

# Interim report fourth quarter and Year-end report

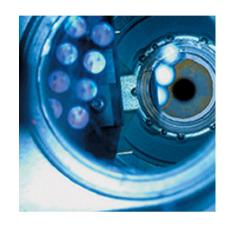
1 Jan - 31 Dec 2014

### Fourth quarter - Continued Earnings Growth

- Order intake rose 11% to SEK 2,579 million (2,317). For comparable units, order intake increased by 1%.
- Net sales rose 13% to SEK 2,654 million (2,352). For comparable units, net sales increased by 1%.
- Operating profit before amortisation of intangible non-current assets attributable to acquisitions (EBITA) rose 18% to SEK 334 million (283), corresponding to an EBITA margin of 12.6% (12.0%).
- Profit after tax rose 24% to SEK 220 million (178).
- Earnings per share grew 24% to SEK 5.50 (4.45).
- Cash flow from operating activities was SEK 378 million (407).

### 1 January - 31 December 2014

- Order intake rose 11% to SEK 10,000 million (9,014). For comparable units, order intake increased by 1%.
- Net sales rose 10% to SEK 9,746 million (8,831). For comparable units, the change was marginal.
- Operating profit before amortisation of intangible non-current assets attributable to acquisitions (EBITA) rose 15% to SEK 1,134 million (990), corresponding to an EBITA margin of 11.6% (11.2%).
- Profit after tax rose 20% to SEK 703 million (587).
- Earnings per share grew 20% to SEK 17.60 (14.68).
- Cash flow from operating activities was SEK 904 million (859).
- The Board proposes a dividend of SEK 7.75 per share (7.05).





### **Financial Development**

|                                | 2014    | 2013    |        | 2014    | 2013    |        |
|--------------------------------|---------|---------|--------|---------|---------|--------|
| SEK million                    | Oct-Dec | Oct-Dec | Change | Jan-Dec | Jan-Dec | Change |
| Net sales                      | 2,654   | 2,352   | 13%    | 9,746   | 8,831   | 10%    |
| EBITA                          | 334     | 283     | 18%    | 1,134   | 990     | 15%    |
| EBITA margin, %                | 12.6    | 12.0    |        | 11.6    | 11.2    |        |
| Profit after financial items   | 277     | 222     | 25%    | 895     | 756     | 18%    |
| Net profit                     | 220     | 178     | 24%    | 703     | 587     | 20%    |
| Earnings per share, SEK        | 5.50    | 4.45    | 24%    | 17.60   | 14.68   | 20%    |
| Return on operating capital, % | 21      | 20      |        | 21      | 20      |        |

### CEO's message

In summing up 2014 we can affirm that Indutrade is once again reporting a successful year with growth in sales and earnings. Despite a challenging market situation, with low GDP growth in the countries in which our companies are active, we have achieved the overall financial target of growth in excess of 10%. Growth has been achieved largely through continued successful acquisitions, but also through favourable performance by existing companies on the whole.

In a market where demand has varied a lot from month to month as well as between customers, segments and countries, we have now reached a new level with order intake of SEK 10 billion for the full year. The trend in demand in the countries that are most important for Indutrade has been mixed – continued strong in the UK, at the same time that we have noted a continued negative trend in Finland. For other countries demand was relatively stable on a yearly basis.

Order intake in the energy segment improved gradually during the year after a weak start. Other segments related to the European process industry also had favourable development.

It is also gratifying to note that we succeeded in achieving continued profitable growth with improved margins and higher capital efficiency. This means that we exceeded Indutrade's overarching financial targets, which are essential for governance and monitoring of the companies in the Group.

### **Fourth quarter**

As a whole the fourth quarter was our best ever, with sales and earnings reaching new record levels. Sales grew 13%, the EBITA margin was 12.6% (12.0%), earnings before tax rose 25%, and earnings per share rose 24%.

However, the variations were great between the different business areas. Flow Technology, Fluids & Mechanical Solutions and Special Products saw improved earnings at the same time that Engineering & Equipment, which operates mainly in Finland, continued to be hurt by weak demand. Industrial Components, whose companies are primarily in Sweden, showed poorer margins as a result of the weaker Swedish krona, as higher purchasing prices in foreign currency could not be compensated during the quarter.

### **Acquisitions**

Growth – organic and through acquisitions – is a central concern for Indutrade. In all, twelve acquisitions were



carried out during the year, eleven of which possession was transferred in 2014. After the end of the quarter, in January 2015, an additional three acquisitions were carried out. Annual sales for these 15 companies amount to nearly SEK 1 billion. Most of the acquisitions were made outside Sweden, in companies with own production and proprietary brands, entailing continued expansion outside of the Nordic countries and a slight decrease in the share of traditional trading companies.

### Outlook

At present I do not see any general change in the demand situation. Volatility in the market will remain, and our challenge is to capture market shares in a market with low organic growth.

Indutrade, whose companies are small, flexible and close to customers, can act swiftly and adapt to current demand. The companies that have the conditions to grow organically with higher or maintained profitability are challenged to do so. Companies with a high market share and that work in areas in which it is difficult to grow, such as traditional trading companies, are focusing on profitability and cash flow, which enables a continued high level of acquisition activity.

With this combination of strategies and a group of nearly 200 companies in a diversity of countries and segments, we have favourable prospects to create profitable growth also in the years ahead.

Johnny Alvarsson, President and CEO

### Group performance



### **Order intake**

Order intake during the fourth quarter totalled SEK 2,579 million (2,317), an increase of 11%. For comparable units, order intake increased by 1%, while acquired growth was 8%. Currency movements affected order intake by 2%.

Demand for Indutrade's companies rose slightly compared with previous quarters. This, together with a continued high pace of acquisitions and positive currency effects, has enabled Indutrade to once again report a record level of order intake during the period.

Order intake for the Group's companies continues to show great variation between months, segments and countries, and thus it is hard to see any clear trend in demand.

The business conditions for the Engineering & Equipment business area, with operations primarily in Finland, continued to be challenging. On the whole, however, demand in the Nordic countries was on par with the preceding quarters. As previously, countries like the UK, Benelex and Germany developed in a positive direction during the fourth quarter. For other countries and markets, the trend was unchanged.

For most industrial segments, demand was level with the preceding quarters. Parts of the energy segment, medical technology and the marine segment are showing favourable performance, while demand in the mining industry remains at a low level.

Net sales exceeded order intake by 3% during the quarter.

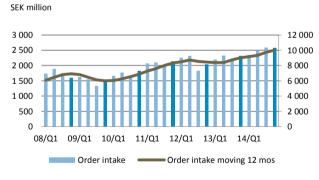
Order intake during the period January—December amounted to SEK 10,000 million (9,014), an increase of 11%. For comparable units, order intake increased by 1%, while acquired growth was 7%. Currency movements had a positive impact on order intake by 3%.

### **Net sales**

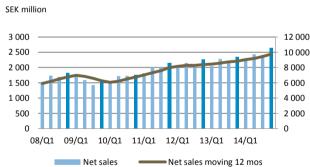
Net sales during the fourth quarter rose 13% to SEK 2,654 million (2,352). For comparable units, net sales increased by 1%, while acquired growth was 9%. Currency movements had a positive impact on net sales, by 3%.

Net sales during the period January–December totalled SEK 9,746 million (8,831), an increase of 10%. For comparable units, the change was marginal, while acquired growth was 7%. Currency movements had a positive impact on net sales, by 3%.

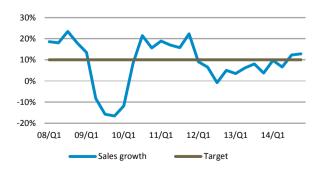




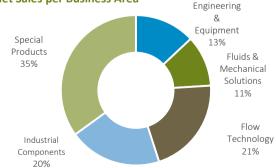
### **Net Sales**



### Sales growth



**Net Sales per Business Area** 



# Q4

### **Earnings**

Operating profit before amortisation of intangible assets attributable to acquisitions (EBITA) amounted to SEK 334 million (283) for the fourth quarter, an increase of 18%. The operating margin before amortisation of intangible assets (the EBITA margin) increased to 12.6% (12.0%).

