Consolidated income statement

in TCHF	Notes	2019	%	2018	%
Net sales		414 968		477 819	
Other operating income	1.2	2 803		1 879	
Revenues	1.2	**417 771**	**100.0**	**479 698**	**100.0**
Change in inventory of unfinished and finished goods		–2 434		1 061	
Cost of materials		–156 407		–182 856	
Gross profit		**258 930**	**62.0**	**297 903**	**62.1**
Personnel expenses	1.3	–160 957		–157 355	
Depreciation on property, plant, and equipment	2.3	–8 981		–8 108	
Depreciation on intangible assets	2.4	–3 821		–3 252	
Other operating expenses	1.3	–61 136		–61 934	
Operating profit (EBIT)		**24 035**	**5.8**	**67 254**	**14.0**
Financial result	1.4	–4 851		–5 225	
Ordinary profit		**19 184**	**4.6**	**62 029**	**12.9**
Non-operating result	1.5	0		392	
Group profit before taxes (EBT)		**19 184**	**4.6**	**62 421**	**13.0**
Income taxes	1.6	–5 963		–10 634	
Group profit after taxes (EAT)		**13 221**	**3.2**	**51 787**	**10.8**
Of which attributable to:					
– Shareholders' of Komax Holding AG		13 221		51 787	
– Non-controlling interest		0		0	
Basic earnings per share (in CHF)	1.7	3.44		13.52	
Diluted earnings per share (in CHF)	1.7	3.43		13.48	

Consolidated balance sheet

in TCHF	Notes	31.12.2019	%	31.12.2018	%
Assets					
Cash and cash equivalents		47 454		50 965	
Securities		13		15	
Trade receivables	2.1	102 786		124 890	
Other receivables	2.1	22 911		29 008	
Inventories	2.2	110 831		103 433	
Accrued income and prepaid expenses		4 872		5 294	
Total current assets		**288 867**	**60.0**	**313 605**	**67.7**
Property, plant, and equipment	2.3	163 758		120 229	
Intangible assets	2.4	16 721		15 379	
Deferred tax assets	1.6	11 221		12 830	
Other non-current receivables	2.5	669		861	
Total non-current assets		**192 369**	**40.0**	**149 299**	**32.3**
Total assets		**481 236**	**100.0**	**462 904**	**100.0**
Liabilities					
Current financial liabilities	3.1	17 188		0	
Trade payables		20 720		25 187	
Other payables	2.6	31 964		33 903	
Current provisions	2.6	3 263		2 975	
Accrued expenses and deferred income		19 993		22 529	
Total current liabilities		**93 128**	**19.4**	**84 594**	**18.3**
Non-current financial liabilities	3.1	136 504		90 338	
Other non-current liabilities		2 185		1 167	
Deferred tax liabilities	1.6	4 815		5 165	
Total non-current liabilities		**143 504**	**29.8**	**96 670**	**20.9**
Total liabilities		**236 632**	**49.2**	**181 264**	**39.2**
Share capital	3.2	385		385	
Capital surplus		22 113		24 569	
Treasury shares	3.2	–1 656		–2 311	
Retained earnings		223 762		258 997	
Equity attributable to shareholders' of Komax Holding AG		**244 604**	**50.8**	**281 640**	**60.8**
Total liabilities and shareholders' equity		**481 236**	**100.0**	**462 904**	**100.0**

Consolidated statement of shareholders’ equity

in TCHF	Notes	**Share capital**	**Premium**	**Treasury shares**	Goodwill offset	Currency differences	Other retained earnings	**Total retained earnings**	**Share-holders’ equity of Komax Holding AG**
Balance as at 1 January 2018		**383**	**28 649**	**–4 054**	–72 026	1 724	303 502	**233 200**	**258 178**
Group profit after taxes							51 787	51 787	51 787
Capital increase from exercise of options	3.2	2	1 665					0	1 667
Distribution out of reserves from capital contributions			–5 745					0	–5 745
Dividend paid							–19 149	–19 149	–19 149
Purchase of treasury shares	3.2			–254				0	–254
Share-based payments				1 997			–474	–474	1 523
Goodwill offset with shareholders’ equity	2.4				–241			–241	–241
Currency translation differences recorded in the reporting period						–6 126		–6 126	–6 126
Balance as at 31 December 2018		**385**	**24 569**	**–2 311**	–72 267	–4 402	335 666	**258 997**	**281 640**
Balance as at 1 January 2019		**385**	**24 569**	**–2 311**	–72 267	–4 402	335 666	**258 997**	**281 640**
Group profit after taxes							13 221	13 221	13 221
Capital increase from exercise of options	3.2	0	620					0	620
Distribution out of reserves from capital contributions			–3 076					0	–3 076
Dividend paid							–23 838	–23 838	–23 838
Purchase of treasury shares	3.2			–1 010				0	–1 010
Share-based payments				1 665			–882	–882	783
Goodwill offset with shareholders’ equity	2.4				–18 352			–18 352	–18 352
Currency translation differences recorded in the reporting period						–5 384		–5 384	–5 384
Balance as at 31 December 2019		**385**	**22 113**	**–1 656**	–90 619	–9 786	324 167	**223 762**	**244 604**

Consolidated cash flow statement

in TCHF	Notes	2019	2018
Cash flow from operating activities			
Group profit after taxes		13 221	51 787
Adjustment for non-cash items			
– Taxes	1.6	5 963	10 634
– Depreciation and impairment of property, plant, and equipment	2.3	8 981	8 108
– Depreciation and impairment of intangible assets	2.4	3 821	3 252
– Profit (–) / loss (+) from sale of non-current assets		–186	–1 210
– Expense for share-based payments		783	1 523
– Net financial result	1.4	4 851	5 225
– Other non-cash items		2	6
Interest received and other financial income		264	1 115
Interest paid and other financial expenses		–3 333	–3 311
Taxes paid		–7 878	–9 939
Increase (+) / decrease (–) in provisions		–11	670
Increase (–) / decrease (+) in trade receivables		24 137	–28 065
Increase (–) / decrease (+) in inventories		–2 295	–14 755
Increase (+) / decrease (–) in trade payables		–8 426	3 366
Increase (–) / decrease (+) in other net current assets		1 393	1 223
Total cash flow from operating activities		**41 287**	**29 629**
Cash flow from investing activities			
Investments in property, plant, and equipment	2.3	–49 210	–37 118
Sale of property, plant, and equipment		927	8 365
Investments in intangible assets	2.4	–5 238	–4 222
Investments in Group companies and participations[1]		–22 410	–4 298
Sale of Group companies[2]		0	2 000
Increase in granted loans		–2 242	0
Decrease in granted loans		0	1 304
Total cash flow from investing activities		**–78 173**	**–33 969**
Free cash flow		**–36 886**	**–4 340**
Cash flow from financing activities			
Decrease in current financial liabilities		–1 687	0
Decrease in non-current financial liabilities		–765	–533
Increase in current financial liabilities		17 174	0
Increase in non-current financial liabilities		47 216	21 431
Capital increase (share-based payments)		620	1 667
Distribution out of reserves from capital contributions		–3 076	–5 745
Dividend paid		–23 838	–19 149
Purchase of treasury shares	3.2	–1 010	–254
Total cash flow from financing activities		**34 634**	**–2 583**
Effect of currency translations on cash and cash equivalents		–1 259	–1 403
Increase (+) / decrease (–) in funds		**–3 511**	**–8 326**
Cash and cash equivalents at 1 January		50 965	59 291
Cash and cash equivalents at 31 December		47 454	50 965

[1] Less cash and cash equivalents acquired.
[2] Less cash and cash equivalents sold.

Notes to the consolidated financial statements

General information
Headquartered in Dierikon, Switzerland, Komax Holding AG (parent company), together with its subsidiary companies (the Komax Group), is a pioneer and market leader in the field of automated wire processing, providing clients with innovative, future-oriented solutions in any situation that calls for precise contact connections.

The present consolidated financial statements were adopted by the Board of Directors of Komax Holding AG on 10 March 2020 and released for publication. Their approval by the Annual General Meeting, scheduled for 21 April 2020, is pending.

Accounting policies
The consolidated financial statements of the Komax Group are based on the individual financial statements of the Group companies, compiled in accordance with uniform standards, as at 31 December 2019. The consolidated financial statements have been drawn up in accordance with the entire existing guidelines of Swiss GAAP FER (Swiss Accounting and Reporting Recommendations). Furthermore, the provisions of the Swiss company law have been complied with. The consolidated financial statements are based on the principle of historic acquisition cost (with the exception of securities and derivative financial instruments, which are recorded at their fair values), and have been drawn up under the “going concern” assumption.

The accounting and valuation principles relevant to an understanding of the annual financial statements are described in the relevant explanatory notes.

