
Keolis Danmark A/S

Naverland 20, DK-2600 Glostrup

Annual Report for 1 January - 31 December 2018

CVR No 13 39 94 33

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on

31/5. 2019



Inge Harting Bødskov
Chairman

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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Keolis Danmark A/S for the financial year 1 January - 31 December 2018.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.


In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2018 of the Company and of the results of the Company operations for 2018.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.


Glostrup, 31/5.2019

Executive Board

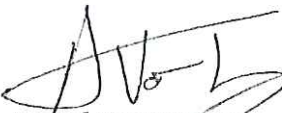


Peter Lanng Nielsen


Board of Directors




Frank Vestergaard Suhr Olesen
Chairman




Arnaud Van Troeyen



Stéphanie Claire Maryline
Bourcier de Lillo



Torben Tykskov
Staff Representative



Majbritt Sønderholm
Hellemose
Staff Representative

Independent Auditor's Report

To the Shareholder of Keolis Danmark A/S

Opinion

We have audited the financial statements of Keolis Danmark A/S for the financial year 1 January – 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January – 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that

Independent Auditor's Report

includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and additional requirements applicable in Denmark 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 the financial statements.

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the 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.

Independent auditor's report

- ▶ 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 Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- ▶ Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company'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 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 Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance 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.

Independent Auditor's Report

We communicate with those charged with governance 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.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 31/5 2019

ERNST & YOUNG

Godkendt Revisionspartnerselskab

CVR no. 30 70 02 28



Birgit Morville Schrøder

statsaut. revisor

Mne21337

Company Information

The Company

Keolis Danmark A/S
Naverland 20
DK-2600 Glostrup

CVR No: 13 39 94 33

Financial period: 1 January - 31 December

Financial year: 29th financial year

Municipality of reg. office: Albertslund

Board of Directors

Frank Vestergaard Suhr Olesen, Chairman
Arnaud Van Troeyen
Stéphanie Claire Maryline Bourcier de Lillo
Torben Tykskov
Majbritt Sønderholm Hellemose

Executive Board

Peter Lanng Nielsen

Auditors

Ernst & Young
Godkendt Revisionspartnerselskab
Osvald Helmuths Vej 4
DK-2000 Frederiksberg

Financial Highlights

Seen over a five-year period, the development of the Company is described by the following financial highlights:

	<u>2018</u> TDKK	<u>2017</u> TDKK	<u>2016</u> TDKK	<u>2015</u> TDKK	<u>2014</u> TDKK
Key figures					
Profit/loss					
Revenue	882.373	873.308	855.193	820.471	588.353
Gross profit	115.962	119.035	120.274	113.245	78.804
Profit/loss before financial income and expenses	11.218	16.527	19.753	22.865	-17.867
Net profit for the year	11.765	16.372	11.341	22.386	-8.017
Balance sheet					
Balance sheet total	769.097	1.078.947	982.981	1.095.279	910.861
Equity	198.675	186.910	170.538	159.197	136.811
Ratios					
Gross margin	13,1%	13,6%	14,1%	13,8%	13,4%
Profit margin	1,3%	1,9%	2,3%	2,8%	-3,0%
Return on assets	1,2%	1,6%	1,9%	2,1%	-2,0%
Solvency ratio	25,8%	17,3%	17,3%	14,5%	15,0%
Return on equity	6,1%	9,2%	6,9%	15,1%	-5,6%

The ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, see under accounting policies.

Management's Review

Main activity

The Company's activity is passenger transport, primarily public bus transportation for the Danish public transport authorities based on licensing contracts. A subsidiary carry out Light Rail passenger transport.

Development in the year

The income statement of the Company for 2018 shows a profit of TDKK 11,765, and at 31 December 2018 the balance sheet of the Company shows equity of TDKK 198.675.

Tender activities during the year led to new contracts in both bus and Light Rail. Of the new bus contracts only one started in 2018.

In December 2018 the Company won the contract on operating Light Rail in Odense. The win is significant for Keolis in Denmark and positions Keolis Group as a significant Light Rail operator in Denmark.

The Light Rail Contracts are performed through the subsidiary Keolis Letbaner A/S.

The Company has continued to focus on optimizing processes and operations. In view of this, the result is considered satisfactory.