The gross margin for the Group as a whole narrowed compared with the corresponding quarter a year ago, to 32.7% (34.7%). The gross margin for the period January–December was 33.7% (33.9%).

The earnings improvement is mainly attributable to the contribution made by acquisitions.

Earnings performance for the business areas was mixed. Special Products reported significantly higher earnings which, together with favourable performance for Flow Technology and Fluids & Mechanical Solutions, countered weaker earnings for Industrial Components and Engineering & Equipment.

During the fourth quarter, a decision was made on a new, long-term strategy for the group of companies that works with valves in the marine segment in the Flow Technology business area. As a result of this decision, impairment was recognised of assets, leading to a charge of SEK 88 million.

Contingent consideration totalling SEK 96 million for the quarter is not expected to be paid, and the amount has therefore been recognised as income, of which SEK 89 million in operating profit and SEK 7 million in net financial items.

Currency effects of translation of foreign units had a positive impact on EBITA by SEK 9 million, or 3%.

Net financial items amounted to SEK -16 million (-26), of which net interest expense was SEK -13 million (-22). Net interest expense was favourably affected by a lower average interest rate.

Tax on profit for the period was SEK -57 million (-44), corresponding to a tax charge of 21% (20%).

Profit after tax rose 24% to SEK 220 million (178). Earnings per share grew 24% to SEK 5.50 (4.45).

For the period January–December, operating profit before amortisation of intangible assets (EBITA) amounted to SEK 1,134 million (990), an increase of 15%. The EBITA margin was 11.6% (11.2%). Net financial items amounted to SEK -86 million (-100), of which net interest expense was SEK -75 million (-90). Tax on profit for the year was SEK -192 million (-169), corresponding to a tax charge of 21% (22%). Profit after tax totalled SEK 703 million (587). Earnings per share were SEK 17.60 (14.68).

### Return

The return on operating capital was 21% (20%), and the return on equity was 25% (25%).

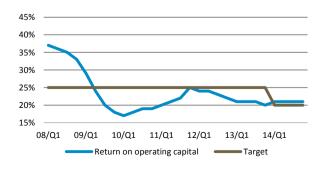
### **EBITA**



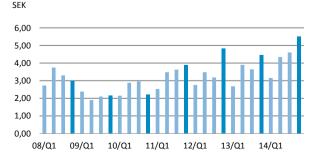
### **EBITA** margin



### Return



### Earnings per share



### **Business** areas



### **Engineering & Equipment**

Engineering & Equipment's operations involve sales of components as well as customisation, combinations and installations of products from various suppliers. Business is conducted mainly in Finland.

|                 | 2014    | 2013    |        | 2014    | 2013    |        |
|-----------------|---------|---------|--------|---------|---------|--------|
| SEK million     | Oct-Dec | Oct-Dec | Change | Jan-Dec | Jan-Dec | Change |
| Net sales       | 329     | 334     | -1%    | 1,274   | 1,265   | 1%     |
| EBITA           | 22      | 28      | -21%   | 93      | 103     | -10%   |
| EBITA margin, % | 6.7     | 8.4     |        | 7.3     | 8.1     |        |

Net sales decreased by 1% during the fourth quarter, to SEK 329 million (334). For comparable units, the decrease was 6%, while currency movements had a positive impact on net sales, by 5%.

Despite continued weak demand in Finnish industry during the quarter, a number of the business area's companies performed well, with higher order intake and invoicing as a result.

Net sales exceeded order intake by 2% during the quarter.

EBITA for the quarter decreased by 21% to SEK 22 million (28), corresponding to an EBITA margin of 6.7% (8.4%). For comparable units, earnings decreased by 24%, while exchange rate differences had a favourable impact on earnings by 3%. The main reasons for the earnings decrease were the lower level of net sales and slightly higher costs during the quarter associated with continued cost adaptations to the challenging market situation.

### **Flow Technology**

Flow Technology offers components and systems for controlling, measuring, monitoring and regulating flows. The business area includes companies that specialise in various areas of industrial flow technology.

|                 | 2014    | 2013    |        | 2014    | 2013    |        |
|-----------------|---------|---------|--------|---------|---------|--------|
| SEK million     | Oct-Dec | Oct-Dec | Change | Jan-Dec | Jan-Dec | Change |
| Net sales       | 541     | 508     | 6%     | 2,073   | 1,979   | 5%     |
| EBITA           | 50      | 39      | 28%    | 176     | 159     | 11%    |
| EBITA margin, % | 9.2     | 7.7     |        | 8.5     | 8.0     |        |

Net sales rose 6% during the fourth quarter, to SEK 541 million (508). The increase for comparable units was 6%, while currency movements had a marginal impact.

The strong order intake during the first half of the year resulted in higher invoicing during the third and fourth quarters. The market is characterised by continued wide variation in demand between companies and segments.

Net sales exceeded order intake by 6% during the quarter.

EBITA for the quarter increased by 28% to SEK 50 million (39), and the EBITA margin reached 9.2% (7.7%). The increase for comparable units was 30%, while exchange rate differences had a negative impact, by -2%. The earnings growth is mainly attributable to the increase in net sales.

During the fourth quarter a decision was made on a new, long-term strategy for the group of companies that work with valves in the marine segment. The focus of the strategy will be on more highly specified systems and valves for customers with high demands on quality, availability and documentation. As a result of this, impairment was recognised for assets, resulting in a charge of SEK 88 million. This one-time charge is reported in the Parent Company and Group items to facilitate comparisons over time for the business area.



### Fluids & Mechanical Solutions

Fluids & Mechanical Solutions offers hydraulic and mechanical components to industries in the Nordic and Baltic countries. Key product areas are filters, hydraulics, tools & transmission, industrial springs, valves, compressors, product labelling and construction plastics.

|                 | 2014    | 2013    |        | 2014    | 2013    |        |
|-----------------|---------|---------|--------|---------|---------|--------|
| SEK million     | Oct-Dec | Oct-Dec | Change | Jan-Dec | Jan-Dec | Change |
| Net sales       | 289     | 258     | 12%    | 1,058   | 993     | 7%     |
| EBITA           | 33      | 26      | 27%    | 127     | 110     | 15%    |
| EBITA margin, % | 11.4    | 10.1    |        | 12.0    | 11.1    |        |

Net sales rose 12% during the fourth quarter, to SEK 289 million (258). The increase for comparable units was 2%. Acquisitions contributed 8%, while currency movements affected net sales by 2%.

Sales during the fourth quarter were favourably affected by a slightly improved market situation for the business area's companies, combined with the acquisition of Winab Vikdörrar AB, which was completed during the quarter.

Net sales exceeded order intake by 2% during the quarter.

EBITA for the quarter increased by 27% to SEK 33 million (26), and the EBITA margin reached 11.4% (10.1%). The increase for comparable units was 16%, while acquired growth accounted for 10% and exchange rate differences 1%.

Earnings and the margin improved as a result of the growth in net sales combined with a stronger gross margin.

### **Industrial Components**

Industrial Components offers a wide range of technically advanced components and systems for production and maintenance, and medical technology equipment. The products consist mainly of consumables.

|                 | 2014    | 2013    |        | 2014    | 2013    |        |
|-----------------|---------|---------|--------|---------|---------|--------|
| SEK million     | Oct-Dec | Oct-Dec | Change | Jan-Dec | Jan-Dec | Change |
| Net sales       | 546     | 466     | 17%    | 1,925   | 1,717   | 12%    |
| EBITA           | 56      | 64      | -13%   | 226     | 212     | 7%     |
| EBITA margin, % | 10.3    | 13.7    |        | 11.7    | 12.3    |        |

Net sales rose 17% during the fourth quarter, to SEK 546 million (466). The increase for comparable units was 5%. Acquisitions contributed 11%, while currency movements impacted sales by 1%.

