Scandlines Catering ApS

Havneholmen 25, 8. 1561 Copenhagen Business Registration No 18424649

Annual report 2019

The Annual General Meeting adopted the annual report on 22.04.2020

Chairman of the General Meeting

Name: Søren Poulsgaard Jensen

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Entity detail

Entity

Scandlines Catering ApS

Havneholmen 25, 8.

1561 Copenhagen

Central Business Registration No (CVR): 18424649

Registered in: Copenhagen

Financial year: 01.01.2019 - 31.12.2019

Phone: +4533151515

Fax: +4535290201

Website: www.scandlines.dk

E-mail: scandlines@scandlines.dk

Supervisory Board

Frans Blach Rossen, Chairman of the Board

Stig Dambmann

Claus Peter Vitting Nikolajsen

Simon Alslev Therkildsen

Christina Flescher

Executive Board

Søren Poulsgaard Jensen, CEO

Per Johannesen Madsen, CFO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P.O. Box 1600

0900 Copenhagen C

Statement by Management on the annual report

The Supervisory Board and the Executive Board have today considered and approved the annual report of Scandlines Catering ApS for the financial year 01.01.2019 - 31.12.2019

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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

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.

Copenhagen, 22.04.2020

Executive Board

Søren Poulsgaard Jensen CEO Per Johannesen Madsen CFO

Supervisory Board

Frans Blanch Rossen Chariman of the Board Stig Dambmann

Simon Alslev Therkildsen

Claus Peter Vitting Nikolajsen Christina Flescher

Independent auditor's report

To the shareholder of Scandlines Catering ApS

Opinion

We have audited the financial statements of Scandlines Catering ApS for the financial year 01.01.2019 - 31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 about 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 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 the 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 these financial statements.

As part of an audit conducted in accordance with ISAs and the 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.
- 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

Scandlines Catering ApS

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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary

is materially inconsistent with the financial statements or our knowledge obtained in the

audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides

the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 commentary.

Copenhagen, 22.04.2020

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No (CVR) 33963556

Kirsten Aaskov Mikkelsen State Authorised Public Accountant

Identification No (MNE) mne21358

Bjarne Iver Jørgensen State Authorised Public Accountant

Identification No (MNE) mne35659

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Management commentary

	2019 DKK'000	2018 DKK'000	2017 DKK'000	2016 DKK'000	2015 DKK'000
Financial highlights					
Key figures					
Revenue	411.416	435.165	463.150	468.848	424.766
Gross profit/loss	110.178	108.779	193.929	114.914	102.096
Operating profit/loss	-16.816	-24.585	10.831	-7.830	-10.039
Net financials	25.730	25.126	-40.170	8.493	10.429
Profit/loss for the year	6.996	4.468	-25.124	-1.582	507
Total assets	217.592	124.127	193.960	210.797	115.584
Investements in property, plant and equipment	5.193	1.008	2.581	1.699	311
Equity	15.990	8.994	99.545	26.086	27.657
Average numbers of employees	332	336	335	341	350
Ratios					
	26,8	25,0	41,9	24,5	24,0
Gross margin (%)	1,7	1,0	-5,4	-0,3	0,1
Net margin (%)					
Return on equity (%)	56,0	8,2	-40,0	-5,9	1,9
Equity ratio (%)	7,3	7,2	51,3	12,4	23,9
Revenue per employee	1239,5	1295,1	1.382,5	1.374,9	1.213,6

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios" issued by the Danish Society of Financial Analysts.

Ratios	Calculation formula	Calculation formula reflects
Gross margin (%)	Gross profit/loss x 100 Revenue	The entity's operating gearing.
Net margin (%)	Profit/loss for the year x 100 Revenue	The entity's operating profitability
Return on equity (%)	Profit/loss for the year x 100 Average equity	The entity's return on capital invested in the entity by the owners.
Equity ratio (%)	Equity x 100 Total assets	The financial strength of the entity.
Revenue per employee	Revenue Average number of employees	The entity's productivity

Management Commentary

Primary activities

The Company's primary activities are to manage retail and catering services on the ferry routes Puttgarden-Rødby and Rostock-Gedser.

