Accounting Standards Issued and Adopted

In March 2021, the FASB issued ASU 2021-03, Intangibles – Goodwill and Other (Topic 350): Accounting Alternative for Evaluating Triggering Events ("ASU 2021-03"). ASU 2021-03 provides an accounting alternative expected to reduce the complexity for private companies and not for profit organizations when performing the goodwill triggering event evaluation. The amendments in this Update provide private companies and not-for-profit entities with an accounting alternative to perform the goodwill impairment triggering event evaluation as required in Subtopic 350-20 as of the end of the reporting period, whether the reporting period is an interim or annual period. ASU 2021-03 did not have an impact on the financial statements for the current year.

In March 12, 2020, the FASB issued 2020-04 — Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting, ("ASU 2020-04"), to provide optional guidance for a limited period of time to ease the potential burden in accounting for reference rate reform. The amendments in the ASU provide optional expedients and exceptions for applying U.S. GAAP to contracts, hedging relationships, and other transactions affected by reference rate reform. The amendments in this ASU apply only to contracts, hedging relationships, and other transactions that reference the London Inter-bank Offered Rate (LIBOR) or another reference rate expected to be discontinued due to reference rate reform. ASU 2020-04 is effective for the Company beginning in 2020 and through December 2022. An entity may elect to apply the amendments prospectively through December 31, 2022. ASU 2020-04 did not have an impact on the financial statements for the current year.

New Accounting Standard Issued and Not Yet Adopted

In June 2016, the FASB issued ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"). Current GAAP delays the recognition of the full amount of credit losses until the loss is probable of occurring. The amendments in this update eliminate the probable initial recognition threshold and, instead, reflect the entity's current estimate of all expected credit losses. In addition, current guidance limits the information an entity may consider in measuring a credit loss to its past events and current conditions. The amendments in this update broaden the information an entity may consider in developing its expected credit loss estimate to include forecasted information. ASU 2016-13 is effective for annual periods beginning after December 15, 2022, including interim periods within those fiscal years, with early adoption permitted. We are currently evaluating the effect of adopting ASU 2016-13.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02"). ASU 2016-02 increases transparency and comparability among organizations by requiring lessees to record right-to-use assets and corresponding lease liabilities on the balance sheet and disclosing key information about lease arrangements. The new guidance will continue to classify leases as either finance or operating, with classification affecting the pattern of income recognition in the statement of income. In June 2020, the FASB issued 2020-05 — Revenue from Contracts with Customers (Topic 606) and Leases (Topic 842): Effective Dates for Certain Entities ("ASU 2020-05"). Under ASU 2020-05, the effective date of adoption of the leasing standard (Topic 842) for private entities is deferred until annual reporting periods beginning after December 15, 2021 and interim periods within annual reporting periods beginning after December 15, 2022. We are currently evaluating the effect of adopting ASU 2016-02.

In January 2020, the FASB issued ASU 2020-01, Investments - Equity Securities (Topic 321), Investments - Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815) - Clarifying the Interactions between Topic 321, Topic 323, and Topic 815 (a Consensus of the Emerging Issues Task Force) ("ASU 2020-01"), to clarify the interaction of the accounting for equity securities under Topic 321, investments under the equity method of accounting in Topic 323, and the accounting for certain forward contracts and purchased options accounted for under Topic 815. ASU 2020-01 clarifies that an entity should consider observable transactions that require it to either apply or discontinue the equity method of accounting for the purposes of applying the measurement alternative in accordance with Topic 321 immediately before applying or upon discontinuing the equity method. ASU 2020-01 is effective for fiscal years beginning after December 15, 2021, and interim periods within those fiscal years. Early adoption is permitted, including early adoption in an interim period. We are currently evaluating the effect of adopting ASU 2020-01.

In October 2020, the FASB issued ASU 2020-10, Codification Improvements, ("ASU 2020-10"), to improve the consistency of the Codification by including all disclosure guidance in the appropriate Disclosure Section (Section 50). These amendments are not expected to change current practice. The amendments are effective for annual periods beginning after December 15, 2021, and interim periods within annual periods beginning after December 15, 2022. Early adoption is permitted. We are currently evaluating the effect of adopting ASU 2020-10.

In March 2021, the FASB amended Intangibles – Goodwill and other (Topic 350): Accounting Alternative for Evaluating Triggering Events.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The amendments in this ASU provide private companies and not-for-profit entities (that elected the accounting alternative for the subsequent measurement of goodwill provided under paragraphs 350-20-35-62 through 35-82) with an accounting alternative to perform the goodwill impairment triggering event evaluation as required in ASC 350-20 as of the reporting period end instead of evaluating goodwill impairment triggering events when they occur (which is a requirement that will remain in effect for all public business entities). The amendments in this ASU are effective prospectively for fiscal years beginning after December 15, 2019. Early adoption is permitted for both interim and annual financial statements that have not yet been issued or made available for issuance as of March 30, 2021, but private companies and not-for-profit entities cannot retroactively adopt the ASU for interim financial statements that have already been issued in the year of adoption. We are currently evaluating the effect of adopting ASU 2020-10.

In October 2021 the FASB issued ASU 2021-07. The amendments in the ASU allows nonpublic entities to use, as a practical expedient, "the reasonable application of a reasonable valuation method" to determine the current price input of equity-classified share-based payment awards issued in exchange for goods or services. The ASU further clarifies that an entity that wishes to apply the practical expedient must do so on a measurement-date-by-measurement-date basis. That means that the practical expedient must be applied to all share-based awards within the scope of the practical expedient that have the same underlying share and the same measurement date. An entity that elects the practical expedient is also required to disclose that election. The guidance in ASU 2021-07 is effective for nonpublic entities for fiscal years beginning on or after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. Early application, including application in an interim period, is permitted for financial statements that have not yet been issued or made available for issuance as of October 25, 2021. We are currently evaluating the effect of adopting ASU 2021-07.

In October 2021 the FASB issued ASU 2021-08 to amended Topic 805 to add contract assets and contract liabilities to the list of exceptions to the recognition and measurement principles that apply to business combinations and to "require that an entity (acquirer) recognize and measure contract assets and contract liabilities acquire Dina a business combination in accordance with Revenue for Contracts with Customers (Topic 606)." This ASU amendments are effective for Fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. We are currently evaluating the effect of adopting ASU 2021-08.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

In November 2021 the Board issued ASU 2021-09, which allows lessees that are not public business entities to make an accounting policy election by class of underlying asset, rather than on an entity-wide basis, to use a risk-free rate as the discount rate when measuring and classifying leases. In addition, this ASU requires lessees to disclose their election, including the asset class(es) for which they have elected the accounting policy, and use the rate implicit in the lease instead of the risk-free rate when the former is readily determinable, regardless of whether the practical expedient has been elected. Lessees that have not yet adopted Topic 842 as of November 11, 2021, should apply the transition requirements in ASC 842-10-65-1 when adopting ASU 2021-09. ASU 2021-09 should be adopted on the same date on which an entity adopts Topic 842.

Lessees that have adopted Topic 842 as of November 11, 2021, should apply the transition requirements below for fiscal years beginning after December 15, 2021 and interim periods within fiscal years beginning after December 15, 2022. We are currently evaluating the effect of adopting ASU 2021-09.

On November 17, 2021, the Board issued ASU 2021-10, which requires business entities to provide certain disclosures when they (1) have received government assistance and (2) use a grant or contribution accounting model by analogy to other accounting guidance (e.g., a grant model under IAS 20, Accounting for Government Grants and Disclosure of Government Assistance, or ASC 958-605, Not-For-Profit Entities — Revenue Recognition). The ASU created Topic 832 (on government assistance). Entities may apply the ASU's provisions either (1) prospectively to all transactions within the scope of ASC 832 that are reflected in the financial statements as of the adoption date and all new transactions entered into after the date of adoption or (2) retrospectively. We are currently evaluating the effect of adopting ASU 2021-10.

NOTE 3 – GOODWILL AND OTHER INTANGIBLE ASSETS

For the years ended December 31, 2021 and 2020, the Group concluded that no impairment existed for goodwill or trade names. The Group had accumulated impairment loss of goodwill in the amount of $242.6 million and accumulated impairment loss of trade names in the amount of $111.3 million as of December 31, 2021 and 2020. Accumulated amortization for goodwill, excluding impairments, was $86.3 million and $71.8 million as of December 31, 2021 and 2020, respectively. Accumulated amortization for customer relationships was $279.4 million and $258.3 million as of December 31, 2021 and 2020, respectively.