Key recognition and measurement assumptions

Preparation of the consolidated financial statements requires the Board of Directors and Group Management to make estimates and assumptions, whereby such estimates and assumptions have an effect on the accounting principles applied and are reflected in the amounts stated under assets, liabilities, income, expenses, and related disclosures. Their estimates and assumptions are based on past experience and on various other factors deemed applicable in the current situation. These form the basis for reporting those assets and liabilities that cannot be measured directly from other sources. The actual values may differ from these estimates. The following material estimates are included in the consolidated financial statements:

	Page
Recognition of revenue according to POC method	91
Current and deferred income taxes	96
Impairment of property, plant, and equipment	99
Impairment of intangible assets and goodwill	103
Contingent consideration	104
Provisions	104

Key events of the reporting period

As mentioned on pages two and three of the Shareholders' letter, 2019 was marked by a sluggish automotive industry and its knock-on effects. Order intake and revenues decreased considerably and were well below the record result achieved in 2018. Due in part to the continuing high level of future-oriented investment in research and development, operating profit and profit after taxes were well below the previous year's figures.

Profit after taxes was reduced by the negative financial result (CHF –4.9 million) and the high tax rate. Whereas the financial result was largely attributable to unrealized currency losses, the high tax rate is primarily explained by the fact that a number of companies generated tax losses that were not capitalized by Komax in the consolidated financial statements. The acceptance of the tax reform package by the Swiss electorate on 19 May 2019 is not expected to have any material impact on the future tax rate in Switzerland. Canton Lucerne, the place of domicile of Komax's headquarters, pre-empted a key measure of the tax reform back in 2012 when it reduced the tax rate on earnings. It is clear that Canton Lucerne is only intending to implement the replacement measures (e.g. patent box and additional deduction for research and development) of the tax reform to a minimal degree.

In addition to the unsatisfactory development of business, the 2019 financial year was characterized by a high level of investment. On the one hand two companies were acquired (Artos Engineering and Exmore), while on the other further investment was channelled into capacity expansion. Accordingly, Komax recorded a higher negative free cash flow in the reporting year of CHF –36.9 million (2018: CHF –4.3 million), while net debt rose from CHF 39.4 million as at 31 December 2018 to CHF 106.2 million as at 31 December 2019. In order to secure financing for the future, the existing syndicated loan facility in the amount of CHF 160 million was increased to CHF 190 million in the first quarter of 2020.

Events after the balance sheet date

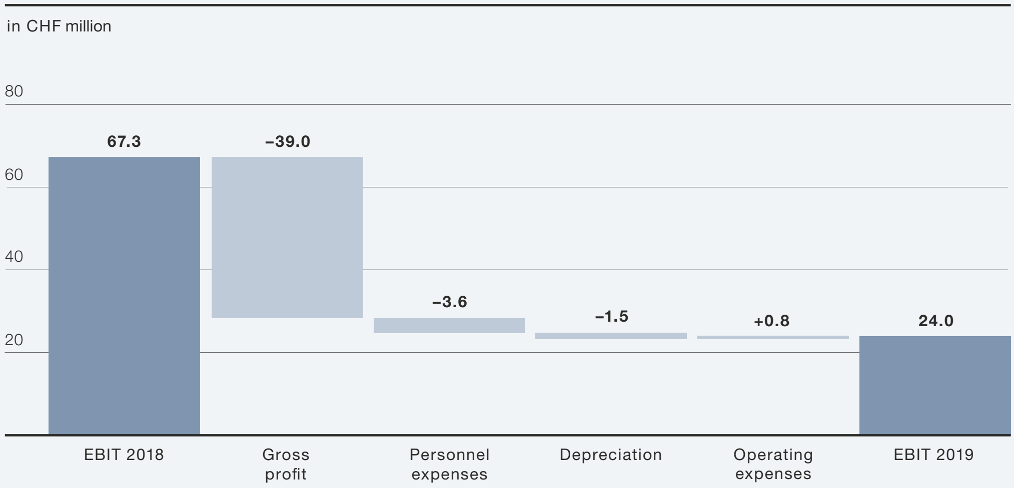
Komax generates around 20% of its revenues in Asia, the majority of which in China. It is currently difficult to predict how the coronavirus will affect the result for the 2020 financial year.

No other significant events occurred between the balance sheet date and the approval of the consolidated financial statements by the Board of Directors on 10 March 2020 which might adversely affect the information content of the 2019 consolidated financial statements or which would require disclosure.

1 Performance

In this section, we provide details of the 2019 result of the Komax Group. In addition to earnings per share, we also provide details on revenues, expenses, the financial result, and taxes.

The operating profit (EBIT) of the Komax Group decreased from CHF 67.3 million in 2018 to CHF 24.0 million in 2019. The chart below illustrates the year-on-year change between the current reporting period and the prior year.



1.1 Segment information

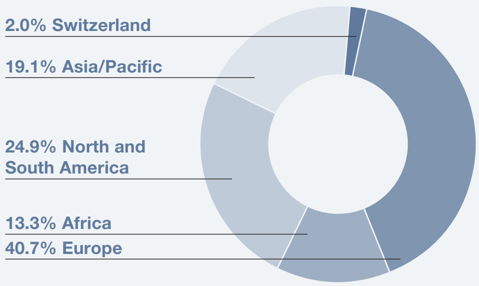
The Komax Group is a global technology company that focuses on markets in the automation sector. As a manufacturer of innovative and high-quality solutions for the wire processing industry, Komax helps its customers implement economical and safe manufacturing processes, especially in the automotive supply sector. All Group companies are active in wire processing, have a uniform client base, and are centrally managed. The Board of Directors and the Group Executive Committee, which make the key strategic and operating decisions, manage the Komax Group primarily on the basis of the financial statements of the individual companies, the Management Information System, and the consolidated financial statements. Due to the commercial similarity and interconnections of the Group companies, Komax presents its business in amalgamated form as a single segment, in accordance with Swiss GAAP FER 31.

1.2 Revenues

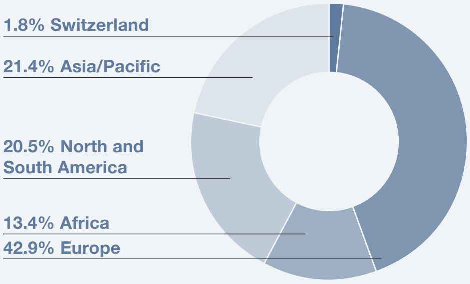
a) Revenues by region

The percentage breakdown of revenues by region is as follows:

2019



2018



b) Construction contracts

In the current reporting period, revenues of CHF 1.5 million (2018: CHF 17.2 million) were recorded from long-term construction contracts on the basis of the POC method.

c) Other operating income

in TCHF	**2019**	2018
Own work capitalized	1 791	436
Government grants	576	284
Gains from the disposal of non-current assets	379	1 085
Other income	57	74
Total other operating income	**2 803**	**1 879**

Key recognition and measurement assumptions

Automated assembly and production contracts are measured according to the POC method, provided the assessment meets the requirements of Swiss GAAP FER 22 “Long-term contracts.” Although projects are assessed monthly and in good faith in accordance with comprehensive project management guidelines, subsequent corrections may be required. These corrections are made in the following period and may have a positive or negative impact on revenue in this period.

Recognition and measurement

Revenue recognition: The Komax Group's consolidated income statement is compiled using the nature of expense method. Net sales comprise the fair value of considerations received or receivable for the sale of goods and services in the course of ordinary business activities after deducting VAT, returns, discounts, and price reductions, and eliminating intragroup sales. Revenues are recognized as described below. For any intermediated transactions, only the value of services provided by Komax itself is reported. Transactions with a number of individually identifiable component parts are recorded and valued separately.

Sale of goods: Revenue from the sale of goods is recognized when risk and rewards of ownership have been transferred to the buyer. All expenses connected with sales are recognized on an accrual basis.

Sale of services: Revenue from the sale of services is recognized in accordance with progress on the service according to the ratio of completed to still outstanding services to be performed during the financial year in which the services are rendered.

Manufacturing contracts: Manufacturing contracts in the automated assembly and production business units, involving the customer-specific manufacture of systems, are valued according to the "percentage of completion method" (POC method) in accordance with Swiss GAAP FER 22. On the balance sheet, these are reported either under "Trade receivables" or "Other payables," depending on the degree to which they are underfinanced or overfinanced. The percentage of completion is calculated according to the "cost-to-cost method" (costs incurred in relation to overall estimated costs of the contract). Anticipated project losses are recognized in full in the income statement. Any costs of debt capital are capitalized provided debt capital is raised for the purpose of financing the project and its costs can be directly attributed to a manufacturing contract.

Leases with Komax as lessor: Contractual relationships in which Komax acts as lessor are reported as financial leases if all risks and returns associated with ownership are essentially transferred to the lessee. At the beginning of the lease, lease payments are recognized in the balance sheet in the amount of the net investment value arising from the lease. Revenue is recorded in the same way as the direct sale of goods. Financial income is spread over the term of the lease.

Assets that are the subject of operating leases are reported in the balance sheet in accordance with their characteristics, and are written down at the normal rates that apply to assets of that type. Lease income is recognized in the income statement on a linear basis over the term of the lease.