Development in activities and finances

The financial year 2019 shows a profit for the year of DKK 6.996 thousand, which is DKK 2.528 thousand higher than 2018.

For a detailed description of finances and activities, we refer to the Group financial statements of Scandferries ApS.

Outlook

We saw relatively stable business developments in the first months of 2020, but the outbreak of COVID-19 across Europe and subsequent travel restrictions entail a high degree of uncertainty and very limited visibility for the remainder of the year. While private passenger are expected to be impacted by the situation, we have continued operations to serve our freight segment. We are taking all necessary precautions to protect our employees and customers, while continuing to accomplish our purpose as a vital piece of infrastructure connecting Continental Europe and Scandinavia during a difficult period.

The outbreak of COVID-19 across Europe in early 2020 and subsequent travel restrictions are expected to have a negative impact on traffic figures and there by on the retail, catering sale and the financial performance for the year.

Efforts will be made to alleviate the impact of these negative external effects through cost control measures and efficiency enhancements, but due to the high degree of uncertainty and very low visibility, management is currently not in a position to provide precise financial guidance for 2020.

Particular risks

The most material financial risks are currency, interest and credit risks, which only occur in relation to the operating activities. The risk factors are hedged at Group level and we refer to the "Management commentary" in the Group financial statements of Scandferries ApS for a detailed description.

Intellectual capital resources

For a detailed description of intellectual capital resources, we refer to the Group Financial statements of Scandferries ApS.

Staff

The company employed an average of 332 people in the financial year 2019, which is a decrease of 4 persons compared to 2018.

We continuously work to optimize the psychical and mental work environment. All work related to security is coordinated by the security group. Additionally, we have a constructive dialogue on the development.

Environmental performance

Safety for our passengers, crew and vessels is paramount to any other parameter in our business. Weekly and monthly exercises for our crewmembers and testing of our equipment follow mandatory education.

All the vessels are inspected several times during a year, and we are satisfied to hold a high quality in 2019. For more detailed description, please see the "Management commentary" in the Group financial statements of Scandferries ApS.

Statutory report on corporate social responsibility

Scandlines Catering ApS considers such matters as human rights, social aspects, environment and anticorruption as important elements of the Group's business strategy and activities.

Corporate Social Responsibility is about living the values and principles that govern out behavior as a responsible business in respect of customers, staff, suppliers and investors. It is our clear policy to comply with the words and spirit of the laws, rules and regulations that apply in the countries within our companies operate.

Statutory report on the underrepresented gender

The Supervisory Board of Scandlines Catering ApS currently has no female members.

For further detailed description, please see the "Management commentary" in the Group financial statements of Scandferries ApS.

Events after the balance sheet date

Apart from the negative impact of the outbreak of COVID-19 across Europe in early 2020 and subsequent travel restrictions, no events have occurred in the period from the balance sheet date until the date of release of this annual report that would materially affect the evaluation of the annual report. Any potential negative implications on our asset values or from liabilities arising as a result of the COVID-19 virus are considered 2020-events and will as such be reflected in our 2020 result.

Income statement for 2019

		2019	2018
	Note	DKK'000	DKK'000
Revenue	1	411.416	435.165
Other operating income	2	12.545	11.111
Cost of sales		-194.820	-214.113
Other external expenses	3	-118.963	-123.384
Gross profit / loss		110.178	108.779
Staff costs	4	-123.970	-131.769
Depreciation and amortization	5	-3.024	-1.595
Operating profit / loss		-16.816	-24.585
Other financial income	6	81.536	99.152
Other financial expenses	7	-55.806	-74.026
Profit / loss before tax		8.914	541
Tax on profit / loss for the year	8	-1.918	3.927
Profit / loss for the year	9	6.996	4.468