Expected development

The objective of Keolis is to increase its activity in the Danish market and continue to improve profitability. The Company believes it is well positioned to do so.

Research and development

The Company has no special research and development activities.

Statutory Reporting on Corporate Social Responsibility

Keolis Danmark A/S is a responsible company, which abide by national laws and regulations. We work diligently within many aspects of corporate social responsibility, in which diversity, climate and environmental issues has attracted greatest attention. However, Keolis Danmark A/S has not prepared an independent report on its work with CSR and, instead, we refer to Keolis Group's 2018 UN Communication on Progress report. The full Statutory Report on CSR, in accordance with Danish Financial Statements Act section 99a, can be accessed through the following link:

Management's Review

<https://www.unglobalcompact.org/participation/report/cop/create-and-submit/advanced/428845>

Environmental issues

Our focus has been on reducing emissions from our buses, leading to replacement of some of our older buses with newer more fuel efficient buses. Furthermore the Company operates one of the largest fleet of hybrid buses in Denmark. We operate according to the environmental standard ISO 14001 and strive to have the best standards in this area. We also work with substituting substances and materials with those that have a minimum environmental impact.

Diversity

As part of Keolis's work with CSR, diversity has been among the paramount areas in which we aspire to provide fulfilling work to refugees in Denmark. Furthermore, Keolis Group has established an annual event called Keolife, which utilizes the best ideas and practices of employees' to be implemented in the rest of the Group. To access supplementary information on Keolis's work with diversity please refer to:

<https://www.keolis.dk/aktuelt/igu-uddannelsen-gav-tre-flygtninge-fast-arbejde-som-buschaufforer-hos-keolis/>

Intellectual capital resources

Keolis Danmark A/S has always worked actively to attract and retain well qualified manpower at all levels of the organization. As part of these efforts, the qualifications of the employees are continuously upgraded through in house, but also to a high degree external, training. Our employees have been on 40.000 hours of training.

Share of the underrepresented gender

Target figures for the Board of Directors

Keolis Danmark A/S in 2018 had a target of having representation by both genders among the four members (25%) of the Board of Directors elected by the general meeting. In 2018 the Board was changed and the Group appointed a woman to the Board. Furthermore there was an election for new employee representatives (2) in 2018 and a woman was also elected as one of the representatives.

The Company will continue to seek better representation for women.

Equal opportunities at other management levels of Keolis Danmark A/S

Company Management has prepared an equal opportunities policy comprising all other management levels of the Company. The policy is part of Keolis Danmark A/S's staff and diversity policy and includes

Management's Review

requirement for inviting female candidates to job interviews in connection with filling vacant executive positions as well as active encouragement of female employees to stand as candidates for the Board of Directors and other cooperation fora. There will be focus on this policy going forward and it is expected that further results will appear within the coming years.

On other management levels there are 15 men and 1 women.

Subsequent events

In December 2018 the Company won the contract to operate the Light Rail in Odense. The contract has in 2019 been transferred to Keolis Letbaner A/S for a consideration of TDKK 12.280 and this company will now operate two light rail systems in the future. The new Light Rail contract include maintenance of Rolling Stock and Transport System.

There is no impact of the above transaction on 2018 results, and there has been no other subsequent events which are considered to have a material effect on the assessment of the Financial Statements.

Income Statement 1 January - 31 December

	<u>Note</u>	<u>2018</u> TDKK	<u>2017</u> TDKK
Revenue	1	882.373	873.308
Other operating income		17.374	14.178
Bushoursdepending costs		-197.469	-188.593
Driver wages etc.	2	-533.868	-527.042
Other external expenses		<u>-52.448</u>	<u>-52.816</u>
Gross profit		115.962	119.035
Staff expenses	2	-31.321	-30.256
Depreciation, amortization and impairment of intangible assets and property, plant and equipment	3	<u>-73.423</u>	<u>-72.252</u>
Profit before financial income and expenses		11.218	16.527
Income from investments in subsidiaries	4	8.749	8.980
Financial income	5	3.494	4.852
Financial expenses	6	<u>-10.717</u>	<u>-13.775</u>
Profit before tax		12.744	16.584
Tax on profit for the year	7	<u>-979</u>	<u>-212</u>
Net profit for the year		<u>11.765</u>	<u>16.372</u>

