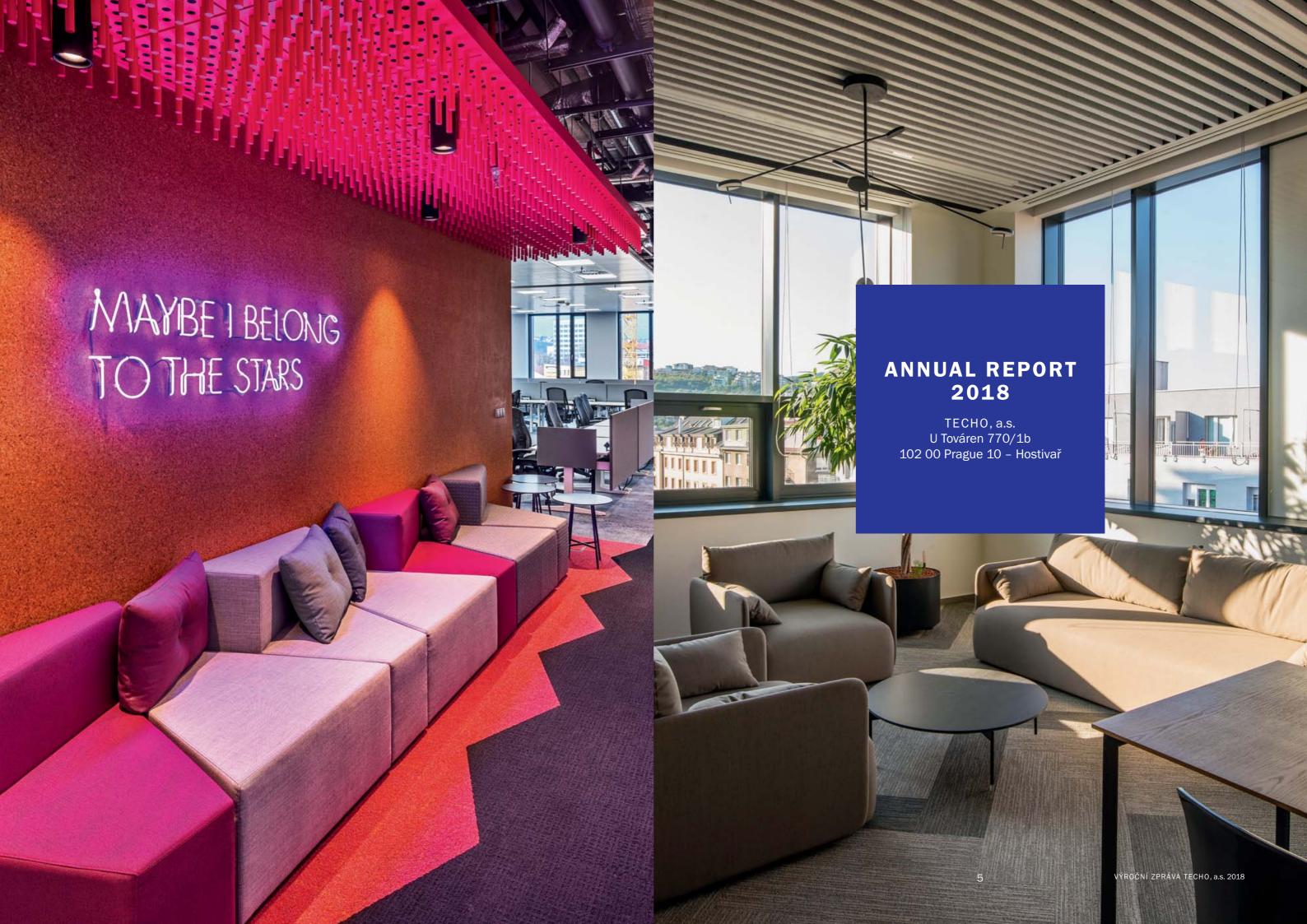


# **Contens**

| ANN        | <b>UAL REPORT 2018</b>                                                               | 5  |
|------------|--------------------------------------------------------------------------------------|----|
| 1.         | Report of the Board of Directors on the Activities of the Company in 2018            | 7  |
| 2.         | Management                                                                           | 7  |
| 3.         | Sales                                                                                | 8  |
| 4.         | Investment                                                                           |    |
| 5.         | Ownership structure                                                                  |    |
| 6.         | Subsidiaries                                                                         |    |
| 7.         | Financial results                                                                    |    |
| 8.         | Employees and work productivity                                                      |    |
| 9.         | Protection of the environment                                                        | 10 |
| 10.        | Proposal for approval of the financial statements and the distribution of profit     |    |
| 11.        | Information on acquisition of own shares                                             |    |
| 12.        | New product development                                                              | 10 |
| 13.        | Information on important events that occurred since 1 January 2019                   |    |
| 14.        | Expected future development                                                          | 11 |
|            |                                                                                      |    |
| REP        | ORT ON RELATIONS TECHO, A.S                                                          |    |
| 1.         | Structure of relations                                                               |    |
| 2.         | Role of the Company in the Group                                                     |    |
| 3.         | Methods and means of control                                                         |    |
| 4.         | Mutual contracts within the Group                                                    | 16 |
| 5.         | Legal acts made at the instigation of, or in the interest of the Controlling Party   |    |
|            | or other parties controlled by the Controlling Party                                 |    |
| 6.         | Assessment of a detriment and its compensation – – – – – – – – – – – – – – – – – – – |    |
| 7.         | Evaluation of relations and risks within the Group                                   | 17 |
|            |                                                                                      |    |
| <b>ZPR</b> | ÁVA NEZÁVISLÉHO AUDITORA                                                             | 21 |

| FINA | ANCIAL STATEMENT 31 <sup>st</sup> DECEMBER 2018            | 25 |
|------|------------------------------------------------------------|----|
| 1.   | General information                                        | 27 |
| 2.   | Accounting policies                                        | 28 |
| 3.   | Intangible fixed assets                                    | 32 |
| 4.   | Tangible fixed assets                                      | 33 |
| 5.   | Long-term investments                                      | 34 |
| 6.   | Inventories                                                | 35 |
| 7.   | Receivables                                                | 35 |
| 8.   | Provisions                                                 |    |
| 9.   | Equity                                                     | 36 |
| 10.  | Reserves                                                   | 36 |
| 11.  | Liabilities, future liabilities and contingent liabilities |    |
| 12.  | Accruals and income collected in advance                   |    |
| 13.  | Revenues                                                   |    |
| 14.  | Related party transactions                                 |    |
| 15.  | Audit company fees                                         |    |
| 16.  | Staff costs                                                |    |
| 17.  | Income tax                                                 |    |
| 18.  | Off balance sheet assets and liabilities                   |    |
| 19.  | Subsequent events                                          |    |
| 20.  | Balance Sheet                                              |    |
| 21.  | Income Statement                                           |    |
| 22.  | Cash-Flow Statement                                        |    |
| 23.  | Statement of changes in shareholders' equity               | 46 |
|      |                                                            |    |





# Report of the Board of Directors on the Activities of the Company in 2018

In 2018, TECHO, a.s. pursued its activities fully in accordance with its subject of business declared in the Commercial Register.

TECHO, a.s. achieved a profit (excluding received dividends) of CZK 19 million, a comparable figure to the previous year - 2017. This was achieved at a time when the crown continued to strengthen, particularly against the Euro, which has a negative impact on the profit when enumerated in crowns.

The largest portion of revenue was generated from projects for Key Accounts, both in the local market and abroad. The largest customers were ŠKODA AUTO, Grand Vision, Intel and ERSTE (Česká spořitelna) as well as the resort fit-out project on Zanzibar.

The financial result of the company after tax for 2018 was CZK 34 million, of which CZK 15 million represents dividends received from subsidiaries. This amount is then deemed a dividend payment to the sole shareholder.

In 2018 investment into tangible and intangible fixed assets stood at CZK 15 million.

The company has an environmental management system certified in accordance with ISO 14001:2016 and in January 2018 it successfully passed a recertification audit.

## **Management**

The senior management body of TECHO, a.s. is the Board of Directors, which in 2018 had the following composition:

#### **Chairman of the Board**

Ing. Jiří Kejval

## Vice-chairman of the Board

W.H.L.M.G. Sterken

#### **Member of the Board**

Ing. Petr Hampl

## Sales

Revenue from sales of goods, own products and services in 2018 reached CZK 1 503 million, which represents a 4% decline compared to 2017. Sales of own products and services represent almost 61% of total sales – an increase of CZK 3 million compared to 2017.

In 2018, the unaudited consolidated sales of the TECHO group (TECHO, a.s. and its 100% owned subsidiaries) reached CZK 2 625 million – a drop of 7% compared to 2017. This drop was caused primarily by a decline in orders for project Škoda (CZK -70 million) and a slowdown in orders in Slovakia (CZK -85 million).

The largest project with respect to sales was that for the ERSTE group (renovation and rebranding of the branch network in the Czech Republic) with a total value of CZK 318 million – i.e. a fifth of total sales. Another important project was the fit-out of a resort on Zanzibar with a value of CZK 76 million in 2018. Showroom deliveries to ŠKODA AUTO dealers continued, but at a lower rate, and store fit-outs were supplied to the Grand Vision group.

Looking at sales from a regional perspective, 56% of sales were realised in the Czech Republic (59% in 2017) and 44% from exports, whether from the European markets or the markets in Africa. Export sales were to a large extent accounted for by sales through the company's subsidiaries in Great Britain, Slovakia and Romania.

4 Investment

In 2018, total investments into tangible and intangible fixed assets stood at CZK 15 million. In the area of tangible assets, the largest investment was CZK 3.8 million into a robotised workstation (total investment CZK 5.5 million). A total of CZK 6.4 million was invested into intangible fixed assets, primarily in the area of IT/IS.

**Ownership structure** 

The sole and 100% shareholder in TECHO, a.s. is the Dutch company Koninklijke Ahrend B.V. with its registered address at Laarderhoogtweg 25, 1101 EB Amsterdam.

**Subsidiaries** 

The company has 100% ownership interests in the companies: TECHO Romania s.r.l. (Romania), TECHO s.r.o. (Slovakia), TECHO Hungária Kft. (Hungary), TECHO Adria, d.o.o. (Croatia), TECHO GmbH (Austria), TECHO Georgia Ltd. (Georgia), TECHO Ukraine Ltd. (Ukraine), Interier Říčany a.s. (Czech Republic), Ahrend, s.r.o. (Czech Republic), TECHO PL sp. z o.o. (Poland), TECHO UK Ltd. (Great Britain), TECHO Bulgaria e.o.o.d. (Bulgaria) and a 99% ownership interest in O.O.O. TECHO (Russia).

All these companies are active in the office furniture market. Most of them are significant customers for products from the parent company TECHO, a.s.

## **Financial results**

The operating profit for 2018 is CZK 26 million, which is CZK 12 million lower than the profit in 2017. A significant reason for this drop was the stronger crown in 2018 compared to 2017.

