# KILROY Group Travel A/S

Annual Report for the year 2018

The Annual General Meeting adopted the annual report on 10.04.2019

Chairman of the General Meeting

KILROY Group Travel A/S Nytorv 5 1450 Copenhagen K Denmark

Reg. no. 25 49 77 59

Name Claus Hejlesen

# Content

Statement by the Board of Directors and Management	3
Independent Auditor's Report	4
Management's review Company information Key figures Management's review	6 6 7 8
Profit & Loss Account	10
Balance Sheet	11
Statement of changes in Equity	12
Notes to the Accounts	13
Accounting Policies	16

# Statement by the Board of Directors and Management

KILROY Group Travel A/S is a subsidiary of KILROY International A/S which is an international travel company with headquarter in Denmark.

The board of directors and the managing director have today approved the annual report for the financial year January 1 to December 31, 2018 for KILROY Group Travel A/S.

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

It is our opinion, that the annual Report gives a fair and true view of KILROY Group Travel A/S' assets, liabilities and financial position as pr. December 31, 2018 and the result of KILROY Group Travel A/S' activities for the financial year January 1 - December 31, 2018.

In our opinion, Management's review includes a fair review of the development in KILROY Group Travel A/S' operations and financial conditions, the result for the year and financial position.

The Financial Statement is sent for approval for the annual general meeting.

Copenhagen K, 2019

Managing Director:

Henrik Kaltoft

The Board of Directors:

Claus Hincheli Hejlesen Chairman Henrik Kaltoft

Lars Holst-Mikkelsen

# To the shareholders of KILROY Group Travel A/S

# Opinion

We have audited the financial statements of KILROY Group Travel A/S for the financial year 1 January – 31 December 2018 comprising 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.

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

#### **Basis for opinion**

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

#### 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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made 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 company 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 Company's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

— conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

— evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## Statement on the Management's review

Management is responsible for the Management's review.

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

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

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

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

Copenhagen, 2019

KPMG Statsautoriseret Revisionspartnerselskab CVR nr. 25578198

Anja Bjørnholt Lûthcke State Authorised Public Accountant MNE-nr: 26779

# **Company information**

# KILROY Group Travel A/S Nytorv 5 1450 Copenhagen K

Phone:	70 22 05 35
Web:	www.kilroy.dk

CVR-nr.:	25 49 77 59
Founded:	22. juni 2000
Registrered in:	Copenhagen K.
Accounting year:	1. january - 31. december

# Board of directors:

Claus Hincheli Hejlesen (Chairman) Henrik Kaltoft Lars Holst-Mikkelsen

# Managing Director:

Henrik Kaltoft

# Auditors:

KPMG Statsautoriseret revisionspartnerselskab Dampfærgevej 28 2100 Copenhagen

# Annual General Meeting:

The annual general meeting will take place on 10. april 2019 at the companys office at Nytorv 5, 1450 Copenhagen K.

# Keyfigures

	2018	2017	2016	2015	2014
Profit & Loss Accounts (mDKK)					
Turnover	233	210	235	225	212
EBITDA	6,7	10,0	17,0	18,5	19,9
Ordinary operating profit (EBIT)	6,5	9,8	16,9	18,4	19,8
Net financial income	-1,8	14,8	18,2	3,8	3,2
Profit before income tax (EBT)	4,7	24,6	35,1	22,2	23,1
Net profit for the year	3,3	21,3	31,9	17,9	18,8
Balance Sheet (mDKK)					
Non-current assets	0,5	0,5	0,2	4,2	3,9
Current assets	112,2	118,7	103,7	93,1	95,2
Total assets	112,7	119,2	103,9	97,3	99,2
Share capital	1,1	1,1	1,1	1,1	1,1
Equity	28,8	45,5	42,1	27,3	27,4
Current liabilities	83,9	73,7	61,3	68,3	70,2
Investments in tangible assets	0,3	0,4	0,0	0,4	0,0
Key Figures					
EBITDA - Margin (%) EBITDA / Turnover	2,9	4,7	7,2	8,2	9,4
Return on assets (%) EBIT / total assets	5,8	8,3	16,3	18,9	20,0
Return on equity (%) Net profit / average equity	9	49	92	65	72
Liquidity ratio (%) Current liabilities	134	161	169	136	136
Equity ratio (%) Equity / total assets	26	38	41	28	28
Average number of full-time employees (FTE)	52	50	46	44	46

#### **Main activities**

The main activity – which remains unchanged from previous years – is to carry on sale of travel related services and products under the two brands KILROY and BENNS.

Sales are conducted from the premises in Holstebro.

#### Development in activities, finances, and other events during the year

Turnover has increased compared to the preceding year due to extraordinary marketing spending which was allocated to relaunch the BENNS brand during 2017 and 2018. Consequently, the operating profit was lower than in previous years.