NOTE 3 – GOODWILL AND OTHER INTANGIBLE ASSETS (continued)

The following table summarizes the estimates of useful life and accumulated amortization (if applicable) as of December 31, 2021 and 2020:

In millions	(a) Goodwill	Trade Names	Customer Relationships	Patents
Useful Lives - Years	**10**	**Indefinite**	**10 - 12**	**Various**
Balance at January 1, 2020	$ 102.9	$ 169.3	$ 116.7	$ 0.8
Amortization	(14.5)	–	(26.9)	–
Foreign currency translation	14.9	2.2	0.6	–
Additions	4.5	–	–	–
Balance at December 31, 2020	$ 107.8	$ 171.5	$ 90.4	$ 0.8
Amortization	(14.5)	–	(23.5)	–
Foreign currency translation	(11.0)	(3.1)	(0.5)	–
Additions	24.2	–	–	–
Balance at December 31, 2021	$ 106.5	$ 168.4	$ 66.4	$ 0.8

(a) The weighted average useful life of goodwill is 7 years as of December 31, 2021 and 2020.

The following table presents estimated amortization of the customer-relationships intangible asset for each of the following five years:

In millions Year	*Customer Relationships*	*Goodwill*
2022	20.3	16.9
2023	17.3	16.9
2024	14.6	16.9
2025	13.0	16.9
2026	1.1	16.9

NOTE 4 - LONG-TERM DEBT

Since the initial Acquisition Date, the Group has maintained a consistent capital structure of a first and second lien debt, and a revolving credit facility, see additional details below of long-term debt at December 31, 2018. Subsequent to the acquisition of Gunnebo in May 2019, the Group refinanced its debt.

NOTE 4 - LONG-TERM DEBT (continued)

On June 27, 2019, the Group and certain of its subsidiaries entered into (i) a first lien credit agreement (the "2019 First Lien Credit Agreement") providing for a $475.0 million 7-year senior secured first lien term loan facility (the "2019 First Lien TL") and a 5-year multi-currency $70.0 million revolving credit facility (the "2019 RCF") and (ii) a second lien credit agreement (the "2019 Second Lien Credit Agreement" and, collectively with the 2019 First Lien Credit Agreement, the "2019 Credit Agreements"), providing for a $150.0 million 8-year Second Lien Term Loan facility (the "2019 Second Lien TL").

The 2019 RCF was not drawn as of December 31, 2020. Borrowing capacity under the 2019 RCF is expected to be available to supplement the Group's liquidity as may be necessary from time to time for ongoing working capital requirements and other general corporate purposes. The Group had available borrowing capacity under the 2019 RCF of $66.4 million as of December 31, 2021 and 2020, which takes into account $3.6 million of capacity utilized to secure letters of credit.

On August 14, 2015, the Group entered into a loan agreement (the "Longview Project Loan Agreement") providing for a 7-year secured loan facility not to exceed $30.4 million (the "Longview Project Loan") in order to partially finance the project along with cash flow from operations. The Group makes $0.5 million principal payments plus interest on a monthly basis until the maturity date of September 21, 2022.

Long-term debt at December 31, 2021 consisted of the following:

In millions	*Balance*	*Maturity*	*Interest Rate*
2019 First Lien TL(a)	$463.1	June 27, 2026	4.84%
2019 Second Lien TL(b)	150.0	June 27, 2027	8.59%
Longview Project Loan(c)	4.5	September 21, 2022	3.1%
Other Debt	0.9	Various	
Total principal amount of debt	618.5		
Unamortized discount	(4.3)		
Unamortized debt issuance costs	(7.2)		
Total debt, net	$607.0		
Current portion of long-term debt	$9.3		
Long-term debt	$597.7		

(a) The 2019 First Lien TL bears a rate of interest equal to LIBOR Rate, subject to a LIBOR floor of 0.0%, plus applicable margin, up to 4.75% depending on the Group's Leverage Ratio, as defined below.
(b) The 2019 Second Lien TL bears a rate of interest equal to the LIBOR Rate, subject to a LIBOR floor of 0.0%, plus applicable margin of 8.5%.
(c) The Longview Project Loan bears a rate of interest based on an Alternate Base Rate.

NOTE 4 - LONG-TERM DEBT (continued)

Long-term debt at December 31, 2020 consisted of the following:

In millions	Balance	Maturity	Interest Rate
2019 First Lien TL(a)	$467.9	June 27, 2026	4.89%
2019 Second Lien TL(b)	150.0	June 27, 2027	8.64%
Longview Project Loan(c)	10.5	September 21, 2022	3.3%
Other Debt	3.3	Various	
Total principal amount of debt	631.7		
Unamortized discount	(5.1)		
Unamortized debt issuance costs	(8.6)		
Total debt, net	$618.0		
Current portion of long-term debt	$10.8		
Long-term debt	$607.2		

(a) The 2019 First Lien TL bears a rate of interest equal to LIBOR Rate, subject to a LIBOR floor of 0.0%, plus applicable margin, up to 4.75% depending on the Group's Leverage Ratio, as defined below

(b) The 2019 Second Lien TL bears a rate of interest equal to the LIBOR Rate, subject to a LIBOR floor of 0.0%, plus applicable margin of 8.5%.

(c) The Longview Project Loan bears a rate of interest based on an Alternate Base Rate.

Principal Payments and Maturity

The 2019 First Lien TL amortizes in equal quarterly installments of $1.2 million, with the remaining unpaid principal balance due upon final maturity in June 2026. The 2019 Second Lien TL requires no principal payments prior to its maturity in June 2028. Starting in October 2017, the Longview Project Loan amortizes in equal monthly installment of $0.5 million.

The following table presents the total principal amount of future scheduled maturities:

In millions	
Year	Principal Due
2022	9.3
2023	4.8
2024	4.8
2025	4.8
2026	443.9
Thereafter	150.0

Additionally, subject to certain exceptions and step-down provisions, the Group's borrowings under the 2019 First Lien TL and the 2019 Second Lien TL are subject to mandatory prepayment provisions, under which up to 50% of Excess Cash Flows, as defined in the Credit Agreements, and up to 100% of the net after-tax proceeds from dispositions of certain assets (subject to reinvestment rights) and incurrence of certain indebtedness must be used to repay the term loans.

NOTE 4 - LONG-TERM DEBT (continued)

The 2019 First Lien Credit Agreement, 2019 Second Lien Credit Agreement, and Longview Project Loan Agreement allow the Group to make voluntary prepayments at any time, in whole or in part, with no penalty.

As market conditions warrant, the Group and its major equity holders, including KKR and its affiliates, may from time to time, seek to repurchase loans that the Group has borrowed, including the borrowings under the Senior Secured Credit Facilities, in privately negotiated or open market transactions or otherwise.

Interest Rate

Borrowings under the facilities may bear interest, at the Group's selection, based on the LIBOR Rate or ABR (Alternate Base Rate) plus an applicable margin, as defined in the 2019 First & 2019 Second Lien Credit Agreements and the Longview Project Loan Agreement. The Group has elected to initiate borrowings at the LIBOR Rate and intends to maintain this interest-rate structure in the foreseeable future. The LIBOR Rate applicable to the 2019 First Lien TL and the 2019 Second Lien TL is subject to a minimum floor of 0.00% per annum.

The following summarizes relevant factors to determining the interest-rate margin applicable to LIBOR-based borrowings under each of the credit facilities in effect:

- 2019 First Lien TL borrowings — a fixed margin of 4.75% applies.
- 2019 Second Lien TL borrowings — a fixed margin of 8.50% applies.
- 2019 RCF borrowings — applicable margin of 4.25% to 4.75%, based on the Consolidated First Lien Secured Debt to Consolidated EBITDA Ratio, as defined in the 2019 First Lien Credit Agreement (the "Leverage Ratio").
- Longview Project Loan — applicable margin of 3.00%.

The interest-rate margin applicable to 2019 RCF borrowings also represents the rate at which fees for letters of credit issued under the 2019 First Lien Credit Agreement accrue. In addition, the 2019 RCF commitment fee on unused committed capacity may be in the range of 0.25% to 0.50%, based upon the Leverage Ratio.

NOTE 4 - LONG-TERM DEBT (continued)

The following table summarizes interest expense incurred (in millions):

	Year Ended December 31, 2021	Year Ended December 31, 2020
Current debt, long-term debt and other(a)	$ 37.8	$ 49.7
Amortization of debt discount and issuance costs	2.2	2.1
Interest expense, net	$ 40.0	$ 51.8

(a) As discussed in Note 8, the Group previously entered into interest-rate derivatives to hedge a portion of its risk associated with variability in expected 2017-2020 interest payments on the First Lien TL.

Deferred Financing Costs

In connection with obtaining credit commitments provided for in the Credit Agreements, the Group incurred debt issuance costs of $10.6 million, which were initially capitalized (and are reported as a component of long-term debt in the accompanying consolidated balance sheets) and are being amortized to interest expense over the term of the associated credit facilities.