Overall, the business area noted a slight improvement in demand during the period, although the variation between companies and segments continues to be large. Net sales exceeded order intake by 2% during the quarter.

EBITA for the quarter decreased by 13% compared with a strong comparison period, to SEK 56 million (64), corresponding to an EBITA margin of 10.3% (13.7%). For

comparable units, earnings decreased by 22%, which was countered by a 9% contribution from completed acquisitions, while exchange rate movements had a marginal impact.

The weaker Swedish krona had a negative impact on gross margins for the business area, which has a relatively high share of sales in Sweden, as higher purchasing prices in foreign currency could not be compensated during the period. This, together with a changed mix, is the main reason for the earnings decline during the fourth quarter.



### **Special Products**

Special Products offers specially manufactured niche products, design solutions, aftermarket service and assembly, and special processing. The business area includes companies that conduct a considerable amount of own manufacturing. It is also the *Indutrade business area with the highest share of proprietary products.* 

|                 | 2014    | 2013    |        | 2014    | 2013    |        |
|-----------------|---------|---------|--------|---------|---------|--------|
| SEK million     | Oct-Dec | Oct-Dec | Change | Jan-Dec | Jan-Dec | Change |
| Net sales       | 960     | 795     | 21%    | 3,463   | 2,920   | 19%    |
| EBITA           | 173     | 122     | 42%    | 553     | 443     | 25%    |
| EBITA margin, % | 18.0    | 15.3    |        | 16.0    | 15.2    |        |

Net sales rose 21% during the fourth quarter, to SEK 960 million (795). For comparable units, net sales decreased by 1%. Acquired growth was 16%, while currency movements had a positive impact on net sales, by 6%.

Order intake and sales developed favourably for most companies in the business area during the quarter, including completed acquisitions. The variation in order intake remains large in the business area, which is particularly evident for companies involved in large project deals. In addition, a few of these companies had lower invoicing during the fourth quarter compared with the same quarter a year ago.

Net sales exceeded order intake by 3% during the quarter.

EBITA increased by 42% during the quarter, to SEK 173 million (122), and the EBITA margin was 18.0% (15.3%).

The earnings increase is mainly attributable to completed acquisitions, which accounted for 26% of the increase. Earnings for comparable units rose 9%, related to the higher level of net sales during the quarter. Currency movements had a positive impact on profit, by 7%.

During the fourth quarter, contingent consideration for companies in the business area was restated, resulting in other operating income of SEK 88 million. The item is reported in the Parent Company and Group items to enable comparisons over time for the business area.

### Other financial information

### **Financial position**

Shareholders' equity amounted to SEK 3,162 million (2,626), and the equity ratio was 39% (38%).

Cash and cash equivalents amounted to SEK 357 million (261). In addition to this, the Group had unutilised credit promises of SEK 1,858 million (1,233). Interest-bearing net debt amounted to SEK 2,494 million (2,321). During the first quarter Indutrade established a commercial paper programme with a framework of SEK 1.5 billion. At the close of the quarter the outstanding programme amounted to SEK 855 million.

The net debt/equity ratio was 79% at end of the period (88%).

### Cash flow, Capital expenditures and Depreciation

Cash flow from operating activities was SEK 904 million (859) for the financial year. Cash flow after net capital expenditures in intangible non-current assets and in property, plant and equipment (excluding company acquisitions) was SEK 780 million (653). Capital

expenditures in non-current assets were lower than in the corresponding period a year ago.

The Group's net capital expenditures, excluding company acquisitions, totalled SEK 124 million (206). Depreciation of property, plant and equipment amounted to SEK 127 million (114). Investments in company acquisitions amounted to SEK 512 million (335). In addition, earn-out payments for previous years' acquisitions amounted to SEK 73 million (128).

### **Employees**

The number of employees was 4,578 at the end of the period (4,218 at year-end 2013). A total of 361 employees were added through acquisitions.

### **Company acquisitions**

The Group has acquired the following companies, which are consolidated for the first time in 2014.

| Month acquired | Acquisitions                     | Business area                 | Net Sales/SEK m* | No. of employees* |
|----------------|----------------------------------|-------------------------------|------------------|-------------------|
| January        | AP Tobler AG                     | Special Products              | 37               | 35                |
| March          | Svenska Geotech AB               | Industrial Components         | 40               | 6                 |
| May            | Corrosion Resistant Products Ltd | Special Products              | 110              | 58                |
| June           | Micro Spring and Presswork Ltd   | Special Products              | 40               | 45                |
| June           | Birmingham Specialities Ltd      | Special Products              | 60               | 58                |
| June           | ALH Systems Ltd                  | Special Products              | 60               | 46                |
| August         | Bailey Morris Ltd                | Special Products              | 70               | 38                |
| September      | BL Products AB                   | Industrial Components         | 20               | 6                 |
| October        | Gelins-KGK AB                    | Industrial Components         | 110              | 22                |
| October        | Winab Vikväggar AB               | Fluids & Mechanical Solutions | 90               | 39                |
| December       | Verbeeck Packaging Group BV      | Special Products              | 45               | 8                 |
| Total          |                                  |                               | 682              | 361               |

<sup>\*</sup> Estimated annual sales and number of employees at the time of acquisition.

Further information about completed company acquisitions can be found on page 18 of this interim report.



### Events after the end of the reporting period

Effective 1 January 2015 the Indutrade Group is organised in six business areas, instead of five as previously. The change has been carried out by breaking away companies active in measurement and sensor technology from the Special Products business area into the newly formed Measurement & Sensor Technology business area. The aim of the change is to strengthen focus and thereby the conditions for continued growth in the Group. Pro forma figures for the 2014 and 2013 financial years according to the new structure are provided on page 22 of this report.

Four company acquisitions were carried out in January. For further information on these acquisitions, see the section "Acquisitions" on page 19.

On 1 January Patrik Stolpe took office as President of the new Measurement & Sensor Technology business area. He joins Indutrade from a position within the Xylem Group. Patrik Stolpe, together with Susann Nyberg, Head of Group Finance, are new members of Indutrade's executive management as from 1 January 2015.

In other respects, no significant events for the Group have occurred after the end of the reporting period.

### **Incentive programme**

The Annual General Meeting of Indutrade AB resolved in April 2014 to introduce a long-term incentive programme, LTI 2014, comprising a combined maximum of 460,000 warrants in two series for senior executives and other key persons in the Indutrade Group.

Within the framework of Series I, which was directed at 135 individuals, the participants subscribed for a total of 257,500 warrants for a combined total of SEK 3,914,000. The price per warrant was SEK 15.20, which corresponds to the market price. The subscription price for buying Indutrade shares under the warrants has been set at SEK 356.30 per share.

Within the framework of Series II, which was directed at 13 individuals, a total of 27,500 warrants were subscribed for a combined total of SEK 319,000. The price per warrant was SEK 11.60, which corresponds to the market price. The subscription price for buying Indutrade shares under the warrants has been set at SEK 350.00 per

Shares can be purchased during specially stipulated subscription periods through Friday, 18 May 2018. Upon full exercise, the number of shares outstanding will increase by 285,000, corresponding to 0.7% of the total number of shares and votes.

The dilutive effect during the reporting period was 0%.

### Parent company

The main functions of Indutrade AB are to take responsibility for business development, acquisitions, financing, business control and analysis. The Parent Company's sales, which consist exclusively of intercompany invoicing of services, amounted to SEK 4 million (3) during the period January-December. The Parent Company's financial assets consist mainly of shares in subsidiaries. During the period, the Parent Company acquired shares in twelve new companies. The Parent Company did not make any major investments in intangible non-current assets or in property, plant and equipment. The number of employees on 31 December was 10 (10).