Leases with Komax as lessee: Only in exceptional cases does Komax act as lessee in financial lease agreements. A financial lease arises when the lessor transfers virtually all the risks and benefits associated with ownership of the leasing object to the lessee. At the beginning of the contract term, the object in question is recorded on the balance sheet as both an investment asset and a liability at its fair value or (if lower) at the net cash value of future leasing payments. Every lease instalment is broken down into financing costs on the one hand and repayment of the residual debt on the other, so that the interest rate remains constant for the residual liability. Financing costs are booked directly to the income statement as an expense. Capitalized leasing objects are depreciated over their estimated economically useful life, or (if lower) over the contractual period in question.

An operating lease agreement arises when a substantial proportion of the risks associated with ownership remain with the lessor. Payments for operating leasing agreements are booked to the income statement as an expense in a linear way for the entire duration of the agreement.

Government grants: Government grants are recognized if it is likely that the payments will be received and Komax can fulfil the conditions attached to such subsidies. These are recognized in "Other operating income," regardless of when payment is received, and on a pro rata basis in the period in which the associated costs are incurred, and charged to the income statement as an expense. Grants relating to an asset are deducted from the carrying amount.

1.3 Expenses
a) Personnel expenses

in TCHF	2019	2018
Wages and salaries	–129 505	–126 340
Share-based payments settled with equity instruments	–738	–1 294
Share-based payments settled in cash	–224	–32
Social security and pension contributions	–25 480	–24 070
Other personnel costs (in particular training and development)	–5 010	–5 619
Total personnel expenses	**–160 957**	**–157 355**

b) Other operating expenses

in TCHF	2019	2018
Expenditure on operating equipment and energy	–2 587	–2 299
Rental expenses	–3 727	–3 804
Repair and maintenance expenses	–15 448	–15 105
Third-party services for development expenses	–7 507	–8 786
Representation and marketing expenses	–13 784	–13 101
Legal and consultancy expenses	–5 127	–4 850
Shipping and packaging expenses	–7 148	–8 363
Expenditure on administration and sales	–3 306	–3 368
Other expenditure	–2 502	–2 258
Total other operating expenses	**–61 136**	**–61 934**

1.4 Financial result

in TCHF	2019	2018
Interest result (net)	–1 776	–1 434
Exchange rate translation differences (net)	–3 075	–3 791
Total financial expenses	**–4 851**	**–5 225**
Result from associated companies	**0**	**0**
Total financial result	**–4 851**	**–5 225**

Recognition and measurement

Interest: Interest income and expenses are accrued using the effective interest rate method.

1.5 Non-operating and extraordinary result

No non-operating expense/income items were incurred/received in the current reporting period. In the corresponding prior-year period, an income item of CHF 0.4 million was booked in connection with the sale of the non-operating property in York, USA.

No extraordinary expenses were incurred and no extraordinary income was generated in either the current reporting period or during the previous reporting period.

Recognition and measurement

Non-operating result: Non-operating result is expense and income which arise from events or transactions that clearly differ from the usual business activities of the organization.

Extraordinary result: Expense and income which arise extremely rarely in the context of the ordinary operations and which are not predictable are considered as extraordinary.

1.6 Taxes

a) Income taxes

in TCHF	2019	2018
Current income taxes	–5 269	–10 508
Deferred tax income (+) / tax expenses (–)	–694	–126
Total income taxes	**–5 963**	**–10 634**

Analysis of the tax rate

in TCHF	2019	%	2018	%
Group profit before taxes (EBT)	19 184		62 421	
Expected tax expenses	**–4 042**	**21.1**	**–10 922**	**17.5**
Impact of non-capitalized tax-loss carry forwards	–1 723	9.0	–978	1.6
Utilization of non-capitalized tax-loss carry forwards	823	–4.3	1 421	–2.3
Effect of changes in tax rate	163	–0.9	–177	0.3
Tax credits / charges from prior years	–641	3.3	417	–0.7
Effect of non-deductible expenses	–338	1.8	–337	0.5
Effect of non-taxable income	133	–0.7	119	–0.2
Non-reclaimable withholding taxes	–343	1.8	–258	0.4
Others	5	–0.0	81	–0.1
Effective tax expenses	**–5 963**	**31.1**	**–10 634**	**17.0**

As the Group is internationally active, its income taxes are dependent on a number of different tax jurisdictions. The expected income tax rate is equivalent to the weighted average of tax rates of those countries in which the Group is active. Due to the composition of the taxable income of the Group, as well as changes in local tax rates, this Group tax rate varies from year to year.

The expected tax rate based on the ordinary result was at 21.1% (2018: 17.4%).

b) Deferred tax assets and liabilities

in TCHF	**31.12.2019**	31.12.2018
Property, plant, and equipment / intangible assets	7 850	8 714
Trade receivables and inventories[1]	3 735	4 036
Provisions	1 530	1 719
Other items	1 081	466
Total deferred tax assets (gross)	**14 196**	**14 935**
Offset against deferred tax liabilities	–2 975	–2 105
Balance sheet deferred tax assets	**11 221**	**12 830**
Property, plant, and equipment / intangible assets	3 226	2 928
Trade receivables and inventories	2 992	3 589
Provisions	826	665
Other items	746	88
Total deferred tax liabilities (gross)	**7 790**	**7 270**
Offset against deferred tax assets	–2 975	–2 105
Balance sheet deferred tax liabilities	**4 815**	**5 165**
Net deferred tax assets (+) / tax liabilities (–)	**6 406**	**7 665**

[1] Including unrealized intragroup profit.

The non-capitalized and unused tax-loss carry forwards expire as follows:

in TCHF	Within 5 years	After more than 5 years	**Total**
Expiry of unutilized tax-loss carry forwards			
31 December 2019	4 513	68 095	**72 608**
31 December 2018	5 450	62 019	**67 469**

This results in a deferred tax claim (not recognized in the balance sheet) for as yet unutilized tax-loss carry forwards of CHF 19.5 million (31 December 2018: CHF 18.6 million) as well as CHF 3.6 million (31 December 2018: CHF 3.4 million) in not recognized tax credits.

Key recognition and measurement assumptions

In determining the assets and liabilities from current and deferred income taxes, estimates must be made on the basis of existing tax laws and ordinances. Numerous internal and external factors may have favorable and unfavorable effects on the assets and liabilities from income taxes. These factors include changes in tax laws and ordinances, as well as the way they are interpreted, in addition to changes in tax rates and the total amount of taxable income for the particular location. Any changes may affect the assets and liabilities from current and deferred income taxes carried in future reporting periods.

Recognition and measurement

Deferred taxes: Deferred and future tax expenses are calculated on the basis of the comprehensive liability method. This method is based on the tax rates and tax regulations applicable on the balance sheet date or which have in essence been enacted and are expected to apply at the time the deferred tax claim is realized or the deferred tax liability is settled. Deferred and future taxes are calculated on the basis of the temporary differences in value between the individual balance sheets and balance sheets for tax purposes. Such differences primarily exist in the case of non-current assets, inventories, and some provisions. Deferred tax assets are recognized in the amount corresponding to the probability that the Group companies in question will generate sufficient future taxable income to absorb the relevant positive differences in the tax assets.

Loss carry forwards: Future tax savings from offsettable tax-loss carry forwards are not capitalized. The use of these tax-loss carry forwards is recorded upon realization.

Temporary differences on investments in subsidiaries and associates: Deferred tax liabilities are provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference cannot be determined by the Group and it is consequently probable that the temporary difference will not reverse in the foreseeable future.

1.7 Earnings per share (EPS)

in CHF	2019	2018
Group profit (attributable to shareholders' of Komax Holding AG)	**13 220 766**	**51 786 663**
Weighted average number of outstanding shares	3 843 352	3 830 864
Basic earnings per share	**3.44**	**13.52**
Group profit (attributable to shareholders' of Komax Holding AG)	**13 220 766**	**51 786 663**
Weighted average number of outstanding shares	3 843 352	3 830 864
Adjustment for dilution effect of share-based compensation plans	5 765	10 437
Weighted average number of outstanding shares for calculating diluted earnings per share	3 849 117	3 841 301
Diluted earnings per share	**3.43**	**13.48**

Recognition and measurement

Earnings per share: Basic earnings per share are calculated by dividing the consolidated net earnings by the average number of shares outstanding during the fiscal year, excluding treasury shares. Diluted earnings per share are calculated by adding all option rights and non-vested equity rights which would have had a dilutive effect to the average number of shares outstanding.

2 Operating assets and liabilities

In this section we describe the current and non-current operating assets and liabilities. Among other things, this includes further details on receivables, inventories, tangible assets, and intangible assets.

