

Groclin Luxembourg
Société à responsabilité limitée

Annual Accounts

for the period from January 1, 2018
to December 31, 2018

412F, route d' Esch
L-2086, Luxembourg
R.C.S.: B195512
Share capital: EUR 2.662.500

Annual Accounts Helpdesk :**Tel. : (+352) 247 88 494****Email : centralebilans@statec.etat.lu**

RCSL Nr. : B195512

Matricule : 2015 2412 801

ABRIDGED BALANCE SHEET**Financial year from** ⁰¹ 01/01/2018 **to** ⁰² 31/12/2018 ⁽ⁱⁿ ⁰³ EUR ⁾**Groclin Luxembourg S. à r. l.****412F route d'Esch****L-2086 Luxembourg****ASSETS**

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid	1101	101 <u>0.00</u>	102 <u>0.00</u>
I. Subscribed capital not called	1103	103 <u>0.00</u>	104 <u>0.00</u>
II. Subscribed capital called but unpaid	1105	105 <u>0.00</u>	106 <u>0.00</u>
B. Formation expenses	1107	107 <u>0.00</u>	108 <u>0.00</u>
C. Fixed assets	1109	109 <u>22 474 000.00</u>	110 <u>22 474 000.00</u>
I. Intangible assets	1111	111 <u>0.00</u>	112 <u>0.00</u>
II. Tangible assets	1125	125 <u>0.00</u>	126 <u>0.00</u>
III. Financial assets	1135 Note 3	135 <u>22 474 000.00</u>	136 <u>22 474 000.00</u>
D. Current assets	1151	151 <u>2 717.00</u>	152 <u>4 238.00</u>
I. Stocks	1153	153 <u>0.00</u>	154 <u>0.00</u>
II. Debtors	1163	163 <u>0.00</u>	164 <u>0.00</u>
a) becoming due and payable within one year	1203	203 <u>0.00</u>	204 <u>0.00</u>
b) becoming due and payable after more than one year	1205	205 <u>0.00</u>	206 <u>0.00</u>
III. Investments	1189	189 <u>0.00</u>	190 <u>0.00</u>
IV. Cash at bank and in hand	1197	197 <u>2 717.00</u>	198 <u>4 238.00</u>
E. Prepayments	1199	199 <u>0.00</u>	200 <u>0.00</u>
TOTAL (ASSETS)		201 <u>22 476 717.00</u>	202 <u>22 478 238.00</u>

The notes in the annex form an integral part of the annual accounts

RCSL Nr. : B195512

Matricule : 2015 2412 801

CAPITAL, RESERVES AND LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
I. Subscribed capital	1301 <u>Note 6</u>	301 <u>22 387 173.00</u>	302 <u>22 409 958.00</u>
II. Share premium account	1303 <u>Note 4</u>	303 <u>2 662 500.00</u>	304 <u>2 662 500.00</u>
III. Revaluation reserve	1305 <u>Note 5</u>	305 <u>19 824 000.00</u>	306 <u>19 824 000.00</u>
IV. Reserves	1307	307 <u>0.00</u>	308 <u>0.00</u>
V. Profit or loss brought forward	1309	309 <u>0.00</u>	310 <u>0.00</u>
VI. Profit or loss for the financial year	1319 <u>Note 6</u>	319 <u>-76 542.00</u>	320 <u>-54 461.00</u>
VII. Interim dividends	1321	321 <u>-22 785.00</u>	322 <u>-22 081.00</u>
VIII. Capital investment subsidies	1323	323 <u>0.00</u>	324 <u>0.00</u>
	1325	325 <u>0.00</u>	326 <u>0.00</u>
B. Provisions	1331	331 <u>0.00</u>	332 <u>0.00</u>
C. Creditors	1435	435 <u>89 544.00</u>	436 <u>68 280.00</u>
a) becoming due and payable within one year	1453	453 <u>89 544.00</u>	454 <u>68 280.00</u>
b) becoming due and payable after more than one year	1455	455 <u>0.00</u>	456 <u>0.00</u>
D. Deferred income	1403	403 <u>0.00</u>	404 <u>0.00</u>
TOTAL (CAPITAL, RESERVES AND LIABILITIES)		405 <u>22 476 717.00</u>	406 <u>22 478 238.00</u>

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Annual Accounts Helpdesk :**Tel. : (+352) 247 88 494****Email : centralebilans@statec.etat.lu****RCSL Nr. : B195512****Matricule : 2015 2412 801****ABRIDGED PROFIT AND LOSS ACCOUNT****Financial year from** ⁰¹ 01/01/2018 **to** ⁰² 31/12/2018 **(in** ⁰³ EUR **)****Groclin Luxembourg S. à r. l.****412F route d'Esch****L-2086 Luxembourg****ABRIDGED PROFIT AND LOSS ACCOUNT**