In November 2016, KILROY Group Travel A/S sold its 27.6% stake in Ski Group A/S to the majority shareholder, Højmark Holding ApS. Ski Group A/S was the result of a merger of Team Benns Ski and Højmark Rejser A/S back in 2011. The principles for calculating the share price was settled in a court of arbitration in May 2017, and in favour of KILROY Group Travel A/S. The final share price should will be concluded upon the presentation of Ski Group A/S' annual accounts for 2017/18. According to available information from Ski Group A/S, the year 2017/18 turned out surprisingly lower than previous years and budget. This situation requires a negative correction of the previously recognized selling price. The 2016 transaction also imposed a restriction on the KILROY Group's opportunities in the ski market until November 2019.

#### Uncertainty relating to recognition and measurement

There has not been any uncertainty regarding recognition and measurement in the annual report.

#### **Risk assessment**

Operating globally, the travel industry is by nature affected by numerous risks. The majority of these are beyond our control, such as war, terror, natural disasters and political unrest.

Each year brings new and sometimes extraordinary challenges to the travel industry. Every link in the value chain is constantly challenged, either by traditional suppliers, new players or by the customers themselves. As in many other industries, the Internet has created an atmosphere of "direct trading is cheapest." We address this challenge by constantly focusing on internal training and customer service, and by making value-addition tangible and apparent to customers.

The financial risk of doing business in multiple countries and currencies is reduced through cautious execution by the KILROY Group's cash management function, which has established policies to ensure that currency exposure is mitigated to the extent possible.

The KILROY Group only hedges commercial exposures. The primary financial instruments include currency forward contracts.

# Management's review

# **Corporate Social Responsibility (CSR)**

In accordance with the Danish Financial Statements Act §99a information on KILROY Group Travels A/S' Corporate Social Responsibility policy can be found in the annual report of the parent company KILROY International A/S and on the website <u>kilroy.net/policies</u>.

#### Intellectual capital

In order to maintain sustained development of the business areas and complementary areas, our employees are central. Hence, training and competence upgrade within travel are continuously prioritized.

# Subsequent events and expectations for 2019

No material events have occurred since the balance sheet date that would affect the assessment of the annual report for 2018.

# Profit & Loss Account 1 January to 31 December 2018

	Notes	<b>2018</b> '000 DKK	<b>2017</b> '000 DKK
Turnover	1	233.023	210.112
Cost of products		-185.339	-166.392
Gross profit		47.684	43.720
Salaries and other personnel expenses	2	-21.831	-18.896
Other operating expenses		-19.107	-14.848
		-40.938	-33.744
Operating profit before depreciation and amortization (EBITDA)		6.746	9.976
Depreciations and amortizations	3	-231	-142
Operating profit before net financial income (EBIT)		6.515	9.834
Financial income		225	14.792
Financial expenses		-2.018	-17
Net financial income	4	-1.793	14.775
Profit before income tax (EBT)		4.722	24.609
Tax on profit of the year	5	-1.375	-3.260
Net profit for the year	6	3.347	21.349

# Balance Sheet as at 31 December 2018

Annatas	Notes	<b>2018</b> '000 DKK	<b>2017</b> '000 DKK
Assets: Leasehold improvements		220	95
IT hardware and other equipments		292	393
Total property, plant and equipments	7 —	512	488
	· _		
Deferred tax asset		29	18
Total financial fixed assets	8	29	18
Total non-current assets		541	506
Inventories		445	442
		440	442
Trade receivables		19.872	23.482
Amounts due from group entities		61.465	61.996
Tax receivables		883	0
Other receivables		13.015	17.082
Prepaid expenses	9	12.331	10.652
Total Receivables		107.566	113.212
Cash and cash equivalents		4.192	5.018
Total current assets		112.203	118.672
Total assets	=	112.744	119.178
Equity:			
Share capital		1.100	1.100
Proposed dividend		5.000	20.000
Retained earnings		22.723	24.376
Total equity		28.823	45.476
Current liabilities:			
Tax payable		0	1.755
Trade creditors		34.607	26.903
Other payables		5.482	4.636
Advance payments		43.831	40.408
Total current liabilities	_	83.921	73.702
Total liabilities		83.921	73.702
Total equity and liabilities	_	112.744	119.178
Contingent assets, liabilities and secured debt	10		

Related parties .....

11

# Statement of changes in Equity

# Equity

	Share	Retained	Proposed	Total
	capital	earnings	dividend	equity
	'000 DKK	'000 DKK	'000 DKK	'000 DKK
Equity 1.1.2018	1.100	24.376	20.000	45.476
Transferred over the profit appropriation	0	-1.653	5.000	3.347
Dividends paid	0	0	-20.000	-20.000
Equity 31.12.2018	1.100	22.723	5.000	28.823

The share capital comprises of 11.000 shares of DKK 100 each.