Covenants and Security

The terms of the Credit Agreements provide for customary representations and warranties, conditions precedent, affirmative and negative covenants, and events of default. Pursuant to the 2019 First Lien Credit Agreement, should 2019 RCF utilization exceed 40%, the Group will be required to maintain the Leverage Ratio lower than specified limits, which is 6.25:1 for periods after March 31, 2020. Longview Project Loan borrowings are secured by the assets acquired for the Longview Project. The Group was in compliance with all applicable covenants as of December 31, 2020.

All obligations under the Credit Agreements are guaranteed by Crosby Worldwide Limited and each of its existing and future direct and indirect domestic subsidiaries that are not designated as unrestricted subsidiaries in accordance with the Credit Agreements (the "Guarantors"). All obligations under the Credit Agreements, including the guarantees of those obligations, are also secured by certain assets of the Group and the Guarantors.

The 2019 First Lien TL borrowings and 2019 RCF borrowings are secured by a first priority security interest, and 2019 Second Lien TL borrowings are secured by a second priority security interest, in substantially all of the Group's tangible and intangible assets located in the United States, and all of the capital stock of the Group's direct and indirect subsidiaries (or, in the case of foreign subsidiaries, 66% of the voting capital stock).

NOTE 5 - BALANCE SHEET DATA

Accounts Receivable

Accounts receivable recognized in current assets included the following:

In millions	December 31, 2021	December 31, 2020
Trade accounts receivable	$ 63.8	$ 49.2
Other receivables	1.0	1.3
	64.8	50.3
Less: allowance for doubtful accounts	(1.0)	(0.9)
Total accounts receivable	$ 63.8	$ 49.6

Accounts receivable are non-interest-bearing. Credit terms offered to customers vary based upon the country of operation but are generally between 30 and 90 days.
The carrying amount of trade accounts receivable includes an allowance for estimated uncollectible accounts, reflecting estimated credit losses.

The following table shows the change in the balance of the allowance for doubtful accounts for each of the reporting periods presented:

In millions	December 31, 2021	December 31, 2020
Balance, beginning of period	$ (0.9)	$ (0.4)
Provision for uncollectible accounts	(0.1)	(0.5)
Balance, end of period	$ (1.0)	$ (0.9)

Inventories

Major categories of inventories included the following:

In millions	December 31, 2021	December 31, 2020
Finished goods	$ 44.6	$ 44.8
Work in process	45.3	38.9
Raw materials	24.3	25.5
Total inventories	$ 114.2	$ 109.2

Approximately 54% of the Group's inventories are valued under the LIFO method of accounting for which a reserve a $9.6 million and $4.6 million existed as of December 31, 2021 and 2020, respectively.

NOTE 5 - BALANCE SHEET DATA (continued)

Property, Plant and Equipment, Net

The following table presents the historical cost and accumulated reserve for depreciation and impairment by major class of property, plant, and equipment as of:

In millions	December 31, 2021	December 31, 2020
Land	$ 5.9	$ 5.4
Buildings	31.6	31.6
Machinery and equipment	210.2	204.9
Construction in progress	8.7	5.7
Total property, plant and equipment	256.4	247.6
Less: Accumulated depreciation	(135.0)	(119.2)
Property, plant and equipment, net	$ 121.4	$ 128.4

Depreciation expense totaled $20.2 million and $20.0 million for the years ended December 31, 2021 and 2020, respectively.

Other Non-current Assets

The following table presents the composition of other non-current assets. Additional information about the Group's debt, environmental costs subject to reimbursement is provided in Notes 6,

In millions	December 31, 2021	December 31, 2020
Non-trade receivable	$ 1.2	$ 1.0
Reimbursement receivable - asbestos claims	19.4	22.4
Reimbursement receivable - environmental[(a)]	0.5	0.5
Reimbursement receivable –warranty and product liability	0.9	0.6
Prepaid pension cost	3.9	2.3
Deferred tax asset	2.1	-
Equity method investment	3.7	-
Total other non-current assets	$ 31.7	$ 26.8

(a) In addition, a current portion of reimbursements receivable for environmental remediation costs of $0.4 million as of December 31, 2021 and 2020 is included in other receivables.

NOTE 5 - BALANCE SHEET DATA (continued)

Accrued Expenses and Other Current Liabilities

Major components of accrued expenses and other current liabilities were as follows:

In millions	December 31, 2021	December 31, 2020
Employee-related costs	$ 22	$ 18.8
Accrued environmental and legal contingencies	0.9	1.0
Accrued interest	0.9	0.9
Accrued warranty and product liability	1.6	1.4
Other	9.8	8.1
Total accrued expenses and other current liabilities	$ 35.2	$ 30.2

Other Non-current Liabilities

Other non-current liabilities by category were as follows:

In millions	December 31, 2021	December 31, 2020
Accrued environmental and legal contingencies	$ 19.1	$ 22.3
Income taxes payable	0.8	0.8
New Market Tax Credit Program (Note 14)	9.7	9.7
Other	0.4	1.2
Total other non-current liabilities	$ 30.0	$ 34.0

NOTE 6 - ENVIRONMENTAL AND LEGAL OBLIGATIONS

Certain of the Group's subsidiaries are subject to presently known and possible future losses and obligations for environmental remediation and personal injury claims, including those as a result of alleged exposure to asbestos-containing products. The table below summarizes Group's environmental remediation liabilities, the estimated future costs of defense and resolution of personal injury claims and related litigation, as well as the associated estimates of costs recoverable from unrelated third parties. The measurement basis for these liabilities and assets uses estimates of expected losses or cost recoveries, as applicable, that are probable of being incurred or realized and that are estimable.

NOTE 6 - ENVIRONMENTAL AND LEGAL OBLIGATIONS (continued)

In millions	Liabilities				
	Environmental	**Asbestos**	**Other Legal Obligations**	**Total**	**Reimbursement Receivable**
Balance, January 1, 2020	**$ 6.0**	**$ 19.7**	**$ –**	**$ 25.7**	**$ 25.0**
Payments	(0.0)	(0.4)	–	(0.4)	(0.3)
Provisions and accruals	(2.0)	0.0	–	(2.0)	(1.4)
Balance, December 31, 2020	**$ 4.0**	**$ 19.3**	**$ –**	**$ 23.3**	**$ 23.3**
Payments	(0.2)	(0.1)	–	(0.3)	–
Provisions and accruals	–	(3.0)	–	(3.0)	(3.0)
Balance, December 31, 2021	**$ 3.8**	**$ 16.2**	**$ –**	**$ 20.0**	**$20.3**
Current	$ 0.4	$ 0.5	$ –	$ 0.9	$ 0.4
Non-current	$ 3.4	$ 15.7	$ –	$ 19.1	$ 19.9

Environmental

Certain of the Group's subsidiaries are involved in environmental remediation efforts related to formerly owned or operated properties and certain third-party owned landfill sites, as they are responsible, or alleged to be responsible, for ongoing environmental investigation and remediation of these sites. These sites are in various stages of investigation and/or remediation, and associated costs and liabilities are recognized by the Group, considering current developments, the law and existing technologies. It can be difficult to reliably estimate the final costs of investigation and remediation due to various factors.

These factors include, but are not limited to: an early stage of investigation for some sites, which increases uncertainty with respect to applicable regulatory requirements and duration, scope and cost of the remedial work; evolving laws and regulations affecting the scope of planned remedial effort and technologies applied; an early stage of certain legal analyses, such as the existence and financial condition of other potentially responsible parties subject to joint and several liability for remediation on certain sites; possible identification of additional volumes of contamination at known sites; and general changes in the cost of labor, materials and equipment planned to be employed in remedial work.

The Group recognized a liability associated with a formerly owned industrial manufacturing operations site where investigation and environmental assessment identified releases of certain contaminants in the soil and groundwater on, in and around the site. At December 31, 2021, and 2020, the carrying amounts of the liability were $0.9 million and $0.9 million, respectively. These amounts primarily represent the estimated costs of site monitoring and management activities as remediation activities were substantially completed in 2021.

NOTE 6 - ENVIRONMENTAL AND LEGAL OBLIGATIONS (continued)

The environmental exposure at this site is insured by third-party insurance companies that are managing ongoing feasibility evaluation and remediation activities and are paying directly the associated costs on behalf of the Group. The carrying amount of the insurance recoverable probable of being realized for this site was $0.9 million as of December 31, 2021, and was $0.9 million at December 31, 2020.

The Group has recognized $0.4 million and $0.5 million of environmental liability as of December 31, 2021 and 2020 respectively, related to a single former landfill site where the Group's subsidiary and four other unrelated third parties, have accepted liability for remediating environmental contamination.

Additionally, the Group has recognized an environmental liability related to ongoing environmental remediation efforts at a formerly owned site. At this time, the remediation obligations are voluntary. The carrying amount of this liability is $1.9 million as of December 31, 2021 and 2020.