The working capital as at 31 December 2018 was significantly lower than at the end of 2017. This difference was largely due to completion of the large Zanzibar project, which was in progress at the end of 2017, and also due to early payment of large deliveries for project ERSTE at the end of 2018. Nevertheless, the company is working diligently to reduce the level of receivables (particularly those overdue) so that it is able to finance individual projects effectively.

The main financing bank was Československá obchodní banka, a.s. Praha 5. TECHO, a.s. is connected to the Ahrend group cash pool, which ensures operational financing of the company.

The detailed financial results of the company for 2018 can be seen in the financial statement, which is an integral part of this Annual Report.

Results of the individual legal entities within the TECHO group are as follows:

| Company                   | Country        | Sales in CZK'000 | EBIT in CZK'000 |
|---------------------------|----------------|------------------|-----------------|
| TECHO, a.s.               | Czech Republic | 1 504 667        | 43 616          |
| Ahrend, s.r.o.            | Czech Republic | 0                | 0               |
| Interier Říčany a.s.      | Czech Republic | 202 913          | 12 585          |
| Techo, s.r.o.             | Slovakia       | 234 941          | 4 136           |
| TECHO Hungária Kft.       | Hungary        | 61 531           | 3 621           |
| TECHO GmbH                | Austria        | 116 430          | 3 714           |
| TECHO Romania s.r.l.      | Romania        | 373 156          | 12 782          |
| TECHO Adria, d.o.o.       | Croatia        | 15 275           | 679             |
| TECHO PL sp. z o.o.       | Poland         | 93 507           | 3 919           |
| T.O.V. TECHO Ukraine      | Ukraine        | 25 760           | 1 761           |
| 0.0.0. TECHO              | Russia         | 109 735          | -805            |
| TECHO Georgia Ltd.        | Georgia        | 8 359            | 2 233           |
| TECHO UK Ltd.             | Great Britain  | 304 373          | 19 224          |
| TECHO Bulgaria e.o.o.d.   | Bulgaria       | 0                | -39             |
| Consolidation adjustments |                | -425 830         | -13 818         |
| TECHO Group consolidated  |                | 2 624 817        | 91 847          |

Financial information on subsidiaries and the consolidation adjustments have not been audited.

ANNUAL REPORT TECHO, a.s. 2018 9 ANNUAL REPORT TECHO, a.s. 2018

## **Employees and work productivity**

The average number of employees of TECHO, a.s. was 207 in 2018, which is a drop of 1 employee in comparison with 2017.

The aim of the company is to continually improve productivity, which is then reflected in the improved economic indicators of the company. The pressure to increase productivity can also be seen in the investment projects (elements of automation) together with the redesign of production and other processes.

9

#### Protection of the environment

Protection of the environment is at the forefront of TECHO's activities. The company operates an environmental management system in accordance with ISO 14001:2016, regularly monitors the environmental impact of its activities, tests its products according to European and international environmental standards, and requires the same approach from its suppliers.

TECHO holds a C-o-C certificate (chain of custody of wood), which guarantees that the company does not acquire wood-based raw materials from controversial sources, and that it uses only wood from sustainably managed forests in its products.

The company pays great attention to health and safety at work, and the working conditions of its employees, as witnessed by its OHSAS 18001:2008 certification.

10

# Proposal for approval of the financial statements and the distribution of profit

The Board of Directors of TECHO, a.s. proposes that the general meeting / decision of the sole share-holder:

- approves the annual financial statements and financial results of the company for 2018
- approves distribution of the profit in the amount of CZK 34 million as follows:
- a dividend payment of CZK 34 million



# Information on acquisition of own shares

The company does not own any of its own shares.

12

# New product development

In 2018, product development work was focussed on the modification of existing products designed in past years.

These modifications related, in particular, to desks and pedestals. The changes concerned increasing rigidity, and enabling the use of fittings that provide a higher standard of functionality. A new product was also developed – technical pedestal.

# Information on important events that occurred since 1 January 2019



In the period from 1 January 2019 until the drafting of this Annual Report, TECHO, a.s. has continued to pursue its business activities.

## **Expected future development**

14

We anticipate that the Czech market will develop positively in 2019, reflecting the overall economic growth. This trend is confirmed by the results and order book during the first months of 2019. Similar trends can also be seen in other European markets, and in particular in Romania.

The growth in TECHO's key European markets is reflected in an increase in projects delivered and projects that the company is currently working on.

This is also having a positive effect on the economy of own products, as production capacity is being utilised to a high degree, and also on the economy of the whole company. Another aspect key to improving the company's economic situation is the internal activities focussed on increasing the efficiency of processes and optimisation of individual areas with respect to costs. An overview of current projects and internal activities indicates the company is in a good position to achieve results in line with its business plan.

In Prague, dated 28 June 2019

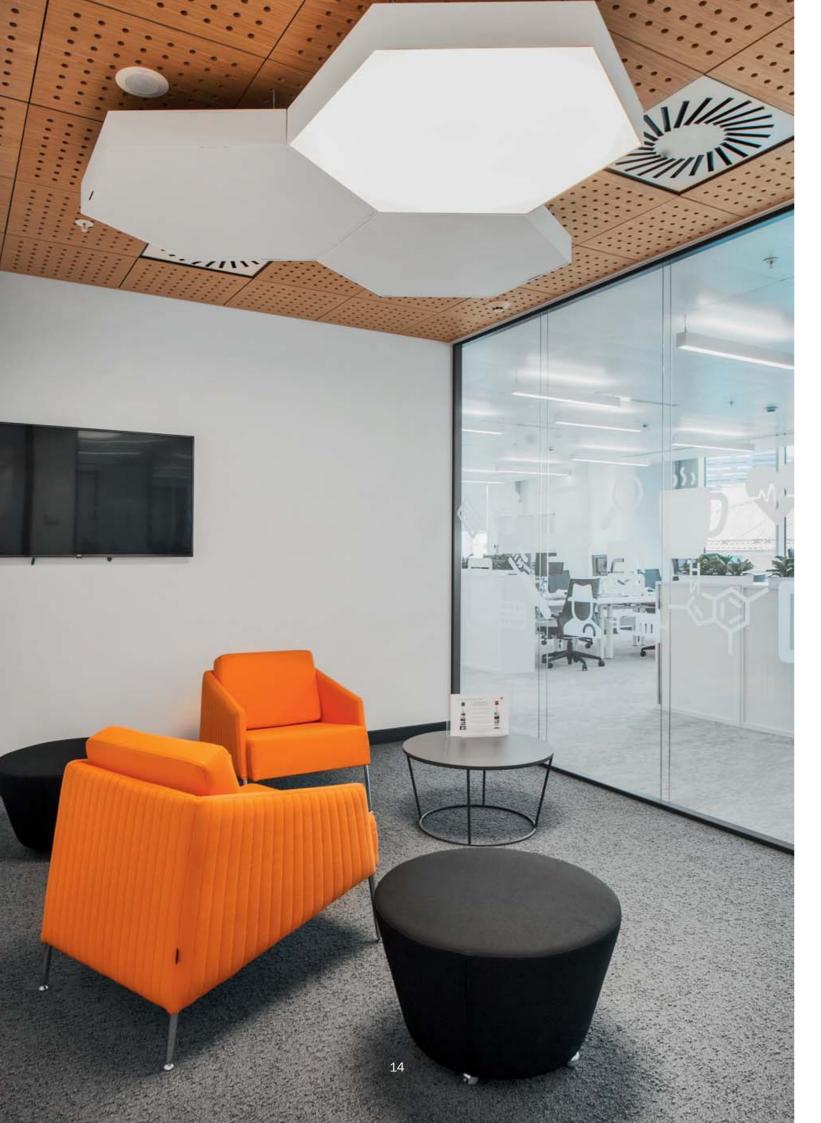
Ing. Jiří Kejval Chairman of the Board

TECHO, a.s.

Ing. Petr Hampl
Member of the Board
TECHO, a.s.

ANNUAL REPORT TECHO, a.s. 2018 10 ANNUAL REPORT TECHO, a.s. 2018





The Board of Directors of TECHO, a.s., with its registered office at U Továren 770/1b, Prague 10, identification number: 49240056, registered in the Commercial Register maintained by the Regional Court in Prague, Section B, File 1952 (in this Report also the "**Company**"), has prepared the following Report on Relations pursuant to Section 82 of Act No. 90/2012 Coll., on Corporations (the "**Corporations Act**"), for the accounting period of the calendar year 2018 (the "**Relevant Period**").

## **Structure of relations**

1.1 According to the information available to the Board of Directors of the Company acting with due managerial care, for the whole of the Relevant Period, the Company formed a part of a group in which the controlling party is HAL Holding N.V. (the "Group"). Information on the entities forming part of the Group is stated as at 31 December 2018 according to the information available to the statutory body of the Company acting with due managerial care. The structure of relations within the Group is illustrated in Annex No. 1.

#### **1.1.1** Controlling Party

HAL Holding N.V, with its registered office at Johan van Walbeeckplein 11A, Willemstad, Curaçao (in this Report also the "**Controlling Party**"), indirectly controls the Company through the company Koninklijke Ahrend B.V. with its registered office at Laarderhoogtweg 25, 1101 EB Amsterdam, which was the sole shareholder of the Company in the Relevant Period.

## **Role of the Company in the Group**

The company is a major manufacturer and supplier of office furniture. The company also distributes furniture through its subsidiaries.

## **Methods and means of control**

The Controlling Party indirectly controls the Company through the company Koninklijke Ahrend B.V., which was the sole shareholder in the Relevant Period. The control of the Company occurs, in particular, through the decisions at the General Meeting.

2

3

## **Mutual contracts within the Group**

- **4.1** Contracts entered into between the Company and the Controlling Party that were effective and valid in the Relevant Period:
  - No contracts entered into with the Controlling Party were effective and valid in the Relevant Period.
- **4.2** Contracts entered into between the Company and the other parties controlled by the Controlling Party that were effective and valid in the Relevant Period:

| Company                                                | Agreement type                                                                                                                | Subject                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Techo, s.r.o. (Slovakia)                               | Management Fees Agreement 2018<br>Orders for the sale of goods/products<br>Cash pool agreement                                | Delivery of R&D, PR, IT/IS, top management services,<br>The sale of goods/products<br>Drawing money from a cash pool account                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| TECHO Romania s.r.l. (Romania)                         | Management Fees Agreement 2018<br>Orders for the sale of goods/products                                                       | Delivery of R&D, PR, IT/IS, top management services The sale of goods/products $\label{eq:products} % \begin{subarray}{ll} \end{subarray} % \begi$ |
| TECHO Hungária Kft. (Hungary)                          | Management Fees Agreement 2018<br>Orders for the sale of goods/products                                                       | Delivery of R&D, PR, IT/IS, top management services The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| TECHO Adria, d.o.o. (Croatia)                          | Management Fees Agreement 2018<br>Orders for the sale of goods/products                                                       | Delivery of R&D, PR, IT/IS, top management services<br>The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| TECHO GmbH (Austria)                                   | Management Fees Agreement 2018<br>Loan agreement<br>Orders for the sale of goods/products                                     | Delivery of R&D, PR, IT/IS, top management services<br>Loan<br>The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| T.O.V. TECHO Ukraine (Ukraine)                         | Loan agreement<br>Orders for the sale of goods/products                                                                       | Loan<br>The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| TECHO Georgia Ltd. (Georgia)                           | Orders for the sale of goods/products<br>Management Fees Agreement 2018                                                       | The sale of goods/products Delivery of R&D, PR, IT/IS, top management services                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Interier Říčany a.s.<br>(Czech Republic)               | Management Fees Agreement 2018<br>Orders for services<br>Agreement on the lease of property,<br>movables                      | Delivery of R&D, PR, IT/IS, top management services,<br>Accounting services<br>Lease of premises, lease of a band saw and vehicles,                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|                                                        | Association agreement<br>Framework and distribution agreement<br>Orders for the sale of goods/products<br>Cash-pool agreement |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Ahrend, s.r.o. (Czech Republic)                        | Orders for services<br>Cash pool agreement<br>Orders for the sale of goods/products                                           | Accounting services Drawing money from a cash pool account                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Ahrend Europe B.V. (Netherlands)                       | Cash pool agreement                                                                                                           | Drawing money from a cash pool account                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 0.0.0. TECHO (Russia)                                  | Management Fees Agreement 2018<br>Orders for services                                                                         | Delivery of R&D, PR, IT/IS, top management services<br>Delivery of consulting services in the area of company<br>management, sales, production management                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|                                                        | Orders for the sale of goods/products                                                                                         | The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| TECHO PL sp. z o.o. (Poland)                           | Management Fees Agreement 2018<br>Loan agreement<br>Orders for the sale of goods/products                                     | Delivery of R&D, PR, IT/IS, top management services<br>Loan<br>The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| TECHO UK Ltd. (Great Britain)                          | Management Fees Agreement 2018<br>Orders for services<br>Orders for the sale of goods/products                                | Delivery of R&D, PR, IT/IS, top management services<br>Accounting services<br>The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| TECHO Bulgaria e.o.o.d (Bulgaria)                      | Loan agreement                                                                                                                | Loan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Ahrend International B.V. (Netherlands)                | Orders for the sale of goods/products                                                                                         | The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Ahrend GmbH & Co. KG (Germany)                         | Orders for the sale of goods/products                                                                                         | The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Ahrend Prod. Bedr. St. Oedenrode<br>B.V. (Netherlands) | Orders for the sale of goods/products                                                                                         | The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Ahrend Furniture NV (Belgium)                          | Orders for the sale of goods/products                                                                                         | The sale of goods/products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Koninklijke Ahrend B.V.<br>(Netherlands)               | Management Service Agreement                                                                                                  | The provision of management services                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

# Legal acts made at the instigation of, or in the interest of the Controlling Party or other parties controlled by the Controlling Party

During the Relevant Period, the Company made the below-mentioned legal acts in the interest, or at the instigation of, the Controlling Party or other parties controlled by the Controlling Party, which would involve assets exceeding in value CZK 38 895 thousand, which represents 10% of the Company's equity reported in the latest Financial Statements as at 31 December 2018

The sale of products and goods to TECHO UK Ltd.

The sale of products and goods to Interier Říčany a.s.

The sale of products and goods to Techo, s.r.o.

The sale of products and goods to TECHO Romania s.r.l.

The drawing of funds from the cash pool account of Ahrend Europe B.V.

Dividend payment to Koninklijke Ahrend B.V.

# Assessment of a detriment and its compensation

No detriment occurred to the Company on the basis of the agreements entered into in the Relevant Period between the Company and other entities from the Group, other acts which were implemented in the interest, or at the instigation, of such entities by the Company in the Relevant Period.

# **Evaluation of relations and risks within the Group**

7.1 Evaluation of advantages and disadvantages of relations within the Group

In particular, the following advantages arise to the Company from its participation within the Group. The Group is a leading international producer and distributor of office furniture with a strong commercial brand and a strong financial position that aids the Company when concluding deals with its customers. The Company does not experience any disadvantages from being part of the Group.

**7.2** No risks have arisen to the Company from the relations within the Group.

In Prague, dated 28 June 2019

On behalf of the Board of Directors of the Company:

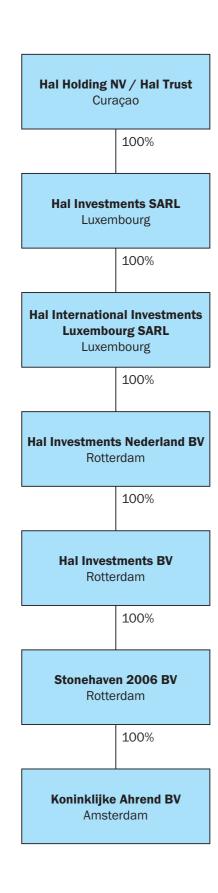
Ing. Jiří Kejval Chairman of the Board TECHO, a.s.

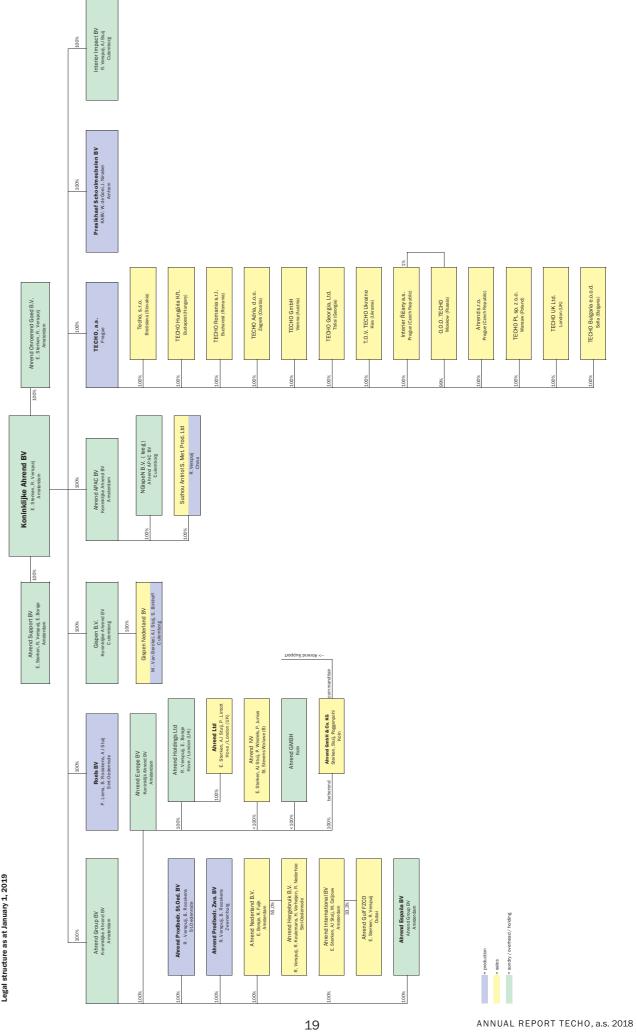
Ing. Petr Hampl
Member of the Board
TECHO, a.s.

6

7

Annex no. 1: The structure of relations within the Group









#### English translation

# Independent auditor's report

## to the shareholder of TECHO, a.s.

#### Opinion

We have audited the accompanying financial statements of TECHO, a.s., with its registered office at U továren 770/1b, Praha 10 ("the Company"), prepared in accordance with Czech accounting legislation, which comprise the balance sheet as at 31 December 2018, the income statement, statement of changes in shareholder's equity and cash flow statement for the year ended 31 December 2018 and notes to the financial statements, which include significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2018, of its financial performance and its cash flows for the year ended 31 December 2018 in accordance with Czech accounting legislation.

#### Basis for Opinion

We conducted our audit in accordance with the Act on Auditors and Standards on Auditing of the Chamber of Auditors of the Czech Republic. These standards consist of International Standards on Auditing (ISAs) which may be supplemented and modified by related application guidance. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Act on Auditors and Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA) and accepted by the Chamber of Auditors of the Czech Republic, and we have fulfilled our other ethical responsibilities in accordance with these regulations. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other Information

In compliance with Section 2(b) of the Act on Auditors, the other information comprises the information included in the Annual Report other than the financial statements and auditor's report thereon. The Board of Directors is responsible for the other information.

Our opinion on the financial statements does not cover the other information. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge about the Company obtained in the audit or otherwise appears to be materially misstated. In addition, we assess whether the other information has been prepared, in all material respects, in accordance with applicable law and regulation, in particular, whether the other information complies with law and regulation in terms of formal requirements and procedure for preparing the other information in the context of materiality, i.e. whether any non-compliance with these requirements could influence judgments made on the basis of the other information.

Based on the procedures performed, to the extent we are able to assess it, we report that:

- The other information describing the facts that are also presented in the financial statements is, in all material respects, consistent with the financial statements; and
- The other information is prepared in compliance with applicable law and regulation.

In addition, our responsibility is to report, based on the knowledge and understanding of the Company obtained in the audit, on whether the other information contains any material misstatement of fact. Based on the procedures we have performed on the other information obtained, we have not identified any material misstatement of fact.

#### Responsibilities of the Statutory Body of the Company for the Financial Statements

The Board of Directors is responsible for the preparation and fair presentation of the financial statements in accordance with Czech accounting legislation and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

PricewaterhouseCoopers Audit, s.r.o., Hvězdova 1734/2c, 140 00 Praha 4, Česká republika T: +420 251 151 111, F: +420 252 156 111, www.pwc.com/cz

PricewaterhouseCoopers Audit, s.r.o., registered seat Hvězdova 1734/2c, 140 00 Prague 4, Czech Republic, Identification:Number 40765521,registered with the Commercial Register kept by the Municipal Court in Prague, Section C, Insert 3637, and in the Register of Audit Companies with the Chamber of Auditors of the Czech Republic under Licence No. 021.



#### Independent auditor's report

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

#### Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with the above stated requirements, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

We communicate with the Board of Directors and Supervisory Board 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.

28 June 2019

PricewaterhouseCoopers Audit, s.r.o. represented by Director

Jiří Koval Statutory Auditor, Licence No. 1491

This report is addressed to the shareholder of TECHO, a.s.

Translation no

This version of our report is a translation from the original, which was prepared in the Czech language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the Czech version of our report takes precedence over this translation.

ANNUAL REPORT TECHO, a.s. 2018 22 ANNUAL REPORT TECHO, a.s. 2018





## **General information**

#### 1.1. Introductory information about the company

TECHO, a.s. (the "**Company**") is a joint stock company incorporated on 31 March 1993 with its registered office at Prague 10, U Továren 770/1b, Czech Republic. The Company's identification number is 49240056. The main business activity is the production and sale of office furniture including services associated with the comprehensive fit-out of commercial interiors.

The sole shareholder in the Company is Koninklijke Ahrend B.V., 1101 EB Amsterdam, Laarderhoogtweg 25, the Netherlands.

The parent company Koninklijke Ahrend B.V. is fully owned by the company Stonehaven Holding B.V. and is part of the consolidation unit HAL Trust.

The Company is the parent company of the TECHO group and the attached financial statements have been prepared on a separate basis. The Company does not perform a consolidation pursuant to §62 of Decree 500/2002 Coll., because it is part of the Koninklijke Ahrend B.V. consolidation unit, which has audited consolidated financial statements prepared in a member state of the European Union.