### **Risks and uncertainties**

The Indutrade Group conducts business in 26 countries on four continents, through some 180 companies. This diversification, together with a large number of customers in various industries and a large number of suppliers, mitigates the business and financial risks. Apart from the risks and uncertainties described in Indutrade's 2013 Annual Report, no significant risks or uncertainties are judged to have emerged or been eliminated. Since the Parent Company is responsible for the Group's financing, it is exposed to financing risk.

The Parent Company's other activities are not exposed to risks other than indirectly via subsidiaries. For a more detailed account of risks that affect the Group and Parent Company, please see the 2013 Annual Report.

### **Related party transactions**

No transactions took place during the period between Indutrade and related parties that have significantly affected the Company's financial position or result of operations.

### **Accounting principles**

Indutrade reports in accordance with International Financial Reporting Standards (IFRS). This interim report has been prepared in accordance with IAS 34 and RFR 1. The Parent Company applies RFR 2. The same accounting principles and calculation methods are used in this report as those used in Indutrade's 2013 Annual Report.

No new IFRSs or IFRIC interpretations that have been endorsed by the EU are applicable for Indutrade or have had any material impact on the Group's result of operations or financial position in 2014.



### **Proposal to 2015 Annual General Meeting**

The Annual General Meeting will be held in Stockholm on 29 April 2015.

The Board of Directors proposes a dividend of SEK 7.75 per share (7.05), corresponding to SEK 310 million (282). The proposed dividend is in line with Indutrade's dividend policy to distribute 30%-60% of net profit.

### Financial calendar

- The 2014 Annual Report will be published in early April 2015.
- The interim report for the period 1 January–31 March 2015 will be published on 29 April 2015.
- The Annual General Meeting will be held in Stockholm on 29 April 2015.
- The interim report for the period 1 January–30 June 2015 will be published on 23 July 2015.
- The interim report for the period 1 January–30
   September 2015 will be published on 29 October 2015.

Stockholm, 16 February 2015 Indutrade AB (publ)

| Fredrik Lundberg | Bengt Kjell    | Eva Färnstrand | Martin Lindqvist    |
|------------------|----------------|----------------|---------------------|
| Chairman         | Vice chairman  | Director       | Director            |
|                  |                |                |                     |
| Ulf Lundahl      | Krister Mellvé | Lars Petterson | Johnny Alvarsson    |
| Director         | Director       | Director       | Director, President |

### Note

The information provided in this report is published in accordance with the Securities Market Act, the Financial Instruments Trading Act, and/or the Issuers Rules and Regulations for NASDAQ OMX Stockholm. Submitted for publication at 11.15 a.m. on 16 February 2015.

### **Further information**

For further information, please contact: Johnny Alvarsson, President and CEO,

Tel: +46 70 589 17 95.

### This report will be commented upon as follows:

Through a conference call/webcast today at 3 p.m. (CET) under the following link:

http://event.onlineseminarsolutions.com/r.htm?e=928133 &s=1&k=0E3B583159BF3A9B5625730EBE1D79BD

To participate, please call SE: +46 8 566 426 61 UK: +44 203 428 14 00 US: +1 646 502 51 16



### **AUDITOR'S REVIEW REPORT**

We have reviewed the condensed interim financial information (interim report) of Indutrade AB (publ) as of 31 December 2014 and the twelve-month period then ended. The board of directors and the CEO are responsible for the preparation and presentation of the interim financial information in accordance with IAS 34 and the Swedish Annual Accounts Act. Our responsibility is to express a conclusion on this interim report based on our review.

We conducted our review in accordance with the International Standard on Review Engagements ISRE 2410, Review of Interim Report Performed by the Independent Auditor of the Entity. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing, ISA, and other generally accepted auditing standards in Sweden. The

procedures performed in a review do not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the interim report is not prepared, in all material respects, in accordance with IAS 34 and the Swedish Annual Accounts Act, regarding the Group, and with the Swedish Annual Accounts Act, regarding the Parent Company.

Stockholm, 16 February 2015

PricewaterhouseCoopers AB

Michael Bengtsson Authorised Public Accountant Auditor in charge

# Indutrade consolidated income statement – condensed

| 2014    | 2013   | 2014  |   |
|---------|--|---|---|
| 2014    | 2013   | 2014  | 2013  |
| Oct-Dec | Oct-Dec  | Jan-Dec   | Jan-Dec   |
| 2,654   | 2,352  | 9,746   | 8,831   |
| -1,786  | -1,537   | -6,464  | -5,833  |
| 868     | 815  | 3,282   | 2,998   |
| -28     | -29  | -107  | -110  |
| -448    | -439   | -1,708  | -1,601  |
| -149    | -120   | -535  | -449  |
| 50      | 21   | 49  | 18  |
| 293     | 248  | 981   | 856   |
| -16     | -26  | -86   | -100  |
| 277     | 222  | 895   | 756   |
| -57     | -44  | -192  | -169  |
|         |  |   |   |
| 220     | 178  | 703   | 587   |
|         |  |   |   |
| 220     | 178  | 704   | 587   |
| 0       | 0  | -1  | 0   |
| 220     | 178  | 703   | 587   |
|         |  |   |   |
| 5.50    | 4.45   | 17.60   | 14.68   |
|         |  |   |   |
| 334     | 283  | 1,134   | 990   |
|         |  |   |   |
| -47     | -39  | -171  | -148  |
| -41     | -35  | -153  | -134  |
| -32     | -31  | -127  | -114  |
|         | 2,654 -1,786 868 -28 -448 -149 50 293 -16 277 -57  220  220 0 220 5.50 334 | 2,654       2,352         -1,786       -1,537         868       815         -28       -29         -448       -439         -149       -120         50       21         293       248         -16       -26         277       222         -57       -44         220       178         0       0         220       178         5.50       4.45         334       283         -47       -39         -41       -35 | 2,654       2,352       9,746         -1,786       -1,537       -6,464         868       815       3,282         -28       -29       -107         -448       -439       -1,708         -149       -120       -535         50       21       49         293       248       981         -16       -26       -86         277       222       895         -57       -44       -192         220       178       703         220       178       703         5.50       4.45       17.60         334       283       1,134         -47       -39       -171         -41       -35       -153 |

<sup>&</sup>lt;sup>1)</sup> Earnings for the period divided by 40,000,000 shares. There is no dilutive effect.

# Indutrade consolidated statement of comprehensive income

|   | 2014    | 2013    | 2014    | 2013    |
|---|---------|---------|---------|---------|
| SEK million   | Oct-Dec | Oct-Dec | Jan-Dec | Jan-Dec |
| Net profit for the period                             | 220     | 178     | 703     | 587     |
| Other comprehensive income                            |         |         |         |         |
| Items that can be reversed into income statement:     |         |         |         |         |
| Fair value adjustment of hedge instruments            | -3      | -10     | -27     | 3       |
| Tax attributable to fair value adjustments            | 1       | 2       | 7       | -1      |
| Exchange rate differences                             | 61      | 45      | 172     | 22      |
| Items that cannot be reversed into income statement:  |         |         |         |         |
| Actuarial gains/losses                                | -51     | 9       | -51     | 9       |
| Tax on actuarial gains/losses                         | 11      | -2      | 11      | -2      |
| Other comprehensive income for the period, net of tax | 19      | 44      | 112     | 31      |
| Total comprehensive income for the period             | 239     | 222     | 815     | 618     |
| Total comprehensive income, attributable to:          |         |         |         |         |
| Equity holders of the parent company                  | 239     | 221     | 816     | 617     |
| Non-controlling interests                             | 0       | 1       | -1      | 1       |
|   | 239     | 222     | 815     | 618     |

