

Tender ApS

Tuborgvej 14, 2900 Hellerup

Company reg. no. 25 48 35 53

Annual report

1 January - 31 December 2015

The annual report have been submitted and approved by the general meeting on the 6 July 2016.

Miguel Gouveia
Chairman of the meeting

Notes:

- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

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Management's report

The managing director has today presented the annual report of Tender ApS for the financial year 1 January to 31 December 2015.

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

I consider the accounting policies used appropriate, and in my opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position as on 31 December 2015 and of the company's results of its activities in the financial year 1 January to 31 December 2015.

I am of the opinion that the management's review includes a fair description of the issues dealt with.

The annual report is recommended for approval by the general meeting.

Copenhagen, 6 July 2016

Managing Director

Martiena Louisa Pietersen
Director

The independent auditor's reports

To the shareholders of Tender ApS

Report on extended review of the annual accounts

We have performed extended review of the annual accounts of Tender ApS for the financial year 1 January to 31 December 2015. The annual accounts comprise accounting policies used, profit and loss account, balance sheet and notes, and they are prepared in accordance with the Danish Financial Statements Act.

The management's responsibility for the annual accounts

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

Auditor's responsibility

Our responsibility is to express an opinion on the annual accounts. We performed the extended review in accordance with the standard from the Danish Business Authority applicable on auditor's reports to small enterprises and in accordance with the standard from the Danish Institute of State Authorised Public Accountants applicable on extended review of annual accounts prepared in accordance with the Danish Financial Statements Act.

This requires that we comply with the Danish Act on Approved Auditors and Audit Firms and with the ethical requirements of the Danish Institute of State Authorised Public Accountants and that we plan and perform our audit procedures with the purpose of achieving moderate assurance as to our opinion on the annual accounts. Furthermore, it requires that we perform particularly required additional procedures with a view to achieving further assurance as to our opinion.

An extended review comprises procedures primarily comprising inquiries to the management and to other persons within the enterprise when appropriate, analytical procedures, and the particularly required additional procedures along with an evaluation of the achieved audit evidence.

The scope of the procedures performed during an extended review is less than in case of an audit, and consequently, we do not express any audit opinion on the annual accounts.

Our extended review has not resulted in any comments.

The independent auditor's reports

Opinion

Based on the work performed, it is our opinion that the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2015 and of the results of the company's operations for the financial year 1 January to 31 December 2015 in accordance with the Danish Financial Statements Act.

Reports on other legal and regulatory requirements

Emphasis of matter paragraph on other matters

The company has inconsistent with legal requirements not prepared the annual report on time, thus the management incur liability.

Statement on the management's review

Pursuant to the Danish Financial Statements Act, we have read the management's review. We have not performed any further procedures in addition to the extended review of the annual accounts. On this basis, it is our opinion that the information provided in the management's review is consistent with the annual accounts.

Copenhagen, 6 July 2016

Redmark

State Authorised Public Accountants
Company reg. no. 29 44 27 89

Anders Schelde-Møllerup Funder

State Authorised Public Accountant

Company data

The company

Tender ApS
Tuborgvej 14
2900 Hellerup

Company reg. no. 25 48 35 53

Financial year: 1 January - 31 December

Managing Director

Martiena Louisa Pietersen, Director

Auditors

Redmark, Statsautoriseret Revisionspartnerselskab
Dirch Passers Allé 76
2000 Frederiksberg

Parent company

Pondera Holdings LLC
46 State Street
3rd Floor
Albany, NY 12207
USA

Management's review

The principal activities of the company

The principal activity of the company is to do trade and financial activity and other activities.

Unusual matters

No unusual circumstances have affected the company's activities during the year.

Uncertainties as to recognition or measurement

The company has no uncertainty relating to recognition and measurement.

Development in activities and financial matters

The gross loss for the year is DKK -127.375 against DKK 296.479 last year. The results from ordinary activities after tax are DKK -52.898 against DKK 14.661 last year. The management consider the results satisfactory.

Events subsequent to the financial year

The management expects the company to end in 2016, as the company is expected to be liquidated according to the Danish Financial Statements Act §216.

There are no other events that have occurred subsequent to the balance sheet date, which would have material impact on the financial position of the company

Accounting policies used

The annual report for Tender ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises.

Due to the expected solvent liquidation in 2016 assets and liabilities are recognized and measured at net realizable value. Except therefor the accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

Recognition and measurement in general

Income is recognised in the profit and loss account concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities.

Assets are recognised in the balance sheet when the company is liable to achieve future, financial benefits and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the company is liable to lose future, financial benefits and the value of the liability can be measured reliably.

At the first recognition, assets and liabilities are measured at cost. Later, assets and liabilities are measured as described below for each individual accounting item.

