Deloitte
Statsautoriseret
Revisionspartnerselskab
CVR-nr. 33963556
Tværkajen 5
Postboks 10
5100 Odense C

Telefon 63 14 66 00
Telefax 63 14 66 12
www.deloitte.dk

Marius Pedersen Holding A/S

Ørbækvej 851
5863 Ferritslev, Fyn
Central Business Registration No 25116763

Annual report 2017

The Annual General Meeting adopted the annual report on 29.05.2018

Chairman of the General Meeting

Name: Søren Borregaard

Contents

Entity details

Entity

Marius Pedersen Holding A/S
Ørbækvej 851
5863 Ferritslev, Fyn

Central Business Registration No: 25116763
Registered in: Faaborg-Midtfyn, Denmark
Financial year: 01.01.2017 - 31.12.2017

Phone: +4563909909
Fax: +4563909910
Website: www.mariuspedersen.dk
E-mail: ferritslev@mariuspedersen.dk

Board of Directors

Finn Junge Andersen, Chairman
Peter Schak Larsen, Deputy Chairman
Søren Klarskov Vilby
Birgit Elin Munck-Kampmann
Jens Flesner Kristiansen
Ib Thrane

Executive Board

Simon Hovgaard Clausen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Tværkajen 5
Postboks 10
5100 Odense C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Marius Pedersen Holding A/S for the financial year 01.01.2017 - 31.12.2017.

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 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

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.

Ferritslev, 29.05.2018

Executive Board

Simon Hovgaard Clausen

Board of Directors

Finn Junge Andersen Chairman	Peter Schak Larsen Deputy Chairman	Søren Klarskov Vilby
Birgit Elin Munck-Kampmann	Jens Flesner Kristiansen	Ib Thrane

Independent auditor's report

To the shareholders of Marius Pedersen Holding A/S

Opinion

We have audited the financial statements of Marius Pedersen Holding A/S for the financial year 01.01.2017 - 31.12.2017, 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 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 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:

Independent auditor's report

- 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.

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.

Independent auditor's report

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.

Odense, 29.05.2018

Deloitte
Statsautoriseret Revisionspartnerselskab
Central Business Registration No: 33963556

Lars Leopold Larsen
State Authorised Public Accountant
Identification number (MNE) mne33229

Management commentary

	2017 DKK'000	2016 DKK'000	2015 DKK'000	2014 DKK'000	2013 DKK'000
Financial highlights					
Key figures					
Operating profit/loss	(2.548)	(16.750)	(4.879)	(5.467)	(6.917)
Net financials	208.942	178.112	146.085	149.915	145.454
Profit/loss for the year	206.966	165.093	142.456	145.816	140.087
Total assets	1.259.614	1.260.078	1.205.333	1.056.859	1.761.517
Investments in property, plant and equipment	0	947	0	0	0
Equity	1.249.152	1.236.618	1.196.566	1.037.938	1.748.880
Ratios					
Return on equity (%)	16,7	13,6	12,8	10,5	7,9
Equity ratio (%)	99,2	98,1	99,3	98,2	99,3

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2017" issued by the Danish Society of Financial Analysts.

Ratios	Calculation formula	Ratios
Return on equity (%)	$\frac{\text{Profit/loss for the year x 100}}{\text{Average equity}}$	The entity's return on capital invested in the entity by the owners.
Equity ratio (%)	$\frac{\text{Equity x 100}}{\text{Total assets}}$	The financial strength of the entity.

Management commentary

Primary activities
The Company is holding company of Marius Pedersen A/S, Denmark.

Development in activities and finances
Net income for the year after tax is DKK 207 million, which is an increase of DKK 41,9 million compared to 2016.

Profit/loss for the year in relation to expected developments
Profit for the year coming from Danish activities as well as profit coming from activities abroad has been better than expected in budget for 2017.

Profit for the year is considered satisfactory.

Outlook
The Company expects a continuing positive development in the activities and result.

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.