There has been no changes to issued capital during the past five years.

#### 1. Turnover

Pursuant to the damage clause in section 96(1) of the Danish Financial Statements Act, segment information has not been disclosed.

# 2. Salaries and other personnel expenses

Salaries and other personnel expenses are specified as follows:	2018	2017
	'000 DKK	'000 DKK
Wages and salaries	20.020	16.961
Pensions	922	790
Other social security costs	118	112
Total salaries and related expenses	21.060	17.863
Other personnel expenses	771	1.032
Total salaries and other personnel expenses	21.831	18.896
Average number of employees (full year equivalents)	52	50

Remuneration to Board of Directors and registered management are included in the Management fee from the parent company.

3.	<b>Depreciations and amortizations</b>	<b>2018</b>	<b>2017</b>
	Depreciations and amortizations are specified as follows:	'000 DKK	'000 DKK
	Depreciation of property, plant and equipment, see note 6	231	<u>142</u> 142

# 4. Financial income and expenses

Financial income and expenses are specified as follows:	2018	2017
	'000 DKK	'000 DKK
Interest income from affiliated companies	225	762
Dividend associated companies	0	6
Divestments of shares in SkiGroup A/S	0	12.453
Other financial income	0	1.571
	225	14.792
Financial expenses	-2.018	-17
Total financial income and expenses	-1.793	14.775

# 5. Tax on profit of the year

	Tax on profit of the year are specified as follows:	<b>2018</b> '000 DKK	<b>2017</b> '000 DKK
	Joint tax contribution	1.386	3.255
	Adjustment previous year	0	491
	Adjustment of deferred tax for the year	-11	-486
	-	1.375	3.260
6.	Appropriation of net profit	2018	2017
		'000 DKK	'000 DKK
	Proposed dividend	5.000	20.000
	Retained earnings	-1.653	1.349
	-	3.347	21.349

# Notes, continued:

# 7. Property, plant and equipment

		IT	Leasehold	
	Equipment '000 DKK	hardware '000 DKK	improvement '000 DKK	Total '000 DKK
Cost at the beginning of 2018	925	274	195	1.394
Additions in year	21	0	234	255
Cost at the end of 2018	946	274	429	1.649
Depreciations at the beginning of 2018	-556	-250	-100	-906
Depreciations for the year	-98	-24	-109	-231
Depreciations at the end of 2018	-654	-274	-209	-1.137
Carrying amount at the end of 2018	292	0	220	512
Carrying amount at the end of 2017	369	24	95	488

# 8. Deferred tax asset

Changes in deferred income tax are as follows:	2018	2017
	'000 DKK	'000 DKK
Deferred income tax asset at beginnig of year	-18	491
Change in deferred tax	-11	-486
Adjustment previous year	0	-23
Deferred income tax asset at the end of 2018	-29	-18

# 9. Prepaid expenses and accrued income

Prepaid expenses consists of payments to suppliers that relate to the following year.

# Notes, continued:

#### 10. Contingent assets, liabilities and secured debt

	2018	2017
	'000 DKK	'000 DKK
Supplier contractual obligations within one year	4.026	3.514
Rent and lease obligations within one year	660	655
Rent and lease obligations between one and five years	384	1.036
	5.070	5.205

The company is a member of Rejsegarantifonden and KILROY International A/S has issued a bank guarantee of tDKK 3.500 as security.

As a subsidiary to KILROY International A/S, KILROY Group Travel A/S operates under joint taxation along with other danish companies in the KILROY Group.

The current Danish corporation tax is allocated among the jointly-taxed Danish companies in proportion to their taxable income (full absorption with refunds for tax losses). The Danish Companies are jointly and severally liable for the joint taxation.

#### 11. Related parties

KILROY Group Travel A/S' related parties comprise the following: Eignarhaldsfélagið KILROY ehf, Laugavegur 182, 105 Reykjavik SSTS A/S, Nytorv 5, 1450 Copenhagen K Horizons A/S, Nytorv 5, 1450 Copenhagen K KILROY International A/S, Nytorv 5, 1450 Copenhagen K KILROY Belgium B.V.B.A., Sint-Pietersnieuwstraat 105, 9000 Gent OY KILROY Finland AB, Kaivokatu 10 D, 00100 Helsinki KILROY Iceland ehf., Skólavörðustígur 3A, 101 Reykjavik KILROY Netherlands B.V., Singel 413-415, 1012 Amsterdam KILROY Norway AS, Kirkegata 15, 0153 Oslo KILROY Poland Sp. Z o.o., Inflancka 4A, 00189 Warszawa KILROY Sweden AB, Drottninggatan 83, 111 60 Stockholm JR Travel A/S, Nytorv 5, 1450 Copenhagen K OY Frank Students AB, Fabianinkatu 28, 00100 Helsinki Winberg Travel AB, Stora Torg 17, 241 30 Eslöv

Membership of the Board of Directors in one or more of the Group's subsidiaries is not remunerated separately but considered as part of senior management responsibilities, thus part of their ordinary remuneration.