2.1 Current receivables

a) Trade receivables

in TCHF	**31.12.2019**	31.12.2018
Trade receivables	98 452	112 759
less provision for impairment	–244	–90
Accruals for construction contracts	10 887	21 087
less prepayments for construction contracts	–6 309	–8 866
Receivables arising from POC	**4 578**	**12 221**
Total	**102 786**	**124 890**

Overdue trade receivables that had not been written down amounted to CHF 29.3 million on 31 December 2019 (31 December 2018: CHF 29.5 million). Their maturity structure is set out in the following table:

in TCHF	Number of days					
	1–30	31–60	61–90	91–120	>120	**Total**
As at 31 December 2019	15 062	6 119	2 411	1 166	4 513	**29 271**
As at 31 December 2018	15 394	5 102	3 633	1 467	3 890	**29 486**

b) Other receivables

In addition to prepayments to suppliers of CHF 0.8 million (31 December 2018: CHF 1.1 million), other receivables mainly comprise credits due from government organizations (tax authorities) and bills receivable.

Recognition and measurement

Current receivables: Receivables are recorded at nominal value. Impaired receivables are value-adjusted on an individual basis; no flat-rate value adjustments are calculated for the remaining portfolio.

For manufacturing contracts of systems, the inventory includes all costs associated with the systems as well as the production costs. The order costs comprise all costs attributable to the contract from the date the order is received until the balance sheet date. The order proceeds per manufacturing contract are recorded as at 31 December according to the POC.

2.2 Inventories

in TCHF	31.12.2019	31.12.2018
Manufacturing components and spare parts	73 291	64 482
Semi-finished goods / work in process	16 091	16 889
Finished goods	33 964	31 642
Gross value inventories	**123 346**	**113 013**
less impairment	–12 515	–9 580
Inventories	**110 831**	**103 433**

Recognition and measurement

Inventories: Inventories are valued at the lower of acquisition/production costs and net market value. Acquisition/production costs encompass all direct and indirect expenses incurred in bringing inventories to their current location or state (full costs). Discounts are treated as acquisition price reductions. For all inventory components, the ascertainment of value is undertaken for the most part in accordance with the FIFO method. The current market price in the sales market in question is assumed when determining net market value.

2.3 Property, plant, and equipment

in TCHF	Undeveloped property	Land	Buildings	Machines and equipment	Other tangible fixed assets	Assets under construction	**Total property, plant, and equipment**
Costs							
As at 31 December 2017	**1 635**	**14 949**	**80 215**	**40 462**	**10 323**	**15 985**	**163 569**
Additions	0	752	1 370	3 406	2 181	29 409	37 118
Disposals	0	0	–265	–2 166	–846	0	–3 277
Reclassifications	–494	494	551	1 310	–50	–1 811	0
Currency differences	0	–174	–1 083	–816	–270	–376	–2 719
As at 31 December 2018	**1 141**	**16 021**	**80 788**	**42 196**	**11 338**	**43 207**	**194 691**
Additions	0	0	12 619	5 097	2 468	29 026	49 210
Disposals	0	0	–5	–1 434	–498	0	–1 937
Change in scope of consolidation	300	1 008	4 611	1 280	1 034	0	8 233
Reclassifications	0	0	12 451	1 118	–25	–13 544	0
Currency differences	3	–129	–1 308	–546	–301	–184	–2 465
As at 31 December 2019	**1 444**	**16 900**	**109 156**	**47 711**	**14 016**	**58 505**	**247 732**
Depreciation							
As at 31 December 2017	**0**	**0**	**–41 287**	**–22 598**	**–5 965**	**0**	**–69 850**
Additions	0	0	–2 631	–3 675	–1 802	0	–8 108
Disposals	0	0	29	2 103	768	0	2 900
Currency differences	0	0	102	288	206	0	596
As at 31 December 2018	**0**	**0**	**–43 787**	**–23 882**	**–6 793**	**0**	**–74 462**
Additions	0	0	–2 967	–4 048	–1 966	0	–8 981
Disposals	0	0	3	874	317	0	1 194
Change in scope of consolidation	0	0	–814	–791	–667	0	–2 272
Currency differences	0	0	117	212	218	0	547
As at 31 December 2019	**0**	**0**	**–47 448**	**–27 635**	**–8 891**	**0**	**–83 974**
Book values							
As at 31 December 2017	**1 635**	**14 949**	**38 928**	**17 864**	**4 358**	**15 985**	**93 719**
As at 31 December 2018	**1 141**	**16 021**	**37 001**	**18 314**	**4 545**	**43 207**	**120 229**
As at 31 December 2019	**1 444**	**16 900**	**61 708**	**20 076**	**5 125**	**58 505**	**163 758**

Key recognition and measurement assumptions

Property, plant, and equipment are tested for impairment at least once a year. To determine whether impairment exists, estimates are made of the expected future cash flows arising from use. Actual cash flows may differ from the discounted future cash flows based on these estimates.

Recognition and measurement

Property, plant, and equipment: Property, plant, and equipment are accounted for at historical acquisition or production cost less accumulated depreciation. Borrowing costs that incurred during the construction phase through the financing of assets under construction are part of the acquisition cost if they are material. Depreciation is linear over the expected service lifetime.

Depreciation period

Asset category	Years
Machinery	7–10
Tools	7
Measuring, testing, and controlling devices	5
Operating installations	10
Warehouse installations	10–14
Vehicles	5–8
Office equipment	3–10
Information technology	3–5
Solar systems	20
Factory buildings	33
Office buildings	40
Land	no depreciation

2.4 Intangible assets

a) Movements in the intangible assets

in TCHF	Software	Patents and customer base	Software in implementation	**Total intangible assets**
Costs				
As at 31 December 2017	**27 031**	**4 063**	**418**	**31 512**
Additions	2 603	1 238	381	4 222
Disposals	–358	–12	0	–370
Reclassifications	371	0	–371	0
Currency differences	–192	0	–14	–206
As at 31 December 2018	**29 455**	**5 289**	**414**	**35 158**
Additions	3 132	0	2 106	5 238
Disposals	–52	0	0	–52
Change in scope of consolidation	641	41	0	682
Reclassifications	80	0	–80	0
Currency differences	–229	–14	–25	–268
As at 31 December 2019	**33 027**	**5 316**	**2 415**	**40 758**
Depreciation				
As at 31 December 2017	**–12 969**	**–4 063**	**0**	**–17 032**
Additions	–3 252	0	0	–3 252
Disposals	350	12	0	362
Currency differences	143	0	0	143
As at 31 December 2018	**–15 728**	**–4 051**	**0**	**–19 779**
Additions	–3 568	–253	0	–3 821
Disposals	52	0	0	52
Change in scope of consolidation	–637	–18	0	–655
Currency differences	160	6	0	166
As at 31 December 2019	**–19 721**	**–4 316**	**0**	**–24 037**
Book values				
As at 31 December 2017	**14 062**	**0**	**418**	**14 480**
As at 31 December 2018	**13 727**	**1 238**	**414**	**15 379**
As at 31 December 2019	**13 306**	**1 000**	**2 415**	**16 721**

b) Goodwill

Goodwill is offset against Group shareholders' equity upon the acquisition of a subsidiary or the interest in an associated company. Assuming a useful life of five years for trading companies acquired and ten years for production operations acquired plus depreciation on a straight-line basis, the theoretical capitalization of goodwill would have the following impact on the consolidated balance sheet:

in TCHF	**2019**	2018
Historical costs as at 1 January	**72 238**	**72 064**
Additions	18 352	241
Currency differences	–167	–67
Historical costs as at 31 December	**90 423**	**72 238**
Theoretical accumulated depreciation as at 1 January	**–31 856**	**–24 366**
Theoretical depreciation	–8 357	–7 499
Currency differences	56	9
Theoretical accumulated depreciation as at 31 December	**–40 157**	**–31 856**
Theoretical net book value as at 31 December	**50 266**	**40 382**

The capitalization and depreciation of goodwill would have the following theoretical impacts on shareholders' equity and Group profit after taxes:

in TCHF	**31.12.2019**	31.12.2018
Shareholders' equity according to balance sheet	244 604	281 640
Theoretical capitalization of net book value of goodwill	50 266	40 382
Theoretical tax impacts	780	737
Theoretical shareholders' equity	**295 650**	**322 759**

in TCHF	**2019**	2018
Group profit after taxes (EAT) according to income statement	13 221	51 787
Theoretical goodwill depreciation	–8 357	–7 499
Theoretical tax impacts	50	22
Theoretical Group profit after taxes (EAT)	**4 914**	**44 310**

Key recognition and measurement assumptions

Intangible assets and goodwill are tested for impairment if indicators reflect a possible impairment. To determine whether impairment exists, estimates are made of the expected future cash flows arising from use. Actual cash flows may differ from the discounted future cash flows based on these estimates.

Recognition and measurement

Software: Purchased software licenses are capitalized at acquisition or production cost plus costs incurred in readying them for use. The total acquisition cost is amortized on a linear basis over three to eight years. Costs associated with the development or maintenance of software are recorded as expenses at the time they are incurred.

Patents: Patents are recognized at historical acquisition cost less cumulative amortization. Acquisition costs are written down in a linear way over patent life.

Customer base: Customer bases are recognized at historical acquisition cost less cumulative amortization. Acquisition costs are written down in a linear way over five to ten years.

Research and development: Research and development expenditure is fully charged to the income statement. These costs are contained in the positions “Personnel expenses” and “Other operating expenses.”

