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April 9, 2017

#### LUDAN ENGINEERING CO. LTD.

Petach - Tikva

Gentlemen,

At your request, attached is an English translation of:

- 1. The consolidated statements of the financial position of the Company as at December 31, 2016 and 2015.
- 2. The consolidated statements of income for the years ended December 31, 2016, 2015 and 2014.
- 3. Changes in shareholders' equity for the years ended December 31, 2016, 2015 and 2014.
- 4. The consolidated cash flows for the years ended December 31, 2016, 2015 and 2014.
- 5. Segment reporting for the years ended December 31, 2016, 2015 and 2014.

These documents were translated from the original Hebrew financial statement of the company.

For the convenience of the readers the Euro/Dollar/NIS exchange rate at 31.12.2016 is:

1 = 3.845 NIS.

€1 = 4.0438 NIS.

Sincerely yours,

Horowitz Idan Sabo Tevet & Cohen Tabach Certified Public Accountants (Isr.)

# Consolidated statements of financial position as at December 31

	December 31		
	2016	2015	
	(Audite		
	NIS thous	sands	
ASSETS			
<b>Current assets:</b>			
Cash and cash equivalents	34,823	63,922	
Restricted bank deposits	3,437	7,880	
Trade and income receivables	178,623	170,780	
Other receivables and debit balances	20,200	20,330	
Current tax receivables	3,572	3,420	
Inventory	16,684	15,179	
Total current assets	257,339	281,511	
Non-current assets:			
Affiliates - investments and loans	25,407	19,323	
Trade receivables and loans to others	11,491	18,280	
Fixed assets	17,697	(*) 19,244	
Intangible assets	27,491	<sup>(*)</sup> 32,459	
Other assets	435	455	
Deferred tax	11,773	11,748	
Total non-current assets	94,294	101,509	
Total assets	351,633	383,020	

(\*) Restated.

# Consolidated statements of financial position as at December 31

	December 31		
	2016	2015	
	(Audited)		
	NIS thou	sands	
LIABILITIES AND EQUITY			
Current liabilities:			
Short-term bank credit and others	37,269	30,852	
Short-term bonds	5,435	-	
Suppliers, Sub-contractors and Service-providers	52,288	57,026	
Advances from customers	22,265	37,904	
Other Payables and credit balances	69,864	76,773	
Tax liabilities	4,845	2,238	
Total current liabilities	191,966	204,793	
Non-current liabilities:			
Long term loans to banks and others	21,705	40,208	
Bonds	43,476	48,577	
Payables in respect of the acquisition of a subsidiary	-	2,365	
PUT option to Minority Interest	6,615	6,540	
Other long term payables	341	313	
Deferred tax	442	<sup>(*)</sup> 1,200	
Non-current compensation liabilities	13,049	12,562	
Total non-current liabilities	85,628	111,765	
Total liabilities	277,594	316,558	
Equity:			
Share Capital	12,936	12,936	
Share Premium	28,439	28,439	
Currency translation adjustments	(7,211)	(6,486)	
Other hedges	(6,734)	(6,735)	
Retained earnings	41,237	33,480	
Total equity attiributable to shareholders	68,667	61,634	
Total equity attributable to Minority Interest	5,372	4,828	
Total Equity	74,039	66,462	
Total liabilities and Equity	351,633	383,020	
(*) Restated.			
The notes to the financial statements form an integral part thereof			
Moshe Luski - Chairman of the board of Directors  Arnon Aharon - Co Chief executive Officer	Gonen Betse financial (		