Asbestos

From time to time, certain subsidiaries of the Group, along with a number of unrelated third parties, are named as defendants in personal injury claims and lawsuits based on alleged exposure to asbestos-containing materials The Group monitors claims filing and development experience and periodically updates the estimated cost of defending against and resolving these claims. At December 31, 2021, and 2020, the Group estimated the asbestos liability of $16.2 million and $19.3 million, respectively, to represent a reasonable estimate of the remaining remediation costs.

Certain of the Group's subsidiaries subject to asbestos-related personal injury claims have maintained product liability insurance policies. Certain of these policies provide a source of probable recovery of a portion of losses incurred and paid, as well as a portion of estimated probable future losses accrued as of December 31, 2021. An additional source of probable recovery of uninsured losses is an unrelated third party which manufactured component products for the Group's subsidiaries that are alleged to give rise to asbestos-related injuries. At December 31, 2021, and 2020, the Group estimated the probable amount of losses to be recovered from insurance and/or unrelated third parties to be $19.4 million and $22.4 million respectively.

Other Legal Obligations

The Group, through its subsidiaries, is subject to other litigation from time to time in connection with certain former and current operations and maintains a liability for estimated probable costs of legal defense associated with matters that occurred prior to the balance sheet date. Management does not expect these pending legal matters to have a material impact on the Group's results of operations or cash flows.

NOTE 7 - RETIREMENT PLANS

The Group sponsors a variety of defined contribution and defined benefit plans as discussed below.

Defined Contribution Savings Plans

The Group sponsors a number of savings plans that provide certain eligible employees an opportunity to accumulate funds for retirement. The Group matches the contributions of participating employees on the basis specified by each plan. The Group's cost associated with these plans totaled $1.7 million and $1.2 million for the years ended December 31, 2021 and 2020, respectively.

Defined Benefit Plans

The Group sponsors a number of defined benefit pension plans covering eligible current and former employees. The Group's funded and unfunded pension plans, all of which are closed to new entrants and in which existing participants no longer accrue benefits, except for in Sweden, include:

- The Pension Plan of FKI Industries Inc. for United Steelworkers of America (funded)
- The Trambeam Corporation Hourly Retirement Plan (funded)
- FKI Canada Group Pension Plan (funded and being wound up)
- Crosby Canada Salaried Pension Plan (funded and being wound up, with all liabilities having been paid and residual assets remaining in the trust)
- FKI Canada Excess Pension Plan (unfunded)
- The Rhombus Rollen GmbH Pension Plan (unfunded)
- Gunnebo Industrier Aktiebolag Swedish Pension Plan (unfunded)

In addition to these plans, the Group's Canadian subsidiary has a retirement benefit obligation to eligible employees for an early retirement benefit provided by the terms of a collective bargaining agreement.

Plan Assets

Plan assets are managed in the long-term interests of the plan participants and beneficiaries. The Group seeks to generate a return on invested plan assets which is based on levels of liquidity and investment risk that are prudent and reasonable, given prevailing market conditions. Strategic and tactical asset allocation targets reflect the desired balance between investment return and risk, as well as the expected asset performance by major asset class over the investment horizon. Investment strategy is implemented with the assistance of independent diversified professional investment management organizations.

The target asset allocation for the FKI Canada Group Pension Plan and the Crosby Canada Salaried Pension Plan is 100% cash equivalents.

NOTE 7 - RETIREMENT PLANS (continued)

The target allocation of plan assets for The Pension Plan of FKI Industries Inc. United Steelworkers of America and The Trambeam Corporation Hourly Retirement Plan is 10% in equity securities (including 5.1% in publicly-traded equity securities of companies in the real estate industry) and 90% in debt securities.

In executing its investment policy, the Group may use a variety of investment products to gain exposure to a particular asset class, including direct investment in securities of a particular asset class (such as a direct investment in listed equity securities) or by investing in common/collective trust funds or mutual funds that themselves invest in securities of a particular asset class.

Securities held directly are valued using unadjusted quoted market prices (and are categorized as Level 1 in the fair-value hierarchy), while investments in common/collective trust funds are valued at the net asset value of the fund (as determined by the fund manager, without further adjustment by the Group), which is based on the fair value of the underlying assets owned by the fund, most of which are traded in active markets and have quoted market prices, while others are valued by reference to securities with similar characteristics that are traded in active markets (and are categorized as Level 2 in the fair-value hierarchy).

The fair value of the Group's pension plan assets by asset class and input level within the fair-value hierarchy were as follows:

In millions	Level 1	Level 2	Level 3	Total
Cash equivalents	$ –	$ 6.0	$ –	$6.0
Equity securities	–	17.9	–	17.9
Fixed income securities	–	11.8	–	11.8
December 31, 2020	$ –	$ 35.7	$ –	$ 35.7
Cash equivalents	$ –	$ 1.9	$ –	$ 1.9
Equity securities	–	3.0	–	3.0
Fixed income securities	–	26.7	–	26.7
December 31, 2021	$ –	$ 31.6	$ –	$ 31.6

Funding Policy and Cash Flows

The Group monitors the funded status of its funded pension plans to ensure that plan funds are sufficient to continue paying benefits. The Group's funding policy is to contribute amounts sufficient to meet minimum funding requirements as set forth in employee benefit and tax laws, plus any additional amounts management determines to be appropriate.

NOTE 7 - RETIREMENT PLANS (continued)

The Group's subsidiaries sponsoring employee benefit plans made no contributions to the funded pension plans and $0.7 million and $0.7 million to the unfunded pension plans during the years ended December 31, 2021 and 2020, respectively. Contributions to funded plans increase plan assets, while contributions to unfunded plans are used to fund current benefit payments. The Group expects to contribute $0.7 million to its pension plans in 2022.

Estimated pension benefits expected to be paid to participants are as follows (in millions):

2022	$ 3.0
2023	2.9
2024	2.9
2025	2.8
2026	2.7
2027 - 2030	12.1

Funded Status and Pension Cost

The following sets forth changes in the projected benefit obligations and fair value of plan assets for the Group's pension plans for each period presented:

In millions	Year Ended December 31, 2021	Year Ended December 31, 2020
Change in Projected Benefit Obligations		
Benefit obligations, beginning of period	$ 49	$ 47.1
Service cost	0.2	0.2
Interest cost	0.6	1.0
Actuarial gain (loss)	(0.7)	2.1
Benefits paid	(3.5)	(3.2)
Settlements	(3.3)	–
Foreign currency translation and other	(1.2)	1.8
Benefit obligations, end of period	$ 41.1	$ 49.0
Change in Fair Value of Plan Assets		
Plan assets, beginning of period	$ 35.5	$ 34.8
Actual return on plan assets	2.1	3.3
Employer contributions	0.1	0.1
Benefits paid	(6.2)	(2.8)
Foreign currency translation and other	0.1	0.1
Plan assets, end of period	$ 31.6	$ 35.5

NOTE 7 - RETIREMENT PLANS (continued)

Funded status of the plans (fair value of plan assets less projected benefit obligations) and total amounts recognized in the consolidated balance sheets were as follows:

In millions	December 31, 2021	December 31, 2020
Funded status	$ (9.5)	$ (13.4)
Other non-current assets	2.0	2.3
Current liabilities	(0.7)	(0.7)
Other non-current liabilities- retirement benefit obligations	(10.8)	(15.0)
Total	$ (9.5)	$ (13.4)

The following summarizes the aggregate projected benefit obligations and plan assets for the Group's unfunded and underfunded pension plans:

In millions	December 31, 2021	December 31, 2020
Projected benefit obligation	$ (41.3)	$ (45.4)
Fair value of plan assets	$ 29.7	$ 29.7

The following presents the components of net periodic pension cost for the Group's retirement plans:

In millions	Year Ended December 31, 2021	Year Ended December 31, 2020
Current Service Cost	0.2	0.2
Interest cost	0.6	1.0
Expected return on plan assets	(1.5)	(1.8)
Recognized loss	0.2	0.2
Settlement gain	1.2	–
Net periodic pension benefit	$ (0.6)	$ (0.4)

Actuarial Assumptions

The following summarizes the weighted-average discount-rate assumptions used by the Group in determining the pension benefit obligations:

	December 31, 2021	December 31, 2020
U.S. plans	2.49%	2.06%
Canadian plans	2.85%	2.97%
European plan	0.90%	1.23%
Sweden plan	1.00%	1.50%

NOTE 7 - RETIREMENT PLANS (continued)

The following summarizes the weighted-average assumptions used by the Group in determining the net periodic pension cost. The assumed long-term rate of return on plan assets reflects capital-market projections by asset class and actual and long-term target asset allocation, taking into account historical return trends and current market conditions.