Goodwill: Companies acquired over the course of the year are revalued and consolidated at the point of acquisition in keeping with standardized Group principles. The difference between the acquisition cost (including material transaction costs) and the prorated fair value of the net assets acquired is described as goodwill. Any potentially existing but not previously capitalized intangible assets taken over as part of the acquisition – such as brands, technology, rights of use, or client lists – are not separately recognized, but remain subsumed under goodwill. Goodwill can also arise from investments in associated companies, whereby this amounts to the difference between the acquisition cost of the investment and the prorated fair value of the net assets acquired. The goodwill resulting from acquisitions is directly offset against Group shareholders’ equity. If the purchase price contains components that are dependent on future results, these components are estimated as accurately as possible at the point of acquisition and then capitalized. In the event of deviations when the purchase price is definitively settled at a later date, the goodwill offset against shareholders’ equity is adjusted accordingly. In case of disposal, acquired goodwill offset with equity at an earlier date is to be considered at original cost to determine the profit or loss recognized in the income statement.

2.5 Other non-current receivables

As at 31 December 2019, as in the corresponding period of the previous year, the other non-current receivables include almost exclusively paid rent deposits.

2.6 Other liabilities

a) Other payables

in TCHF	31.12.2019	31.12.2018
Prepayments by customers	14 952	13 084
Contingent consideration	853	1 427
Current income tax liabilities	3 420	6 125
Prepayments for construction contracts	7 197	2 408
less accruals for construction contracts	–6 167	–2 400
Liabilities arising from POC	**1 030**	**8**
Other positions	11 709	13 259
Total other payables	**31 964**	**33 903**

Key recognition and measurement assumptions

For the determination of the fair value of a contingent consideration, profit and revenue forecasts as well as the current exchange rates are used that might result in a higher or lower fair value measurement. In addition, the continued employment of certain selling shareholders was assumed.

b) Current provisions

in TCHF	2019	2018
Total as at 1 January	**2 975**	**2 359**
Additional provisions	2 618	2 631
Change in scope of consolidation	340	0
Amounts utilized during the year	–1 966	–1 183
Unused amounts reversed	–662	–778
Currency differences	–42	–54
Total as at 31 December	**3 263**	**2 975**

Current provisions are warranty provisions that include material and personnel costs in relation to warranty work.

Key recognition and measurement assumptions

In relation to machines and systems already delivered, Komax calculates the necessary warranty provisions on the balance sheet date on the basis of analysis and estimates. The actual costs may differ from the provisions stated. Any differences may affect the provision carried for warranty events in future reporting periods and therefore the reported result for the period.

Recognition and measurement

Provisions: Provisions are formed if the Group has a current legal or constructive obligation arising from an event in the past, if it appears probable that the asset base will be negatively impacted by settlement of the obligation, and if the amount of the provision can be reliably determined. Provisions for warranties are based on past payments, revenues in prior years, and current contracts. Komax normally gives a one-year warranty on machines and systems.

3 Capital and financial risk management

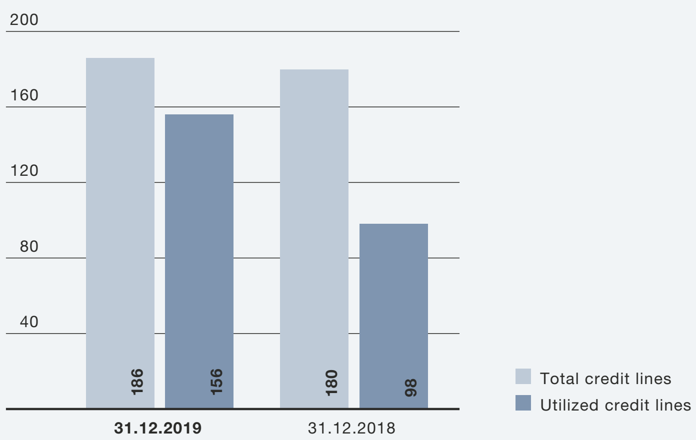
In addition to details on shareholders’ equity, details are also provided on financial risk management at the Komax Group.

3.1 Financial liabilities

in TCHF	Currency	**31.12.2019**	31.12.2018
Bank liabilities	CHF	121 000	59 000
Bank liabilities	EUR	27 792	24 408
Bank liabilities	USD	4 900	6 930
Total financial liabilities		**153 692**	**90 338**

Komax Holding AG finalized an agreement with a bank syndicate for a credit line amounting to CHF 160.0 million (31 December 2018: CHF 160.0 million). Additionally, there are further local credit lines for subsidiaries available amounting to CHF 26.3 million, up to a maximum of CHF 30.0 million (31 December 2018: CHF 19.6 million, up to a maximum of CHF 30.0 million). As at 31 December 2019 the Group has drawn on this credit limit to the amount of CHF 156.0 million (31 December 2018: CHF 98.5 million).

Credit lines Komax Group
in CHF million



The maturities of the financial liabilities (without interest) are as follows:

in TCHF	less than 1 year	1–5 years	over 5 years	**Total**
As at 31 December 2019	18 103	133 881	1 708	**153 692**
As at 31 December 2018	734	86 823	2 781	**90 338**

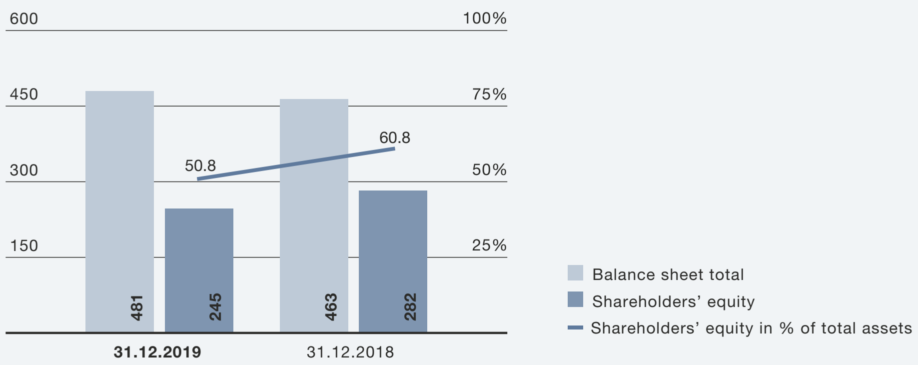
Recognition and measurement

Financial liabilities: Financial liabilities comprising bank loans, mortgages, and bonds are valued at amortized cost. Financial liabilities are recorded as current liabilities in the balance sheet unless the Group has the unconditional right to defer settlement of the liability to a point in time at least twelve months after the relevant balance sheet date.

3.2 Shareholders' equity

This section shows the change in shareholders' equity compared to the prior year.

Shareholders' equity
in CHF million



a) Share capital

Balance sheet date	Number of shares	Par value in CHF	Par value in CHF
31 December 2019	**3 850 000**	**0.10**	**385 000**
31 December 2018	3 847 510	0.10	384 751
31 December 2017	3 834 482	0.10	383 448

All registered shares are fully paid up. The share capital increased due to the exercise of options compared to the prior year.

b) Treasury shares

	2019			2018		
	Number	**Average price in CHF**	**Purchase costs (avg.) in TCHF**	Number	Average price in CHF	Purchase costs (avg.) in TCHF
Total as at 1 January	**9 303**	**248.44**	**2 311**	**16 364**	**247.75**	**4 054**
Purchases	4 490	224.88	1 010	1 000	254.22	254
Transfer (share-based compensation)	–6 672	249.54	–1 665	–8 061	247.75	–1 997
Total as at 31 December	**7 121**	**232.55**	**1 656**	**9 303**	**248.44**	**2 311**

Both at the end of the reporting year and at the end of the prior-year period, all treasury shares were envisaged for share-based compensation programs. All treasury shares are held by Komax Holding AG. Neither the other Group companies nor the staff pension scheme of Komax AG hold any shares of Komax Holding AG.

c) Conditional capital

	2019			2018		
	Number	Par value in CHF	Conditional share capital in CHF	Number	Par value in CHF	Conditional share capital in CHF
Total as at 1 January	**2 490**	**0.10**	**249**	**15 518**	**0.10**	**1 552**
Exercise of options	–2 490	0.10	–249	–13 028	0.10	–1 303
Total as at 31 December	**0**	**0.10**	**0**	**2 490**	**0.10**	**249**

There was no increase in conditional capital either in 2018 or in 2019. Conditional capital was created for management and employee share ownership schemes.

d) Reserves

The non-distributable reserves amounted to CHF 5.2 million as at 31 December 2019 (31 December 2018: CHF 7.8 million).

Recognition and measurement

Treasury shares: Treasury shares are recognized at the average weighted cost of acquisition, including the transaction costs assignable to them, and are then offset against shareholders' equity. When treasury shares are sold or issued, the consideration received is credited to shareholders' equity.

Issuance of shares: Costs that are directly assignable to the issuance of new shares are recognized in shareholders' equity in net form as a deduction from the issue proceeds.

Preferred shares: No preferred shares have been issued to date.