The consolidated financial statements for the smallest group are available at the registered office of Koninklijke Ahrend B.V.

The Company is not a partner with unlimited liability in any company.

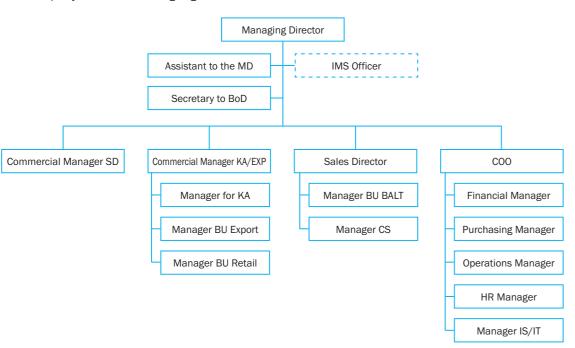
Members of the statutory bodies as at 31 December 2018 and 2017:

| Statutory body (the Board of Directors) |                    |  |  |  |
|-----------------------------------------|--------------------|--|--|--|
| Chairman:                               | Ing. Jiří Kejval   |  |  |  |
| Vice-chairman:                          | W.H.L.M.G. Sterken |  |  |  |
| Member:                                 | Ing. Petr Hampl    |  |  |  |

| Supervisory Board |                        |
|-------------------|------------------------|
| Member:           | Rolf Matthias Verspuij |

Two members of the Board of Directors must always act together on behalf of the Company.

The Company had an organisational unit in China the activity of which was terminated in 2017.



## **Accounting policies**

#### 2.1. Principles applied during preparation of the financial statement

The financial statement has been prepared in accordance with Generally Accepted Accounting Principles in the Czech Republic relevant for large companies and have been prepared under the historical cost convention.

#### 2.2. Intangible and tangible fixed assets

Intangible (and tangible) assets that can be expected to be used for over one year and with a unit acquisition price exceeding CZK 60 thousand (CZK 40 thousand) are deemed fixed intangible (and tangible) assets.

Purchased intangible and tangible fixed assets are initially recorded at cost, which includes all costs related to their acquisition.

An intangible fixed asset is amortised on the basis of expected useful life of the asset. Tangible fixed assets are amortised over the economic useful live of the asset.

Amortisation is calculated on the basis of the initial cost value and economic useful live of the asset.

The estimated useful life is as follows:

|                               | Number of years (from-to) |  |
|-------------------------------|---------------------------|--|
| Software                      | 3-5                       |  |
| Other intangible fixed assets | 5 - 8                     |  |

Tangible fixed assets produced by the Company are valued at their own costs, which include direct material, wage costs and overhead costs.

Tangible fixed assets (land) acquired free of charge were valued at replacement cost and accounted through other capital funds. The replacement cost of these assets was determined on the basis of an expert opinion.

The cost of technical improvements to tangible fixed assets increases their cost value. Repairs and maintenance expenditures for tangible fixed assets are expensed as incurred.

Depreciation is calculated based on the acquisition cost and the expected useful life of the asset. The estimated useful life is as follows:

|                                          | Number of years (from-to) |
|------------------------------------------|---------------------------|
| Machinery, instruments and equipment     | 5 - 6                     |
| Vehicles                                 | 3 - 4                     |
| Fixtures                                 | 3 - 6                     |
| Other fixed tangible assets              | 3 - 15                    |
| Property for rent                        | For the contract duration |
| Technical improvement of rented property | For the contract duration |

#### 2.3. Investments in subsidiaries and investments in associates

Investments in subsidiaries represent ownership interests in enterprises that are controlled or managed (hereinafter "subsidiaries").

Investments in subsidiaries are accounted for by the equity method. Under this method, the investment is initially recorded at cost and this value is increased or decreased to recognise the investor's share of the equity of the subsidiary or the associate as at the balance sheet date and converted using the exchange rate published by the Czech National Bank at the balance sheet date. Revaluation of the investment using the equity method of accounting is recorded through the Company's equity.

#### 2.4. Cash and cash equivalents

Cash includes cash in hand, stamps and vouchers and cash in banks, including bank overdrafts.

Cash equivalents are short-term liquid investments which can be exchanged for a predictable amount of cash and no significant changes of value over time are expected. Cash equivalents are, for example, deposits with a maturity of less than 3 months from the date of acquisition and liquid debt securities traded on public markets.

The Company uses cash pooling within the group. A liability (or payable) arising from cash pooling is presented in the balance sheet as "Short-term liabilities - subsidiaries and controlling party" (or "Short-term payables - subsidiaries and controlling party") and the change of the balances is presented in the Cash-flow statement as part of the item "Change in long and short-term liabilities" (or "Loans to related parties").

Liabilities relating to cash pooling represent a form of financing of the Company, and thus are not considered Cash and cash equivalents for the purposes of the cash-flow statement.

#### 2.5. Inventories

Purchased inventories are stated at acquisition cost reduced by a provision. The acquisition cost includes all costs related with the acquisition (mainly transport costs, customs duty, etc.). The fixed price method and valuation of differences is applied for all disposals.

Inventories generated from own production, i.e. work-in-progress and finished goods, are stated at the actual production cost reduced by a provision. Production cost includes direct and indirect materials, direct and indirect wages and production overheads.

A provision is created for slow-moving and obsolete inventory based on an analysis of turnover and individual evaluation of inventories.

#### 2.6. Receivables

Receivables are stated at nominal value less a provision for doubtful amounts. An allowance for doubtful amounts is created on the basis of an ageing analysis and an individual evaluation of the credit worthiness of the customers. The Company also creates an allowance for receivables from related parties.

#### 2.7. Foreign currency translation

Transactions denominated in a foreign currency are translated and recorded at the fixed exchange rate determined by the Company at the first day of the each month on the basis of the rate of the Czech National Bank.

Cash, receivables and liabilities balances denominated in foreign currencies have been translated at the exchange rate published by the Czech National Bank as at the balance sheet date. All exchange gains and losses on cash, receivables and liabilities balances are recorded in the income statement and are, since 2018, stated as a total (see note 2.14). For the purpose of comparison total figures are also given for 2017. Exchange gains amounting to CZK 11 234 thousand stated in "Other financial revenues" as at 31 December 2017 were reclassified as "Other financial costs".

#### 2.8. Provisions

Provisions are recognised when the Company has a present obligation, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

#### 2.9. Related parties

The Company's related parties are considered to be the following:

- parties, which directly or indirectly control the Company, and companies in which these parties have a controlling or significant influence,
- parties, which have directly or indirectly significant influence on the Company,
- members of the Company's or parent company's statutory and supervisory boards and management and parties close to such members, including entities in which they have a controlling or significant influence,
- subsidiaries and associates.

Material transactions and outstanding balances with related parties are disclosed in Notes 14 Related party transactions and 16 "Staff costs".

#### **2.10. Leases**

The costs of assets held under both finance and operating leases are not capitalised as fixed assets.

Lease payments are expensed evenly over the life of the lease. Future lease payments not yet due are disclosed in the notes, but not recognised in the balance sheet.

#### 2.11. Revenue and cost recognition

Revenues and costs are accrued with respect to the period to which they pertain in substance and in time.

Revenues are recorded at the date of delivery of the products or goods and their acceptance by the

customer, or the date of performance of the service. Revenues on the basis of an agreement on work are recorded at the moment of acceptance of the work by the customer.

#### 2.12. Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. A deferred tax asset is recognised if it is probable that it can be utilised in the future.

#### 2.13. Association

The Company concluded 2 association (the association does not have legal personality) agreements with its subsidiary Interier Říčany a.s. On the basis of these agreements, the Company forms an association with Interier Říčany a.s. for the purpose of the joint completion of a project.

The partners in the association undertake to complete each individual project together:

- The Company as part of the completion of the work shall arrange the production and associated deliveries from suppliers and invoicing of the end customer;
- Interier Říčany a.s. arranges:
- the negotiation, administrative processing and commercial aspects of each individual ordered project,
- · warehousing and despatch using own employees,
- the processing of the order through the IS/IT system using own employees;
- Neither of the partners in the association places any assets, any items or the right to use items into the association;
- The association is established for a definite period, which is the period needed to deliver the work;
- All individual orders are recorded in the accounting books of the Company. The Company prepares accounting records on a monthly basis;
- On the basis of the accounting records, the partners in the association allocate the revenue from the sale of goods, sale of own products, services and material, and the associated costs in a pre-agreed ratio (the Company removes the above transactions from its accounting records and corresponding amounts are subsequently accounted by Interier Říčany a.s.).

#### 2.14. Changes to accounting procedures

As at 31 December 2018 the Company, in line with paragraph 58 (2) of Decree 500/2002 Sb., recorded revenues and costs due to exchange rate fluctuations in the profit and loss account under "Other financial revenues". For this reason total figures are also given for 2017. Exchange gains amounting to CZK 11 234 thousand stated in "Other financial revenues" as at 31 December 2017 were reclassified as "Other financial costs".

#### 2.15. Subsequent events

The effects of events which occurred between the balance sheet date and the date of preparation of the financial statements, are recognised in the financial statements in the event that they provide further evidence of conditions that existed as at the balance sheet date.

Where significant events occur subsequent to the balance sheet date but prior to the preparation of the financial statements, which are indicative of conditions that arose subsequent to the balance sheet date, the effects of these events are quantified and disclosed, but are not themselves recognised in the financial statements.

ANNUAL REPORT TECHO, a.s. 2018 30 ANNUAL REPORT TECHO, a.s. 2018

# Intangible fixed assets (CZK'000)

|                                                       | 1 January<br>2018 | Additions / reclassification | Disposals | 31 December 2018 |
|-------------------------------------------------------|-------------------|------------------------------|-----------|------------------|
| Acquisition price                                     |                   |                              |           |                  |
| Software                                              | 25 552            | 3 956                        | 0         | 29 508           |
| Royalties                                             | 100               | 0                            | 0         | 100              |
| Other intangible fixed assets                         | 1179              | 521                          | 0         | 1 700            |
| Intangible fixed assets in the course of construction | 12                | 2 423                        | 0         | 2 435            |
| Total                                                 | 26 843            | 6 900                        | 0         | 33 743           |
| Accumulated depreciation and provisions               |                   |                              |           |                  |
| Software                                              | -22 638           | -2 855                       | 0         | -25 493          |
| Other royalties                                       | -100              | 0                            | 0         | -100             |
| Other intangible fixed assets                         | - 1 132           | -41                          | 0         | -1 173           |
| Provisions                                            | -128              | 0                            | 0         | -128             |
| Total                                                 | -23 998           | -2 896                       | 0         | -26 894          |
| Residual value                                        | 2 845             |                              |           | 6 849            |

|                                                       | 1 January<br>2017 | Additions / reclassification | Disposals | 31 December 2017 |
|-------------------------------------------------------|-------------------|------------------------------|-----------|------------------|
| Acquisition price                                     |                   |                              |           |                  |
| Software                                              | 24 421            | 1 941                        | -810      | 25 552           |
| Royalties                                             | 100               | 0                            | 0         | 100              |
| Other intangible fixed assets                         | 1 179             | 0                            | 0         | 1 179            |
| Intangible fixed assets in the course of construction | 0                 | 12                           | 0         | 12               |
| Total                                                 | 25 700            | 1 953                        | -810      | 26 843           |
| Accumulated depreciation and provisions               |                   |                              |           |                  |
| Software                                              | -21 584           | -1 864                       | 810       | -22 638          |
| Royalties                                             | -100              | 0                            | 0         | -100             |
| Other royalties                                       | -1 116            | -16                          | 0         | -1 132           |
| Other intangible fixed assets                         | -128              | 0                            | 0         | -128             |
| Total                                                 | -22 928           | -1 880                       | 810       | -23 998          |
| Residual value                                        | 2 772             |                              |           | 2 845            |