	Year Ended December 31, 2021	Year Ended December 31, 2020
U.S. Plans		
Discount rate	2.06%	2.93%
Expected long-term rate of return	3.35%	5.25%
Canadian Plans		
Discount rate	2.30%	2.97%
Expected long-term rate of return	0.00%	1.00%
European Plan		
Discount rate	0.90%	0.23%
Expected long-term rate of return	N/A	N/A
Sweden Plan		
Discount rate	1.00%	1.50%
Expected long-term rate of return	N/A	N/A

NOTE 8 – EQUITY

Issuance of common stock

The Company was incorporated on October 29, 2013 with a share capital of $ 25,000.00 divided into 2,500,000 shares with a par value of $ 0.01. The subscribed capital was paid in cash.

In its extraordinary meeting held on November 22, 2013, the Sole Partner resolved to increase the issued share capital of the Company by an amount of $ 16,322.50 by issuing 1,632,250 new shares with a nominal value of $ 0.01 each. An aggregate amount of $ 4,090,927.50 has been allocated to the additional paid-in capital. The Sole Partner subscribed for the new shares and related distributable additional paid-in capital through a contribution in kind consisting of an uncontested and freely transferable claim held by the Sole Partner against the Company.

In its extraordinary meeting held on May 17, 2019, the Sole Partner resolved to increase the issued share capital of the Company by an amount of $ 10,279,842.02 by issuing 1,027,984,202 new shares with a nominal value of $ 0,01 each. An aggregate amount of $ 64,720,157.98 has been allocated to the additional paid-in capital. The Sole Partner subscribed for the new shares and related distributable share premium through a contribution in cash.

NOTE 8 - PARTNERS` EQUITY (continued)

On May 23, 2019, the Sole Partner contributed an amount of $ 24.079.395,23 in cash to the Company's additional paid-in capital.

On November 5, 2019, the Sole Partner contributed an amount of $ 150.000,00 in cash to the Company's additional paid-in capital.

As at December 31, 2021 and 2020, the subscribed and fully paid capital amounts to $ 10.321.164,52 and is represented by 1.032.116.452 shares with a nominal value of $ 0,01 per share.

As at December 31, 2021 and 2020, the additional paid-in capital amounts to $ 93.040.480,71.

Other equity reserve

On November 21, 2013, the Company issued 21.532.500.000 Convertible Preferred Equity Certificates (CPECs) to its Sole Partner for an aggregate amount of $ 215,325 million with a par value of $ 0,01 each.

On the same day, the Company issued 19.431.775.000 Yield Free Convertible Preferred Equity Certificates (YFCPECs) to its Sole Partner for an aggregate amount of $ 194,318 million with a par value of $ 0,01 each.

Based on the subscription agreement of the CPECs, the yield on a CPEC in respect of an accrual period is calculated at the applicable rate on the aggregate of the par value of the CPEC and any unpaid yield on that CPEC and shall accrue daily and may be paid, at the discretion of the Board of Managers on the yield payment date in respect of the relevant accrual period or at such other time or times as the Board of Managers may determine.

Applicable rate means a rate equal to 9,5 per cent per annum, less a margin as determined from time to time by the Board of Managers, computed on a 365/366-day year and the actual number of days elapsed.

Any yield in respect of an accrual period which is not paid on the yield payment date in respect of that accrual period will accumulate and to the extent permitted by Luxembourg law be compounded.

Unpaid yield for any past accrual period may be paid on the CPECs on any date fixed by the Board of Managers and any payments of CPEC yield made on the CPECs shall first be applied against the unpaid yield accrued with respect to the earliest accrual period for which the yield has not been paid in full.

NOTE 8 - PARTNERS' EQUITY (continued)

The maturity date of both, the CPECs has been set at November 21, 2043. Subject to any applicable statutory exceptions, the CPECs shall, with respect to payment rights, redemption rights and rights upon and following Liquidation:

- rank prior to all Subordinated Securities;
- rank *pari passu* with all Pari Passu Securities;
- be subordinated to all Prior Ranking Securities.

The Nominal, capitalized interest and interest expense on CPECs is recognized as equity.

The obligation of the Company to make payment in respect of the CPECs to the Sole Partner are, at any time of determination, limited to the available funds of the Company and determined after payment of or such provision as the Board of managers may in its absolute discretion think is appropriate in respect of all prior ranking securities and all pari passu securities.

Furthermore, the Company is not obliged to make any payment to the Sole Partner in respect of their CPECs if the Company is or would become insolvent or bankrupt as a result of such payment.

On May 23, 2019, the Company converted all the 19.050.923.059 YFCPECs for an aggregate amount of USD 190.509.230,59, with a par value of USD 0,01 each, into 19.050.923.059 CPECs with a par value of USD 0,01 each.

NOTE 8 - PARTNERS' EQUITY (continued)

The Convertible Preferred Equity Certificates at December 31, 2021 consisted of the following:

	2021 Number of CPECs	2021 Total USD	2020 Total USD
Nominal value at the beginning of the financial year	44.444.982.877	623.871.337	605.694.912,48
Additions during the financial year	-	-	-
Accrued interest capitalized as per payment date	-	18.710.395,95	18.176.424,17
Redemptions during the financial year	-	-	-
Nominal value CPECs including accrued interest capitalized as at year end	**44.444.982.877**	**642.581.732,60**	**623.871.336,65**
Accrued interest at the beginning of the financial year	-	2.096.616,79	2.041.108,88
Accrued interest during the financial year	-	18.779.191,57	18.231.932,08
Accrued interest capitalized as per payment date	-	-18.710.395,95	-18.176.424,17
Payments during the financial year	-	-	-
Book value as at year end	-	**2.165.412,41**	**2.096.616,79**
TOTAL	**44.444.982.877**	**644.747.145,01**	**625.967.953,44**

Non-controlling interest

In 2014, certain Group companies approved a management equity program (the "MEP") pursuant to which certain employees, directors, and consultants of the Group (the "Participants") purchased the MEP shares of common stock and were issued options to purchase additional shares of common stock. Pursuant to the MEP, during 2021, the Participants (i) purchased a total of 71,700 shares of common stock for an aggregate consideration of $0.5 million and (ii) were issued a total of 606,222 options to purchase shares of commons stock at a strike price of $6.65. During 2020, the Participants (i) purchased a total of 513,830 shares of common stock for an aggregate consideration of $0.7 million and (ii) were issued a total of 5,261,654 options to purchase shares of commons stock at a strike price of $5.62. A total of 10,531,828 and 10,742,928 options were outstanding as of December 31, 2021 and 2020, respectively.

NOTE 8 - PARTNERS` EQUITY (continued)

In addition, 1,388,993 shares were issued in connection with acquisition in 2021 at an aggrevate value of approximately $9.3 million in connection with acquisition. Pursuant to the MEP, the Group repurchased common shares from Participants who subsequently left the Group and withdrew from the Plan. During 2021, the Group repurchased a total of 250,907 shares of common stock for an aggregate consideration of $1.3 million. During 2020, the Company repurchased a total of 57,342 shares of common stock for an aggregate consideration of $0.3 million.

NOTE 9 - OTHER COMPREHENSIVE INCOME (LOSS)

Accumulated other comprehensive income (loss) balance (net of tax) and components of other comprehensive loss were as follows:

In millions	Pre-Tax	Tax	After-tax
Balance, January 1, 2020			**$ (43.9)**
Foreign currency translation income	$23.2	$ -	23.2
Cash settlements for interest rate hedges	7.7	(1.8)	5.9
Net unrealized loss on interest rate hedges	(1.4)	0.3	(1.1)
Net actuarial gain incurred during the period	1.9	(0.4)	1.5
Change in other comprehensive income (loss)	$31.4	$(1.9)	$29.5
Balance, December 31, 2020			**$(14.4)**
Foreign currency translation loss	$(16.9)	$ -	(16.9)
Net actuarial gain incurred during the period	2.6	(0.6)	2.0
Change in other comprehensive income (loss)	$(14.3)	$(0.6)	$(14.9)
Balance, December 31, 2021			**$(29.3)**

Components of accumulated other comprehensive income (loss), net of applicable tax effects, were as follows:

In millions	December 31, 2021	December 31, 2020
Foreign currency translation loss	$(29.0)	$(12.1)
Net actuarial loss	(0.6)	(2.6)
Accumulated other comprehensive loss	$(29.6)	$(14.7)

NOTE 10 - INCOME TAX

The components of pre-tax income (loss) are as follows:

In millions	Year Ended December 31, 2021	Year Ended December 31, 2020
U.S.	$(24.7)	$(54.2)
Europe excluding U.K.	(7.3)	(2.8)
Canada	(1.6)	(0.7)
U.K. and other	4.4	(0.1)
Total pre-tax loss	$(29.2)	$(57.8)

The (benefit) expense for income taxes by taxing jurisdiction consisted of the following:

In millions	Year Ended December 31, 2021	Year Ended December 31, 2020
Current income tax expense:		
U.S.	$5.6	$(0.3)
Europe excluding U.K.	3.0	1.8
Canada	0.2	0.5
U.K. and other	1.0	0.8
Total current income tax expense	9.8	2.8
Deferred income tax benefit:		
U.S.	(3.4)	(4.4)
Europe excluding U.K.	(3.3)	(1.9)
Canada	(0.5)	(0.7)
U.K. and other	(0.5)	(0.3)
Total deferred income tax benefit	(7.7)	(7.3)
Total income tax (benefit) expense	$2.1	$(4.5)

Total income tax (benefit) expense differed from the amounts computed by applying the U.S. federal statutory income tax rate to income (loss) before income taxes. The following summarizes the sources of these differences for each period presented:

In percentages	Year Ended December 31, 2021	Year Ended December 31, 2020
Notional U.S. statutory tax rate	21.0 %	21.0 %
Adjustments:		
Impact of non – U.S. earnings	0.6	0.4
Permanent differences	(0.2)	0.2
Net FDII deduction	1.3	0.3
Goodwill Amortization	(10.5)	(5.4)
Valuation Allowance	(13.8)	(9.4)
U.S. state income taxes	(4.1)	0.6
Prior year tax adjustments	(2.5)	1.0
Other	0.9	(0.9)
Estimated effective tax rate	(7.3) %	7.8 %

NOTE 10 - INCOME TAX (continued)

The Group is subject to Internal Revenue Code 163(j) which limits our deduction for net interest expense that exceeds 50% of adjusted taxable income for the tax year. Our interest expense was limited by $23.1 million for 2021 which increased our disallowed interest carryforward at December 31, 2021 to $107.4 million or $25.7 million tax-effected.

Provision for Uncertain Tax Positions

The Group files income tax returns in various jurisdictions worldwide. The tax years open for examination for U.S. Federal income tax purposes are the tax years ended December 31, 2018 through 2020. Non – U.S. federal jurisdictions' statutes of limitations generally expire in a four to six-year time frame. For state tax purposes, the statute of limitations varies by jurisdiction with potential open years for the tax years ended December 31, 2015 through 2019.

A reconciliation of the unrecognized tax benefits is as follows:

In millions	Year Ended December 31, 2021	Year Ended December 31, 2020
Balance, beginning of period	$ 3.7	$ 3.7
Increases for new tax positions taken	-	-
Decreases due to lapse of statue of limitations	-	-
Decreases for change in estimates	-	-
Balance, end of period	$ 3.7	$ 3.7

The total amount of unrecognized tax benefit as of December 31, 2021 and 2020 was $3.7 million, all of which, if recognized, would affect the effective tax rate and income tax expense.

While open tax years remain subject to audit, the Group considers it reasonably possible that issues may be raised by tax authorities resulting in increases to the balance of unrecognized tax benefits. However, an estimate of such an increase cannot be made at this time. Nevertheless, the Group believes it is adequately reserved for its uncertain tax positions as of December 31, 2021.

The Group recognizes interest and penalties accrued relating to unrecognized tax benefits as a component of income tax expense. The amount of interest and penalties included in the December 31, 2021 and 2020 statement of operations were $0.01 million, and there were no amounts in the December 31, 2021 and 2020 consolidated balance sheets.

NOTE 10 - INCOME TAX (continued)

Deferred Taxes

The following summarizes tax effects of temporary differences that give rise to significant components of deferred tax assets (liabilities) as of:

In millions	December 31, 2021	December 31, 2020
Deferred tax assets:		
Interest carry-forwards	$ 25.7	$ 20.5
Transaction costs	1.5	1.7
Retirement benefit obligations	0.1	0.8
Employee compensation	0.3	0.4
Environmental remediation liabilities	(0.1)	-
Net operating losses	26.1	26.9
Foreign tax credits	5.3	6.2
Other (DTA)	1.1	1.1
Less: valuation allowance	(52.4)	(50.0)
Gross deferred tax assets	7.6	7.6
Deferred tax liabilities:		
Inventory	$ (1.6)	$ (2.2)
Fixed asset provisions	(15.5)	(17.1)
Intangible assets	(55.8)	(62.2)
Other (DTL)	(0.8)	(0.6)
Gross deferred tax liabilities	(73.7)	(82.1)
Net deferred tax liabilities	$ (66.1)	$ (74.5)

As of December 31, 2021 and 2020, the Group had a valuation allowance of $52.4 million and $50.0 million, respectively, to reduce its deferred tax assets to estimated realizable value. The overall change in the valuation allowance is primarily attributable to interest expense carryforwards. The valuation allowance relates to $5.3 million of U.S. Federal foreign tax credit carryforwards, $25.7 million of interest expense carryforwards, $2.6 million of net deferred tax asset for Gunnebo US which is not part of the Group's consolidated US federal and state filings, $3.6 million of state net operating losses, $14.2 million of net operating losses and pension liabilities in Germany, $0.9 million related to other foreign jurisdictions against which management considers there is insufficient certainty of future taxable income and, therefore, it is not more likely than not that the deferred tax asset will be realized. The amount of the deferred tax asset considered realizable could be adjusted in the future if relevant circumstances change.

As of December 31, 2021, the Group had $9.3 million of U.S. Federal net operating losses ("NOLs") of which $4.6 million will begin to expire in 2037 and the remaining amount of $4.7 million has an indefinite carryforward period, $66.8 million of U.S. State net operating losses, which will begin to expire in 2022 and foreign tax credits of $5.3 million, which begin to expire in 2026. NOLs of $50.2 million in Germany, $4.3 million in France, and $6.0 million in other countries have an unlimited carryforward period.

NOTE 11 - INCOME TAX (continued)

The Group does not assert permanent re-investment of the earnings of its foreign subsidiaries. Due to the significant decline in the net equity of the foreign subsidiaries, impairments to goodwill and intangibles, the 2016 repatriation of cash, as well as the inclusion in U.S. taxable income of all previously untaxed foreign earnings and profits under H.R. 1, commonly known as the Tax Cuts and Jobs Act ("2017 Act"), there is no deferred tax liability recorded for the outside basis difference in the stock of any foreign subsidiaries.

NOTE 12 - RELATED PARTY TRANSACTIONS

Transactions with KKR

Monitoring Fee Agreement

The Group engaged KKR to provide management, consulting and financial services for an annual advisory fee of $1.0 million ("Advisory Fee"). In the event of any future transactions (acquisition, divestiture, or a capital-raising transaction), the Group may be charged an additional customary transaction fee for structuring, financial and other advisory services provided by KKR in connection with such transaction. The Group may terminate the agreement after KKR and its affiliates no longer hold any equity interest in the Group. Should the Group terminate the agreement upon a Change of Control as defined in the agreement, it will owe KKR and affiliates the net present value of the annual Advisory Fees that would have been due for the period from such termination to December 31, 2023. The Group had unpaid Advisory Fees of $6.0 million and $5.0 million as of December 31, 2021 and 2020, respectively.

Other

An affiliate of KKR was one of the initial lenders under the Group's Credit Agreements discussed in Note 4 and, therefore, received underwriting fees and original issue discount of $3.4 million upon executing the agreements and initiating the associated extension of credit. This affiliate has since conveyed its participation in the Group's credit facilities to unrelated third parties and was not a participating lender in any of the Group's credit facilities as of December 31, 2013.

NOTE 12 - RELATED PARTY TRANSACTIONS (continued)

Issuance of Convertible Preferred Equity Certificates

As described in Note 8, on November 21, 2013 the Company issued 21,532,500,000 Convertible Preferred Equity Certificates to its Sole Partner for an aggregate amount of $ 281.9 million with a par value of $ 0.01 each. On the same day, the Company issued 19.431,775,000 Yield Free Convertible Preferred Equity Certificates (YFCPECs) to its Sole Partner for an aggregate amount of $194.3 million with a par value of $0.01 each.

In 2017, the Company converted in total 380,851,941 YFCPECs into CPECs for an aggregate amount of $ 3.8 million resulting in a total amount of 21,913,351,941 issued CPECs.

On May 23, 2019, the Sole Partner subscribed to 3.480.707.877 newly issued CPECs for an aggregate amount of $ 34.8 million.

On the same day, the Company converted 19.050.923.059 YFCPECs for an aggregate amount of $ 190.5 million, with a par value of $ 0,01 each, into 19.050.923.059 CPECs with a par value of $ 0,01 each.

As at December 31, 2021 and 2020, the CPEC amount to $ 642.6 million (2020: $ 623.9 million) and the accrued interest on the CPECs amounts to $ 2.2 million (2020: $ 2.1 million).

NOTE 13 - COMMITMENTS AND CONTINGENCIES

Operating Leases

As of December 31, 2021, the Group was committed under operating leases which expire at various dates. The minimum lease payments under non-cancellable operating leases are $3.6 million in 2022, $2.9 million in 2023, $2.3 million in 2024, $1.4 million in 2025, $6.4 million thereafter.