Approval date of the financial statements: March 28, 2016

# **LUDAN ENGINEERING CO. LTD**Consolidated statements of income for the year ended December 31

	2016	2015 NIS Thousands	2014
Revenue Cost of revenue	581,799 495,854	518,816 (*) 461,580	468,416 411,373
Gross income	85,945	57,236	57,043
Marketing and sales expenses	9,949	(*) 5,759	<sup>(*)</sup> 1,218
Business and development expenses Administrative and general expenses	2,065 46,854	<sup>(*)</sup> 2,642 45,656	(*) 3,086 41,243
Operating profit before other income, net	27,077	3,179	11,496
Other income (expenses), net	(3,753)	(4,378)	755
Operating profit (losses)	23,324	(1,199)	12,251
Financial expenses Financial income	(9,266) 1,655	(8,760) 2,290	(6,726) 2,004
Financial expenses, net	(7,611)	(6,470)	(4,722)
Share in profit (losses) of affiliated companies, net	(1,133)	(192)	32
Income (losses) before income taxes	14,580	(7,861)	7,561
Income taxes (expenses)	5,551	(1,605)	2,279
Income (losses) for the year	9,029	(6,256)	5,282
Attributable to: Owners of the Company Minority interest	7,277 1,752 9,029	(7,495) 1,239 (6,256)	2,947 2,335 5,282
Earnings (losses) per share attributable to owners of the Company (in NIS):			
Basic and diluted earnings per share	0.63	(0.65)	0.26

<sup>(\*)</sup> Restated.

# Consolidated statements of comprehensive income for the year ended December 31

	2016	2015 NIS Thousands	2014
		1120 1110 113111113	
Income (losses) for the year	9,029	(6,256)	5,282
Comprehensive Profit (losses):			
Items that can be reclassified into profit or loss:			
Foreign currency translation differences for foreign operations	(952)	(3,731)	(728)
Release of translation differences reserve for foreign operations	-	-	815
Items that cannot be reclassified into profit or losses:			
Actuarial gain on defined benefit plans	1	2,043	502
Comprehensive profit (losses) for the year, net of tax	(951)	(1,688)	589
Total comprehensive profit (losses) for the year	8,078	(7,944)	5,871
Attributable to:			
Shareholders	6,553	(8,744)	3,905
Minority Interests	1,525	800	1,966
Total comprehensive income for the year	8,078	(7,944)	5,871

	Capital attributed to the owners of the company							
	Share Capital	Share Premium Account	Cumulative Translation Reserve	Other Reserve	Retained Earnings	Attributable to the owners of the company	Non Controlling Share holders	Total
				NIS T	housands			
As at January 1, 2016	12,936	28,439	(6,486)	(6,735)	33,480	61,634	4,828	66,462
Movement in 2016 Profit for the year Other comprehensive income:	-	-	-	-	7,277	7,277	1,752	9,029
Exchange rate translation differences on foreign operations	_	_	(725)	_	_	(725)	(227)	(952)
Actuarial gain on defined benefit plans	-	-	-	1	-	1	-	1
Total other comprehensive income for the year	-	-	(725)	1	7,277	6,553	1,525	8,078
Dividends to non-controlling shareholders	-	-	-	-	-	-	(981)	(981)
Share-Based Payment					480	480		480
Total capital as at 31 December 2016	12,936	28,439	(7,211)	(6,734)	41,237	68,667	5,372	74,039

Capital attributed to the owners of the company

	Share Capital	Share Premium Account	Cumulative Translation Reserve	Other Reserve	Retained Earnings	Attributable to the owners of the company	Non Controlling Share holders	Total
-				NIS Tho	ousanas			
As at January 1, 2015	12,936	28,439	(3,194)	(9,078)	40,495	69,598	4,948	74,546
Movement in 2015								
Profit (losses) for the year	-	-	-	-	(7,495)	(7,495)	1,239	(6,256)
Other comprehensive income:					,	,	,	,
Exchange rate translation differences on								
foreign operations	-	-	(3,292)	-	-	(3,292)	(439)	(3,731)
Actuarial gain on defined benefit plans				2,043		2,043		2,043
Total other comprehensive income for								
the year			(3,292)	2,043	(7,495)	(8,744)	800	(7,944)
Capital fund for salary sacrifice from								
related party directed	-	-	-	300	-	300	-	300
Dividends to non-controlling							(020)	(02.0)
shareholders	-	-	-	-	-	-	(920)	(920)
Share-Based Payment					480	480		480
Total capital as at 31 December 2015	12,936	28,439	(6,486)	(6,735)	33,480	61,634	4,828	66,462