Distribution of profit

	<u>2018</u> TDKK	<u>2017</u> TDKK
Proposed distribution of profit		
Retained earnings	<u>11.765</u>	<u>16.372</u>
	<u>11.765</u>	<u>16.372</u>

Balance Sheet 31 December

Assets

	Note	2018 TDKK	2017 TDKK
Software licenses		1.703	2.535
Driving contracts		<u>9.170</u>	<u>13.070</u>
Intangible assets	8	<u>10.873</u>	<u>15.605</u>
Other fixtures and fittings, tools and equipment		9.181	7.799
Buses		393.732	409.305
Leasehold improvements		<u>1.980</u>	<u>2.107</u>
Property, plant and equipment	9	<u>404.893</u>	<u>419.211</u>
Investments in subsidiaries	4	61.652	62.304
Other investments	10	3.598	3.178
Deposits	10	<u>460</u>	<u>460</u>
Financial assets		<u>65.710</u>	<u>65.942</u>
Fixed assets		<u>481.476</u>	<u>500.758</u>
Inventories		<u>16.061</u>	<u>14.017</u>
Inventories		<u>16.061</u>	<u>14.017</u>
Trade receivables		66.968	67.318
Receivables from group enterprises		157.950	206.984
Other receivables		198	132
Deferred tax asset	11	19.426	25.722
Prepayments	12	<u>4.500</u>	<u>5.346</u>
Receivables		<u>249.042</u>	<u>305.502</u>
Cash at bank and in hand		<u>22.518</u>	<u>258.670</u>
Currents assets		<u>287.621</u>	<u>578.189</u>
Assets		<u>769.097</u>	<u>1.078.947</u>

Balance Sheet 31 December

Liabilities and equity

	Note	2018 TDKK	2017 TDKK
Share capital	13	1.800	1.800
Retained earnings		<u>196.875</u>	<u>185.110</u>
Equity		<u>198.675</u>	<u>186.910</u>
Other provisions	14	<u>16.119</u>	<u>18.987</u>
Provisions		<u>16.119</u>	<u>18.987</u>
Bank loans	15	200.000	200.000
Lease obligations to group enterprises	15	128.138	172.993
Loan payables to group enterprises	15	<u>64.643</u>	<u>144.606</u>
Long-term debt		<u>392.781</u>	<u>517.599</u>
Trade payables		32.376	22.830
Payables to group enterprises	15	23.874	22.723
Lease obligations to group enterprises	15	16.028	19.854
Loan payables to group enterprises	15	0	200.000
Corporation tax		324	1.597
Other payables	15	<u>88.920</u>	<u>88.447</u>
Short-term debt		<u>161.522</u>	<u>355.451</u>
Debt		<u>554.303</u>	<u>873.050</u>
Liabilities and equity		<u>769.097</u>	<u>1.078.947</u>
Contingent assets, liabilities and other financial obligations	16		
Related parties	17		
Group information	18		
Fee to auditors appointed at the general meeting	19		
Subsequent events	20		

Statement of changes in Equity

	<u>Share capital</u> TDKK	<u>Retained earnings</u> TDKK	<u>Total</u> TDKK
Equity at 1 January	1.800	185.110	186.910
Net profit for the year	<u>0</u>	<u>11.765</u>	<u>11.765</u>
Equity at 31 December	<u>1.800</u>	<u>196.875</u>	<u>198.675</u>

Notes to the Financial Statements

	<u>2018</u> TDKK	<u>2017</u> TDKK
1 Revenue		
Domestic revenue related to passenger transportation	<u>882.373</u>	<u>873.308</u>
	<u>882.373</u>	<u>873.308</u>
2 Staff expenses		
Wages and salaries	481.743	476.334
Pensions	41.175	41.689
Other social security expenses	11.566	10.670
Other staff expenses	<u>30.705</u>	<u>28.605</u>
	<u>565.189</u>	<u>557.298</u>
Average number of employees	<u>1.281</u>	<u>1.316</u>
Remuneration to the Executive Board has not been disclosed in accordance with section 98 B(3) of the Danish Financial Statements Act.		
3 Depreciation, amortization and impairment of intangible assets and property, plant and equipment		
Amortization of intangible assets	4.731	4.443
Depreciation of property, plant and equipment	70.560	68.313
Variance value asset - income	-292	0
Gain and loss on disposal	<u>-1.576</u>	<u>-504</u>
	<u>73.423</u>	<u>72.252</u>
Which is specified as follows:		
Driving contracts	3.900	3.900
Software licenses	831	543
Other fixtures and fittings, tools and equipment	2.844	3.995
Buses	67.350	63.951
Leasehold improvements	366	367
Variance value assets –income	-292	0
Loss/(profit) on sale of property, plant and equipment	<u>-1.576</u>	<u>-504</u>
	<u>73.423</u>	<u>72.252</u>