# Tangible fixed assets (CZK'000)

|                                         | 1 January<br>2018 | Additions / reclassification | Disposals | 31 December 2018 |
|-----------------------------------------|-------------------|------------------------------|-----------|------------------|
| Acquisition price                       |                   |                              |           |                  |
| Land                                    | 855               | 0                            | 0         | 855              |
| Constructions                           | 12 981            | 0                            | 0         | 12 981           |
| Equipment                               | 138 032           | 2 958                        | -1 071    | 139 919          |
| Works of art                            | 147               | 0                            | 0         | 147              |
| Acquisition of tangible fixed assets    | 0                 | 4 843                        | 0         | 4 843            |
| Advances paid for tangible fixed assets | 0                 | 759                          | 0         | 759              |
| Total                                   | 152 015           | 8 560                        | -1 071    | 159 504          |
| Accumulated depreciation and provisions |                   |                              |           |                  |
| Constructions                           | -10 592           | -802                         | 0         | -11 394          |
| Equipment                               | -106 503          | -11 478                      | 997       | -116 984         |
| Provisions                              | -431              | 0                            | 0         | -431             |
| Total                                   | -117 526          | -12 280                      | 997       | 128 809          |
| Residual value                          | 34 489            |                              |           | 30 695           |

|                                         | 1 January<br>2017 | Additions / reclassification | Disposals | 31 December<br>2017 |
|-----------------------------------------|-------------------|------------------------------|-----------|---------------------|
| Acquisition price                       |                   |                              |           |                     |
| Land                                    | 855               | 0                            | 0         | 855                 |
| Constructions                           | 12 981            | 0                            | 0         | 12 981              |
| Equipment                               | 131 707           | 10 830                       | -4 505    | 138 032             |
| Works of art                            | 147               | 0                            | 0         | 147                 |
| Acquisition of tangible fixed assets    | 0                 | 0                            | 0         | 0                   |
| Advances paid for tangible fixed assets | 911               | 0                            | -911      | 0                   |
| Total                                   | 146 601           | 10 830                       | -5 416    | 152 015             |
| Accumulated depreciation and provisions |                   |                              |           |                     |
| Constructions                           | -9 791            | -801                         | 0         | -10 592             |
| Equipment                               | -97 166           | -13 438                      | 4 101     | -106 503            |
| Provisions                              | -467              | 36                           | 0         | -431                |
| Total                                   | -107 424          | -14 203                      | 4 101     | -117 526            |
| Residual value                          | 39 177            |                              |           | 34 489              |

## **Long-term investments**

Subsidiaries as at 31 December 2018 (CZK'000):

|                                          | Equity  | Valuation<br>by equity<br>method | Share of capital | 2018 net profit/(loss) | Acquisition cost | Difference<br>from<br>revaluation | Dividend income 2018 |
|------------------------------------------|---------|----------------------------------|------------------|------------------------|------------------|-----------------------------------|----------------------|
| TECHO Romania s.r.l.<br>(Romania)        | 32 696  | 32 696                           | 100%             | 6 787                  | 15 114           | 17 582                            | 10 279               |
| Techo, s.r.o. (Slovakia)                 | 78 241  | 78 241                           | 100%             | -954                   | 5 004            | 73 237                            | 4 377                |
| TECHO Hungária Kft.<br>(Hungary)         | 13 229  | 13 229                           | 100%             | 2 579                  | 45 275           | -32 046                           | -                    |
| TECHO Adria, d.o.o. (Croatia)            | -3 648  | -                                | 100%             | 101                    | 78               | -78                               | -                    |
| TECHO GmbH (Austria)                     | -9 491  | -                                | 100%             | 3 623                  | 923              | -923                              | -                    |
| TECHO Georgia Ltd. (Georgia)             | -11 047 | -                                | 100%             | 2 019                  | 296              | -296                              | -                    |
| T.O.V. TECHO Ukraine<br>(Ukraine)        | -4 414  | -                                | 100%             | 1 268                  | 243              | -243                              | -                    |
| Interier Říčany a.s.<br>(Czech Republic) | 58 617  | 58 617                           | 100%             | 9 612                  | 60 870           | -2 253                            | -                    |
| Ahrend, s.r.o.<br>(Czech Republic)       | 10 723  | 10 723                           | 100%             | -492                   | 6 421            | 4 302                             | -                    |
| 000 TECHO (Russia)                       | -7 470  | -                                | 99%              | -3 315                 | 5                | -5                                | -                    |
| TECHO UK Ltd. (Great Britain)            | 19 029  | 19 029                           | 100%             | 12 164                 | 19 275           | -246                              | -                    |
| TECHO Bulgaria e.o.o.d.<br>(Bulgaria)    | -39     | -                                | 100%             | -39                    | 5                | -5                                |                      |
| TECHO PL Sp. z o.o. (Poland)             | 3 929   | 3 929                            | 100%             | 1 293                  | 169              | 3 761                             | -                    |
| Total                                    | -       | 216 464                          |                  |                        | 153 678          | 62 786                            | 14 656               |

#### Subsidiaries as at 31 December 2017 (CZK'000):

|                                          | Equity  | Valuation<br>by equity<br>method | Share of capital | 2017 net profit/(loss) | Acquisition cost | Difference<br>from<br>revaluation | Dividend income 2017 |
|------------------------------------------|---------|----------------------------------|------------------|------------------------|------------------|-----------------------------------|----------------------|
| TECHO Romania s.r.l.<br>(Romania)        | 35 284  | 35 284                           | 100%             | 9 534                  | 15 114           | 20 170                            | 7 692                |
| Techo, s.r.o. (Slovakia)                 | 82 925  | 82 925                           | 100%             | 4 300                  | 5 004            | 77 921                            | 3 475                |
| TECHO Hungária Kft.<br>(Hungary)         | 10 936  | 10 936                           | 100%             | 3 147                  | 45 275           | -34 339                           | -                    |
| TECHO Adria, d.o.o. (Croatia)            | -2 951  | -                                | 100%             | 2 569                  | 78               | -78                               | -                    |
| TECHO GmbH (Austria)                     | -13 020 | -                                | 100%             | -1 533                 | 923              | -923                              | -                    |
| TECHO Georgia Ltd. (Georgia)             | -12 348 | -                                | 100%             | -2 182                 | 296              | -296                              | -                    |
| T.O.V. TECHO Ukraine (Ukraine)           | -5 575  | -                                | 100%             | -1 361                 | 243              | -243                              | -                    |
| Interier Říčany a.s.<br>(Czech Republic) | 49 005  | 49 005                           | 100%             | 5 041                  | 60 870           | -11 865                           | -                    |
| AHREND, s.r.o.<br>(Czech Republic)       | 11 215  | 11 215                           | 100%             | -33                    | 6 421            | 4 794                             | -                    |
| 000 TECHO (Russia)                       | -4 734  | -                                | 99%              | 109                    | 5                | -5                                | -                    |
| TECHO UK Ltd. (Great Britain)            | 6 871   | 6 871                            | 100%             | -9 479                 | 19 275           | -12 404                           |                      |
| TECHO PL Sp. z o.o. (Poland)             | 2 696   | 2 696                            | 100%             | 5 429                  | 169              | 2 527                             | -                    |
| Total                                    | -       | 198 932                          | -                |                        | 153 673          | 45 259                            | 11 167               |

On 1 January 2017, a 100% share in TECHO UK Ltd. in the amount of CZK 19 275 thousand was purchased from related entity Ahrend Holdings Ltd.

On 31 December 2018, the company TECHO Bulgaria e.o.o.d. was established.

Financial information on Techo, s.r.o., TECHO Romania s.r.l., TECHO Hungária Kft. and Interier Říčany a.s. was obtained from the audited financial statements as at 31 December 2018. Financial information on other subsidiaries as at 31 December 2018 was obtained from unaudited financial statements.

#### **Inventories**

The Company created a provision for inventories as at 31 December 2018 in the amount of CZK 3 962 thousand (at 31 December 2017: CZK 4 443 thousand).

## Receivables

For unpaid receivables deemed doubtful, a provision was created as at 31 December 2018 and 2017 on the basis of an analysis of the collectability of the individual receivables (see Note 8).

As at 31 December 2018, overdue trade receivables amounted to CZK 205 333 thousand (at 31 December 2017: CZK 234 385 thousand).

As at 31 December 2018, the Company's long-term trade receivables relating to retention amounted to CZK 8 072 thousand (at 31 December 2017: CZK 11 537 thousand).

These receivables have a maturity of 2 to 6 years. Receivables with a maturity in excess of 5 years as at 31 December 2018 amounted to CZK 632 thousand (at 31 December 2017: CZK 1 056 thousand).

Short-term advances paid are primarily advances connected with the rental of office, production and warehouse space.

Receivables are not covered by surety.

The Company has no receivables or contingent receivables that are not recorded on the balance sheet.

Advance payments for income tax in the amount of CZK 9 833 thousand, paid by the Company as at 31 December 2018 (at 31 December 2017: CZK 3 994 thousand) were offset against the estimate for income tax in the amount of CZK 7 320 thousand created as at 31 December 2018 (at 31 December 2017: CZK 7 226 thousand).

## **Provisions**

Provisions represent a temporary reduction in asset value (disclosed in Notes 5, 6 and 7).

Changes in provisions (CZK'000):

| Provision to: | Closing<br>balance<br>31.12.2016 | Creation of provision | Release/<br>usage of<br>provision | Closing<br>balance<br>31.12.2017 | Creation of provision | Release/<br>usage of<br>provision | Closing<br>balance<br>31.12.2018 |
|---------------|----------------------------------|-----------------------|-----------------------------------|----------------------------------|-----------------------|-----------------------------------|----------------------------------|
| fixed assets  | 594                              | -                     | -36                               | 559                              | -                     | -                                 | 559                              |
| inventories   | 7 794                            | 1 090                 | -4 441                            | 4 443                            | 2 381                 | -2 862                            | 3 962                            |
| receivables   | 38 458                           | 8 505                 | -9 012                            | 37 951                           | 3 358                 | -5 106                            | 36 203                           |

ANNUAL REPORT TECHO, a.s. 2018

## **Equity**

The share capital of the Company comprises 84 541 shares fully subscribed and paid up with a nominal value of CZK 1 000.

Other capital funds comprise the acquisition free-of-charge of a plot of land discovered when checking the Land Registry.

The Assets and liabilities revaluation reserve is attributed to the revaluation of investments using the equity method.