# **LUDAN ENGINEERING CO. LTD Consolidated statements of changes in equity**

	Capital attributed to the owners of the company							
	Share Capital	Share Premium Account	Cumulative Translation Reserve	Other Reserve	Retained Earnings housands	Attributable to the owners of the company	Non Controlling Share holders	Total
As at January 1, 2014	12,936	28,439	(3,650)	(394)	37,548	74,879	8,814	83,693
Movement in 2014								
Profit for the year	-	-	-	-	2,947	2,947	2,335	5,282
Other comprehensive income: Exchange rate translation differences on								
foreign operations	-	-	(359)	-	-	(359)	(369)	(728)
Release of translation differences			(557)			(527)	(507)	V. 25,
reserve for foreign operations	-	-	815	-	-	815	-	815
Actuarial gain on defined benefit plans				502		502		502
Total other comprehensive income for								
the year			456	502	2,947	3,905	1,966	5,871
Net purchase of shares in the subsidiary				(0.40()		(0.10()	(5.000)	(45.24.0)
from non-controlling interests				(9,186)		(9,186)	(5,832)	(15,018)
Total capital as at 31 December 2014	12,936	28,439	(3,194)	(9,078)	40,495	69,598	4,948	74,546

### LUDAN ENGINEERING CO. LTD Consolidated statements of cash flows for the year ended December 31

	2016	2015	2014
		NIS Thousands	
Cash flows from operating activities:			
Cash derived from (used in) operating activities before			
finance and taxes, net (Appendix A)	2,465	42,140	(16,096)
Interest paid	(7,303)	(6,341)	(5,091)
Interest received	1,160	1,678	2,120
Income tax paid	(5,268)	(5,695)	(8,115)
Income tax refund received	1,565	3,603	766
Net cash derived from (used in) operating activities	(7,381)	35,385	(26,416)
Cash flows from investing activities:			
Withdrawal bank investments, net	4,334	80	7,006
Investment in affiliates, including loans	(6,970)	(5,434)	(810)
Purchase of fixed assets, net	(4,115)	(10,776)	(449)
Purchase of Intangible and other assets, net	(1,404)	(1,994)	(4,292)
Loans granted, net	2,338	1,217	-
Purchase of shares in subsidiary	-	-	(1,674)
First time consolidation of subsidiary and activity			
(Appendix C)	-	(8,028)	143
Acquisition share from non-controlling shareholders			<b>45 1</b>
(Appendix B)			(5,000)
Net cash used in investing activities	(5,817)	(24,935)	(5,076)
Cash flows from financing activities:			
Receipt of long term loans from banks and others	517	5,800	13,373
Payment of long term loans to banks and others	(11,068)	(10,990)	(17,264)
Payables repayment obligation for the acquisition of rights	(22,000)	(20,770)	(21,201)
in subsidiary	(2,338)	(1,217)	-
Proceeds from issuance of Bonds	-	48,358	-
Dividends to minority interests in subsidiaries	(981)	(920)	_
Short term credit changes	(1,536)	(23,428)	14,750
Net cash derived from (used in) financing activities	(15,406)	17,603	10,859
Translation differences in respect of overseas units	(495)	(1,925)	(1,311)
Increase (decrease) in cash and cash equivalents	(29,099)	26,128	(21,944)
Cash and cash equivalents at the beginning of the year	<b>42 022</b>		50 720
case and easily equivalents at the beginning of the year	63,922	37,794	59,738
Cash and cash equivalents at the end of year	34,823	63,922	37,794

Appendices to the consolidated statements of cash flows for the year ended December 31

## Appendix A. Cash derived from (used in) operating activities before finance and taxes:

	2016	2015	2014
		NIS Thousand	
Profit (losses) for the year	9,029	(6,256)	5,282
Income and expenses not affecting cash flows:			
Partial share of (gains) losses in of affiliated companies	1,133	192	(32)
Depreciation and amortization	8,697	9,151	6,779
Impairment of assets, net	3,351	4,378	-
Cost of share-based payment	480	480	-
Income taxes	5,551	(1,605)	2,279
Income (loss) from sale of fixed assets, net	402	-	(755)
Increase (decrease) in employee benefits liabilities, net Salary sacrifice from related party directed	537 -	85 300	(1,168)
Financial expenses, net	6,116	4,743	3,400
1	35,296	11,468	15,785
Character and California			
Changes in operating assets and liabilities:  Decrease (increase) in Trade and income receivables			
Decrease (increase) in Other receivables and debit balances	(6,691)	(13,229)	7,424
Increase in Inventory	(505)	(4,143)	(974)
Decrease in Suppliers, Sub-contractors and	(1,504)	(395)	(874)
service-providers	/2 F111	(F 107)	(1 (05)
Increase (decrease) in Advances from customers	(3,511) (14,934)	(5,197) 26,617	(1,695) (26,040)
Increase (decrease) in Other Payables	(5,686)	27,019	(10,784)
· · · · · · · · · · · · · · · · · · ·	(32,831)	30,672	(31,881)
Cash derived from (used in) operating activity before			
finance and taxes, net	2,465	42,140	(16,096)
Appendix B. Non cash activities			
Receivables from fixed assets		<u>-</u>	500
Services to clients given extended payment terms - presented in non-current assets		<u>-</u>	2,688
Payable for the acquisition of share interest in subsidiary		1,200	5,921
Receivables from the sales of share interest in subsidiary			5,921
Seller's loan for the acquisition of share interest in subsidiary			10,000
Put options to minority interest		6,540	-