Balance sheet at 31.12.2019

		31-12-2019	31-12-2018
	Note	DKK'000	DKK'000
Other fixtures and fittings, tools and equipment	10	5.144	2.875
Property, plant and equipment in progress	10	0	100
Property, plant and equipment	-	5.144	2.975
Fixed assets	-	5.144	2.975
Inventories		21.667	21.660
Trade receivables		18.994	17.315
Receivable from group enterprises		166.086	76.503
Company Tax		0	19
Other receivables		1.307	565
Prepayments		246	0
Receivables	- -	186.633	94.402
Cash	-	4.148	5.090
Current assets	-	212.448	121.152
Assets	_	217.592	124.127

Balance sheet at 31.12.2019

	Note -	31-12-2019 DKK'000	31-12-2018 DKK'000
Share capital		500	500
Retained earnings		15.490	8.494
Equity	- -	15.990	8.994
Other payables	11	923	0
Non Current liabilities	- -	923	0
Trade payable		38.049	45.533
Payable to group enterprises		144.622	48.343
Company Tax		1.916	0
Other payables	11	14.493	18.856
Deferred income	12	1.599	2.401
Current liabilities other than provisions	-	200.679	115.133
Liabilities other than provisions	-	201.602	115.133
Equity and liabilities	-	217.592	124.127
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Statement of changes in equity for 2019

	Share capital	Retained earnings	Total
	DKK'000	DKK'000	DKK'000
Equity at 1 January 2019	500	8.494	8.994
Profit / loss for the year	0	6.996	6.996
Equity 31-12-2019	500	15.490	15.990

The share capital consists of 1 share at DKK 500.000 nominal.

There have not been any changes in the share capital in the past five years.

		31-12-2019	31-12-2018
		DKK'000	DKK'000
1	Revenue		
	Revenue catering	176.030	177.112
	Revenue retail	235.386	258.053
	Total revenue	411.416	435.165
2	Other operating income		
	Management fee	12.545	11.111
	Total other operating income	12.545	11.111
3	Other external expenses		
	Lease	-71.887	-68.814
	Other operating expenses	-47.076	-54.570
	Total other operating, selling and administrative expenses	-118.963	-123.384
4	Salary expense		
	Wages and salaries	-112.109	-119.238
	Pension costs	-10.312	-11.207
	Other social security cost	-1.549	-1.324
	Total salary expense	-123.970	-131.769
	Average number of employees	332	336
	Executive Board / management	-39.169	-27.587
	Supervisory Board	-974	-893
	Total remuneration of management	-40.143	-28.480

The Executive Board receives remuneration for handling the whole Scandlines Group. Therefore, only a minor part of the total remuneration is directly related to the work performed in Scandlines Catering ApS.

		31-12-2019	31-12-2018
		DKK'000	DKK'000
5	Depreciation and amortisation		
	Depreciation of property, plant and equipment	-3.024	-1.595
	Total depreciation	-3.024	-1.595
6	Other financial income		
	Financial income arising from group enterprises	80.633	96.984
	Exchange rate adjustments	903	2.168
	Total financial income	81.536	99.152
7	Other financial expenses		
	Financial expenses from group enterprises	-55.216	-73.625
	Exchange rate adjustments	-590	-401
	Total financial expenses	-55.806	-74.026
8	Tax on profit for the year		
	Current tax	-1.932	-10
	Adjustment concerning previous years	14	3.937
	Total tax on profit for the year	-1.918	3.927
9	Proposed distribution of profit / loss		
	Extra ordinary dividend	0	-95.019
	Retained earnings	6.996	99.487
	Total retained earnings	6.996	4.468

10 Tangible assets	Other fixtures and fittings, tools and equipment	Property, plant and equipment in progress
Cost at 1 January	30.545	100
Transfer	100	-100
Additions	5.193	0
Disposals	-7.379	0
Cost at 31 December	28.459	0
Depreciation and amortization at 1 January	-27.670	0
Disposals	7.379	0
Depreciation for the year	-3.024	0
Depreciation and amortization at 31 December	-23.315	0
Carrying amount at 31 December	5.144	0
	31-12-2019	31-12-2018
	DKK'000	DKK'000
11 Other payables		
VAT and duties	676	1.240
Wages and salaries, personal income taxes, social security costs etc.	3.997	4.235
Holiday pay obligation	10.726	13.382
Other costs payable	17	0
Total other payables	15.416	18.856

12 Deferred income

Short-term deferred income consist of marketing and sales related expenses.