<sup>2)</sup> Excluding write-downs

### Business area performance

Fluids & Mechanical Solutions

**Industrial Components** 

**Special Products** 

|                                | 2014    | 2013    | 2014    | 2013    |
|--------------------------------|---------|---------|---------|---------|
| Net sales, SEK million         | Oct-Dec | Oct-Dec | Jan-Dec | Jan-Dec |
| Engineering & Equipment        | 329     | 334     | 1,274   | 1,265   |
| Flow Technology                | 541     | 508     | 2,073   | 1,979   |
| Fluids & Mechanical Solutions  | 289     | 258     | 1,058   | 993     |
| Industrial Components          | 546     | 466     | 1,925   | 1,717   |
| Special Products               | 960     | 795     | 3,463   | 2,920   |
| Parent company and Group items | -11     | -9      | -47     | -43     |
|                                | 2,654   | 2,352   | 9,746   | 8,831   |
|                                |         |         |         |         |
|                                | 2014    | 2013    | 2014    | 2013    |
| EBITA, SEK million             | Oct-Dec | Oct-Dec | Jan-Dec | Jan-Dec |
| Engineering & Equipment        | 22      | 28      | 93      | 103     |
| Flow Technology                | 50      | 39      | 176     | 159     |
| Fluids & Mechanical Solutions  | 33      | 26      | 127     | 110     |
| Industrial Components          | 56      | 64      | 226     | 212     |
| Special Products               | 173     | 122     | 553     | 443     |
| Parent company and Group items | 0       | 4       | -41     | -37     |
|                                | 334     | 283     | 1,134   | 990     |
|                                |         |         |         |         |
|                                | 2014    | 2013    | 2014    | 2013    |
| EBITA margin, %                | Oct-Dec | Oct-Dec | Jan-Dec | Jan-Dec |
| Engineering & Equipment        | 6.7     | 8.4     | 7.3     | 8.1     |
| Flow Technology                | 9.2     | 7.7     | 8.5     | 8.0     |

11.4

10.3

18.0

12.6

10.1

13.7

15.3

12.0

12.0

11.7

16.0

11.6

11.1

12.3

15.2

11.2

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|                                |         | 20:     | 14      |         |         | 20:     | 13      |         |
|--------------------------------|---------|---------|---------|---------|---------|---------|---------|---------|
| Net sales, SEK million         | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar |
| Engineering & Equipment        | 329     | 319     | 332     | 294     | 334     | 301     | 331     | 299     |
| Flow Technology                | 541     | 533     | 547     | 452     | 508     | 471     | 531     | 469     |
| Fluids & Mechanical Solutions  | 289     | 252     | 266     | 251     | 258     | 234     | 258     | 243     |
| Industrial Components          | 546     | 437     | 495     | 447     | 466     | 409     | 438     | 404     |
| Special Products               | 960     | 887     | 802     | 814     | 795     | 741     | 730     | 654     |
| Parent company and Group items | -11     | -16     | -12     | -8      |         | -8      | -8      | -18     |
|                                | 2,654   | 2,412   | 2,430   | 2,250   | 2,352   | 2,148   | 2,280   | 2,051   |
|                                |         | 20:     | 14      |         |         | 20:     | 13      |         |
| EBITA, SEK million             | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar |
| Engineering & Equipment        | 22      | 31      | 25      | 15      | 28      | 25      | 30      | 20      |
| Flow Technology                | 50      | 47      | 52      | 27      | 39      | 40      | 54      | 26      |
| Fluids & Mechanical Solutions  | 33      | 29      | 34      | 31      | 26      | 25      | 29      | 30      |
| Industrial Components          | 56      | 52      | 69      | 49      | 64      | 55      | 53      | 40      |
| Special Products               | 173     | 150     | 113     | 117     | 122     | 120     | 110     | 91      |
| Parent company and Group items | 0       | -15     | -11     | -15     | 4       | -13     | -12     | -16     |
|                                | 334     | 294     | 282     | 224     | 283     | 252     | 264     | 191     |
|                                |         | 20:     | 14      |         |         | 20:     | 13      |         |
| EBITA margin, %                | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar |
| Engineering & Equipment        | 6.7     | 9.7     | 7.5     | 5.1     | 8.4     | 8.3     | 9.1     | 6.7     |
| Flow Technology                | 9.2     | 8.8     | 9.5     | 6.0     | 7.7     | 8.5     | 10.2    | 5.5     |
| Fluids & Mechanical Solutions  | 11.4    | 11.5    | 12.8    | 12.4    | 10.1    | 10.7    | 11.2    | 12.3    |
| Industrial Components          | 10.3    | 11.9    | 13.9    | 11.0    | 13.7    | 13.4    | 12.1    | 9.9     |
| Special Products               | 18.0    | 16.9    | 14.1    | 14.4    | 15.3    | 16.2    | 15.1    | 13.9    |
|                                | 12.6    | 12.2    | 11.6    | 10.0    | 12.0    | 11.7    | 11.6    | 9.3     |

# Indutrade consolidated balance sheet – condensed

|  | 2014   | 2013   |
|--|--------|--------|
| SEK million  | 31 Dec | 31 Dec |
| Goodwill   | 1,572  | 1,308  |
| Other intangible assets  | 1,445  | 1,286  |
| Property, plant and equipment                                    | 971    | 849    |
| Financial assets   | 87     | 61     |
| Inventories  | 1,617  | 1,546  |
| Accounts receivable, trade                                       | 1,702  | 1,435  |
| Other receivables  | 336    | 208    |
| Cash and cash equivalents  | 357    | 261    |
| Total assets   | 8,087  | 6,954  |
| Equity   | 3,162  | 2,626  |
| Non-current interest-bearing liabilities and pension liabilities | 1,216  | 2,201  |
| Other non-current liabilities and provisions                     | 412    | 353    |
| Current interest-bearing liabilities                             | 1,635  | 381    |
| Accounts payable, trade  | 763    | 602    |
| Other current liabilities  | 899    | 791    |
| Total equity and liabilities                                     | 8,087  | 6,954  |

# Indutrade consolidated statement of changes in equity – *condensed*

| Attributable to equity holders of the parent company | 2014               | 2013               |
|--|--------------------|--------------------|
| SEK million  | 31 Dec             | 31 Dec             |
| Opening equity                                       | 2,623              | 2,288              |
| Total comprehensive income for the period            | 816                | 617                |
| Payment for issued warrants                          | 4                  | -                  |
| Dividend   | -282 <sup>1)</sup> | -282 <sup>1)</sup> |
| Acquisition of non-controlling interests             | -1                 | <u>-</u>           |
| Closing equity                                       | 3,160              | 2,623              |
|  |                    |                    |
|  |                    |                    |
| 1) Dividend per share 2013 was SEK 7.05 (7.05)       |                    |                    |
|  |                    |                    |
| Equity, attributable to:                             |                    |                    |
| Equity holders of the parent company                 | 3,160              | 2,623              |
| Non-controlling interests                            | 2                  | 3                  |
|  | 3,162              | 2,626              |

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# Indutrade consolidated cash flow statement – *condensed*

|  | 2014    | 2042    | 204.4   | 2012    |
|--|---------|---------|---------|---------|
|  | 2014    | 2013    | 2014    | 2013    |
| SEK million                                    | Oct-Dec | Oct-Dec | Jan-Dec | Jan-Dec |
| Operating profit                               | 293     | 248     | 981     | 856     |
| Non-cash items                                 | 71      | 48      | 293     | 252     |
| Interests and other financial items, net       | -12     | -21     | -76     | -18     |
| Paid tax                                       | -32     | -35     | -228    | -237    |
| Change in working capital                      | 58      | 167     | -66     | 69      |
| Cash flow from operating activities            | 378     | 407     | 904     | 859     |
| Net capital expenditures in non-current assets | -12     | -54     | -124    | -206    |
| Company acquisitions and divestments           | -171    | -106    | -585    | -444    |
| Change in other financial assets               | 0       | 0       | 3       | 1       |
| Cash flow from investing activities            | -183    | -160    | -706    | -649    |
| Net borrowings                                 | -122    | -232    | 165     | 88      |
| Dividend paid out                              | -       | -       | -282    | -282    |
| Cash flow from financial activities            | -122    | -232    | -117    | -194    |
| Cash flow for the period                       | 73      | 15      | 81      | 16      |
| Cash and cash equivalents at start of period   | 279     | 244     | 261     | 243     |
| Exchange rate differences                      | 5       | 2       | 15      | 2       |
| Cash and cash equivalents at end of period     | 357     | 261     | 357     | 261     |