# Appendices to the consolidated statements of cash flows for the year ended December 31

# Appendix C. First time consolidation of subsidiary and activity

	2016	2015	2014
	1	VIS Thousands	
Assets of the subsidiary and activity as of the consolidation			
date except cash and cash equivalents	-	(39,909)	(5,445)
Liabilities of the subsidiary and activity as of consolidation			
date	-	32,133	5,018
Customer relationships and goodwill	-	(11,487)	-
Deferred taxes	-	1,353	-
Payables in respect of the acquisition of a subsidiary	-	1,200	-
PUT option to Minority Interest	-	8,682	-
Unpaid balance	<u> </u>	<u>-</u>	570
		<b></b>	
•		(8,028)	143

#### **Segment reporting**

The reporting format of the Group in accordance with the implementation of the "management approach", as defined by IFRS 8, ie depending on the reporting format operating decision makers for allocating resources and assessing performance of the segments.

### A. The group consists of the following main business segments:

#### (1) Engineering Services

The Group provides engineering and operations management group projects in Israel and worldwide, through professional engineering and technical staff.

Engineering services provided through the establishment of industrial projects (mainly the construction of industrial plants manufacturing facilities) are services management, design, procurement and construction.

The Group also currently provides engineering services through the company's human resources available to the customers for limited periods.

In addition, the Group provides engineering services in the form of Turn-Key projects, whereby they are responsible for the total of all stages of the project.

#### (2) Software and Control Services

The Group, through its subsidiaries Symcotech and Ludan System and Control, develops and manufactures automated test systems, computerized ticketing systems and access control in the area of public transportation.

The group also provides software services, including marketing software products and their application for the client. It also specializes in instrumentation and control systems used for command and control of the operation of enterprises, mainly in process industries.

#### (3) Energy and Environment

The Group, through Ludan Technologies, operates all group activities in environmental and energy in the country and abroad. Activity involves industrial wastewater technology solutions, consulting and implementation of land rehabilitation and groundwater, invasion gas treatment and contaminated waste water treatment.

Since 2010, energy operations are consolidated under "Energy and Environment" department. This activity, in that sector, includes the Group's activities in the energy sector and the design and construction of energy facilities and integrated normal cycle projects in the various stages of testing and programming in the green energy field.

- **B.** The results of the business segments include the segment's revenues and costs and expenses relating directly to each segment. Joint expenses are reasonably allocated to segments.
- C. Segment assets include all operating assets used by a segment and consist mainly of cash and cash equivalents, accounts receivable, inventory and fixed assets.

  Segment liabilities include all operating liabilities and mainly include commitment to suppliers, payables to banks and liabilities for employee severance benefits.
- **D.** The segment results include transfers between segments. Transfers are recorded in accordance with the agreed transfer prices and are eliminated in the consolidated financial statements.

# **Segment reporting – continued**

	For the year ended December 31, 2016						
	Engineering Department	Software and Control Department	Energy and Environment Department	Cancellations	Total		
			NIS thousands				
Revenues from Israelis external							
customers Revenues from abroad external	105,870	159,547	14,552	-	279,969		
customers	277,734	-	24,096	-	301,830		
Intersegment							
transfers	5,780	32		(5,812)	-		
	389,384	159,579	38,648	(5,812)	581,799		
Segment results in							
Israel Segment results	349	13,997	121		14,467		
abroad	12,079	-	531		12,610		
Segment results	12,428	13,997	652		27,077		
Other expenses, net Financial expenses,					(3,753)		
net not allocated					(7,611)		
Income taxes Share in profit of affiliated					(1,133)		
companies				_	(5,551)		
Income for the year					9,029		