Income statement for 2017

	Notes	2017 DKK'000	2016 DKK'000
Administrative costs	1, 2	(2.548)	(15.975)
Other operating expenses		0	(775)
Operating profit/loss		**(2.548)**	**(16.750)**
Income from investments in group enterprises		209.051	178.206
Other financial expenses	3	(109)	(94)
Profit/loss before tax		**206.394**	**161.362**
Tax on profit/loss for the year	4	572	3.731
Profit/loss for the year	5	**206.966**	**165.093**

Balance sheet at 31.12.2017

	Notes	2017 DKK'000	2016 DKK'000
Other fixtures and fittings, tools and equipment		647	1.153
Property, plant and equipment	6	**647**	**1.153**
Investments in group enterprises		1.254.188	1.254.569
Fixed asset investments	7	**1.254.188**	**1.254.569**
Fixed assets		**1.254.835**	**1.255.722**
Receivables from group enterprises		0	611
Income tax receivable		0	3.734
Joint taxation contribution receivable		4.294	0
Receivables		**4.294**	**4.345**
Cash		**485**	**11**
Current assets		**4.779**	**4.356**
Assets		**1.259.614**	**1.260.078**

Balance sheet at 31.12.2017

	Notes	2017 DKK'000	2016 DKK'000
Contributed capital	8	27.977	27.977
Reserve for net revaluation according to the equity method		299.090	299.471
Retained earnings		782.085	689.170
Proposed dividend		140.000	220.000
Equity		**1.249.152**	**1.236.618**
Deferred tax	9	19	31
Provisions		**19**	**31**
Payables to group enterprises		7.308	14.654
Other payables		3.135	8.775
Current liabilities other than provisions		**10.443**	**23.429**
Liabilities other than provisions		**10.443**	**23.429**
Equity and liabilities		**1.259.614**	**1.260.078**
Mortgages and securities	10		
Related parties with controlling interest	11		
Group relations	12		

Statement of changes in equity for 2017

	Contributed capital DKK'000	Reserve for net revaluation according to the equity method DKK'000	Retained earnings DKK'000	Proposed dividend DKK'000
Equity beginning of year	27.977	299.471	689.170	220.000
Ordinary dividend paid	0	0	0	(220.000)
Other equity postings	0	25.568	0	0
Dividends from group enterprises	0	(235.000)	235.000	0
Profit/loss for the year	0	209.051	(142.085)	140.000
Equity end of year	**27.977**	**299.090**	**782.085**	**140.000**

	Total DKK'000
Equity beginning of year	1.236.618
Ordinary dividend paid	(220.000)
Other equity postings	25.568
Dividends from group enterprises	0
Profit/loss for the year	206.966
Equity end of year	**1.249.152**

Notes

	2017 DKK'000	2016 DKK'000
1. Staff costs		
Wages and salaries	2.041	15.438
	2.041	**15.438**
Average number of employees	**0**	**1**

	Remunera-tion of manage-ment 2017 DKK'000	Remunera-tion of manage-ment 2016 DKK'000
Executive Board	0	1.316
Board of Directors	0	858
Total amount for management categories	1.208	0
	1.208	**2.174**

In addition to the stated management fee in the note, the company also has expensed remuneration for other Group companies. The remuneration of 2016 are influenced by the changes in management in 2016.

	2017 DKK'000	2016 DKK'000
2. Depreciation, amortisation and impairment losses		
Depreciation on property, plant and equipment	214	211
Profit/loss from sale of intangible assets and property, plant and equipment	(8)	0
	206	**211**

	2017 DKK'000	2016 DKK'000
3. Other financial expenses		
Financial expenses from group enterprises	103	93
Exchange rate adjustments	2	0
Other financial expenses	4	1
	109	**94**

Notes

	2017 DKK'000	2016 DKK'000
4. Tax on profit/loss for the year		
Tax on current year taxable income	(560)	(3.734)
Change in deferred tax for the year	(12)	31
Adjustment concerning previous years	0	(28)
	(572)	**(3.731)**

	2017 DKK'000	2016 DKK'000
5. Proposed distribution of profit/loss		
Ordinary dividend for the financial year	140.000	220.000
Transferred to reserve for net revaluation according to the equity method	209.051	178.206
Retained earnings	(142.085)	(233.113)
	206.966	**165.093**

	Other fixtures and fittings, tools and equipment DKK'000
6. Property, plant and equipment	
Cost beginning of year	1.447
Disposals	(500)
Cost end of year	**947**
Depreciation and impairment losses beginning of the year	(294)
Depreciation for the year	(214)
Reversal regarding disposals	208
Depreciation and impairment losses end of the year	**(300)**
Carrying amount end of year	**647**

Notes

	Investments in group enterprises DKK'000
7. Fixed asset investments	
Cost beginning of year	955.098
Cost end of year	**955.098**
Revaluations beginning of year	299.471
Adjustments on equity	25.568
Amortisation of goodwill	(23.260)
Share of profit/loss for the year	232.311
Dividend	(235.000)
Revaluations end of year	**299.090**
Carrying amount end of year	**1.254.188**

Consolidated goodwill of TDKK 53.015 is included in book value.

