

Report of the statutory auditor to the General Meeting of Komax Holding AG, Dierikon

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of Komax Holding AG and its subsidiaries (the Group) which comprise the consolidated balance sheet as at 31 December 2017 and the consolidated income statement, consolidated cash flow statement, consolidated statement of changes in equity for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements on pages 74 to 113 give a true and fair view of the consolidated financial position of the Group as at 31 December 2017 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Swiss GAAP FER and comply with Swiss law.

Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Auditing Standards. Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section of our report.

We are independent of the Group in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our audit approach

Overview

- Overall Group materiality: CHF 2 500 000
- We concluded full scope audit work at six group companies in five countries. Our audit scope addressed 62% of net sales of the Group.
- Additionally, an audit of account balances was performed at one other Group company, which addressed a further 14% of net sales of the Group.
- We obtained additional assurance through the audits of the statutory financial statements of a further eight companies (six different countries). These addressed a further 15% of net sales of the Group.

As key audit matters, the following areas of focus were identified:

- Revenue recognition in the appropriate period
- Change to Swiss GAAP FER

Audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

The consolidated financial statements include within their scope 38 entities. We identified six Group companies for which, in our opinion, an audit of the complete financial information was necessary on the grounds of their size or risk characteristics. For one other Group company, an audit of account balances was performed to address significant items adequately. We obtained additional assurance from the timely performance of audits of the statutory financial statements of eight Group companies.

All of the Group companies in the described audit scope were audited by local national PwC firms. None of the Group companies excluded from our audit of the consolidated financial statements accounted individually for more than 5% of Group net sales.

The Group auditor performed the audit of the consolidation, the acquisition concluded in 2017 and the change of accounting framework from International Financial Reporting Standards (IFRS) to Swiss GAAP FER.

To provide appropriate guidance to and monitor the work of the auditors of the Group companies, the Group audit team performed selected reviews of the audit working papers and held telephone conferences with the auditors of the Group companies.



Materiality

The scope of our audit was influenced by our application of materiality. Our audit opinion aims to provide reasonable assurance that the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements. Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate, on the consolidated financial statements as a whole.

Overall Group materiality	CHF 2 500 000
How we determined it	5% of group profit before taxes, rounded
Rationale for the materiality benchmark applied	We chose group profit before taxes as the benchmark because, in our view, it is the benchmark against which the performance of the Group is most commonly measured, and it is a generally accepted benchmark for materiality considerations.

We agreed with the Audit Committee that we would report to them misstatements above CHF 250 000 identified during our audit as well as any misstatements below that amount which, in our view, warranted reporting for qualitative reasons.

Report on key audit matters based on the circular 1/2015 of the Federal Audit Oversight Authority

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition in the appropriate period

Key audit matter	How our audit addressed the key audit matter
<p>We consider revenue recognition in the appropriate period to be a key audit matter because of the scope for judgement involved in determining, as required, exactly when the risks and rewards associated with services rendered are transferred in accordance with the Swiss GAAP FER accounting requirements.</p> <p>On the basis of the agreed delivery terms (Incoterms), the expected average delivery times until the effective transfer of the risks and rewards of ownership to the customer and taking into account special cases (e.g. delivery delays), Komax realises revenue from sales of goods in the period in which it transfers the risks and rewards of ownership.</p> <p>Please refer to page 84 of the notes to the consolidated financial statements.</p>	<p>We checked on a sample basis that revenue was recognised in the correct period for the months of December 2017 and January 2018. For the selected samples, we assessed the underlying Incoterms and in critical cases checked the average delivery times. In some cases, we interviewed the persons responsible, including those from other departments.</p> <p>We concluded that the criteria for revenue recognition in the appropriate period in accordance with the Swiss GAAP FER requirements were complied with in the consolidated financial statements for the year ended 31 December 2017.</p>

Change to Swiss GAAP FER

Key audit matter	How our audit addressed the key audit matter
<p>The change in accounting framework from IFRS to Swiss GAAP FER in 2017 resulted in numerous changes to the existing accounting policies. These changes are summarised on pages 78 to 80 of the annual report. The change in accounting framework affects various items in the consolidated financial statements, notably the treatment of goodwill, intangible assets, deferred tax assets arising from tax loss carry forwards and tax credits, and pension obligations.</p> <p>The effects of the change in accounting framework have a significant influence on the presentation of the consolidated financial statements and require estimates to be made in exercising the options relating to Swiss GAAP FER; for this reason, they were a focus of the audit procedures performed in the year under review.</p>	<p>We examined the effects of the change in accounting framework from IFRS to Swiss GAAP FER as follows:</p> <ul style="list-style-type: none"> - We obtained from Management a summary of the effects of the change in accounting framework, which included an analysis of the effects on the consolidated financial statements and, in particular, on the opening balance sheet as at 1 January 2016. - On the basis of this assessment by Management, we compared the newly elaborated accounting policies, the information presented in the balance sheet, income statement and cash flow statement, and the disclosures in the notes with the requirements of Swiss GAAP FER and, with the help of one of our specialists, we assessed their correct application. The most significant changes affected the following items on the balance sheet: <ul style="list-style-type: none"> - Identifiable intangible assets and goodwill relating to various acquisitions were offset against equity in accordance with the chosen option, which led to a decrease of CHF 38.9 million in shareholders' equity as at the opening balance sheet date. - The application of Swiss GAAP FER resulted in a decrease in the pension obligations and a corresponding increase in shareholders' equity of CHF 13.9 million as at the opening balance sheet date. - In accordance with the chosen option, the deferred tax assets arising from tax loss carry forwards were no longer capitalised, which led to a decrease in shareholders' equity of CHF 17.0 million at the opening balance sheet date. - We tested the correct calculation and implementation of the effects of the change in accounting framework on the consolidated financial statements for the year ended 31 December 2016 and on the opening balance sheet as at 1 January 2016. <p>We concluded that the first-time application of the accounting policies in accordance with Swiss GAAP FER in the accompanying consolidated financial statements was performed and presented correctly.</p>

Responsibilities of the Board of Directors for the consolidated financial statements

The Board of Directors is responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Swiss GAAP FER and the provisions of Swiss law, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue 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 Swiss law and Swiss Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Swiss law and Swiss Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

We communicate with the Board of Directors or its relevant committee 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.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with the Board of Directors or its relevant committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In accordance with article 728a paragraph 1 item 3 CO and Swiss Auditing Standard 890, we confirm that an internal control system exists which has been designed for the preparation of consolidated financial statements according to the instructions of the Board of Directors.

We recommend that the consolidated financial statements submitted to you be approved.

PricewaterhouseCoopers AG



Thomas Brüderlin
 Audit expert
 Auditor in charge



Korbinian Petzi
 Audit expert

Basel, 9 March 2018