Certain fixed asset investments and liabilities are measured at amortised cost, by which method a fixed, effective interest is recognised during the useful life of the asset or the liability. Amortised cost is recognised as the original cost with deduction of any payments and additions/deductions of the accrued amortisation of the difference between cost and nominal amount. In this way capital losses and capital profits are spread over the useful life.

At recognition and measurement, such predictable losses and risks are taken into consideration, which may appear before the annual report is presented, and which concerns matters existing on the balance sheet date.

The profit and loss account

Gross loss

The gross loss comprises the net turnover, changes in inventories of finished goods and work in progress, work performed for own purposes and capitalised, other operating income, and external costs.

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received. The net turnover is recognised exclusive of VAT and taxes and with the deduction of any discounts granted in connection with the sale.

Accounting policies used

Net financials

Net financials include interest income, interest expenses, and realised and unrealised capital gains and losses on financial assets and liabilities. Net financials are recognised in the profit and loss account with the amounts concerning the financial year.

Interest and other costs concerning loans for financing the production of intangible and tangible fixed assets and concerning the production period are not recognised in the cost of the fixed asset.

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The balance sheet

Debtors

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

Available funds

Corporate tax and deferred tax

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax. In the period 2014 to 2016, the corporate tax rate will be reduced gradually from 25 % to 22 %, which will affect the deferred tax liabilities and deferred tax assets. Unless a recognition with a different tax rate than 22 % will result in a significant material deviation in the estimated deferred tax liability or tax asset, deferred tax liabilities and assets are recognised by 22 %.

Liabilities

Financial liabilities related to borrowings are recognised at the received proceeds with the deduction of transaction costs incurred. In following periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value by use of the effective interest. The difference between the proceeds and the nominal value is recognised in the profit and loss account during the term of the loan.

Accounting policies used

Mortgage debt and bank debt are for instance measured at amortised cost. As to cash loans, this corresponds to the outstanding debt of the loan. For bond loans, the amortised cost corresponds to an outstanding debt calculated as the underlying cash value at the date of borrowing adjusted by amortisation of the market value adjustment on the date of the borrowing carried out over the repayment period.

Also capitalised residual leasing liabilities in connection with financial leasing contracts are recognised in the financial liabilities.

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

Profit and loss account 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2015</u>	<u>2014</u>
Gross loss	-127.375	296.479
Other financial income	97.867	-203.675
1 Other financial costs	-2.059	-331
Results before tax	-31.567	92.473
Tax on ordinary results	-21.331	-77.812
Results for the year	-52.898	14.661
 Proposed distribution of the results:		
Allocated to results brought forward	0	14.661
Allocated from results brought forward	-52.898	0
Distribution in total	-52.898	14.661

Balance sheet 31 December

All amounts in DKK.

Assets		
<u>Note</u>	<u>2015</u>	<u>2014</u>
Current assets		
Trade debtors	0	964.911
Deferred tax assets	0	21.331
Receivable corporate tax	58.000	28.000
Other debtors	<u>25.187</u>	<u>4.422</u>
Debtors in total	<u>83.187</u>	<u>1.018.664</u>
Available funds	<u>1.598.524</u>	<u>1.600.768</u>
Current assets in total	<u>1.681.711</u>	<u>2.619.432</u>
Assets in total	<u>1.681.711</u>	<u>2.619.432</u>

Balance sheet 31 December

All amounts in DKK.

Equity and liabilities			
<u>Note</u>		<u>2015</u>	<u>2014</u>
Equity			
2	Contributed capital	125.000	125.000
3	Results brought forward	<u>1.507.368</u>	<u>1.560.266</u>
	Equity in total	<u>1.632.368</u>	<u>1.685.266</u>
Liabilities			
	Trade creditors	29.200	17.500
	Debt to group enterprises	<u>20.143</u>	<u>916.666</u>
	Short-term liabilities in total	<u>49.343</u>	<u>934.166</u>
	Liabilities in total	<u>49.343</u>	<u>934.166</u>
	Equity and liabilities in total	<u>1.681.711</u>	<u>2.619.432</u>

Notes

All amounts in DKK.

	<u>2015</u>	<u>2014</u>
1. Other financial costs		
Other financial costs	<u>2.059</u>	<u>331</u>
	<u>2.059</u>	<u>331</u>
2. Contributed capital		
Contributed capital 1 January 2015	<u>125.000</u>	<u>125.000</u>
	<u>125.000</u>	<u>125.000</u>
3. Results brought forward		
Results brought forward 1 January 2015	1.560.266	1.545.605
Profit or loss for the year brought forward	<u>-52.898</u>	<u>14.661</u>
	<u>1.507.368</u>	<u>1.560.266</u>