	Registered in	Corpo-rate form	Equity inte-rest %
Investments in group enterprises comprise:			
Marius Pedersen A/S	Faaborg-Midtfyn	A/S	100,0

8. Contributed capital

The share capital consists of 279.770 shares at DKK 100. The shares have not been divided into classes. There have been no changes in share capital the last five years.

	2017 DKK'000
9. Deferred tax	
Changes during the year	
Beginning of year	31
Recognised in the income statement	(12)
End of year	**19**

Notes

10. Mortgages and securities

Shares in Marius Pedersen A/S, thousands DKK 1.254.188, have been pledged as security for bank debt amounting to thousands DKK 516.959.

Guarantee commitments

The Company guarantees as follows:
Group enterprises' outstanding accounts with banks thousands DKK 29.780 in 2017. (thousands DKK 29.737 in 2016).

Joint taxation

Marius Pedersen Holding A/S and its Danish subsidiaries are jointly taxed in MPWM 2014 A/S. The Company thus has secondary liability with respect to income taxes etc. and any obligation to withhold taxes on interest, royalties and dividends applying to the jointly taxed companies. Such secondary liability is, however, capped at an amount equal to the portion of the share capital in the Company held directly or indirectly by the ultimate parent.

11. Related parties with controlling interest

The following shareholders hold more than 5% of the Company's share capital:
MPWM 2014 A/S, Faaborg-Midtfyn
Ultimate shareholder: Entreprenør Marius Pedersens Fond, Faaborg-Midtfyn

12. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
MPWM 2014 A/S, Ørbækvej 851, 5863 Ferritslev Fyn, CVR 35846735

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 (medium).

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

Consolidated financial statements
Referring to § 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

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.

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 rate 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
Administrative costs
Administrative costs comprise expenses incurred for the Entity's administrative functions, including wages and salaries for administrative staff and Management, stationery and office supplies as well as amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment used for administration of the Entity.

Other operating expenses

Accounting policies

Other operating expenses comprise expenses of a secondary nature as viewed in relation to the Entity's primary activities.

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 intra-group profits or losses.

Other financial expenses
Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities 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 portion of the tax taken to the income statement, which relates toextraordinary profit/loss for the year, is allocated to this entry whereas the remaining portion is taken to the year's profit/loss from ordinary activities.

The 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.

Deferred tax is recognised and measured applying the liability method on all temporary differences between the carrying amount and tax-based value of assets and liabilities. The tax-based value of the assets is calculated based on the planned use of each asset.

Deferred tax is measured based on the tax regulations and tax rates that will be in effect, using the laws at the balance sheet date, when the deferred tax is estimated to be triggered as current tax. Changes in deferred tax resultingfrom changed tax rates are recognised in the income statement.

Deferred tax assets, including the tax base of tax loss carry forward, 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.

The Company is jointly taxed with enterprises within the Group. The current Danish income tax is allocated among the jointly taxed Danish companies proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet
Property, plant and equipment
Other tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Accounting policies

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:

Other fixtures and fittings, tools and equipment	5-8 years

Depreciation is recognised in the income statement under administrative expenses, respectively.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

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

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 value plus or minus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

The Company's share of the enterprises' profits or losses after tax and elimination of unrealised intra-group profits and losses and minus or plus amortisation of goodwill or badwill on consolidation is recognised in the income statement.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation is imminent, a provision is recognised that is measured at present value of the costs deemed necessary to incur to settle the obligation.

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.

Goodwill is calculated as the difference between cost of the investments and fair value of the pro rata share of assets and liabilities acquired. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful lives are reassessed annually. The amortisation periods used are 5-10 years.

Accounting policies

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

Receivables
Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

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

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. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

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.

Cash flow statement
Referring to § 86 (4) of the Danish Financial Statements Act there has not been made any cash flow statement. The company’s cash flow is included in the cash flow statement of the consolidated annual accounts of MPWM 2014 A/S. CVR 35846735