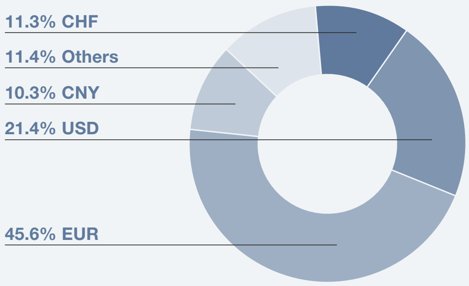
3.3 Financial risk management

The Komax Group is exposed to various financial risks, for example currency, credit, liquidity, and interest rate risks, through its business activities. The Group's overall risk management strategy is focused on the unpredictability of developments in the financial markets and is intended to minimize the potential negative impact on the Group's financial position. The Group uses derivative financial instruments to protect itself against interest rate, currency, and credit risks. Risk management is conducted by the finance department of Komax Holding AG in conformity with the guidelines issued by the Board of Directors. These guidelines set out procedures for the use of derivatives as well as dealing with foreign currency, interest rate, and credit risks. The guidelines are binding for all subsidiaries of the Komax Group.

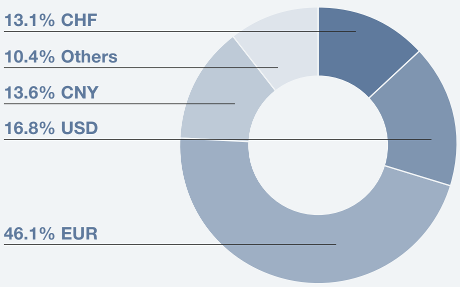
a) Currency risk

The Komax Group operates internationally and is therefore exposed to a variety of foreign exchange risks. Foreign currency risks arise from future cash flows, assets, and liabilities recognized in the balance sheet, and investment in foreign companies. Komax Group generates its revenues in the following currencies:

2019



2018



The most important year-end and average exchange rates were as follows:

Currency	**Year-end rate 31.12.2019**	**Average rate 2019**	Year-end rate 31.12.2018	Average rate 2018
USD	0.980	1.000	0.990	0.990
EUR	1.100	1.130	1.140	1.170
CNY	0.140	0.146	0.145	0.150

Komax is mainly exposed to currency risks relating to the USD, the EUR, and the CNY. Assuming that the average rates against the CHF had been 10% lower or higher and that all other parameters remained largely unchanged, the EBIT margin would have been changed as follows:

	Change EBIT margin 2019	Change EBIT margin 2018
EUR/CHF average rate +/– 10%	+/– 0.8%-pt.	+/– 1.0%-pt.
USD/CHF average rate +/– 10%	+/– 0.9%-pt.	+/– 0.8%-pt.
CNY/CHF average rate +/– 10%	+/– 0.5%-pt.	+/– 0.7%-pt.

b) Credit risk

Credit risks may exist with regard to bank account balances, derivative financial instruments, and receivables from customers. Komax regularly reviews the independent ratings of financial institutions. Moreover, all risks pertaining to cash and cash equivalents are further minimized by using a variety of banks rather than one single bank.

c) Capital risk

In the management of its capital, the Komax Group pays special attention to ensuring that the Group is able to continue to operate, that shareholders receive an appropriate return for their risks, and that financial ratios are optimized, taking the cost of capital into account. To achieve these targets, Komax may adjust its dividend payment, issue new shares, or sell assets in order to scale back its debt.

d) Liquidity risk

Prudent liquidity risk management involves maintaining sufficient reserves of cash and cash equivalents and liquid securities as well as financing capacity through an adequate volume of approved lines of credit. The amount of cash required for operations is reviewed annually and monitored on a monthly basis by the finance department. Given the business environment in which Komax operates, it is also essential for the Group to maintain the necessary flexibility in financing by maintaining sufficient unused lines of credit.

e) Interest rate risk

Neither at 31 December 2019 nor at the prior year's balance sheet date did the Komax Group possess any assets that were subject to any material rate of interest. The Group's financial risk policy is to finance long-term investments with long-term liabilities, which gives rise to an interest rate risk. If there is a significant interest rate risk, the related cash flow risks are hedged through interest rate swaps.

4 Group structure

This section contains details on the scope of consolidation, including any changes (acquisitions, business areas to be discontinued). The list of investments additionally contains all directly and indirectly held investments as at 31 December 2019.

4.1 Scope of consolidation

The consolidated financial statements incorporate the individual financial statements of Komax Holding AG, Dierikon, and its subsidiaries.

In addition to the acquisitions of Artos Engineering and Exmore listed under Note 4.2, a further subsidiary was founded in the first half of 2019 in the form of Komax Distribution (Thailand) Co., Ltd., which commenced operating activity in the second half of 2019. In the prior-year period, another subsidiary was founded in the form of Komax TSK Maroc Sàrl., Morocco. In addition, the no longer operationally active subsidiary company TSK Test Systems (Shanghai) Co. Ltd., China, was liquidated in 2018.

Recognition and measurement

Subsidiaries: Subsidiaries are fully consolidated if Komax Holding AG exercises control over their financial and business policies. As a rule, this is the case if Komax Holding AG directly or indirectly holds more than 50% of the subsidiary's voting capital.

Date of consolidation: Subsidiaries are included in the consolidated financial statements from the date on which the Group assumes control. They are deconsolidated from the date on which control is ceded.

Intragroup eliminations: Intragroup transactions, intragroup balances, and unrealized gains or losses from transactions between Group companies are eliminated from the scope of consolidation.

4.2 Business combinations
a) Acquisitions 2019

in TCHF	Exmore	Artos Engineering	Total
Acquired net assets at fair value			
Cash and cash equivalents	3 235	286	**3 521**
Trade receivables	2 127	1 710	**3 837**
Other receivables	248	35	**283**
Inventories	3 360	4 029	**7 389**
Accrued income and prepaid expenses	178	83	**261**
Property, plant, and equipment	3 392	2 569	**5 961**
Intangible assets	1	26	**27**
Deferred tax assets	83	673	**756**
Other non-current receivables	0	7	**7**
Total assets	**12 624**	**9 418**	**22 042**
Current financial liabilities	–37	–1 652	**–1 689**
Trade payables	–2 593	–1 566	**–4 159**
Other payables	–2 364	–523	**–2 887**
Current provisions	–325	–15	**–340**
Accrued expenses and deferred income	–1 527	–602	**–2 129**
Non-current financial liabilities	–31	–2 242	**–2 273**
Deferred tax liabilities	–437	–88	**–525**
Total liabilities	**–7 314**	**–6 688**	**–14 002**
Acquired net assets	**5 310**	**2 730**	**8 040**
Acquisition costs	**156**	**145**	**301**
Goodwill	**10 835**	**7 216**	**18 051**
Total consideration	**16 301**	**10 091**	**26 392**
Contingent consideration	0	1 889	**1 889**
Transferred consideration	16 301	8 202	**24 503**
less acquired cash and cash equivalents	–3 235	–286	**–3 521**
Net cash out 2019	**13 066**	**7 916**	**20 982**

Exmore
Komax acquired a 100% stake in Exmore NV, Belgium, as per 1 October 2019. The acquired company generated revenues of CHF 3.4 million from 1 October 2019. The repercussions of this acquisition for Group profit after taxes are negligible.

Artos Engineering
Komax acquired a 100% stake in Artos Engineering Company, USA, and its subsidiary Artos Engineering France S.à.r.l., France, as per 1 April 2019. The acquired company generated revenues of CHF 9.4 million from 1 April 2019. The repercussions of this acquisition for Group profit after taxes are negligible.

b) Acquisitions 2018

In December 2018 the newly founded company Komax TSK Maroc Sàrl., Morocco, took over the assets as well as all employees of TX Mechatronics Sàrl., Morocco. With this asset deal Komax strengthend its testing business in North Africa. Previously, production for Moroccan customers had taken place at the Komax companies in Tunisia and Turkey. Komax Morocco had also worked on an ad hoc basis with TX Mechatronics, which manufactured testing systems in Morocco. The repercussions of this acquisition for the presentation of the consolidated financial statements were not significant.

4.3 Investments in associates

As at 31 December 2018, Komax still held a stake in Xcell Automation Inc., York, USA, which was accounted for as an associated company. The company was liquidated in 2019. The stake was valued at CHF 0.0 million as at 31 December 2018.

Recognition and measurement

Investments in associates: Companies in which the Komax Group holds at least 20% of voting rights but in which it has a stake of less than 50% or on which it exerts a key influence in other ways are recognized by the equity method, and initially recorded at the corresponding acquisition cost.