	Reference(s)	Current year	Previous year
1. to 5. Gross profit or loss	1651 _____	651 <u>-17 970.00</u>	652 <u>-17 262.00</u>
6. Staff costs	1605 _____	605 <u>0.00</u>	606 <u>0.00</u>
a) Wages and salaries	1607 _____	607 <u>0.00</u>	608 <u>0.00</u>
b) Social security costs	1609 _____	609 <u>0.00</u>	610 <u>0.00</u>
i) relating to pensions	1653 _____	653 <u>0.00</u>	654 <u>0.00</u>
ii) other social security costs	1655 _____	655 <u>0.00</u>	656 <u>0.00</u>
c) Other staff costs	1613 _____	613 <u>0.00</u>	614 <u>0.00</u>
7. Value adjustments	1657 _____	657 <u>0.00</u>	658 <u>0.00</u>
a) in respect of formation expenses and of tangible and intangible fixed assets	1659 _____	659 <u>0.00</u>	660 <u>0.00</u>
b) in respect of current assets	1661 _____	661 <u>0.00</u>	662 <u>0.00</u>
8. Other operating expenses	1621 _____	621 <u>0.00</u>	622 <u>0.00</u>

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Matricule : 2015 2412 801

	Reference(s)	Current year	Previous year
9. Income from participating interests			
a) derived from affiliated undertakings	1715 _____	715 <u>0.00</u>	716 <u>0.00</u>
b) other income from participating interests	1717 _____	717 <u>0.00</u>	718 <u>0.00</u>
	1719 _____	719 <u>0.00</u>	720 <u>0.00</u>
10. Income from other investments and loans forming part of the fixed assets			
a) derived from affiliated undertakings	1721 _____	721 <u>0.00</u>	722 <u>0.00</u>
b) other income not included under a)	1723 _____	723 <u>0.00</u>	724 <u>0.00</u>
	1725 _____	725 <u>0.00</u>	726 <u>0.00</u>
11. Other interest receivable and similar income			
a) derived from affiliated undertakings	1727 _____	727 <u>0.00</u>	728 <u>0.00</u>
b) other interest and similar income	1729 _____	729 <u>0.00</u>	730 <u>0.00</u>
	1731 _____	731 <u>0.00</u>	732 <u>0.00</u>
12. Share of profit or loss of undertakings accounted for under the equity method			
	1663 _____	663 <u>0.00</u>	664 <u>0.00</u>
13. Value adjustments in respect of financial assets and of investments held as current assets			
	1665 _____	665 <u>0.00</u>	666 <u>0.00</u>
14. Interest payable and similar expenses			
a) concerning affiliated undertakings	1627 _____	627 <u>0.00</u>	628 <u>-4.00</u>
b) other interest and similar expenses	1629 _____	629 <u>0.00</u>	630 <u>0.00</u>
	1631 _____	631 <u>0.00</u>	632 <u>-4.00</u>
15. Tax on profit or loss			
	1635 _____	635 <u>0.00</u>	636 <u>0.00</u>
16. Profit or loss after taxation			
	1667 _____	667 <u>-17 970.00</u>	668 <u>-17 266.00</u>
17. Other taxes not shown under items 1 to 16			
	1637 <u>Note 7</u>	637 <u>-4 815.00</u>	638 <u>-4 815.00</u>
18. Profit or loss for the financial year			
	1669 _____	669 <u>-22 785.00</u>	670 <u>-22 081.00</u>

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Groclin Luxembourg S.à r.l.

Notes to the annual accounts as at December 31, 2018

1. General

Groclin Luxembourg (the “**Company**”) is a Luxembourg company incorporated on March 16, 2015, as a limited liability company (société à responsabilité limitée) for an unlimited period of time.

The registered office of the Company was established in Bertrange, at 33 Rue du Puits Romain, L-8070 Bertrange. As per 24 April 2019 the registered address changed, as per notary deed dated 24 April 2019, the Company has its registered office to the municipality of Luxembourg City, 412F, route d'Esch, L-2086 Luxembourg.

The Company is a wholly owned subsidiary of **PKC Group Poland Holding**, a limited liability company governed by the laws of the Poland, having its registered office at 19, al. Jana Pawła II, 00-854 Warsaw, Poland, registered with the Polish National Register. The Company is included in the consolidated accounts of **MSSL Estonis WH OÜ** forming the largest body of undertakings of which the company forms a part as a direct subsidiary undertaking. The consolidated accounts can be obtained at that address.

The Company's financial year starts on January 1st and ends on December 31st of each year. Exceptionally, the first financial year began on the date of incorporation and ended on December 31, 2015.

The corporate objective of the Company is the acquisition of participations, in Luxembourg or abroad, in companies or enterprises in any form whatsoever and the management of such participations. The Company may in particular acquire by subscription, purchase, exchange or in any other manner any stock, shares, and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents and/or other intellectual property rights of any nature or origin whatsoever.

2. Summary of significant accounting policies

2.1 Basis of presentation

The annual accounts have been prepared in accordance with the Luxembourg legal and regulatory requirements under the historical cost convention. Accounting policies and valuation rules are, besides the ones laid down by the Law of 19 December 2002, determined and applied by the Board of Managers.