Notes to the Financial Statements

	<u>2018</u> TDKK	<u>2017</u> TDKK
4 Investments in subsidiaries		
Cost at 1 January	60.592	40.672
Effects of mergers	-150	-80
Additions for the year	50	20.000
Disposals for the year	<u>-950</u>	<u>0</u>
Cost at 31 December	<u>59.542</u>	<u>60.592</u>
Value adjustments at 1 January	1.494	-6.886
Effects of mergers	-8.236	-600
Adjustment value disposal	-16	0
Net profit/loss for the year	<u>8.749</u>	<u>8.980</u>
Value adjustments at 31 December	<u>1.991</u>	<u>1.494</u>
Equity investments with negative net asset value amortized over receivables	<u>119</u>	<u>218</u>
Carrying amount at 31 December	<u>61.652</u>	<u>62.304</u>

Disposal of the year is sale of Keolis Odense Infrastruktur ApS to Keolis Letbaner A/S.

Investments in subsidiaries are specified as follows:

<u>Name</u>	<u>Place of registered office</u>	<u>Share capital (TDKK)</u>	<u>Votes and ownership</u>
Keolis Letbaner A/S	Albertslund	500	100%
Keolis Ejendomme ApS	Albertslund	570	100%
Keolis Projekter ApS	Albertslund	50	100%
Keolis Leasing 2015 ApS	Albertslund	170	100%
Keolis Leasing 2016 ApS	Albertslund	50	100%
Keolis Leasing 2017 ApS	Albertslund	50	100%
Keolis Leasing 2018 ApS	Albertslund	50	100%
Keolis 2 ApS	Albertslund	125	100%

Notes to the Financial Statements

	<u>2018</u> TDKK	<u>2017</u> TDKK	
5 Financial income			
Interest received from group enterprises	3.462	4.828	
Other financial income	<u>32</u>	<u>24</u>	
	<u>3.494</u>	<u>4.852</u>	
6 Financial expenses			
Interest paid to group enterprises	6.109	12.473	
Other financial expenses	<u>4.608</u>	<u>1.302</u>	
	<u>10.717</u>	<u>13.775</u>	
7 Tax on profit for the year			
Current tax for the year	-1.202	-1.743	
Deferred tax for the year	655	588	
Tax incurred by taxable mergers 1 January	1.117	1.124	
Adjustment tax prior year	409	183	
Adjustment deferred tax prior year	<u>0</u>	<u>60</u>	
	<u>979</u>	<u>212</u>	
8 Intangible assets			
	<u>Software licenses</u> TDKK	<u>Driving contracts</u> TDKK	<u>Total</u> TDKK
Cost at 1 January	3.452	25.745	29.197
Additions for the year	<u>0</u>	<u>0</u>	<u>0</u>
Cost at 31 December	<u>3.452</u>	<u>25.745</u>	<u>29.197</u>
Amortization at 1 January	918	12.675	13.593
Amortization for the year	<u>831</u>	<u>3.900</u>	<u>4.731</u>
Amortization at 31 December	<u>1.749</u>	<u>16.575</u>	<u>18.324</u>
Carrying amount at 31 December	<u>1.703</u>	<u>9.170</u>	<u>10.873</u>
Depreciated over	5 years	4-12 years	