### Indutrade changes in interest-bearing net debt

|  | 2014    | 2014    | 2013    |
|--|---------|---------|---------|
| SEK million                                    | Oct-Dec | Jan-Dec | Jan-Dec |
| Beginning of period                            | -2,672  | -2,321  | -2,339  |
| Cash flow from operating activities            | 378     | 904     | 859     |
| Net capital expenditures in non-current assets | -12     | -124    | -206    |
| Company acquisitions and divestments           | -189    | -627    | -414    |
| Dividend paid out                              | -       | -282    | -282    |
| Other changes *)                               | 1       | -44     | 61      |
| Total changes                                  | 178     | -173    | 18      |
| End of period                                  | -2,494  | -2,494  | -2,321  |

<sup>\*)</sup> Other changes relate to adjustment of earn-outs from acquisitions, revaluation of pension liability and currency effects among others.

Key data

|  | 2014   | 2013   | 2012   | 2011   |
|--|--------|--------|--------|--------|
| Moving 12 mos  | 31 Dec | 31 Dec | 31 Dec | 31 Dec |
| Net sales, SEK million                               | 9,746  | 8,831  | 8,384  | 7,994  |
| Sales growth, %                                      | 10     | 5      | 5      | 19     |
| EBITA, SEK million                                   | 1,134  | 990    | 905    | 917    |
| EBITA margin, %                                      | 11.6   | 11.2   | 10.8   | 11.5   |
| Operating capital, SEK million                       | 5,656  | 4,947  | 4,629  | 3,720  |
| Return on operating capital, %                       | 21     | 20     | 22     | 25     |
| Return on equity, %                                  | 25     | 25     | 27     | 29     |
| Interest-bearing net debt, SEK million               | 2,494  | 2,321  | 2,339  | 1,656  |
| Net debt/equity ratio, %                             | 79     | 88     | 102    | 80     |
| Net debt/EBITDA, times                               | 1.9    | 2.1    | 2.3    | 1.6    |
| Equity ratio, %                                      | 39     | 38     | 35     | 38     |
| Average number of employees                          | 4,418  | 4,151  | 3,939  | 3,778  |
| Number of employees at end of the period             | 4,578  | 4,218  | 4,086  | 3,807  |
|  |        |        |        |        |
| Attributable to equity holders of the parent company |        |        |        |        |
| Key ratios per share 1)                              |        |        |        |        |
| Earnings per share, SEK                              | 17.60  | 14.68  | 14.23  | 13.50  |
| Equity per share, SEK                                | 79.00  | 65.58  | 57.20  | 51.55  |
| Cash flow from operating activities per share, SEK   | 22.60  | 21.48  | 12.98  | 17.73  |

<sup>1)</sup> Based on 40,000,000 shares which corresponds to the number of shares outstanding during all periods in the table. There is no dilutive effect.

## Acquisitions

### **Acquisitions 2014**

All of the shares were acquired in AP Tobler AG (Switzerland), Svenska Geotech AB (Sweden), Corrosion Resistant Products Ltd (UK), Micro Spring and Presswork Ltd (UK), Birmingham Specialities Ltd (UK), ALH Systems Ltd (UK), Bailey Morris Ltd (UK), BL Products AB (Sweden), Winab Vikväggar AB (Sweden), Gelins-KGK AB (Sweden), and Verbeeck Packaging Group B.V. (Netherlands).

### **Industrial Components**

Svenska Geotech AB, with annual sales of SEK 40 million, imports and supplies building site preparation and civil engineering products to companies in the infrastructure segment. The company is consolidated in the Group as from 17 March 2014. BL Products AB, with annual sales of SEK 20 million, sells and installs packaging machinery. The company is consolidated in the Group as from 22 September 2014. Gelins-KGK AB, with annual sales of SEK 110 million, is a technology sales company that supplies industrial components to Swedish industry and farm equipment. The company is consolidated in the Group as from 20 October 2014.

### Fluids & Mechanical Solutions

Winab Vikväggar AB, with annual sales of SEK 90 million, is a leading manufacturer of folding partitions and partition walls for customers in the private and public sectors. The company is consolidated in the Group as from 1 October 2014.

### **Special Products**

AP Tobler AG specialises in surface treatment of stainless steel and aluminium equipment for the pharmaceutical industry, with annual sales of approximately SEK 37 million. The company is consolidated in the Group as from 1 January 2014. Corrosion Resistant Products Ltd manufactures and supplies corrosion-resistant piping, valves and expansion bellows, and has annual sales of SEK 110 million. The company is consolidated in the Group as from 13 May 2014. Micro Spring and Presswork Ltd manufactures industrial springs and stampings, and has annual sales of SEK 40 million. The company is consolidated in the Group as from 17 June 2014. Birmingham Specialities Ltd is a specialist manufacturer of industrial components, with annual sales of SEK 60 million. The company is consolidated in the Group as from 18 June 2014. ALH Systems Ltd specialises in the manufacture and sale of encapsulants, sealants and adhesives, with annual sales of SEK 60 million. The company is consolidated in the Group as from 26 June 2014. Bailey Morris manufactures drive shafts, propshafts and special components. The company has annual

sales of SEK 70 million and is consolidated in the Group as from 15 August 2014. Verbeeck Packaging Group B.V. specialises in packaging solutions for the cosmetics, pharmaceutical, food and household sectors. The company has annual sales of SEK 45 million and is consolidated in the Group as from 10 December 2014.

Acquired assets in AP Tobler AG, Svenska Geotech AB, Corrosion Resistant Products Ltd, Micro Spring and Presswork Ltd, Birmingham Specialities Ltd, ALH Systems Ltd, Bailey Morris Ltd, BL Products AB, Winab Vikväggar AB, Gelins-KGK AB and Verbeeck Packaging Group B.V.

#### Preliminary purchase price allocation

#### **SEK million**

Purchase price, incl. contingent earn-out payment totalling SEK 115 million

735

| Acquired assets               | Book<br>Value | Fair value<br>adjustment | Fair<br>value |
|-------------------------------|---------------|--------------------------|---------------|
| Goodwill                      | -             | 247                      | 247           |
| Agencies, customer relations, |               |                          |               |
| licences, etc.                | 1             | 257                      | 258           |
| Property, plant and           |               |                          |               |
| equipment                     | 70            | 5                        | 75            |
| Financial assets              | 0             | -                        | 0             |
| Inventories                   | 108           | -                        | 108           |
| Other current assets 1)       | 154           | -                        | 154           |
| Cash and cash equivalents     | 108           | -                        | 108           |
| Deferred tax liability        | -10           | -54                      | -64           |
| Provisions including pension  |               |                          |               |
| liabilities                   | -7            |                          | -7            |
| Other operating liabilities   | -144          | -                        | -144          |
|                               | 280           | 455                      | 735           |

<sup>1)</sup> Mainly trade accounts receivable



Agencies, customer relations, licences, etc. will be amortised over a period of 10 years.

Indutrade normally uses an acquisition structure entailing a base level of consideration plus a contingent earn-out payment. Initially, the contingent earn-out payments are valued at the present value of the likely outcome, which for the acquisitions made during the year amount to SEK 115 million. These contingent earn-out payments fall due for payment within 4 years and can amount to a maximum of SEK 123 million. If the conditions are not met, the outcome can be in the range of SEK 0-123 million.