HAL Holding N.V. with its registered office at Johan van Walbeeckplein 11A, Willemstad, Curaçao prepares the consolidated financial statements of the largest group of entities to which the Company belongs. The consolidated financial statements for the largest group is available from HAL Holding N.V.

On 26 June 2018, the General Meeting approved the Company's financial statement for 2017 and decided on the distribution of profit for 2017 in the amount of CZK 31 144 thousand.

The Company has proposed a profit distribution for 2018 in the form of a dividend payment.

# 10 Reserves

Changes in reserves (CZK'000):

| Reserves                    | Closing<br>Balance<br>31.12.2016 | Creation of reserves | Release/<br>usage of<br>reserves | Closing<br>Balance<br>31.12.2017 | Creation of reserves | Release/<br>usage of<br>reserves | Closing<br>Balance<br>31.12.2018 |
|-----------------------------|----------------------------------|----------------------|----------------------------------|----------------------------------|----------------------|----------------------------------|----------------------------------|
| Warranty repairs and claims | 15 230                           | 4 944                | -9 205                           | 10 969                           | 12 258               | -3 425                           | 19 802                           |
| Bonuses                     | 17 292                           | 24 728               | -17 292                          | 24 728                           | 15 093               | -19 650                          | 20 171                           |
| Untaken holiday             | 3 768                            | 3 782                | -3 768                           | 3 782                            | 4 434                | -3 782                           | 4 434                            |
| Legal disputes              | -                                | 500                  | -                                | 500                              | 0                    | -500                             | 0                                |
| Total                       | 36 290                           | 33 954               | -30 265                          | 39 979                           | 31 785               | -27 357                          | 44 407                           |

Reserves for warranty repairs in 2018 represent, in particular, costs for claims and warranty repairs in connection with the project for ŠKODA AUTO, the Zanzibar project and costs for the warranty repairs related to interior construction projects for PPF, Trianon and the ERSTE branch network.

# Liabilities, future liabilities and contingent liabilities

As at 31 December 2018, the Company had trade liabilities overdue by more than 90 days in the amount of CZK 4 557 thousand (at 31 December 2017: CZK 4 981 thousand).

As at 31 December 2018, long-term liabilities represent unpaid retention in relation to suppliers with a maturity of between 1 and 6 years in the amount of CZK 3 508 thousand (at 31 December 2017: CZK 4 791 thousand). Liabilities with a maturity exceeding 5 years as at 31 December 2018 amounted to CZK 0 thousand (at 31 December 2017: CZK 0 thousand).

Short-term advances as at 31 December 2018 in the amount of CZK 8 519 thousand (at 31 December 2017: CZK 32 734 thousand) were received from customers in connection with concluded contracts for work which were not, by the balance sheet date, invoiced or accounted for.

Future liabilities are stated in Note 18 Off balance sheet assets and liabilities.

The Company does not provide any surety not included on the balance sheet.

The Company management is not aware of any contingent guarantees of the Company as at 31 December 2018.

Estimated accounts payable primarily includes estimates for non-invoiced services and energy connected with the lease of production, administrative and storage space.

#### Accruals and income collected in advance

Deferred income comprises invoices issued for unfinished projects and their booking into revenue of the period to which they belong.

#### Revenues

Revenues from operating activities (CZK'000):

|                                                     | 20       | 2018    |          | 17      |
|-----------------------------------------------------|----------|---------|----------|---------|
|                                                     | Domestic | Foreign | Domestic | Foreign |
| Sale of furniture incl. installation – own products | 196 483  | 334 597 | 179 249  | 337 674 |
| Sale of construction services                       | 350 106  | 41 953  | 403 744  | -       |
| Sale of goods – other purchased office furniture    | 294 955  | 284 769 | 331 039  | 310 796 |
| Other operating revenues                            | 19 768   | 3 878   | 33 800   | 3 018   |
| Total revenues                                      | 861 312  | 665 197 | 947 832  | 651 488 |

## **Related party transactions**

As at 31 December 2018 and 2017, no member of a statutory or supervisory body nor any senior manager received a loan, a financial guarantee, advances or other benefits, or own any shares in the Company.

Company managers have the use of company cars.

The Company undertook the following transactions with related parties in 2018 and 2017 (CZK'000):

|                                                    | 2018    | 2017    |
|----------------------------------------------------|---------|---------|
| Revenues                                           |         |         |
| Sale of services and products                      | 511 847 | 73 429  |
| Sale of goods                                      | 95 130  | 524 295 |
| Interest income                                    | 4       | 155     |
| Dividends received                                 | 14 656  | 11 167  |
| Total                                              | 621 637 | 609 046 |
| Costs/purchases                                    |         |         |
| Purchase of goods for resale                       | 38 815  | 30 899  |
| Interest costs                                     | 840     | 1 575   |
| Purchase of services                               | 27 744  | 24 964  |
| Acquisition of ownership interest in TECHO UK Ltd. | 0       | 19 275  |
| Dividend payment                                   | 98 280  | 0       |
| Total                                              | 165 679 | 76 713  |

14

ANNUAL REPORT TECHO, a.s. 2018

36

37

As at 31 December 2018 and 31 December 2017, the Company had the following receivables and liabilities with related parties (CZK'000):

|                                                    | 31.12.2018 | 31.12.2017 |
|----------------------------------------------------|------------|------------|
| Receivables                                        |            |            |
| Trade receivables                                  | 213 606    | 213 547    |
| Receivables - dividends                            | 9 859      | 7 312      |
| Loans provided                                     | 515        | 20 177     |
| Cash pool                                          | 125 306    | 0          |
| Total                                              | 349 286    | 241 036    |
| Liabilities                                        |            |            |
| Liabilities to companies in the consolidation unit | 91 111     | 145 691    |
| Of which:                                          |            |            |
| Trade liabilities                                  | 2 169      | 3 180      |
| Cash pool                                          | 88 943     | 140 078    |
| Other liabilities                                  | -          | 2 433      |
| Total                                              | 91 112     | 145 691    |

Loans provided to group companies as at 31 December 2018 (CZK'000):

| Company                            | Conditions/interest | Maturity date | 2018 | 2017   |
|------------------------------------|---------------------|---------------|------|--------|
| T.O.V. TECHO Ukraine (Ukraine)     | EURIBOR + 1.9 p.a.  | 31.12.2015    | -    | 1 022  |
| TECHO Bulgaria e.o.o.d. (Bulgaria) | EURIBOR + 2 p.a.    | 31.12.2020    | 515  | -      |
| TECHO GmbH (Austria)               | EURIBOR + 2 p.a.    |               | -    | 19 155 |
| Total                              |                     |               | 515  | 20 177 |

In addition to the above, the Company records as at 31 December 2018 a receivable from subsidiary TECHO Romania s.r.l. due to unpaid dividends in the amount of CZK 9 594 thousand (at 31 December 2017; CZK 7 135 thousand).

Liabilities in the group due to cash pool financing as at 31 December (CZK'000):

| Company              | Conditions/interest   | Maturity date     | 2018    | 2017    |
|----------------------|-----------------------|-------------------|---------|---------|
| Interier Říčany a.s. | 1M PRIBOR + 1,25 p.a. | Indefinite period | -60 417 | -34 967 |
| Ahrend, s.r.o.       | 1M PRIBOR + 1,25 p.a. | Indefinite period | -10 330 | -10 428 |
| Techo, s.r.o         | 1M LIBOR + 1,25 p.a.  | Indefinite period | -18 196 | -35 204 |
| Ahrend Europe B.V.   | EURIBOR + 1,25 p.a.   | Indefinite period | 125 306 | -59 479 |



# **Audit company fees**

Information on fees of the audit company, PricewaterhouseCoopers Audit, s.r.o., is included in the consolidated financial statements of the parent company Koninklijke Ahrend B.V.

## **Staff costs**

Staff costs (CZK'000):

|                                  | 20     | 2018    |        | )17     |
|----------------------------------|--------|---------|--------|---------|
|                                  | number | CZK'000 | number | CZK'000 |
| Remuneration of board members    | 2      | 13 551  | 2      | 11 877  |
| Remuneration of other employees  | 205    | 108 839 | 206    | 102 108 |
| Health and social security costs |        | 37 954  |        | 35 256  |
| Other social costs               |        | 2 878   |        | 2 947   |
| Total staff costs                | 207    | 163 222 | 208    | 152 188 |

In 2018 the members of the statutory and supervisory bodies received remuneration in the total amount of CZK 240 thousand (at 31 December 2017: CZK 240 thousand).

## **Income tax**

The tax expense includes (CZK'000):

|                                                                                  | 2018   | 2017   |
|----------------------------------------------------------------------------------|--------|--------|
| Tax payable (19%)                                                                | 7 320  | 7 226  |
| Deferred tax                                                                     | -2 200 | -1 172 |
| Adjustment of the tax expense of the previous period according to the tax return | 601    | -727   |
| Total tax expense                                                                | 5 721  | 5 286  |

The Company's analysis of deferred tax is as follows (CZK'000):

|                                                                       | 20                 | 18                        | 20                 | 17                        |
|-----------------------------------------------------------------------|--------------------|---------------------------|--------------------|---------------------------|
|                                                                       | Deferred tax asset | Deferred tax<br>Liability | Deferred tax asset | Deferred tax<br>liability |
| Differences between accounting and tax net book value of fixed assets | -                  | -473                      | -                  | -2 235                    |
| Other temporary differences:                                          |                    |                           |                    |                           |
| Provision for receivables                                             | 299                | -                         | 687                | -                         |
| Provision for inventories                                             | 630                | -                         | 647                | -                         |
| Provision for fixed assets                                            | 106                | -                         | 105                | -                         |
| Reserves                                                              | 8 438              | -                         | 7 596              | -                         |
| Total                                                                 | 9 473              | -473                      | 9 035              | -2 235                    |
| The deferred tax asset                                                | 9 000              |                           | 6 800              |                           |

The deferred tax was calculated at 19% (tax rate for 2018 and subsequent).

ANNUAL REPORT TECHO, a.s. 2018 38 ANNUAL REPORT TECHO, a.s. 2018

## Off balance sheet assets and liabilities

The Company has concluded an agreement on the lease of production, administration and warehouse space with the lease being for a definite period - expiring 31 December 2020. In 2018 the total amount of rent for all the leased space was CZK 24 843 thousand (2017: CZK 17 544 thousand). The amount of future liabilities not included on the balance sheet, which arise from this agreement, as at 31 December 2018 amount to CZK 56 750 thousand (at 31 December 2017: CZK 85 060 thousand).

Other non-residential premises are leased for an indefinite period. The total amount of rent paid for space leased for an indefinite period amounted in 2018 to CZK 4 621 thousand (2017: CZK 7 128 thousand).

The Company has concluded agreements on the operative leasing for cars for periods of 3 or 4 years and the lease of warehouse vehicles for a 5-year period. Total lease instalments for the lease of cars and warehouse vehicles in 2018 amounts to CZK 5 968 thousand (2017: CZK 5 808 thousand). The total amount of future liabilities not included on the balance sheet, which arise from these agreements, as at 31 December 2018 amounts to CZK 11 474 thousand (at 31 December 2017: CZK 9 666 thousand).