Total rent expense, included in cost of sales, selling, distribution and administrative expenses, under operating leases was $ 3.7 million and $4.1 million for the years ended December 31, 2021 and 2020, respectively.

NOTE 13 - COMMITMENTS AND CONTINGENCIES (continued)

Commitments and Contingencies

In addition to the matters described above and in Note 6, from time to time, the Group is subject to disputes, administrative proceedings and other claims arising from the normal conduct of its business. These matters generally relate to disputes arising from the use or installation of its products, product liability litigation, personal injury claims, commercial and contract disputes and employment-related matters. On the basis of information currently available to it, management does not believe that existing proceedings and claims will have a material impact on the Group's financial condition, results of operations or cash flows. However, litigation is unpredictable, and the Group could incur judgments or enter into settlements for current or future claims that could result in currently unanticipated adverse effects.

Guarantees

As of December 31, 2021, the Group had outstanding standby letters of credit and guarantees with various banks in the amount of $3.6 million, which reduced borrowing availability under the RCF as discussed in Note 4, providing security for the Group's performance of various obligations. These obligations are primarily in respect of the recoverability of insurance claims, lease obligations and supply commitments.

NOTE 14 - NEW MARKETS TAX CREDITS

During the second quarter of 2017, the Group received approximately $9.7 million in net proceeds from tax credits related to its investment in its Longview, Texas facility. As part of such tax credit agreement, an offsetting contingent liability was recorded, which is expected to be discharged in 2024 once certain events transpire.

The Group entered into a financing transaction with Wells Fargo Community Investment Holdings, LLC (Wells Fargo) related to the modernization project at the Group's plant in Longview, Texas, in which Wells Fargo made a capital contribution and the Group made a loan to the Investment Fund under a qualified New Markets Tax Credit, or "NMTC," program. The NMTC program was provided for in the Community Renewal Tax Relief Act of 2000, or the "Act," and is intended to induce capital investment in qualified lower income communities. The Act permits taxpayers to claim credits against their Federal income taxes for up to 39% of qualified investments in the equity of community development entities, or "CDEs." CDEs are privately managed investment institutions that are certified to make qualified low-income community investments.

NOTE 14 - NEW MARKETS TAX CREDITS (continued)

As a result of a series of simultaneous financing transactions, Wells Fargo contributed capital of $11.9 million to the Investment Fund, and FKI Industries, Inc., a subsidiary of the Group, loaned the principal amount of $24.9 million to the Investment Fund. The Investment Fund then contributed the proceeds to certain CDEs, which, in turn, loaned the proceeds of $36.0 million to The Crosby Group, LLC. Wells Fargo will be entitled to claim the NMTC while the Group effectively received net proceeds equal to Wells Fargo's contribution to the Investment Fund, or approximately $9.7 million. Additionally, financing costs incurred in structuring the arrangement amounting to $2.2 million were deferred and will be recognized as expense over the term of the transactions. This transaction also includes a put/call feature that becomes enforceable at the end of the seven-year compliance period. Wells Fargo may exercise its put option or the Group can exercise the call, both of which will serve to transfer the obligation to us. Incremental costs to maintain the structure during the compliance period will be recognized as incurred.

The Group has determined that the financing arrangement with the Investment Fund and CDEs is a VIE, and that the Group is the primary beneficiary of the VIE. The Group reached this conclusion based on the following:

- The ongoing activities of the VIE-collecting and remitting interest and fees and NMTC compliance were all considered in the initial design and are not expected to significantly affect economic performance throughout the life of the VIE;
- Contractual arrangements obligate us to comply with NMTC rules and regulations and provide various other guarantees to Investment Fund and CDEs;
- Wells Fargo lacks a material interest in the underling economics of the project; and
- The Group is obligated to absorb losses of the VIE.

Because the Group is the primary beneficiary of the VIE, we have included it in our consolidated financial statements. As of December 31, 2020 and 2019, approximately $0.6 million and $0.7 million, respectively, of restricted cash from this transaction is included cash and cash equivalents and the offsetting Wells Fargo's interest in the financing arrangement of approximately $11.9 million which is offset by $2.2 million in deferred transaction costs for a net liability of $9.7 million included in other long-term liabilities in the accompanying consolidated balance sheets.

As described above, this transaction also includes a put/call provision whereby the Group may be obligated or entitled to repurchase Wells Fargo's interest in the Investment Fund. The value attributed to the put/call is nominal. The NMTC is subject to 100% recapture for a period of seven years as provided in the Internal Revenue Code and applicable U.S. Treasury regulations.

NOTE 14 - NEW MARKETS TAX CREDITS (continued)

The Group are required to be in compliance with various regulations and contractual provisions that apply to the NMTC arrangement. Non-compliance with applicable requirements could result in Wells Fargo's projected tax benefits not being realized and, therefore, require us to indemnify Wells Fargo for any loss or recapture of NMTCs related to the financing until such time as the recapture provisions have expired under the applicable statute of limitations. The Group does not anticipate any credit recaptures will be required in connection with this arrangement.

NOTE 15 - GOING CONCERN

Despite the fact the Group has a negative equity as at December 31, 2021, the management is of the opinion that the business will be continued on a going-concern basis based on following:

- The negative equity was mainly resulted from $ 152.2 million impairment losses recognized during year ended December 31, 2016 as a consequence of recession of oil and gas and related markets and challenging oil prices.

- The Group has a positive cash flow from operating activities of $ 25.0 million and $ 35.2 million for the year ended December 31, 2021 and 2020, respectively.

- Furthermore, as at December 31, 2021 the Group's current assets exceed current liabilities by $ 159.9 million (2020: $ 189.1 million) and the Group has enough cash to be able to meet its liabilities as they fall due in the foreseeable future.

- As at December 31, 2021, the Group has $ 597.7 million of long-term debt, $ 150.0 million of which matures only after more than five years.

Accordingly, the consolidated financial statements of the Group have been prepared on the going concern basis.

NOTE 16 - SUBSEQUENT EVENTS

In preparing the accompanying financial statements and associated disclosures, management evaluated subsequent events through June 30, 2022, the date the consolidated financial statements were available to be issued.

In May 2022, the Company`s indirect subsidiary, Crosby Worldwide Limited, entered into a definitive agreement to acquire Kito Corporation. Kito Corporation is a leading manufacturer of material handling equipment with 90 years of experience and world-class brands such as Kito, Harrington, and Peerless. The Company expects the transaction to close by the fourth quarter of 2022.

On April 14, 2022, the Company`s indirect subsidiary, Crosby Worldwide Limited, changed its registered name to Lifting Holdings Limited. This does not change the legal entity structure or ownership and has no financial impact on the Company.

The conflict between Russia and Ukraine could lead to disruption, instability and volatility in global markets, economies and industries that could negatively impact many businesses in the world. The conflict has already resulted in significant volatility in certain equity, debt and currency markets, material increases in certain commodity prices, and economic uncertainty. The conflict may also escalate and its resolution is unclear. Certain governments have imposed severe sanctions against Russia and Russian interests and threatened additional sanctions and controls. Sanctions and export control laws and regulations are complex, frequently changing, and increasing in number, and they may impose additional legal compliance costs or business risks associated with our operations. Although the Group does not conduct business directly with companies based in Ukraine, Russia or Belarus, the impact of these measures, as well as potential responses to them by Russia, is currently unknown and they could adversely affect the Group, via our financial performance and financial condition.

No further events have occurred subsequent to year-end December 31, 2021 that require consideration as adjustments to, or disclosures, in the consolidated financial statements.

NOTE 17 - RECONCILIATION OF NET INCOME AND STOCKHOLDERS' EQUITY UNDER US GAAP TO LUXEMBOURG GAAP

The Company received the authorization from the Luxembourg Ministry of Justice to prepare and file its consolidated financial statement in conformity with accounting principles generally accepted in the United States of America (US GAAP) rather than accounting principles generally accepted in Luxembourg. The permission has been granted subject to the condition that a comprehensive reconciliation of net income and stockholder's equity from US GAAP to Lux GAAP is presented.

