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International Woodland Company A/S Central Business Registration No 15013176 Amalievej 20 1875 Frederiksberg C

**Annual report 2015** 

The Annual General Meeting adopted the annual report on 29.03.2016

Chairman of the General Meeting

Name: Karsten Rømer

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# **Entity details**

## **Entity**

International Woodland Company A/S Amalievej 20 1875 Frederiksberg C

Central Business Registration No: 15013176

Founded: 01.01.1991

Registered in: Frederiksberg

Financial year: 01.01.2015 - 31.12.2015

Fax: 33240242

Internet: www.iwc.dk E-mail: iwc@iwc.dk

### **Board of Directors**

Steen Villemoes, Chairman Jan Kamp Justesen, Vice-chairman Peter Vilhelm Carøe Nis Jul Clausen Lars Wilhjelm

### **Executive Board**

Otto Reventlow

#### **Auditors**

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 Postboks 1600 2300 København S

# Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of International Woodland Company A/S for the financial year 01.01.2015 - 31.12.2015.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Frederiksberg, 02.03.2016

**Executive Board** 

Otto Reventlow

**Board of Directors** 

Steen Villemoes

Nis Jul Clausen

Chairman

L. Will

Vice-chairman

Jan Kamp Justesen

Lars Wilhjelm

Peter Vilhelm Carøe

# Independent auditor's reports

## To the owners of International Woodland Company A/S

## Report on the financial statements

We have audited the financial statements of International Woodland Company A/S for the financial year 01.01.2015 - 31.12.2015, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared in accordance with the Danish Financial Statements Act.

#### Management's responsibility 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.

#### Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation of financial statements that give a true and fair view 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 Entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

#### **Opinion**

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015 in accordance with the Danish Financial Statements Act.

# Independent auditor's reports

## Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

København, 02.03.2016

**Deloitte** 

Statsautoriseret Revisionspartnerselskab

Bill Haudal Pedersen

Martin Pedersen

State Authorised Public Accountant

State Authorised Public Accountant

CVR-nr. 33963556

# **Management commentary**

## Primary activities

The company provides advice to large professional investors relating to the acquisition, establishment, operation and sale of international forestry and manages the investments made. Furthermore, the company performs investment management of alternative investment funds (AIF) and is as of 1 October 2014 registered as alternative investment fund manager (AIFM) with the Danish Financial Supervisory Authority. Furthermore, the company provides consulting services on forest-related issues in general.

## Development in activities and finances

Net profit after tax for the year amounts to DKK 6.7 million DKK compared to a net profit of DKK 5.6 million for 2014. Equity at year-end 2015 is DKK 23.5 million DKK.

#### Outlook

The group wishes to expand its investment management and investment advisory business focused on timber-land fund-of-funds and related investments such as payments for ecosystem services by gathering these activities in IWC Investment Partners Fondsmæglerselskab A/S (IWC IP) and replacing the IWC IP's current investment firm authorization with an alternative investment fund manager (AIFM) authorization through which such services can be delivered in Denmark and other relevant regions. Therefore, IWC IP has in December 2015 submitted an application for authorization as AIFM from the Danish Financial Supervisory Authority (Danish FSA). International Woodland Company A/S' registration as AIFM with the Danish FSA is expected to be evoked in connection with IWC IP obtaining an AIFM authorization. The IWC group furthermore contemplates to be active with argicultural investments and impact investments.

#### Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

## Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B. By virtue of the Danish Financial Statements Act § 110 the company is not preparing a consolidating financial statement.

The accounting policies applied for these financial statements are consistent with those applied last year.

The financial statements are presented in DKK.

## Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year. Furthermore revaluation of financial assets and liabilities that are measured at fair value or amortized cost are recognized in the profit and loss statement. The profit and loss statement also includes all expenses that are incurred in order to reach the earnings of the financial year; this includes amortizations, depreciations, provisions and reversals as a consequence of changes in accounting estimates, which have been previously enclosed in the profit and loss statement.

### Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

#### **Derivative financial instruments**

On initial recognition in the balance sheet, derivative financial instruments are measured at cost and subsequently at fair value. Derivative financial instruments are recognised under other receivables or other payables.

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging future transactions are recognised directly in equity. When the hedged transactions are realised, the accumulated changes are recognised as part of cost of the relevant financial statement items.

#### **Income statement**

#### Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

#### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc.

#### Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc. for entity staff.

## Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

## Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of internal profits or losses.

#### Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, realized and unrealized gain on securities and foreign currency transactions, and tax relief under the Danish Tax Prepayment Scheme etc.

#### Other financial expenses

Other financial comprises interest income, including interest income on receivables from group enterprises, realized and unrealized gain on securities and foreign currency transactions, and tax relief under the Danish Tax Prepayment Scheme etc.

