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**WYNDHAM WORLDWIDE
DENMARK ApS**

Vestergade 3 B, 1.
8000 Aarhus C
Business Registration No
26443849

Annual report 2018

The Annual General Meeting adopted the annual report on 03.07.2019

Chairman of the General Meeting

A handwritten signature in black ink, appearing to read "Jeffrey Ryan Leuenberg", written over a horizontal line.

Name: Jeffrey Ryan Leuenberg

Member of Deloitte Touche Tohmatsu Limited

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Entity details

Entity

WYNDHAM WORLDWIDE DENMARK ApS
Vestergade 3 B, 1.
8000 Aarhus C

Central Business Registration No (CVR): 26443849
Registered in: Aarhus
Financial year: 01.01.2018 - 31.12.2018

Executive Board

Jeffrey Ryan Leuenberger
Sherri Yvonne Avara

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
Postboks 1600
0900 København 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 WYNDHAM WORLDWIDE DENMARK ApS for the financial year 01.01.2018 - 31.12.2018.

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

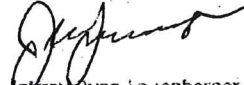
In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018.

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, 03.07.2019

Executive Board



Jeffrey Ryan Lejenberger



Sherri Yvonne Avara

Independent auditor's report

To the shareholders of WYNDHAM WORLDWIDE DENMARK ApS

Opinion

We have audited the financial statements of WYNDHAM WORLDWIDE DENMARK ApS for the financial year 01.01.2018 - 31.12.2018, 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 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018 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.

Violation of accounting legislation, including the Danish Bookkeeping Act

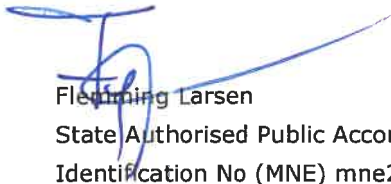
The Entity has submitted its annual report for the period 01.01.2018 – 31.12.2018 later than required by section 138 of the Danish Financial Statements Act, which means Management may be held liable.

Copenhagen, 03.07.2019

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No (CVR) 33963556



Flemming Larsen
State Authorised Public Accountant
Identification No (MNE) mne27790

Management commentary

Primary activities

The primary activity of the company is to own shares in group companies.

The entity owns the following companies:

- EMEA Holdings C.V. (29%)

Development in activities and finances

The result of the year is a profit of DKK 853.423 thousand.

In January 2018 the company acquired 29% of the shares in a group related company EMEA CV; The Netherlands for a consideration of approx. DKK 506 million

In February 2018 the Company signed an agreement whereby the company sold it's two investments. The company recognised a significant gain in connection with the sale. The transfer closed on 9 May 2018.

In May 2018 the Company has repaid certain of its loan to the group companies, and has distributed a portion of the proceeds, from the sale to its shareholder; DKK 625.636 thousand.

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 2018

	<u>Notes</u>	<u>2018</u> <u>DKK'000</u>	<u>2017</u> <u>DKK'000</u>
Gross loss		(291)	(163)
Income from investments in group enterprises		847.978	47.208
Other financial income	2	18.991	1.624
Other financial expenses	3	<u>(13.255)</u>	<u>(31.911)</u>
Profit/loss before tax		853.423	16.758
Tax on profit/loss for the year	4	<u>0</u>	<u>7.022</u>
Profit/loss for the year		<u>853.423</u>	<u>23.780</u>
Proposed distribution of profit/loss			
Retained earnings		<u>853.423</u>	<u>23.780</u>
		<u>853.423</u>	<u>23.780</u>

Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018</u> <u>DKK'000</u>	<u>2017</u> <u>DKK'000</u>
Investments in group enterprises		0	704.508
Investments in associates		<u>506.870</u>	<u>0</u>
Fixed asset investments	5	<u>506.870</u>	<u>704.508</u>
 Fixed assets		 <u>506.870</u>	 <u>704.508</u>
 Receivables from group enterprises		148.681	139.759
Income tax receivable		15.079	25.369
Prepayments		<u>53</u>	<u>0</u>
Receivables		<u>163.813</u>	<u>165.128</u>
 Cash		 <u>49</u>	 <u>2.119</u>
 Current assets		 <u>163.862</u>	 <u>167.247</u>
 Assets		 <u>670.732</u>	 <u>871.755</u>

Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK'000</u>	<u>2017 DKK'000</u>
Contributed capital	6	128	127
Retained earnings		<u>670.524</u>	<u>380.850</u>
Equity		<u>670.652</u>	<u>380.977</u>
Current portion of long-term liabilities other than provisions		0	490.688
Other payables		<u>80</u>	<u>90</u>
Current liabilities other than provisions		<u>80</u>	<u>490.778</u>
Liabilities other than provisions		<u>80</u>	<u>490.778</u>
Equity and liabilities		<u>670.732</u>	<u>871.755</u>
Staff costs	1		
Group relations	7		

Statement of changes in equity for 2018

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	127	380.850	380.977
Increase of capital	1	61.887	61.888
Extraordinary dividend paid	0	(625.636)	(625.636)
Profit/loss for the year	0	853.423	853.423
Equity end of year	128	670.524	670.652

Notes

	<u>2018</u>	<u>2017</u>
1. Staff costs		
Average number of employees	<u>0</u>	<u>0</u>
	2018	2017
	DKK'000	DKK'000
2. Other financial income		
Other interest income	0	1.620
Exchange rate adjustments	<u>18.991</u>	<u>4</u>
	18.991	1.624
	2018	2017
	DKK'000	DKK'000
3. Other financial expenses		
Financial expenses from group enterprises	13.243	31.707
Other interest expenses	10	204
Other financial expenses	<u>2</u>	<u>0</u>
	13.255	31.911
	2018	2017
	DKK'000	DKK'000
4. Tax on profit/loss for the year		
Current tax	0	(4.567)
Adjustment concerning previous years	<u>0</u>	<u>(2.455)</u>
	0	(7.022)

Notes

	Invest- ments in group enterprises DKK'000	Investment s in associates DKK'000
5. Fixed asset investments		
Cost beginning of year	657.300	0
Additions	0	506.870
Disposals	(657.300)	0
Cost end of year	0	506.870
Revaluations beginning of year	73.521	0
Reversal regarding disposals	(73.521)	0
Revaluations end of year	0	0
Impairment losses beginning of year	(26.313)	0
Reversal regarding disposals	26.313	0
Impairment losses end of year	0	0
Carrying amount end of year	0	506.870

	Registered in	Corpo- rate form	Equity inte- rest %	Profit/loss DKK'000
Investments in associates comprise:				
EMEA Holdings C.V.	BC Leidschendam, The Netherlands	General partner ship	29,0	(14.913)

	Number	Par value DKK'000	Nominal value DKK'000	Recorded par value DKK'000
6. Contributed capital				
Share	128	100	128	128
	128		128	128

Notes

7. Group relations

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

Wyndham Destinations Inc., 6277 Sea Harbor Drive, Orlando FL 32821, United States

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

Wyndham Destinations Inc., 6277 Sea Harbor Drive, Orlando FL 32821, United States

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

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

Consolidated financial statements

Referring to section 110 / section 111 / section 112(1) / 112(2) 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.

Income statement

Gross profit or loss

Gross profit or loss and external expenses.

Other external expenses

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

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.

Accounting policies

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities 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.

Balance sheet

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

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 no more than 20 years.

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

Accounting policies

Investments in associates

Investments in associates are measured at cost. Investments 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.

Prepayments

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

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

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