The Company has also concluded an agreement on the operational lease of computer equipment for periods of 3 or 4 years. The total rental payments for lease of the computer equipment in 2018 amounts to CZK 1 226 thousand (2017: CZK 654 thousand).

The total amount of future liabilities not included on the balance sheet, which arise from these agreements, as at 31 December 2018 amounts to CZK 2 432 thousand (at 31 December 2017: CZK 2 295 thousand).

The Company also records guarantees issued in its favour by the Československá obchodní banka which amount, as at 31 December 2018 to CZK 2 997 thousand (at 31 December 2017: CZK 1 302 thousand).

## **Subsequent events**

No events have occurred subsequent to year-end that would have a material impact on the financial statements as at 31 December 2018.

In Prague, dated 28 June 2019

Jiří Kejval Director Petr Hampl Director Karel Ašenbrener Finance Manager

At anferre



## **BALANCE SHEET** (in thousand Czech crowns)

| Ref       |      |    |          |    | ASSETS                                                                         | Row |           | 31.12.2018 |         | 31.12.2017 |
|-----------|------|----|----------|----|--------------------------------------------------------------------------------|-----|-----------|------------|---------|------------|
|           |      |    |          |    |                                                                                |     | Gross     | Provision  | Net     | Net        |
|           |      | а  |          |    | b                                                                              | С   | 1         | 2          | 3       | 4          |
|           |      |    |          |    | TOTAL ASSETS                                                                   | 001 | 1 105 666 | -195 868   | 909 798 | 998 063    |
| В.        |      |    |          |    | Fixed assets                                                                   | 003 | 409 711   | -155 703   | 254 008 | 236 266    |
| В.        | I.   |    |          |    | Intangible fixed assets                                                        | 004 | 33 743    | -26 894    | 6 849   | 2 845      |
| В.        | I.   | 2. |          |    | Royalties                                                                      | 006 | 29 608    | -25 721    | 3 887   | 2 786      |
| В.        | I.   | 2. | 1.       |    | Software                                                                       | 007 | 29 508    | -25 621    | 3 887   | 2 786      |
| В.        | I.   | 2. | 2.       |    | Other royalties                                                                | 008 | 100       | -100       | 0       | 0          |
| В.        | I.   | 4. |          |    | Other intangible fixed assets                                                  | 010 | 1 700     | -1 173     | 527     | 47         |
| В.        | l.   | 5. |          |    | Advances paid and intangible fixed assets in the course of construction        | 011 | 2 435     | 0          | 2 435   | 12         |
| В.        | l.   | 5. | 2.       |    | Intangible fixed assets in the course of construction                          | 013 | 2 435     | 0          | 2 435   | 12         |
| В.        | II.  |    |          |    | Tangible fixed assets                                                          | 014 | 159 504   | -128 809   | 30 695  | 34 489     |
| В.        | II.  | 1. |          |    | Land and constructions                                                         | 015 | 13 836    | -11 825    | 2 011   | 2 813      |
| В.        | II.  | 1. | 1.       |    | Land                                                                           | 016 | 855       | 0          | 855     | 855        |
| В.        | II.  | 1. | 2.       |    | Constructions                                                                  | 017 | 12 981    | -11 825    | 1 156   | 1 958      |
| В.        | II.  | 2. |          |    | Equipment                                                                      | 018 | 139 919   | -116 984   | 22 935  | 31 529     |
| В.        | II.  | 4. |          |    | Other tangible fixed assets                                                    | 020 | 147       | 0          | 147     | 147        |
| В.        | II.  | 4. | 3.       |    | Tangible fixed assets - other                                                  | 023 | 147       | 0          | 147     | 147        |
| <u>В.</u> | II.  | 5. | <u> </u> |    | "Advances paid and tangible fixed                                              | 024 | 5 602     | 0          | 5 602   | 0          |
| <br>В.    | II.  | 5. | 1.       |    | assets in the course of construction"  Advances paid for tangible fixed assets | 025 | 759       | 0          | 759     |            |
| В.        | II.  | 5. | 2.       |    |                                                                                | 025 | 4 843     | 0          | 4 843   | 0          |
|           |      | 5. |          |    | tangible fixed assets in the course of construction                            |     |           |            |         |            |
| В.        | III. |    |          |    | Long-term investments                                                          | 027 | 216 464   | 0          | 216 464 | 198 932    |
| В.        | III. | 1. |          |    | Investments - subsidiaries and controlling party                               | 028 | 216 464   | 0          | 216 464 | 198 932    |
| C.        |      |    |          |    | Current assets                                                                 | 037 | 692 046   | -40 165    | 651 881 | 756 747    |
| C.        | I.   |    |          |    | Inventories                                                                    | 038 | 160 322   | -3 962     | 156 360 | 221 331    |
| C.        | l.   | 1. |          |    | Raw materials                                                                  | 039 | 58 933    | -2 051     | 56 882  | 70 260     |
| C.        | l.   | 2. |          |    | Work in progress and semi-finished products                                    | 040 | 10 747    | 0          | 10 747  | 18 334     |
| C.        | l.   | 3. |          |    | Finished goods and goods for resale                                            | 041 | 71 201    | -1 267     | 69 934  | 108 050    |
| C.        | l.   | 3. | 1.       |    | Finished goods                                                                 | 042 | 20 479    | -631       | 19 848  | 19 959     |
| C.        | l.   | 3. | 2.       |    | Goods for resale                                                               | 043 | 50 722    | -636       | 50 086  | 88 091     |
| C.        | l.   | 5. |          |    | Advances paid for inventory                                                    | 045 | 19 441    | -644       | 18 797  | 24 687     |
| C.        | II.  |    |          |    | Receivables                                                                    | 046 | 531 223   | -36 203    | 495 020 | 525 625    |
| C.        | II.  | 1. |          |    | Long-term receivables                                                          | 047 | 17 072    | 0          | 17 072  | 18 854     |
| C.        | II.  | 1. | 1.       |    | Trade receivables                                                              | 048 | 8 072     | 0          | 8 072   | 11 537     |
| C.        | II.  | 1. | 4.       |    | Deferred tax asset                                                             | 051 | 9 000     | 0          | 9 000   | 6 800      |
| C.        | II.  | 1. | 5.       |    | Receivables - other                                                            | 052 | 0         | 0          | 0       | 517        |
| C.        | II.  | 1. | 5.       | 2. | Long-term advances paid                                                        | 054 | 0         | 0          | 0       | 517        |
| C.        | II.  | 2. |          |    | Short-term receivables                                                         | 057 | 514 151   | -36 203    | 477 948 | 506 771    |
| C.        | II.  | 2. | 1.       |    | Trade receivables                                                              | 058 | 343 494   | -36 203    | 307 291 | 449 320    |
| C.        | II.  | 2. | 2.       |    | Receivables - subsidiaries and controlling party                               | 059 | 135 415   | 0          | 135 415 | 26 290     |
| C.        | II.  | 2. | 4.       |    | Receivables - other                                                            | 061 | 35 242    | 0          | 35 242  | 31 161     |
| C.        | II.  | 2. | 4.       | 3. | Taxes - receivables from the state                                             | 064 | 10 548    | 0          | 10 548  | 4 895      |
| C.        | II.  | 2. | 4.       | 4. | Short-term advances paid                                                       | 065 | 19 194    | 0          | 19 194  | 17 430     |
| C.        | II.  | 2. | 4.       | 5. | Estimated receivables                                                          | 066 | 5 212     | 0          | 5 212   | 8 557      |
| C.        | II.  | 2. | 4.       | 6. | Other receivables                                                              | 067 | 288       | 0          | 288     | 279        |
| C.        | IV.  |    |          |    | Cash                                                                           | 071 | 501       | 0          | 501     | 9 791      |
| C.        | IV.  | 1. |          |    | Cash in hand                                                                   | 072 | 281       | 0          | 281     | 459        |
| C.        | IV.  | 2. |          |    | Cash at bank                                                                   | 073 | 220       | 0          | 220     | 9 332      |
| D.        |      |    |          |    | Prepayments and accrued income                                                 | 074 | 3 909     | 0          | 3 909   | 5 050      |
| D.        | 1.   |    |          |    | Prepaid expenses                                                               | 075 | 3 909     | 0          | 3 909   | 5 050      |
|           |      |    |          |    | Proceedings and                                                                |     |           |            |         |            |

| Ref. |      |    |    | LIABILITIES AND EQUITY                               | Row | 31.12.2018 | 31.12.2017 |
|------|------|----|----|------------------------------------------------------|-----|------------|------------|
|      | а    |    |    | b                                                    | С   | 5          | 6          |
|      |      |    |    | TOTAL LIABILITIES AND EQUITY                         | 078 | 909 798    | 998 063    |
| A.   |      |    |    | Equity                                               | 079 | 388 953    | 435 858    |
| A.   | I.   |    |    | Share capital                                        | 080 | 84 541     | 84 541     |
| Α.   | l.   | 1. |    | Share capital                                        | 081 | 84 541     | 84 541     |
| A.   | II.  |    |    | Share premium and capital contributions              | 084 | 64 031     | 46 504     |
| Α.   | II.  | 2. |    | Capital contributions                                | 086 | 64 031     | 46 504     |
| A.   | II.  | 2. | 1. | Other capital contributions                          | 087 | 1 245      | 1 245      |
| A.   | II.  | 2. | 2. | Assets and liabilities revaluation (+/-)             | 088 | 62 786     | 45 259     |
| A.   | III. |    |    | Other reserves                                       | 092 | 20 845     | 20 845     |
| A.   | III. | 1. |    | Other reserve funds                                  | 093 | 20 845     | 20 845     |
| A.   | IV.  |    |    | Retained earnings / Accumulated losses               | 095 | 185 688    | 252 824    |
| A.   | IV.  | 1. |    | Retained earnings                                    | 096 | 185 688    | 252 824    |
| A.   | V.   |    |    | Profit / (loss) for the current period               | 099 | 33 848     | 31 144     |
| B.   | + C. |    |    | Liabilities                                          | 101 | 483 484    | 519 416    |
| B.   |      |    |    | Provisions                                           | 102 | 44 407     | 39 979     |
| B.   | 4.   |    |    | Other provisions                                     | 106 | 44 407     | 39 979     |
| C.   |      |    |    | Liabilities                                          | 107 | 439 077    | 479 437    |
| C.   | I.   |    |    | Long-term liabilities                                | 108 | 3 508      | 4 791      |
| C.   | I.   | 9. |    | Liabilities - other                                  | 119 | 3 508      | 4 791      |
| C.   | I.   | 9. | 3. | Other liabilities                                    | 122 | 3 508      | 4 791      |
| C.   | II.  |    |    | Short-term liabilities                               | 123 | 435 569    | 474 646    |
| C.   | II.  | 3. |    | Short-term advances received                         | 128 | 8 519      | 32 734     |
| C.   | II.  | 4. |    | Trade payables                                       | 129 | 279 145    | 227 317    |
| C.   | II.  | 6. |    | Liabilities - subsidiaries and controlling party     | 131 | 88 943     | 140 078    |
| C.   | II.  | 8. |    | Liabilities - other                                  | 133 | 58 962     | 74 517     |
| C.   | II.  | 8. | 1. | Liabilities to shareholders                          | 134 | 0          | 2 433      |
| C.   | II.  | 8. | 3. | Liabilities to employees                             | 136 | 6 787      | 6 688      |
| C.   | II.  | 8. | 4. | Liabilities for social security and health insurance | 137 | 3 504      | 3 394      |
| C.   | II.  | 8. | 5. | Taxes and state subsidies payable                    | 138 | 1 302      | 1 232      |
| C.   | II.  | 8. | 6. | Estimated payables                                   | 139 | 47 154     | 60 302     |
| C.   | II.  | 8. | 7. | Other liabilities                                    | 140 | 215        | 468        |
| D.   |      |    |    | Accruals and deferred income                         | 141 | 37 361     | 42 789     |
|      | _    |    | _  | Accrued expenses                                     | 142 | 74         | 47         |
| D.   | 1.   |    |    | Accided expenses                                     | 142 | 74         | 41         |