Transaction costs for the acquisitions carried out during the period totalled SEK 5 million (6) and are included in Other income and expenses in the income statement. Contingent earn-out payments have been restated in the amount of SEK 101 million (89), of which SEK 96 million (91) during the fourth quarter. Of the resulting income, SEK 94 million is reported in the income statement under Other income and expenses, and SEK 7 million is reported under Net financial items. In connection with a new assessment of contingent earn-out payments, the need to recognise impairment of goodwill in these companies has also been tested. As a result of this impairment testing, an impairment loss of SEK 3 million has been recognised in the Group. Performance is positive for most of these operations, but not at the level required for payment of the contingent consideration. The expense is reported in the income statement under Other income and expenses.

The purchase price allocation calculations for Medexa Diagnostisk Service AB, Kin Pompentechniek B.V. and Verplas Ltd, which were acquired in October and November 2013, have now been finalised. No significant adjustments have been made to the calculations. For other acquisitions, the purchase price allocation calculations are preliminary. Indutrade regards the calculations as preliminary during the time that uncertainty exists with respect to, for example, the outcome of guarantees in the acquisition agreements concerning inventories and trade accounts receivable.

### Cash flow impact

### **SEK million**

| Purchase price, incl. contingent earn-out | 735  |
|---|------|
| payment                                   | /55  |
| Purchase price not paid out               | -115 |
| Cash and cash equivalents in acquired     |      |
| companies                                 | -108 |
| Payments pertaining to previous           |      |
| years'acquisitions                        | 73   |
| Total cash flow impact                    | 585  |

### Effects of acquisitions carried out in 2013 and 2014

| SEK million                      | Net s   | Net sales |         | TA      |
|----------------------------------|---------|-----------|---------|---------|
| Business area                    | Oct-Dec | Jan-Dec   | Oct-Dec | Jan-Dec |
| Engineering & Equipment          | -       | -         | -       | -       |
| Flow Technology                  | -       | -         | -       | -       |
| Fluids & Mechanical Solutions    | 21      | 21        | 3       | 3       |
| Industrial Components            | 50      | 109       | 5       | 19      |
| Special Products                 | 130     | 468       | 32      | 92      |
| Effect on Group                  | 201     | 598       | 40      | 114     |
|                                  |         |           |         |         |
| Acquisitions carried out in 2013 | 18      | 251       | 3       | 44      |
| Acquisitions carried out in 2014 | 183     | 347       | 37      | 70      |
| Effect on Group                  | 201     | 598       | 40      | 114     |

If all acquired units had been consolidated as from 1 January 2014, net sales for the year would have amounted to SEK 10,135 million, and EBITA would have totalled SEK 1,188 million.

### Acquisitions after the end of the reporting period

In early January the acquisition of Flowtec Industrietechnik GmbH (Austria) was completed. Flowtec, with annual sales of SEK 80 million, is a technology sales company that sells industrial components in Austria and Eastern Europe. The company is included in the Special Products business area as from 1 January 2015.

On 9 January Indutrade acquired Adaero Precision Components Ltd (UK), with annual sales of SEK 50 million. The company manufactures customised high precision industrial components and is included in the Special Products business area.

On 9 January Indutrade also acquired Cepro International BV (Netherlands), with annual sales of SEK 70 million. Cepro manufactures products for welding and grinding work stations, and is included in the Special Products business area.

On 22 January Indutrade acquired Sepab Fordonsprodukter AB (Sweden), with annual sales of SEK 50 million. With focus on commercial vehicles, Sepab develops products for safety, national adaptation, efficiency and comfort. Sepab is included in the Measurement & Sensor Technology business area.

Preliminary purchase price allocation calculations will be presented in the first quarter interim report for 2015.



### Fair value

The table below shows financial instruments at fair value, based on the classification of the fair value hierarchy. The various levels are defined as follows:

- 1. Quoted prices (unadjusted) in active markets for identical assets and liabilities [level 1]
- 2. Other observable data for assets and liabilities than quoted prices included in level 1, either directly (i.e., through price listings) or indirectly (i.e., stemming from price listings) [level 2]
- 3. Data for the assets or liabilities that is not based on observable market data (i.e., non-observable market data) [level 3]

### The Group's assets and liabilities measured at fair value

|  | 31 Dec 2014 |         |         |       |
|--|-------------|---------|---------|-------|
| SEK million  | Level 1     | Level 2 | Level 3 | Total |
| Assets   |             |         |         |       |
| Available-for-sale financial assets                    | -           | -       | 4       | 4     |
| Derivative instruments<br>held for hedging<br>purposes | _           | 14      | _       | 14    |
| Liabilities  |             |         |         |       |
| Derivative instruments held for hedging purposes       | -           | 66      | -       | 56    |
| Contingent consideration                               | -           | -       | 241     | 241   |

|                        | 31 dec 2013 |         |         |       |
|------------------------|-------------|---------|---------|-------|
| SEK million            | Level 1     | Level 2 | Level 3 | Total |
| Assets                 |             |         |         |       |
| Available-for-sale     |             |         |         |       |
| financial assets       | -           | -       | 7       | 7     |
| Derivative instruments |             |         |         |       |
| held for hedging       |             |         |         |       |
| purposes               | -           | 3       | -       | 3     |
|                        |             |         |         |       |
| Liabilities            |             |         |         |       |
| Derivative instruments |             |         |         |       |
| held for hedging       |             |         |         |       |
| purposes               | -           | 27      | -       | 27    |
| Contingent             |             |         |         |       |
| consideration -        |             | -       | 268     | 268   |

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Derivative instruments consist of currency forward contracts and interest rate swaps. No transfers were made between levels 2 and 3 during the period. Assets in level 3 consist essentially of holdings of shares and participations in unlisted companies. Fair value is considered to be equal to cost. Contingent earn-out payments have been discounted to present value using an interest rate that is judged to be in line with the market rate at the time of acquisition. Adjustments are not made on a regular basis for changes in the market interest rate, since the effects of these are judged to be negligible. Essentially all long- and short-term loans carry variable interest rates, which is why fair value is equal to the carrying amount. For the Group's other financial assets and liabilities, such as trade accounts receivable, cash and cash equivalents, and trade accounts payable, fair value is estimated to be equal to the carrying amount.

| Contingent earn-out payments      | 2014   | 2013   |
|-----------------------------------|--------|--------|
| SEK million                       | 31 Dec | 31 Dec |
| Opening book value                | 268    | 370    |
| Acquisitions during the year      | 115    | 98     |
| Consideration paid                | -68    | -128   |
| Reclassified via income statement | -94    | -89    |
| Interest expenses                 | 4      | 14     |
| Exchange rate differences         | 16     | 3      |
| Closing book value                | 241    | 268    |

# Parent company income statement – condensed

| Corractised                                  |         |         |         |         |  |  |  |  |
|--|---------|---------|---------|---------|--|--|--|--|
|  | 2014    | 2013    | 2014    | 2013    |  |  |  |  |
| SEK million                                  | Oct-Dec | Oct-Dec | Jan-Dec | Jan-Dec |  |  |  |  |
|  |         |         |         |         |  |  |  |  |
| Net sales                                    | 4       | 3       | 4       | 3       |  |  |  |  |
| Gross profit                                 | 4       | 3       | 4       | 3       |  |  |  |  |
| Administrative expenses                      | -16     | -13     | -62     | -55     |  |  |  |  |
| Other income and expenses                    | -1      | 2       | 5       | 5       |  |  |  |  |
| Operating profit                             | -13     | -8      | -53     | -47     |  |  |  |  |
| Financial income/expenses                    | -2      | -15     | -47     | -48     |  |  |  |  |
| Profit from participation in Group companies | -18     | -30     | 624     | 269     |  |  |  |  |
| Profit after financial items                 | -33     | -53     | 524     | 174     |  |  |  |  |
| Appropriations                               | 324     | 362     | 324     | 362     |  |  |  |  |
| Income tax                                   | -68     | -76     | -49     | -62     |  |  |  |  |