Notes to the Financial Statements

9 Property, plant and equipment

	Other fixtures and fittings, tools and equipment TDKK	Buses TDKK	Leasehold improvements TDKK	Total TDKK
Cost at 1 January	34.597	698.116	6.483	739.196
Additions for the year	4.442	53.390	239	58.071
Disposals for the year	<u>-2.929</u>	<u>-16.675</u>	<u>0</u>	<u>-19.604</u>
Cost at 31 December	<u>36.110</u>	<u>734.831</u>	<u>6.722</u>	<u>777.663</u>
Depreciation at 1 January	26.798	288.811	4.376	319.985
Depreciation for the year	2.844	67.350	366	70.560
Reversal of depreciation of sold assets	<u>-2.713</u>	<u>-15.062</u>	<u>0</u>	<u>-17.775</u>
Depreciation at 31 December	<u>26.929</u>	<u>341.099</u>	<u>4.742</u>	<u>372.770</u>
Carrying amount at 31 December	<u>9.181</u>	<u>393.732</u>	<u>1.980</u>	<u>404.893</u>
Depreciated over	<u>5-12 years</u>	<u>4-12 years</u>	<u>5 years</u>	
Including assets under finance leases amounting to	<u>494</u>	<u>145.087</u>	<u>0</u>	

10 Other financial assets

	Other investments TDKK	Deposits TDKK
Cost at 1 January	249	484
Disposals for the year	<u>0</u>	<u>-24</u>
Cost at 31 December	<u>249</u>	<u>460</u>
Revaluations at 1 January	2.930	0
Revaluations for the year	<u>419</u>	<u>0</u>
Revaluations at 31 December	<u>3.349</u>	<u>0</u>
Carrying amount at 31 December	<u>3.598</u>	<u>460</u>

Notes to the Financial Statements

11 Deferred tax asset

	<u>2018</u> TDKK	<u>2017</u> TDKK
Deferred tax		
Deferred tax 1 January	25.722	29.651
Adjustment of deferred tax due to merger	-5.641	-3.341
Adjustment of deferred tax for the year	<u>-655</u>	<u>-588</u>
Deferred tax 31 December	<u>19.426</u>	<u>25.722</u>
 The deferred tax relates to		
Goodwill	10.188	13.598
Driving contracts	-2.017	-2.875
Intangible assets	-375	-397
Property plant and equipment	-56.914	-64.554
Financial assets	-593	-501
Provisions	3.546	4.177
Internal leasing	32.478	43.169
Value of carried forward losses	<u>33.113</u>	<u>33.105</u>
Deferred tax 31 December	<u>19.426</u>	<u>25.722</u>

The recognition of deferred tax asset is based on expected utilization through future taxable profits based on a 6-year forecast period. The Company has an un-recognized deferred tax asset of DKK 6,4 million (2017: DKK 5,6 million).

12 Prepayments

Prepayments consist of prepaid expenses including rent and insurance.

13 Equity

The share capital consists of 1,800,000 shares of a nominal value of DKK 1. No shares carry any special rights.

The share capital has developed as follows:

	<u>2018</u> TDKK	<u>2017</u> TDKK	<u>2016</u> TDKK	<u>2015</u> TDKK	<u>2014</u> TDKK
Share capital at 1 January	1.800	1.800	1.800	1.800	1.700
Capital increase	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>100</u>
Share capital at 31					
December	<u>1.800</u>	<u>1.800</u>	<u>1.800</u>	<u>1.800</u>	<u>1.800</u>

Notes to the Financial Statements

	<u>2018</u> TDKK	<u>2017</u> TDKK
14 Other provisions		
Onerous contracts	14.319	17.187
Other provisions	<u>1.800</u>	<u>1.800</u>
	<u>16.119</u>	<u>18.987</u>

Onerous contract provision concerns rental contract entered on above market terms.

Long-term debt

15

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	<u>2018</u> TDKK	<u>2017</u> TDKK
Bank loans		
Long-term part between 1 and 5 years	<u>200.000</u>	<u>200.000</u>
	<u>200.000</u>	<u>200.000</u>
Payables to group enterprises		
Within 1 year to parent company	7.345	6.662
Within 1 year to subsidiaries	<u>16.529</u>	<u>16.061</u>
Short-term part	<u>23.874</u>	<u>22.723</u>
Lease obligations to group enterprises, etc.		
Lease obligations after 5 years	68.857	91.392
Lease obligations between 1 and 5 years	<u>59.281</u>	<u>81.601</u>
Long-term part	<u>128.138</u>	<u>172.993</u>
Lease obligations within 1 year	<u>16.028</u>	<u>19.854</u>
Short-term part	<u>16.028</u>	<u>19.854</u>
	<u>144.166</u>	<u>192.847</u>
Payables to group enterprises		
Between 1 and 5 years	<u>64.643</u>	<u>144.606</u>
Long-term part	<u>64.643</u>	<u>144.606</u>
Within 1 year	<u>0</u>	<u>200.000</u>
	<u>64.643</u>	<u>344.606</u>
Other payables		
Within 1 year	<u>88.920</u>	<u>88.447</u>
Short-term part	<u>88.920</u>	<u>88.447</u>