## INCOME STATEMENT (in thousand Czech crowns)

| Ref. |     |    | TEXT                                                                            | Row | Accounting period 2018 2017 |           |
|------|-----|----|---------------------------------------------------------------------------------|-----|-----------------------------|-----------|
|      | а   |    | b                                                                               | С   | 1                           | 2         |
| I.   | u   |    | Sales of products and services                                                  | 01  | 923 139                     | 920 667   |
| II.  |     |    | Sales of goods                                                                  | 02  | 579 724                     | 641 835   |
| Α.   |     |    | Cost of sales                                                                   | 03  | 1 306 565                   | 1 375 088 |
| Α.   | 1.  |    | Cost of goods sold                                                              | 04  | 462 731                     | 490 946   |
| Α.   | 2.  |    | Raw materials and consumables used                                              | 05  | 255 744                     | 262 810   |
| Α.   | 3.  |    | Services                                                                        | 06  | 588 090                     | 621 332   |
| B.   |     |    | Changes in inventories of finished goods and work in progress                   | 07  | -4 091                      | -12 242   |
| C.   |     |    | Own work capitalised                                                            | 08  | -460                        | -767      |
| D.   |     |    | Staff costs                                                                     | 09  | 163 222                     | 152 188   |
| D.   | 1.  |    | Wages and salaries                                                              | 10  | 122 390                     | 113 985   |
| D.   | 2.  |    | Social security, health insurance and other social costs                        | 11  | 40 832                      | 38 203    |
| D.   | 2.  | 1. | Social security and health insurance costs                                      | 12  | 37 954                      | 35 256    |
| D.   | 2.  | 2. | Other social costs                                                              | 13  | 2 878                       | 2 947     |
| E.   |     |    | Value adjustments in operating acitivities                                      | 14  | 12 947                      | 12 225    |
| E.   | 1.  |    | Value adjustments of fixed assets                                               | 15  | 15 176                      | 16 083    |
| E.   | 1.  | 1. | Depreciation, amortisation and write off of fixed assets                        | 16  | 15 176                      | 16 119    |
| E.   | 1.  | 2. | Provision for impairment of fixed assets                                        | 17  | 0                           | -36       |
| E.   | 2.  |    | Provision for impairment of inventories                                         | 18  | -481                        | -3 351    |
| E.   | 3.  |    | Provision for impairment of receivables                                         | 19  | -1 748                      | -507      |
| III. |     |    | Operating income - other                                                        | 20  | 31 641                      | 36 818    |
| III. | 1.  |    | Sales of fixed assets                                                           | 21  | 252                         | 488       |
| III. | 2.  |    | Sales of raw materials                                                          | 22  | 7 743                       | 9 628     |
| III. | 3.  |    | Other operating income                                                          | 23  | 23 646                      | 26 702    |
| F.   |     |    | Operating expenses - other                                                      | 24  | 30 499                      | 35 026    |
| F.   | 1.  |    | Net book value of fixed assets sold                                             | 25  | 74                          | 404       |
| F.   | 2.  |    | Net book value of raw materials sold                                            | 26  | 7 165                       | 9 101     |
| F.   | 3.  |    | Taxes and charges from operating activities                                     | 27  | 478                         | 621       |
| F.   | 4.  |    | Operating provisions and complex prepaid expenses                               | 28  | 4 428                       | 3 454     |
| F.   | 5.  |    | Other operating expenses                                                        | 29  | 18 354                      | 21 446    |
|      | *   |    | Operating result                                                                | 30  | 25 822                      | 37 802    |
| ٧.   |     |    | Income from other financial investments                                         | 35  | 14 656                      | 11 167    |
| ٧.   | 1.  |    | Income from other financial investments - subsidiaries or controlling party     | 36  | 14 656                      | 11 167    |
| VI.  |     |    | Interest and similar income                                                     | 39  | 5                           | 155       |
| VI.  | 1.  |    | Interest and similar income - subsidiaries or controlling party                 | 40  | 4                           | 155       |
| VI.  | 2.  |    | Other interest and similar income                                               | 41  | 1                           | 0         |
| J.   |     |    | Interest and similar expenses                                                   | 43  | 840                         | 1 575     |
| J.   | 1.  |    | Interest and similar expenses - subsidiaries or controlling party               | 44  | 840                         | 1 575     |
| VII. |     |    | Other financial income                                                          | 46  | 601                         | 0         |
| K.   |     |    | Other financial expenses                                                        | 47  | 675                         | 11 119    |
|      | *   |    | Financial result                                                                | 48  | 13 747                      | -1 372    |
|      | **  |    | Net profit / (loss) before taxation                                             | 49  | 39 569                      | 36 430    |
| L.   |     |    | Tax on profit or loss                                                           | 50  | 5 721                       | 5 286     |
| L.   | 1.  |    | Tax on profit or loss - current                                                 | 51  | 7 921                       | 6 463     |
| L.   | 2.  |    | Tax on profit or loss - deferred                                                | 52  | -2 200                      | -1 177    |
|      | **  |    | Net profit / (loss) after taxation                                              | 53  | 33 848                      | 31 144    |
|      | *** |    | Net profit / (loss) for the financial period                                    | 55  | 33 848                      | 31 144    |
|      |     |    | Net turnover for the financial period = I. + II. + III. + IV. + V. + VI. + VII. | 56  | 1 549 766                   | 1 610 642 |

## **CASH-FLOW STATEMENT** (in thousand Czech crowns)

| Ref. |     |    | TEXT                                                                              | Accountir | Accounting period |  |  |
|------|-----|----|-----------------------------------------------------------------------------------|-----------|-------------------|--|--|
|      |     |    |                                                                                   | 2018      | 2017              |  |  |
|      | а   |    | b                                                                                 | 1         | 2                 |  |  |
|      |     |    | Cash flows from operating activities                                              |           |                   |  |  |
|      |     |    | Net profit on ordinary activities before tax                                      | 39 569    | 36 430            |  |  |
| Α.   | 1.  |    | Adjustments for non-cash movements:                                               | 3 376     | 6 083             |  |  |
| A.   | 1.  | 1. | Depreciation and amortisation of fixed assets                                     | 15 176    | 16 119            |  |  |
| A.   | 1.  | 2. | Change in provisions                                                              | 2 199     | -205              |  |  |
| A.   | 1.  | 3. | Profit from disposal of fixed assets                                              | -178      | -84               |  |  |
| A.   | 1.  | 4. | Dividend income                                                                   | -14 656   | -11 167           |  |  |
| A.   | 1.  | 5. | Net interest expense                                                              | 835       | 1 420             |  |  |
| A    | *   |    | Net cash flow from operating activities before tax and changes in working capital | 42 945    | 42 513            |  |  |
| Α.   | 2.  |    | Working capital changes:                                                          | 220 341   | 53 984            |  |  |
| Α.   | 2.  | 1. | Change in receivables and prepayments                                             | 142 754   | 55 739            |  |  |
| Α.   | 2.  | 2. | Change in short-term payables and accruals                                        | 12 135    | 14 656            |  |  |
| Α.   | 2.  | 3. | Change in inventories                                                             | 65 452    | -16 411           |  |  |
| Α    | **  |    | Net cash flow from operating activities before tax                                | 263 286   | 96 497            |  |  |
| Α.   | 3.  |    | Interest paid                                                                     | -840      | -1 575            |  |  |
| A.   | 4.  |    | Interest received                                                                 | 5         | 155               |  |  |
| A.   | 5.  |    | Income tax paid                                                                   | -13 666   | -17 190           |  |  |
| Α.   | 6.  |    | Dividends received                                                                | 12 197    | 4 032             |  |  |
| Α    | *** |    | Net cash flow from operating activities                                           | 260 982   | 81 919            |  |  |
| B.   | 1.  |    | Acquisition of fixed assets                                                       | -15 465   | -31 148           |  |  |
| В.   | 2.  |    | Proceeds from sale of fixed assets                                                | 252       | 488               |  |  |
| B.   | 3.  |    | Loans to related parties                                                          | -105 644  | 0                 |  |  |
| В    | *** |    | Cash flow from investing activities                                               | -120 857  | -30 660           |  |  |
| C.   | 1.  |    | Change in long- and short-term liabilities                                        | -51 135   | -47 453           |  |  |
| C.   | 2.  |    | Changes in equity:                                                                | -98 280   | 0                 |  |  |
| C.   | 2.  | 6. | Dividends paid                                                                    | -98 280   | 0                 |  |  |
| C.   | *** |    | Net cash flow from financing activities                                           | -149 415  | -47 453           |  |  |
|      |     |    | Net increase/decrease in cash and cash equivalents                                | -9 290    | 3 806             |  |  |
|      |     |    | Cash and cash equivalents at the beginning of the year                            | 9 791     | 5 985             |  |  |
|      |     |    | Cash and cash equivalents at the end of the year                                  | 501       | 9 791             |  |  |

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (in thousand Czech crowns)

|                                  | Share<br>Capital | Premium | Reserve fund | Revaluation reserve | Retained earnings | Other Capital funds | Total   |
|----------------------------------|------------------|---------|--------------|---------------------|-------------------|---------------------|---------|
| As at 1 January 2017             | 84 541           | 0       | 20 845       | 51 571              | 252 825           | 1 245               | 411 027 |
| Fair value gains/(losses)        |                  |         |              |                     |                   |                     |         |
| - Financial investments          | 0                | 0       | 0            | -6 312              | 0                 | 0                   | -6 312  |
| Profit for the accounting period | 0                | 0       | 0            | 0                   | 31 144            | 0                   | 31 144  |
| Rounding                         | 0                | 0       | 0            | 0                   | -1                | 0                   | -1      |
| As at 31 December 2017           | 84 541           | 0       | 20 845       | 45 259              | 283 968           | 1 245               | 435 858 |
| Fair value gains/(losses)        |                  |         |              |                     |                   |                     |         |
| - Financial investments          | 0                | 0       | 0            | 17 527              | 0                 | 0                   | 17 527  |
| Dividends paid                   | 0                | 0       | 0            | 0                   | -98 280           | 0                   | -98 280 |
| Profit for the accounting period | 0                | 0       | 0            | 0                   | 33 848            | 0                   | 33 848  |
| As at 31 December 2018           | 84 541           | 0       | 20 845       | 62 786              | 219 536           | 1 245               | 388 953 |