#### Income taxes

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

#### **Balance** sheet

### Intellectual property rights etc

Intellectual property rights etc. includes the amortization of software.

Intangible assets are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Software 6 years

#### Property, plant and equipment

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

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

IT 3-6 years 5 years

Other fixtures and fittings, tools and equipment

Assets costing less than DKK 12,800 are expensed in the year of acquisition.

#### Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity plus or minus unamortised positive, or negative, goodwill and minus or plus unrealised intra-group profits or losses.

Group enterprises with negative equity are measured at DKK 0, and any receivables from these enterprises are written down by the Parent's share of such negative equity value if it is deemed irrecoverable. If the negative equity value exceeds the amount receivable, the remaining amount is recognised under provisions if the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

#### Receivables

Receivables are measured at amortised cost, usually equaling nominal value less write-downs for bad and doubtful debts.

#### Other investments

Other investments comprising unlisted securities are measured at fair value at the balance sheet date.

#### Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

## **Prepayments**

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

#### Cash

Cash comprises cash in hand and bank deposits.

#### Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. The proposed dividend for the financial year is disclosed as a separate item in equity.

#### Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

### Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

# **Income statement for 2015**

	Notes	2015 DKK	2014 DKK
Revenue		34,901,026	35,300,996
Other external expenses		-8,826,200	-8,466,090
Gross profit/loss		26,074,826	26,834,906
Staff costs	1	-17,145,667	-19,182,241
Depreciation, amortisation and impairment losses	2	-525,874	-530,609
Operating profit/loss		8,403,285	7,122,056
Income from investments in group enterprises		116,112	-40,016
Other financial income	3	270,790	226,571
Other financial expenses	4	-63,526	-164
Profit/loss from ordinary activities before tax		8,726,661	7,308,447
Tax on profit/loss from ordinary activities	5	-2,031,725	-1,682,369
Profit/loss for the year		6,694,936	5,626,078
Proposed distribution of profit/loss			
Dividend for the financial year		2,000,000	2,000,000
Retained earnings		4,694,936	3,626,078
		6,694,936	5,626,078

# **Balance sheet at 31.12.2015**

	Notes	2015 DKK	2014 DKK
Acquired intangible assets		1,144,486	1,297,853
Intangible assets	6	1,144,486	1,297,853
Other fixtures and fittings, tools and equipment		203,736	288,138
Property, plant and equipment	7	203,736	288,138
Investments in group enterprises		1,450,104	1,346,545
Other investments		7,283,441	4,556,932
Other receivables		466,878	3,157,585
Fixed asset investments	8	9,200,423	9,061,062
Fixed assets		10,548,645	10,647,053
Trade receivables		2,893,114	2,920,489
Receivables from group enterprises		967,627	699,117
Other short-term receivables		316,816	324,710
Income tax receivable		261,991	125,060
Prepayments		177,494	43,606
Receivables		4,617,042	4,112,982
Cash		15,231,812	11,716,071
Current assets		19,848,854	15,829,053
Assets		30,397,499	26,476,106

# Balance sheet at 31.12.2015

	Notes	2015 DKK	2014 DKK
Contributed capital Retained earnings Proposed dividend Equity	9	1,003,000 20,515,977 2,000,000 23,518,977	1,002,000 15,865,742 2,000,000 18,867,742
Provisions for deferred tax  Provisions		243,558 243,558	255,329 255,329
Trade payables Payables to group enterprises Other payables Non-current liabilities other than provisions		1,950,012 258,913 4,426,039 6,634,964	2,157,312 1,121,013 4,074,710 7,353,035
Liabilities other than provisions  Equity and liabilities		6,634,964 30,397,499	7,353,035 26,476,106
Contingent liabilities Related parties with control Ownership	10 11 12		20,770,100

# Statement of changes in equity for 2015

	Contributed capital DKK	Retained earnings DKK	Proposed dividend DKK	Total DKK
Equity beginning of year	1,002,000	15,865,742	2,000,000	18,867,742
Increase of capital	1,000	0	0	1,000
Ordinary dividend paid	0	0	-2,000,000	-2,000,000
Dividend	0	0	2,000,000	2,000,000
Value adjustments	0	-44,701	0	-44,701
Profit/loss for the year	0	4,694,936	0	4,694,936
Equity end of year	1,003,000	20,515,977	2,000,000	23,518,977