4.4 Equity holdings

Direct and indirect equity participation of Komax Holding AG as at 31 December 2019

Company	Place
Switzerland	
Komax Management AG	Dierikon, Switzerland
Komax AG	Dierikon, Switzerland
Europe	
Artos Engineering France S.à.r.l.	Treillières, France
Exmore NV	Beerse, Belgium
Kabatec GmbH & Co. KG	Burghaun, Germany
TSK Test Systems Bulgaria Ltd.	Yambol, Bulgaria
Komax Consult Deutschland GmbH	Nuremberg, Germany
Komax France Sàrl.	Domont, France
Komax Kabelverarbeitungs-Systeme Deutschland GmbH	Nuremberg, Germany
Komax Kabatec Verwaltungs GmbH	Burghaun, Germany
Komax Portuguesa S.A.	Alcabideche, Portugal
Komax SLE GmbH & Co. KG	Grafenau, Germany
Komax SLE Verwaltungs GmbH	Grafenau, Germany
Komax Thonauer Kft.	Budakeszi, Hungary
Laselec SA	Toulouse, France
SC Thonauer Automatic s.r.l.	Bucharest, Romania
Thonauer Gesellschaft m.b.H.	Vienna, Austria
Thonauer spol. s.r.o.	Brno, Czech Republic
Thonauer s.r.o.	Bratislava, Slovakia
TSK Beteiligungs GmbH	Porta Westfalica, Germany
TSK Prüfsysteme GmbH	Porta Westfalica, Germany
TSK Test Sistemleri San. Ltd. Şti.	Ergene/Tekirdağ, Turkey
TSK Test Systems SRL	Bistrita, Romania
Africa	
Komax Maroc Sàrl.	Mohammédia, Morocco
Komax TSK Maroc Sàrl.	Tangier, Morocco
TSK Tunisia s.a.l.	Tunis, Tunisia
North/South America	
Artos Engineering Company	Brookfield, Wisconsin, USA
Komax Comercial do Brasil Ltda.	São Paulo, Brazil
Komax Corp.	Buffalo Grove, Illinois, USA
Komax de México S. de R.L. de C.V.	Irapuato, Mexico
Komax Holding Corp.	Buffalo Grove, Illinois, USA
Komax York Inc.	Buffalo Grove, Illinois, USA
Laselec Inc.	Grand Prairie, Texas, USA
TSK Sistemas de Testes do Brasil Ltda.	Colombo, Brazil
TSK Test Systems Mexico, S. de R.L. de C.V.	Irapuato, Mexico
TSK Innovations Co.	El Paso, Texas, USA
Asia	
Komax Automation India Pvt. Ltd.	Gurgaon, India
Komax Distribution (Thailand) Co., Ltd.	Bangkok, Thailand
Komax Japan K.K.	Tokyo, Japan
Komax Shanghai Co. Ltd.	Shanghai, China
Komax Singapore Pte. Ltd.	Singapore

Purpose	Participation	Consolidation	Ordinary capital	
Group services and management	100%	Full consolidation	CHF	100 000
R&D, engineering, production, marketing, sales	100%	Full consolidation	CHF	5 000 000
Sales	100%	Full consolidation	EUR	182 939
R&D, engineering, production, marketing, sales	100%	Full consolidation	EUR	60 760
R&D, engineering, production, marketing, sales	100%	Full consolidation	EUR	100 000
Engineering, production, marketing, sales	100%	Full consolidation	BGN	600 000
Regional services	100%	Full consolidation	EUR	30 000
Sales	100%	Full consolidation	EUR	1 500 000
Sales	100%	Full consolidation	EUR	400 000
Administration	100%	Full consolidation	EUR	25 000
Sales	100%	Full consolidation	EUR	750 000
R&D, engineering, production, marketing, sales	100%	Full consolidation	EUR	5 700 000
Administration	100%	Full consolidation	EUR	25 000
R&D, engineering, production, marketing, sales	100%	Full consolidation	HUF	10 000 000
R&D, engineering, production, marketing, sales	100%	Full consolidation	EUR	545 280
Sales	100%	Full consolidation	RON	2 200 000
Sales	100%	Full consolidation	EUR	36 336
Sales	100%	Full consolidation	CZK	200 000
Sales	100%	Full consolidation	EUR	6 639
Holding of equity interests	100%	Full consolidation	EUR	4 000 000
R&D, engineering, production, marketing, sales	100%	Full consolidation	EUR	1 764 700
Engineering, production, marketing, sales	100%	Full consolidation	TRY	14 950 000
Sales	100%	Full consolidation	RON	110 152
Sales	100%	Full consolidation	MAD	10 000 000
Engineering, production, marketing, sales	100%	Full consolidation	EUR	300 000
Engineering, production, marketing, sales	100%	Full consolidation	TND	366 000
R&D, engineering, production, marketing, sales	100%	Full consolidation	USD	330 905
Sales	100%	Full consolidation	BRL	200 000
Sales	100%	Full consolidation	USD	1 000 000
Sales	100%	Full consolidation	MXN	3 000
Holding of equity interests	100%	Full consolidation	USD	8 160 000
Administration	100%	Full consolidation	USD	150
Sales	100%	Full consolidation	USD	1
Engineering, production, marketing, sales	100%	Full consolidation	BRL	362 500
Production	100%	Full consolidation	MXN	3 000
Engineering, production, marketing, sales	100%	Full consolidation	USD	1 000 000
Sales	100%	Full consolidation	INR	10 000 000
Sales	100%	Full consolidation	THB	33 000 000
R&D, production, marketing, sales	100%	Full consolidation	JPY	90 000 000
R&D, production, sales	100%	Full consolidation	USD	12 210 000
R&D, production, sales	100%	Full consolidation	SGD	8 600 000

5 Other information

This section contains all the information not addressed in the previous sections, e.g. information on employee benefits and share-based compensation.

5.1 Employee benefits

in TCHF		2019	2018
	Surplus cover as per FER 26	**Economic share within the Group**	Economic share within the Group
Pension plans with surplus cover	269	0	0
Total	**269**	**0**	**0**

in TCHF			2019	2018
	Change compared to prior year / expense of reporting period	Contributions accrued for the period	**Employee benefits expenditure in personnel expenses**	Employee benefits expenditure in personnel expenses
Pension plans with surplus cover	0	4 881	4 881	4 536
Total	**0**	**4 881**	**4 881**	**4 536**

The employee benefits expenditure stated only comprises contributions made to the benefit schemes at the expense of the company.

The pension plans with surplus cover are related to the staff pension scheme of Komax AG in Switzerland. The coverage rate amounted to 115.8% as at 31 December 2019 (31 December 2018: 111.4%). The actuarial calculations are based on a technical interest rate of 2.0% (31 December 2018: 2.5%) as well as the technical basis of BVG 2015 (31 December 2018: BVG 2015).

There were no material employer contribution reserves as at 31 December 2019 or as at 31 December 2018.

Recognition and measurement

Employee benefits: The key companies are based in Switzerland, where employee benefits are amalgamated in a legally independent foundation regulated by the Federal Law on Old-Age, Survivors' and Disability Insurance (BVG). No significant pension plans are managed abroad. The ascertainment of any surplus or shortfall in respect of Swiss pension plans is undertaken on the basis of the annual financial statements of the corresponding pension schemes in accordance with Swiss GAAP FER 26. Any benefit arising from employer contribution reserves is recognized as an asset. The capitalization of an additional economic benefit (as a result of a pension scheme having surplus cover) is not intended, nor are the prerequisites for such a step met. An economic obligation is carried as a liability if the prerequisites for the creation of a provision are met.

5.2 Share-based compensation

The Komax Group had the following share-based compensation agreements:

a) Share option plan of the Komax Group

The share option plan took the form of share-based compensation settled in equity instruments by means of a capital increase (equity-settled plan) for the Board of Directors and the Komax Group management. The number of options allocated depended on the individual performance of the entitled employee. The options granted entitled holders to subscribe one Komax Holding AG share per option and were valid for five years. They had a predetermined exercise price and were subject to a three-year lock-in period. The allocation of share options was discontinued at the end of 2015. In the prior year period 2018, 15 128 options were exercised and 3 361 options expired.

b) Komax Performance Share Unit Plan (PSU)

The plan (equity-settled plan) for the executive management comprises PSUs with a three-year vesting period which are dependent on the attainment of a performance target and the continuation of the employment relationship. The number of PSUs allocated is calculated by dividing a fixed amount by the average closing share price during the 60 days preceding the start of the vesting period. The actual payout at the end of the vesting period takes the form of shares, and is dependent on the average EBIT margin or RONCE over three years compared to the target determined in advance by the Board of Directors. The payout multiplier may range between 0% and 150%. The actual value of the allocation at the end of the vesting period is therefore dependent on the payout multiplier and the development of the share price over the course of the vesting period. In the event of any termination of the employment relationship, pro rata vesting applies at the ordinary vesting date.

Terms of outstanding rights as at 31 December 2019

		2017–2019	2018–2020	2019–2021
Number of outstanding rights		1 236	1 187	960
Vesting period		3 years	3 years	3 years
Allocation		2020	2021	2022
Fair value on the day of granting	CHF	241.98	295.00	265.51
Total fair value at allocation	**TCHF**	**299**	**350**	**255**

c) Komax Long-term Share Incentive Plan

The plan (equity-settled plan) for managers is currently not linked to profitability conditions, and contains a three-year vesting period. The number of shares allocated is calculated by dividing a fixed amount by the average closing share price during the 60 days preceding the start of the vesting period. The actual payout at the end of the vesting period takes the form of shares. In the event of any termination of the employment relationship, pro rata vesting applies at the ordinary vesting date.