Notes to the Financial Statements

	<u>2018</u> TDKK	<u>2017</u> TDKK
16 Contingent assets, liabilities and other financial obligations		

Rental agreements and leases

Lease obligations, period of non-terminability over 3 months	35.997	42.218
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Security

None

Contingent assets

The portion of non-recognised deferred tax asset amount to DKK 5,9 million. See also note 11.

Contingent liabilities

The Company is liable for bank guarantees totaling DKK 35,7 million provided to local Public Transport Authorities.

The Company is jointly and severally liable for VAT and Payroll TAX related to the joint registration with certain subsidiaries.

The Danish group companies are jointly and severally liable for tax related to the joint taxation income.

The Company has issued a "Letter of Financial Support" regarding certain subsidiaries' going concern, hereunder subordination in favor of the subsidiaries other creditors. The letters apply until 31 May 2020.

A leasing partner has presented a claim of DKK 7 million. The Company and its legal advisor consider the claims unjustified and do not perceive that the Company will incur any losses as a result.

Notes to the Financial Statements

17 Related parties

Controlling interest

SNCF
Keolis SA, France

Ultimate parent
Controlling shareholder

Transactions with related parties	<u>2018</u> TDKK	<u>2017</u> TDKK
Sale of vehicles to subsidiaries	39.791	12.581
Sale of services to subsidiaries	0	631
Purchase of service and rent premises from subsidiaries	-5.065	-4.980
Sale of service to parent company	777	770
Purchase of service from parent company	-706	-1.629
Purchase of service from foreign group companies	0	-118
Purchase management service and similar services from parent company	-8.075	-7.659
Interest income from subsidiaries	3.462	4.828
Interest expense subsidiaries	-339	-331
Interest expense parent company	-2.685	-7.682
Receivables from subsidiaries	157.950	206.865
Payables to subsidiaries	-16.529	-16.061
Payable leasing debt to subsidiaries	-144.166	-192.847
Receivable from parent company	0	119
Payable to parent company	-7.345	-6.662
Payable loan to parent company	-64.643	-344.606

Where applicable VAT is included in above figures, as the Company cannot recover VAT due to Public Transportation activity.

18 Group information

The Company's direct parent is Keolis S.A., France, who prepares Consolidated Financial Statements, into which the Company is incorporated as a subsidiary. The Company's ultimate parent is SNCF, France.

Consolidated Financial Statements for Keolis S.A. and SNCF may be obtained at the following addresses:

Keolis S.A.
20 rue Le Peletier
75320 PARIS CEDEX 09
France

SNCF
1-7 place aux Etoiles
93212 LA PLAINE ST DENIS CEDEX
France

Notes to the Financial Statements

19 Fee to auditors appointed at the general meeting	<u>2018</u> TDKK	<u>2017</u> TDKK
Statutory audit and audit of Reporting Package	565	670
Other assurance services	109	19
Other advisory service (tax and VAT)	<u>436</u>	<u>0</u>
	<u>1.110</u>	<u>689</u>

VAT is included in above figures, as the Company cannot recover VAT due to Public Transportation activity.

20 Subsequent events

No events have occurred which are considered to have a material effect on the assessment of the Financial Statements.

Accounting Policies

Basis of Preparation

The Annual Report of Keolis Danmark A/S for 2018 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

Financial Statements for 2018 are presented in TDKK.

The financial statements have been prepared in accordance with the same accounting policies as last year.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of Keolis SA, France, the Company has not prepared consolidated financial statements.

Recognition and measurement

The Financial Statements have been prepared under the historical cost method.

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Danish kroner is used as the measurement currency. All other currencies are regarded as foreign currencies.

Accounting Policies

Leases

Leases in terms of which the Company assumes substantially all the risks and rewards of ownership (finance leases) are recognised in the balance sheet at the lower of the fair value of the leased asset and the net present value of the lease payments computed by applying the interest rate implicit in the lease or an approximated value as the discount rate. Assets acquired under finance leases are depreciated and written down for impairment under the same policy as determined for the other fixed assets of the Company.