	2015 DKK	2014 DKK
1. Staff costs	*	
Wages and salaries	16,330,666	18,292,420
Pension costs	688,666	743,365
Other social security costs	126,335	146,456
	17,145,667	19,182,241
Number of employees at balance sheet date	19	22
	2015 DKK	2014 DKK
2. Depreciation, amortisation and impairment losses	27444	
Amortisation of intangible assets	368,329	337,169
Depreciation of property, plant and equipment	157,545	193,440
	525,874	530,609
3. Other financial income	2015 DKK	2014 DKK
Interest income	0	36,117
Financial income from associates	270,790	190,454
	270,790	226,571
	2015 DKK	2014 DKK
4. Other financial expenses		
Other financial expenses	63,526	164
	63,526	164
5 Toward and a second s	2015 DKK	2014 DKK
5. Tax on ordinary profit/loss for the year	2.042.406	1 745 205
Current tax Change in deferred tax for the year	2,043,496	1,745,205
Change in deferred tax for the year	-11,771 2 031 735	-62,836
	2,031,725	1,682,369

	Acquired intangible
	assets DKK
6. Intangible assets	
Cost beginning of year	2,107,409
Additions	214,959
Cost end of year	2,322,368
Amortisation and impairment losses beginning of year	-809,553
Amortisation for the year	-368,329
Amortisation and impairment losses end of year	-1,177,882
Carrying amount end of year	1,144,486
	Other fix- tures and fittings, tools and equipment DKK
7. Property, plant and equipment	
Cost beginning of year	2,643,036
Additions	73,143
Cost end of year	2,716,179
Depreciation and impairment losses beginning of the year	-2,354,898
Depreciation for the year	-157,545
Depreciation and impairment losses end of the year	-2,512,443
Carrying amount end of year	203,736

	Investments in group en- terprises DKK	Other investments DKK	Other receivables  DKK
8. Fixed asset investments		1,377.20	
Cost beginning of year	1,563,685	4,590,723	8,115,388
Exchange rate adjustments	24,658	587,316	734,363
Additions	0	2,519,756	-1,304,549
Cost end of year	1,588,343	7,697,795	7,545,202
Impairment losses beginning of year	-217,140	-33,791	-4,957,803
Share of profit/loss after tax	78,901	0	0
Impairment losses for the year	0	-316,526	-2,120,521
Other adjustments	0	-64,037	0
Impairment losses end of year	-138,239	414,354	-7,078,324
Carrying amount end of year	1,450,104	7,283,441	466,878

The information presented below is from the latest financial statements available.

	Registered in	Corpo- rate form	Equity interest	Equity DKK	Profit/loss DKK
Subsidiaries:					
CWI US, Inc	Delaware, USA	Inc.	100.00	437,648	220,403
Komplementarselskabet					
Capricorn ApS	København	ApS	70.00	1,722,745	109,915
ITP I GP ApS	Frederiksberg	ApS	100.00	78,964	8,208

9. Contributed capital	Number	Nominal value DKK
A-Share	998,000	998,000
B-Share	1,000	1,000
C-Share	1,000	1,000
D-Share	1,000	1,000
E-Share	1,000	1,000
F-Share	1,000	1,000
	1,003,000	1,003,000

S	2015 DKK	2014 DKK	2013 DKK	2012 DKK	2011 DKK
Changes in contributed capital Contributed capital beginning of year	1,002,000	1,002,000	1,002,000	1,001,000	1,000,000
Increase of capital	1,000	0	0	1,000	1,000
tal end of year	1,003,000	1,002,000	1,002,000	1,002,000	1,001,000

## 10. Contingent liabilities

The company jointly owns a general partner, which paid USD 248,141 with irrevocable obligation to pay up to a total of USD 258,520 in the coming years. Thus remain a maximum irrevocable obligation of up to USD 10,379 in the coming years.

The Company is a limited partner in a limited partnership which paid USD 1,130,549 with irrevocable obligation to pay up to a total of USD 1,985,000 in the coming years. Thus remain a maximum irrevocable obligation of up to USD 854,451 in the coming years.

The Company participates in a Danish joint taxation arrangement in which International Woodland Company Holding A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable from 1 July 2012 for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

The Company is jointly registered for VAT with a subsidiary company. The companies are jointly and severally liable for the tax liability.

#### 11. Related parties with control

Related parties with controlling influence - International Woodland Company Holding A / S, Amalievej 20, 1875 Frederiksberg C, owns all the shares and thus has a controlling interest in this.

#### **Transactions**

The company has provided advice to LB Forsikring A / S, which owns 43.97% of its parent company, International Woodland Company Holding A / S. The services amounted to 2.56 % of revenue and is made on market terms.

In addition, there have during the year, except for intercompany transactions and usual Management remuneration transactions with the board of directors, executives, major Shareholder, affiliates or other related parties.

# 12. Ownership

The company has registered the following shareholders with more than 5% possession of shares rights or nominal value:

International Woodland Company Holding A/S, Amalievej 20, 1875 Frederiksberg C.