Net Income for the year ended December 31, 2021	**Reference**	**Amount**
US GAAP basis net deficit as of December 31, 2021		(46.3)
Items increasing (decreasing) net income/(deficit):		
Amortisation of goodwill (US GAAP)	a	14.5
Amortization of goodwill in accordance with Luxembourg GAAP	a	(12.9)
Amortization of trade names in accordance with Luxembourg GAAP	b	(28.1)
Convertible Preferred Equity Certificates - Interest expense	d	(18.8)
Total net deficit (LUX GAAP) as of December 31, 2021		(91.6)

Net Income for the year ended December 31, 2020	**Reference**	**Amount**
US GAAP basis net deficit as of December 31, 2020		(23.8)
Items increasing (decreasing) net income/(deficit):		
Amortisation of goodwill (US GAAP)	a	14.5
Impairment of goodwill charged in accordance with US GAAP	a	-
Amortization of goodwill in accordance with Luxembourg GAAP	a	(15.2)
Amortization of trade names in accordance with Luxembourg GAAP	b	(29.6)
Convertible Preferred Equity Certificates - Interest expense	d	(18.2)
Total net deficit (LUX GAAP) as of December 31, 2020		(72.3)

NOTE 17 - RECONCILIATION OF NET INCOME AND STOCKHOLDERS' EQUITY UNDER US GAAP TO LUXEMBOURG GAAP (continued)

Partner's Equity as of December 31, 2021 and 2020

	Reference	2021	2020
US GAAP basis of stockholder's equity		**(55.9)**	**(18.0)**
Adjustement on equity carried forward		**(778.0)**	**(728.0)**
Items increasing (decreasing) stockholders' equity:			
Amortisation of goodwill (US GAAP)	a	14.5	14.5
Impairment of goodwill charged in accordance with US GAAP	a	-	-
Amortization of goodwill in accordance with Luxembourg GAAP	a	(12.9)	(15.2)
Impairment of goodwill charged in accordance with Luxembourg GAAP	a	-	-
Impairment of trade names in accordance with US GAAP	b	-	-
Amortization of trade names in accordance with Luxembourg GAAP	b	(28.1)	(29.6)
Impairment of trade names in accordance with Luxembourg GAAP	b	-	-
Unrealized result on derivatives	c	-	(1.4)
Convertible Preferred Equity Certificates - Interest expense	d	(18.8)	(18.2)
Total partners' equity (LUX GAAP) at year end		(879.1)	(795.9)

a) As discussed in Note 2 to the consolidated financial statements, the Group adopted, as of January 1, 2016, ASU 2014-02, Accounting for Goodwill – a consensus of the Private Group Council, which offers a simplified alternative approach to accounting for goodwill. Following the adoption, from January 1, 2016, the goodwill is amortized over 10 years under US GAAP. Before that, the Goodwill was not amortized but reviewed annually for impairment under US GAAP. Under Lux GAAP goodwill is amortized over 5 years. This adjustment is to charge amortization for goodwill under Lux GAAP under this 5 years basis.

b) Intangibles (Trademark) are not amortized but reviewed annually for impairment under US GAAP. Under LUX GAAP Intangibles (Trademark) are amortized over 10 years and have also been considered for impairment. The Group changed its accounting policy during the year to amortize over 10 years and not 12 years anymore, the intangible assets related to trademark.

c) Under US GAAP, unrealized result on derivatives (interest-rate hedges) is charged to the profit and loss account. However, under Lux GAAP unrealized result on derivatives is not recognized. This adjustment is to reverse the unrealized result, which were accounted to the profit and loss account under US GAAP.

d) Convertible Preferred Equity Certificates ("CPECs") are shown as part of equity under US GAAP. The capitalized interest during the year is adjusted back to equity. Under Lux GAAP, CPECs are recorded as liability and are therefore being removed from equity in the reconciliation. Interest expense on CPECs is recorded as interest expense and are therefore being deducted from net income in the reconciliation.

NOTE 18 – OTHER INFORMATION REQUESTED UNDER LUXEMBOURG GAAP

Staff

The average number of staff employed by the Group during the years 2021 and 2020 is at follows:

	2021	2020
Management of the Crosby Group	3	3
Other employees	1.587	1.408
Total	**1.590,0**	**1.411,0**

Staff costs engaged by the Group are as follows:

	December 31, 2021	December 31, 2020
In millions		
Wages and salaries	93,1	81,4
Other staff costs, including		
Social security and pensions	23,9	21,7
Total staff cost	**117,0**	**103,1**

The emoluments paid to members of the management and/or supervisory bodies in that capacity of the Group are as follows:

	December 31, 2021	December 31, 2020
In millions		
Management emoluments	2,5	1,0
Total	**2,5**	**1,0**

No other emoluments have been granted to such bodies.

NOTE 18 – OTHER INFORMATION REQUESTED UNDER LUXEMBOURG GAAP (continued)

Audit and Non-audit Services

For the financial Years ended December 31, 2021 and 2020, fees paid by the Group to the auditors are as follows:

Total Expenses Group Auditor	December 31, 2021	December 31, 2020
In millions		
Audit Services	0,7	0,6
Tax Consulting Services	0,3	0,6
Total	**1,0**	**1,2**

NOTE 18 – OTHER INFORMATION REQUESTED UNDER LUXEMBOURG GAAP (continued)

Subsidiaries included in the consolidated financial statements

Name	% of Shares Held	Consolidation Method	Country
Ascend Investments Sà r.l.	n/a	Parent Company	Luxembourg
Ascend Overseas Ltd.	100,00%	Full consolidation	United Kingdom
Crosby Worldwide Limited	99,37%	Full consolidation	United Kingdom
ACCO Material Handling Solutions, Inc.	100,00%	Full consolidation	United States
Amdura LLC	100,00%	Full consolidation	United States
Babcock Industries Inc.	100,00%	Full consolidation	United States
Certex France S.a.r.l.	100,00%	Full consolidation	France
Chaines Zimmerman SAS	100,00%	Full consolidation	France
Crosby APAC Pte. Ltd	100,00%	Full consolidation	Singapore
Crosby Canada Inc.	100,00%	Full consolidation	Canada
Crosby Europe (UK) Limited	100,00%	Full consolidation	United Kingdom
Crosby Europe France S.a.r.l.	100,00%	Full consolidation	France
Crosby Europe NV	100,00%	Full consolidation	Belgium
Crosby Industria e Comercio de Ferramentas Ltda.	100,00%	Full consolidation	Brazil
Crosby Investment Inc.	100,00%	Full consolidation	United States
Crosby Premier Stampings Limited	100,00%	Full consolidation	United Kingdom
Crosby UK Acquisition Limited	100,00%	Full consolidation	United Kingdom
Crosby US Acquisition Corp.	100,00%	Full consolidation	United States
FKI Hardware, Inc.	100,00%	Full consolidation	United States
FKI Industries, Inc.	100,00%	Full consolidation	United States
Forge France SAS	100,00%	Full consolidation	France
GJC Investments Inc.	100,00%	Full consolidation	United States
Griffon Acquisition AB	100,00%	Full consolidation	Sweden
Gunnebo Anja Industrier AS	100,00%	Full consolidation	Norway
Gunnebo Industrier AB (GIAB)	100,00%	Full consolidation	Sweden
Gunnebo Industrier Group AB (GIGAB)	100,00%	Full consolidation	Sweden
Gunnebo Industrier Holding AB (GIHAB)	100,00%	Full consolidation	Sweden
Gunnebo Industries (Kunshan) Co. Ltd.	100,00%	Full consolidation	China
Gunnebo Industries (Pty) Ltd	100,00%	Full consolidation	South Africa
Gunnebo Industries GmbH	100,00%	Full consolidation	Germany
Gunnebo Industries Holding AS	100,00%	Full consolidation	Norway
Gunnebo Industries Hong Kong Ltd.	100,00%	Full consolidation	China
Gunnebo Industries Inc.	100,00%	Full consolidation	United States
Gunnebo Industries Ltd.	100,00%	Full consolidation	United Kingdom
Gunnebo Industries Ltd.	100,00%	Full consolidation	Ireland
Gunnebo Industries Produtos Para Movimentacao de Cargas Ltda	100,00%	Full consolidation	Brazil
Gunnebo Industries Pty Ltd.	100,00%	Full consolidation	Australia
Gunnebo Industries Sp.z.o.o	100,00%	Full consolidation	Poland
Inter Product B.V.	100,00%	Full consolidation	The Netherlands
Parsons Chaine Europe SAS	100,00%	Full consolidation	France
Rhombus Rollen GmbH & Co.	100,00%	Full consolidation	Germany
Rhombus Rollen Verwaltungsgesellschaft mbH	100,00%	Full consolidation	Germany
Schmiedestuck-Vertrieb Feuerstein GmbH	100,00%	Full consolidation	Germany
Straightpoint UK Limited	100,00%	Full consolidation	United Kingdom
The Crosby Group LLC	100,00%	Full consolidation	United States
The Crosby Group Manufacturing LLC	100,00%	Full consolidation	United States
Verton Technologies Australia Pty Ltd	30,00%	Equity investment	Australia
Blokcorp Ltd	100,00%	Full consolidation	United Kingdom
Airpes (China) Co, Ltd.	50,00%	Full consolidation	China
Airpes Sistemas Integrales de Manutencion y Pesaje, S.L.	100,00%	Full consolidation	Spain