KILROY Group Travel A/S is a part of the consolidated annual report for KILROY International A/S, which is the smallest group in which the Company is included as a subsidiary.

The consolidated financial statements of KILROY International A/S can be found at www.KILROY.dk KILROY Group Travel A/S is a part of the consolidated annual report of Eignarhaldsfélagið KILROY ehf, which is the largest group in which the Company is included as a subsidiary.

The consolidated financial statements of Eignarhaldsfélagið KILROY ehf can be obtained by contacting the company.

Related party	2018	2017
	'000 DKK	'000 DKK
Sale of services to Group entities	1.169	968
Sale of services to parent company	0	0
Purchase of services from Group entities	-2.702	-2.811
Purchase of services from parent company	-9.600	-6.984
Total	-11.133	-8.827

# General

The Annual Report for 2018 for KILROY Group Travel A/S is presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class large-C companies.

The accounting policies applied, as described below, are consistent with those applied last year. There has been minor reclassifications in the income statement and the balance sheet. Comparative figures have been restated accordingly.

Pursuant to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The cash flow statement is included in the consolidated cash flow statement for KILROY International A/S.

Pursuant to section 96(3) of the Danish Financial Statements Act, fee paid to the Company's auditor appointed at the general meeting has not been disclosed.

The Annual Report for 2018 for KILROY Group Travel A/S is included in the consolidated financial statements for the KILROY Group.

#### Foreign currency conversion

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement in cost of products.

#### **Derivative financial instruments**

On initial recognition, derivative financial instruments are recognised in the balance sheet at cost and subsequently measured at fair value. Positive and negative fair values of derivative financial instruments are recognised as intercompany other receivables and other payables, respectively.

Changes in the fair value of derivative financial instruments designated as or qualifying for recognition as a fair value hedge of a recognised asset or liability are recognised in the income statement together with changes in the fair value of the hedged asset or liability.

# **Profit and Loss Account**

### Turnover

Turnover includes the year's sales of travel products and other services.

Turnover from individual-oriented products are booked at the time of invoicing, regardless of departure date.

Turnover from group travel products are booked in the accounting period that coincides with the departure date of the trip.

Turnover is measured at the fair value of the agreed remuneration excluding VAT. All discounts granted are included in revenue.

#### Cost of products

Cost of products comprises invoiced and accrued cost of travel related products and other services incurred by generated revenue of the year.

#### Other operating expenses

Other operating expenses include expenses relating to the entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs etc. This item also includes writedowns of receivables recognised in current assets.

#### Salaries and other personnel expenses

Personnel costs mainly include costs for salaries, pensions and other social security costs.

### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Financial income and expenses comprise interest, capital gains and losses on securities, liabilities and conversion in foreign currencies and surcharges/allowances regarding tax.

# Тах

The current Danish corporation tax is allocated among the jointly-taxed Danish companies in proportion to their taxable income (full absorption with refunds for tax losses). Tax for the year comprises current tax, joint taxation and changes in deferred tax for the year, including adjustments to tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to changes directly recognised in equity is recognised directly in equity.

Deferred tax is provided under the liability method, and covers all temporary differences between accounting and tax values of the assets and liabilities.

The tax value of tax loss carry-forwards will be set off against deferred tax liabilities to the extent that the tax losses and other tax assets are expected to be utilised in the future taxable income. Deferred tax is calculated according to applicable tax laws and according to the expected tax rate.

# **Balance Sheet**

#### Property, plant and equipment

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

Assets are written down if their value has depreciated and cannot be seen as appreciating in the near future. Cost comprises the purchase price and any direct costs directly attributable to the acquisition until the date on which the asset is available for use. The cost includes retirement obligations if it meets the conditions for recognition of provisions.

Depreciation is calculated on a straight-line basis of the cost according to the following guidelines, based on the estimated economic life of the asset:

- Equipment 5 years
- Leasehold improvements 5 years
- IT and other equipment 3-5 years

#### Impairment of non-current assets

The carrying amount of intangible assets and property, plant and equipment as well as equity investments in group entities and associates is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

#### Inventories

Goods for resale are measured at cost price.

Write-downs are made according to obsolescence and other forms of value depreciation.

#### Receivables

Receivables are measured at amortised cost. Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired.

#### Equity

Proposed dividends are recognised as a liability at the date on which they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year is disclosed as a seperate item under equity.

#### Liabilities other than provisions

Prepayments from customers, trade payables and other payables are measured at net realizable value.