The remaining lease obligation is capitalised and recognised in the balance sheet under debt, and the interest element on the lease payments is charged over the lease term to the income statement.

All other leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement.

Income Statement

Revenue

Revenue comprise passenger transport, which is recognised in the income statement when delivery and transfer of risk have been made before year-end. The sale is considered effected based on the following criteria:

- driving has been made before year-end;
- a binding agreement has been made;
- the sales price has been determined; and
- payment has been received or may with reasonable certainty be expected to be received.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Segment information

Segment information is presented in respect of revenue distributed on business segment based on the Company's risks and returns and its internal financial reporting system. The Company has only one

Accounting Policies

geographical market as the Company only operates in Denmark.

Bus hours depending costs

Bus hours depending costs comprise costs for operating lease of busses, fuel, insurance and maintenance of busses, etc.

Other external expenses

Other external expenses comprise expenses for premises, sales and distribution as well as office expenses, etc.

Driver wages and staff expenses

The item comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

The item comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the core activities of the enterprise.

Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses comprise interest, financial expenses in respect of finance leases, realised and unrealised exchange adjustments as well as extra payments and repayment under the onaccount taxation scheme.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

The Company is jointly taxed with wholly owned Danish subsidiaries. The tax effect of the joint taxation with the subsidiaries is allocated to Danish enterprises showing profits or losses in proportion to their

Accounting Policies

taxable incomes (full allocation with credit for tax losses). The jointly taxed enterprises have adopted the on-account taxation scheme.

Balance Sheet

Intangible assets

Driving contracts are measured at cost less accumulated depreciations and less any accumulated impairment losses. Depreciation based on cost is calculated on a straight-line basis contract by contract over the remaining contract period, which are 4-12 years.

Software licenses are measured at cost less accumulated depreciations and less any accumulated impairment losses. Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are 5 years.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Buses	4-12 years
Other fixtures and fittings, tools and equipment	5-12 years
Leasehold improvements	5 years

Residual value are reassessed annually.

Assets costing less than DKK 13,200 are expensed in the year of acquisition.

Impairment of fixed assets

The carrying amounts of property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, an impairment test is carried out to determine whether the recoverable amount is lower than the carrying amount, and the asset is written down to its lower recoverable amount.

The recoverable amount of the asset is calculated as the higher of net selling price and value in use. Where

Accounting Policies

a recoverable amount cannot be determined for the individual asset, the assets are assessed in the smallest group of assets for which a reliable recoverable amount can be determined based on a total assessment.

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of any remaining value of positive differences (goodwill) and deduction of any remaining value of negative differences (negative goodwill).

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised as an impairment of receivables from subsidiaries, if any, or in provisions.

Other financial assets

Other financial assets, which consist of other investments in unlisted shares etc, are measured at their fair values at the balance sheet date, and deposits measured at amortised cost, which substantially corresponds to nominal value.

Inventories

Inventories are measured at the lower of cost under the FIFO method and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale in the process of normal operations with deduction of selling expenses and costs of completion. The net realisable value is determined allowing for marketability, obsolescence and development in expected sales price.

Receivables

Receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

Prepayments

Prepayments comprise prepaid expenses concerning operating leases, insurance premiums, subscriptions and interest.

Accounting Policies

Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Provisions

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Company has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans, such as mortgage loans and loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Cash Flow Statement

In accordance with section 86 in the Danish Financial Statements Act, the Company has not presented a cashflow statement as the cash flow statement is included in the cash flow statement of the Parent Company Keolis S.A.

Accounting Policies

Financial Highlights

Explanation of financial ratios

Gross margin

$$\frac{\text{Gross profit} \times 100}{\text{Revenue}}$$

Profit margin

$$\frac{\text{Profit before financials} \times 100}{\text{Revenue}}$$

Return on assets

$$\frac{\text{Profit before financials} \times 100}{\text{Total assets}}$$

Solvency ratio

$$\frac{\text{Equity at year end} \times 100}{\text{Total assets at year end}}$$

Return on equity

$$\frac{\text{Net profit for the year} \times 100}{\text{Average equity}}$$