13 Contingent liabilities

Scandlines Catering ApS is jointly taxed with all other Danish Scandlines companies. Under the joint taxation scheme, each company is liable only for its own tax on the taxable income until the tax has been paid to the administration company (Scandlines Infrastructure ApS). Scandlines Infrastructure ApS, being the administration company, is then solely obliged to pay the tax on the joint taxation income.

The company is jointly and severally liable for the subsidiaries intra-group accounts in the Scandlines ApS Group's cash pool arrangement.

The Company participates in a Danish joint taxation arrangement in which Scandlines Infrastructure ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable from the financial year 2013 for income taxes etc. for the jointly taxed companies and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

14 Assets charged and collateral

Debt of the ultimate parent company is secured by way of a charge on the ultimate parent company's "trademarks", such as Scandlines Catering ApS' Other fixtures, Inventories, Receivables and Bank deposits.

At 31 December, that carrying amounts of assets provided as security are as follows:	31-12-2019 DKK'000	31-12-2018 DKK'000
Other fixtures and fittings, tools and equipment	5.144	2.975
Inventories	21.667	21.660
Receivables	186.633	94.402
Bank deposits	4.148	5.090

15 Transactions with related parties

There have not been transactions between the company and its related parties which are not carried out under normal market conditions.

16 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Scandferries ApS, Copenhagen

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

Scandlines Infrastructure ApS, Copenhagen

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (large).

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

Recognition and measurement

Assets are recognised in the balance sheet when it is probable because 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 because 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.

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. Fixed assets purchased in foreign currencies are translated using historical rates.

Income statement

Revenue

Income from sale of goods for resale and finished goods is recognized in the income statement when delivery and transfer of risk to the buyer have taken place and provided hat the income can be reliably measured and is expected to be received.

Other operating income

Other operating income and other operating expenses comprises income and cost of a secondary nature to the Entity's primary activities.

Cost of sales

Cost of sales comprises costs of sales for the financial year measured at cost, adjusted for ordinary inventory write-downs.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities.

Staff costs

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

Depreciation and amortisation

Intangible assets and property, plant and equipment are amortized or depreciated straight-line on the basis of the individual estimate of their useful lives.

Other financial income

Other financial income comprises interest income, realised and unrealised capital gains on securities, liabilities other than provisions and foreign currency transactions etc. as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, realised and unrealised capital losses on securities, other than provisions and foreign currency transactions etc. as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

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 in the Scandlines Group. 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 Assets include software and other intangible assets .

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilization, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred.

Property, plant and equipment

Leasehold improvements, vessels, land and buildings, harbour plant and harbour installations as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

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 based on the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment 3-5 years

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount. Recoverable amount is the higher of value in use (present value of the future net payments) and selling price (broker assessment) less expected selling costs. Value in use is calculated by ferry line.

Profits and losses from the sales of property, plants and equipment are calculated as the difference between selling price less selling costs and carrying amount at the time of sale. Profits and losses are recognised in the income statement under other operating income/other operating expenses.

Costs related to planned periodical repairs and maintenance work (docking costs) are capitalized and depreciated straight-line over the period until the next anticipated docking, typically two years.

Inventories

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

Cost of goods for resale, raw materials and consumables consist of acquisition price plus delivery costs.

Receivables

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

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.

Cash

Cash comprises cash in hand and bank deposits.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Long term liabilities

Other payables comprise long term holiday allowance

Other financial liabilities

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

Deferred income

Deferred income comprises received income for recognition in subsequent financial years. Deferred income is measured at cost.

Cash flow statement

In accordance to the Danish Financial Statements Act §86, paragraph 4, a cash flow statement is not included in this annual report. Reference is made to the cash flow statement in the annual report for Scandferries ApS.