Groclin Luxembourg S.à r.l.

Notes to the annual accounts as at December 31, 2018

2.1 Basis of presentation - continued

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Managers to exercise their judgment in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed.

Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2.2 Significant accounting policies

The main valuation rules applied by the Company are the following:

2.2.1. Fixed financial assets

Historical cost model.

Loans are valued at nominal value including the expenses incidental thereto.

In the case of durable depreciation in value according to the opinion of the Board of Managers, value adjustments are made in respect of fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.2. Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

2.2.3. Foreign currency translation

Monetary assets and liabilities are translated at the exchange rates effective at the balance sheet date whereas non-monetary items are converted at the exchange rate effective at the date of the transaction. The realized and unrealized exchange losses are recorded in the profit and loss account. The unrealized exchange gains are recorded in a regularization account, whereas the realized exchange gains are recorded in the profit and loss account at the moment of their realization.

Groclin Luxembourg S.à r.l.

Notes to the annual accounts as at December 31, 2018

2.2.3 Foreign currency translation - continued

When there is an economic link between an asset and a liability, these are valued in total according to the method described above and the net unrealized losses are recorded in the profit and loss account and the net unrealized gains are booked in a regularization account until the moment of their realization.

2.2.4. Debts

Debts are recorded at their nominal value.

3. Fixed financial assets

The Company owns the following investment as of 31 December 2018:

<u>Company</u>	<u>Net book value (000 EUR)</u>	<u>Address</u>	<u>Percentage owned</u>	<u>Net Equity as of 31/12/2018 (EUR)</u>	<u>Net result 2018 (EUR)</u>
Kabel-Technik-Polska S.p.z.o.o.	22,474	Pławieńska 5, 78-550 Czaplinek, Poland	100%	11,001,309	(1,535,658)

During the year, there was no change in the investment account.

Based on the assessment performed, the Board of Managers has determined that the valuation is appropriate and therefore no value adjustment is required on these financial fixed assets in the accounts of the Company as at 31 December 2018.

4. Share capital

The subscribed share capital is set at EUR 2.662.500 (two million six hundred and sixty-two thousand five hundred EUR) consisting of 2.662.500 (two million six hundred sixty-two thousand five hundred) ordinary shares in registered form with a par value of EUR 1.- (one EUR) each.

5. Share premium and similar premiums

On 12 May 2015, the current shareholder of the Company Groclin S.A. contributed its participation in Kabel-Technik-Polska S.p.z.o.o. to the Company. The contribution was allocated to the share capital for EUR 2,650,000 and the share premium for EUR 23,850,000. During the sale of the Company from Groclin S.A. to PKC Group Poland Holding a discrepancy was noted between the original value used for the contribution and the final value used for the sale. On 18 December 2015, that difference was recorded in the financial fixed assets by decreasing the Share premium account accordingly for EUR 4,026,000.

Groclin Luxembourg S.à r.l.

Notes to the annual accounts as at December 31, 2018

6. Legal reserve

Under Luxembourg law, the Company is required to annually appropriate at least 5% of its statutory net profit to a non-distributable legal reserve until the aggregate reserve reaches 10% of the subscribed capital. The appropriation of the legal reserve is effected after approval at the annual general meeting of shareholders.

During the year, the equity accounts evolved as follows (in EUR):

	<u>Subscribed capital</u>	<u>Share premium</u>	<u>Legal reserve</u>	<u>Result brought forward</u>	<u>Result for the year</u>	<u>Total</u>
Opening balance as of 12/31/2017	2,662,500	19,824,000	-	(54,461)	(22,081)	22,409,958
Result allocation for the year	-	-	-	(22,081)	22,081	-
Current year result	-	-	-		(22,785)	(22,785)
Balance as of 12/31/2018	2,662,500	19,824,000	-	(76,542)	(22,785)	22,387,173

7. Taxation

The Company is subject to all taxes applicable to commercial companies in Luxembourg.

8. Off-balance sheet commitments

There are no off-balance sheet commitments as of December 31, 2018.

9. Subsequent events

There have been no events subsequent to the balance sheet date which would require adjustments of or disclosures in the annual accounts or notes.

Groclin Luxembourg S.à r.l.

Notes to the annual accounts
as at December 31, 2018

Management Report of the Board of Directors to the Annual General Meeting

To the Shareholder,

In accordance with the law and the Articles of Association, we hereby submit to you for approval the annual accounts of your company as at December 31, 2018.

The company made a loss for the period amounting to EUR 22,785. We propose to you to allot it as follows:

Result brought forward	EUR 22,785
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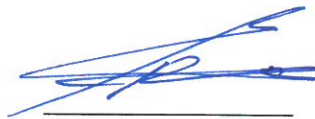
By special vote, we ask you to grant discharge to the Directors with respect to the period ended December 31, 2018.

Luxembourg, 4 JULY, 2019

For the Board of Directors



Mr. Matti Yli-Olli
Class A Manager



Mr. Usama Ajan
Class B Manager