223

0

233

474

# Parent company balance sheet – condensed

Amortisation/depreciation of intangible assets and property, plant

|  | 2014   | 2013   |
|--|--------|--------|
| SEK million  | 31 Dec | 31 Dec |
| Intangible assets  | 0      | 0      |
| Property, plant and equipment                                    | 1      | 1      |
| Financial assets   | 3,521  | 2,954  |
| Current receivables  | 2,480  | 2,105  |
| Cash and cash equivalents  | 0      | 7      |
| Total assets   | 6,002  | 5,067  |
|  |        |        |
| Equity   | 2,356  | 1,867  |
| Untaxed reserves   | 388    | 315    |
| Non-current interest-bearing liabilities and pension liabilities | 818    | 1,879  |
| Other non-current liabilities and provisions                     | 2      | -      |
| Current interest-bearing liabilities                             | 2,267  | 911    |
| Current noninterest-bearing liabilities                          | 171    | 95     |
| Total equity and liabilities                                     | 6,002  | 5,067  |
|  |        |        |
| Pledged assets   | 8      | 6      |
| Contingent liabilities   | 114    | 112    |

Net profit for the period

and equipment

# Pro forma Business Areas according to new structure valid from 1 Jan 2015

|                                    |       |         | 2014    |         |         |   |       |         | 2013    |         |         |
|------------------------------------|-------|---------|---------|---------|---------|---|-------|---------|---------|---------|---------|
| Net sales, SEK million             | Total | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar |   | Total | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar |
| Engineering & Equipment            | 1,274 | 329     | 319     | 332     | 294     |   | 1,265 | 334     | 301     | 331     | 299     |
| Flow Technology                    | 2,073 | 541     | 533     | 547     | 452     |   | 1,979 | 508     | 471     | 531     | 469     |
| Fluids & Mechanical Solutions      | 1,058 | 289     | 252     | 266     | 251     |   | 993   | 258     | 234     | 258     | 243     |
| Industrial Components              | 1,925 | 546     | 437     | 495     | 447     |   | 1,717 | 466     | 409     | 438     | 404     |
| Measurement & Sensor<br>Technology | 753   | 207     | 190     | 193     | 163     |   | 704   | 183     | 174     | 186     | 161     |
| Special Products                   | 2,710 | 753     | 697     | 609     | 651     |   | 2,216 | 612     | 567     | 544     | 493     |
| Parent company and Group items     | -47   | -11     | -16     | -12     | -8      | _ | -43   | -9      | -8      | -8      | -18     |
|                                    | 9,746 | 2,654   | 2,412   | 2,430   | 2,250   |   | 8,831 | 2,352   | 2,148   | 2,280   | 2,051   |
|                                    |       |         | 2014    |         |         |   |       |         | 2013    |         |         |
| EBITA, SEK million                 | Total | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar |   | Total | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar |
| Engineering & Equipment            | 93    | 22      | 31      | 25      | 15      |   | 103   | 28      | 25      | 30      | 20      |
| Flow Technology                    | 176   | 50      | 47      | 52      | 27      |   | 159   | 39      | 40      | 54      | 26      |
| Fluids & Mechanical Solutions      | 127   | 33      | 29      | 34      | 31      |   | 110   | 26      | 25      | 29      | 30      |
| Industrial Components              | 226   | 56      | 52      | 69      | 49      |   | 212   | 64      | 55      | 53      | 40      |
| Measurement & Sensor<br>Technology | 135   | 40      | 43      | 32      | 20      |   | 110   | 29      | 32      | 33      | 16      |
| Special Products                   | 418   | 133     | 107     | 81      | 97      |   | 333   | 93      | 88      | 77      | 75      |
| Parent company and Group items     | -41   | 0       | -15     | -11     | -15     | _ | -37   | 4       | -13     | -12     | -16     |
|                                    | 1,134 | 334     | 294     | 282     | 224     |   | 990   | 283     | 252     | 264     | 191     |
|                                    |       |         | 2014    |         |         |   |       |         | 2013    |         |         |
| EBITA-margin, %                    | Total | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar |   | Total | Oct-Dec | Jul-Sep | Apr-Jun | Jan-Mar |
| Engineering & Equipment            | 7.3   | 6.7     | 9.7     | 7.5     | 5.1     |   | 8.1   | 8.4     | 8.3     | 9.1     | 6.7     |
| Flow Technology                    | 8.5   | 9.2     | 8.8     | 9.5     | 6.0     |   | 8.0   | 7.7     | 8.5     | 10.2    | 5.5     |
| Fluids & Mechanical Solutions      | 12.0  | 11.4    | 11.5    | 12.8    | 12.4    |   | 11.1  | 10.1    | 10.7    | 11.2    | 12.3    |
| Industrial Components              | 11.7  | 10.3    | 11.9    | 13.9    | 11.0    |   | 12.3  | 13.7    | 13.4    | 12.1    | 9.9     |
| Measurement & Sensor Technology    | 17.9  | 19.3    | 22.6    | 16.6    | 12.3    |   | 15.6  | 15.8    | 18.4    | 17.7    | 9.9     |
| Special Products                   | 15.4  | 17.7    | 15.4    | 13.3    | 14.9    |   | 15.0  | 15.2    | 15.5    | 14.2    | 15.2    |
|                                    | 11.6  | 12.6    | 12.2    | 11.6    | 10.0    | - | 11.2  | 12.0    | 11.7    | 11.6    | 9.3     |

### **Definitions**

### Earnings per share

Net profit for the period divided by the average number of shares outstanding.

### **EBITA**

Operating profit before amortisation of intangible assets arising in connection with company acquisitions (Earnings Before Interest, Tax and Amortisation).

### **EBITA** margin

EBITA divided by net sales

#### **EBITDA**

Operating profit before depreciation and amortisation (Earnings Before Interest, Tax, Depreciation and Amortisation).

### Equity per share

Equity divided by the number of shares outstanding.

#### Equity ratio

Shareholders' equity divided by total assets.

### Gross margin

Gross profit divided by net sales.

### Interest-bearing net debt

Interest-bearing liabilities including pension liability and estimated earn-outs from acquisitions, less cash and cash equivalents.

### Net capital expenditures

Purchases less sales of intangible assets, and of property, plant and equipment, excluding those included in acquisitions and divestments of subsidiaries and operations.

### Net debt/equity ratio

Interest-bearing net debt divided by shareholders' equity.

### Operating capital

Interest-bearing net debt and shareholders' equity.

### Return on equity

Net profit for the period divided by average equity per month.

### Return on operating capital

EBITA divided by average operating capital per month.

### Indutrade in brief

Indutrade markets and sells components, systems and services with a high-tech content to industrial customers in selected niches. The Group creates value for its customers by structuring the value chain and increasing the efficiency of its customers' use of technological components and systems. For the Group's suppliers, value is created through the offering of an efficient sales organisation with high technical expertise and well developed customer relations.

Indutrade's business is distinguished by the following factors, among others:

- High-tech products for recurring needs
- Growth through a structured and tried-and-tested acquisition strategy
- A decentralised organisation characterised by an entrepreneurial spirit

The Group is structured into six business areas: Engineering & Equipment, Flow Technology, Fluids & Mechanical Solutions, Industrial Components, Measurement & Sensor Technology and Special Products.

The Group's financial targets (per year across a business cycle) are to grow by a minimum of 10%, to attain a minimum EBITA margin of 10% and a minimum return on operating capital of 20%.

### Indutrade AB (publ.)

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