Number of rights	2019	2018
Total as at 1 January	**7 245**	**9 111**
Granted 1 January	1 935	1 660
Forfeited	0	0
Transferred to participants	–3 090	–3 526
Total as at 31 December	**6 090**	**7 245**

The fair value on the day of granting amounted to CHF 265.51 (2018: CHF 295.00).

d) Komax Long-term Cash Incentive Plan

The plan (cash-settled plan) for managers is currently not linked to profitability conditions, and contains a three-year vesting period. The actual payout at the end of the vesting period is determined at the end of the performance period, and is based on a multiplication of the allocation amount by the share price performance factor (ratio of final share price to starting share price).

Number of rights	2019	2018
Total as at 1 January	**3 694**	**4 268**
Granted 1 January	1 432	1 189
Forfeited	–181	–15
Transferred to participants	–1 343	–1 748
Total as at 31 December	**3 602**	**3 694**

The fair value on the day of granting amounted to CHF 265.51 (2018: CHF 294.60).

e) Komax Restricted Share Plan

Restricted shares are allocated to Board members at the end of their period of office shortly before the Annual General Meeting (equity-settled plan); the lock-in period is three years. In the event of resignation from office as a result of retirement, death, or disability, the entitlement to restricted shares is calculated on a pro rata temporis basis. In such cases, lock-in periods may be either continued or rescinded at the discretion of the Board of Directors. In the 2019 financial year, 791 shares (2018: 640 shares) with a fair value of CHF 210.00 (2018: CHF 270.00) on the date of granting were allocated to the Board of Directors.

Recognition and measurement

Share-based compensation: All share-based compensation granted to staff is estimated at fair value as per the date it is granted, and is charged evenly across the vesting period to the corresponding income statement positions within the operating result. In the case of compensation plans involving remuneration in the form of equity instruments, the expense of the granted compensation is booked as an increase in shareholders' equity, and any funds received from the exercise of this compensation following the vesting period are booked as a change in shareholders' equity. The fair value of the amount that is to be paid to employees in respect of share appreciation rights and settled in the form of cash is booked as an expense with a corresponding increase in debt over the period in which employees acquire unrestricted access to these payments.

5.3 Related party transactions

Transactions with associated companies

in TCHF	**2019**	2018
Sale of goods and services	0	36
Interest income	0	69
Other receivables (current and non-current) as at 31 December	0	69

Related party transactions include members of the Board of Directors, members of the Executive Committee, pension funds, and key shareholders, as well as companies controlled by the same. In the year under review, no transactions were entered into with closely linked persons in connection with the sale and purchase of goods and services (2018: none). With the exception of the regular employer contributions to the pension fund, no transactions were effected with related parties (2018: none).

5.4 Off-balance-sheet transactions

a) Contingent liabilities

Aside from a service performance guarantee of CHF 0.3 million (31 December 2018: CHF 0.7 million), there were other guarantees of CHF 2.4 million (31 December 2018: CHF 8.1 million) granted; these almost exclusively comprise guarantees granted to customers for advance payments. In addition to the above-mentioned guarantees, there were other contingent liabilities associated with the sale of business units that could protect the buyer against potential tax, legal, and/or other imponderables in connection with the acquired business unit. On the basis of its current risk appraisal, Komax does not expect any cash outflows in connection with the above-mentioned contingent liabilities.

b) Ownership restrictions for own liabilities

in TCHF	**31.12.2019**	31.12.2018
Book value real estate	18 867	8 106
Lien on real estate	7 280	5 472
Utilization	6 283	5 358

The pledged assets will be used to secure own liabilities.

c) Contractual obligations

As at 31 December 2019, contractual obligations of CHF 15.6 million were existing in respect of the acquisition of property, plant, and equipment (31 December 2018: CHF 36.5 million). Future liabilities arising from operating lease agreements amount to CHF 2.7 million due in 2020 and CHF 3.0 million due in 2021–2024 (31 December 2018: CHF 2.5 million due in 2019 and CHF 3.8 million due in 2020–2023).

5.5 Other key accounting principles

a) Key figures not defined under Swiss GAAP FER

By stating its free cash flow in the cash flow statement, the Komax Group is reporting an item that is not in conformity with Swiss GAAP FER but is nonetheless a key figure for Komax, as well as being widely used and recognized in the financial sector. This key figure is an amalgamation of cash flow from operating activities and cash flow from investing activities. In the income statement, Komax discloses the revenues as an additional subtotal that is not defined under Swiss GAAP FER. This subtotal includes other operating income in addition to net sales and is used for the calculation of important key figures. As gross profit is an important key figure for Komax, the corresponding interim total is reported separately in the income statement. Gross profit comprises revenues (net sales and other operating income) minus the cost of materials and changes in inventory of unfinished and finished products.

b) Currency conversion

Recognition and measurement

Functional currency and reporting currency: Items included in the financial statements of each entity are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (the functional currency). The consolidated financial statements are presented in CHF, which is the functional currency of the parent company, Komax Holding AG.

Transactions and balances: Foreign currency transactions are translated into the functional currency at the rate prevailing on the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement.

Group companies: The earnings and balance sheet figures of foreign business units with a functional currency other than the Swiss franc are translated to Swiss francs as follows:
a) Assets and liabilities are translated at the exchange rate on the balance sheet date for each such date.
b) Revenues and expenses are translated at the weighted average exchange rate for each income statement.
c) All exchange rate gains and losses are recognized in shareholders' equity and reported on a separate line within the retained earnings.
Exchange rate differences arising from the translation of net investments in foreign business units are recognized under comprehensive income. When a foreign company is sold, these exchange rate differences are reported in income as part of the gain or loss from the sale.

c) Other important accounting policies

Recognition and measurement

Cash and cash equivalents: Cash and cash equivalents includes banknotes, sight deposits, and other current, highly liquid financial assets with an original maturity of no greater than three months. Utilized current account overdrafts are shown on the balance sheet as payables to credit institutions under current financial liabilities.

Trade payables: Trade payables are valued initially at fair value, which is normally the amount originally invoiced, and subsequently measured at amortized cost.

Non-operating properties: Investment property encompasses land and buildings held with a view to generating rental income or for purposes of capital appreciation, and not for internal production purposes, the delivery of goods, or the provision of services, administrative purposes, or sales in the context of ordinary business activity. Investment property is valued at acquisition or construction cost less cumulative depreciation.

Transactions with minorities: Changes in ownership interests in subsidiaries are recognized as equity capital transactions provided control remains intact.

Impairment of non-monetary assets: Assets subject to planned amortization are also tested for impairment if events or changes in circumstances create a presumption that the carrying value can potentially no longer be realized. An impairment is recorded in the amount by which the asset's carrying value exceeds its realizable value. The realizable value is the greater of the asset's fair value less disposal costs and its use value. In determining impairments, assets are grouped according to the smallest separately identifiable cash-generating units.

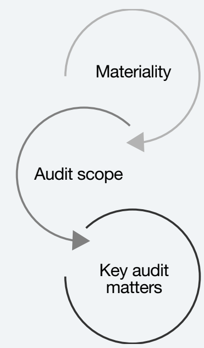
Report of the statutory auditor to the General Meeting of Komax Holding AG, Dierikon

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 income statement, the consolidated balance sheet as at 31 December 2019, the consolidated statement of shareholders' equity and the consolidated cash flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.
In our opinion, the consolidated financial statements on pages 84 to 119 give a true and fair view of the consolidated financial position of the Group as at 31 December 2019 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 2 400 000

We concluded full scope audit work at eight reporting units in six countries. Our audit scope addressed 58% of the Group's net sales. In addition, 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 (five different countries). These addressed a further 13% of net sales of the Group.

As key audit matter, the following area of focus was identified:
– Revenue recognition in the appropriate period

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 Group 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 2 400 000
How we determined it	0.6% of net sales, rounded
Rationale for the materiality benchmark applied	We chose net sales as the benchmark for determining materiality. This benchmark takes into account the volatility of the business environment and is a generally accepted benchmark for materiality considerations.

We agreed with the Audit Committee that we would report to them misstatements above CHF 170 000 identified during our audit as well as any misstatements below that amount which, in our view, warranted reporting for qualitative reasons.

Audit scope
We designed our audit by determining materiality and assessing the risks of material misstatement in the consolidated financial statements. In particular, we considered where subjective judgements were made; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.
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 42 entities. We identified eight 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 6% of Group net sales.
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.

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
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 goods delivered and services rendered are transferred in accordance with the Swiss GAAP FER accounting requirements. 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. Please refer to page 92 of the notes to the consolidated financial statements.	We checked on a sample basis that revenue was recognised in the correct period for the months of December 2019 and January 2020. 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. 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 2019.

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 judgment 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.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.
- 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	Sebastian Gutmann Audit expert

Basel, 16 March 2020