# **Segment reporting - continued**

# E. Segment data - continued:

	For the year ended December 31, 2015					
	Engineering Department	Software and Control Department	Energy and Environment Department	Cancellations	Total	
			NIS thousands			
Revenues from Israelis external customers Revenues from abroad external	116,177	142,094	3,583	-	261,854	
customers	245,503	-	11,459	-	256,962	
Inter segment transfers	5,672	805	541	(7,018)		
	367,352	142,899	15,583	(7,018)	518,816	
Segment results in Israel Segment results	5,000	2,034	(11,118)		(4,084)	
abroad	7,749	-	(486)		7,263	
Segment results	12,749	2,034	(11,604)		3,179	
Other expenses, net Financial expenses, net not allocated					(4,378)	
					(6,470)	
Income taxes Share in profit of affiliated companies Income for the year					(192) (6.254)	
income for the year					(6,256)	

## **Segment reporting - continued**

## E. Segment data - continued:

companies

year

Income for the

	For the year ended December 31, 2014					
	Engineering Department	Software and Control Department	Energy and Environment Department	Cancellations	Total	
			NIS thousands			
Revenues from Israelis external customers Revenues from	146,840	62,854	9,574	-	219,268	
abroad external customers Inter segment	177,882	3,893	67,373	-	249,148	
transfers	5,728	7,599	8,652	(21,979)		
	330,450	74,346	85,599	(21,979)	468,416	
Segment results in Israel Segment results	(746)	1,660	1,052		1,966	
abroad	9,107	18	405		9,530	
Segment results	8,361	1,678	1,457		11,496	
Other income, net Financial expenses, net					755	
expenses, net not allocated Income taxes Share in profit of affiliated					(4,722) (2,279)	

32

5,282

# **Segment reporting - continued**

# E. Segment data - continued:

	<b>December 31, 2016</b>			
	Engineering Department	Software and Control Department NIS thou	Energy and Environment Department	Total
	457.507	445.047	40.400	
Segment assets	156,726	147,216	43,493	347,435
Joint assets that are not allocated				4,198
Total consolidated assets				351,633
Segment liabilities Joint liabilities that are not	101,237	112,429	60,892	274,558
allocated				3,036
Total consolidated liabilities				277,594
Capital investment Joint capital investment that are not allocated	4,167	2,462	7,155	13,784
not anocated				13,784
Depreciation and amortization	5,207	2,857	486	8,550
Impairment of assets, net	1,213	937	1,201	3,351
Joint depreciation and amortization that are not				
allocated				148
				12,049

## **Segment reporting - continued**

## E. Segment data - continued:

	<b>December 31, 2015</b>			
	Engineering Department	Software and Control Department	Energy and Environment Department	Total
	NIS thousands			
Segment assets	165,966	154,252	<sup>(*)</sup> 56,980	377,198
Joint assets that are not allocated				5,822
Total consolidated assets				383,020
Segment liabilities	115,312	126,033	(*) 70,471	311,816
Joint liabilities that are not allocated				4,742
Total consolidated liabilities				316,558
Capital investment	10,569	8,835	3,867	23,271
Joint capital investment that are not allocated				_
unocuted				23,271
Depreciation and amortization	4,282	4,512	181	8,975
Impairment of assets, net	-	4,378		4,378
Joint depreciation and amortization				
that are not allocated				176
				13,529

(\*) Restated.

## **Segment reporting - continued**

## F. Geographic regions

The Group operates to main geographical areas, as follows:

- 1. Israel.
- 2. Western Europe.
- 3. Eastern Europe.

Following is a summary of data to geographic areas:

	Sales rev	Sales revenue by geographic market			
	2016	2015	2014		
Israel	279,968	232,663	173,745		
Western Europe	282,811	270,082	233,281		
Eastern Europe	19,020	16,071	61,390		
	581,799	518,816	468,416		

	Segmen	t assets	Capital in	vestment	
	Decem	December 31		December 31	
	2016	2015	2016	2015	
		NIS thousands			
Israel	238,229	234,409	11,128	10,569	
Western Europe	95,809	114,833	1,997	8,835	
Eastern Europe	17,595	33,778	659	3,867	
	351,633	383,020	13,784	23,271	