

JJ Holding & Invest ApS

Østre Hougvej 152

5500 Middelfart

Business Registration No

27166911

Annual report 2017

The Annual General Meeting adopted the annual report on 31.05.2018

Chairman of the General Meeting

Name: Jan Jacobsen

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Entity details

Entity

JJ Holding & Invest ApS
Østre Hougvej 152
5500 Middelfart

Central Business Registration No (CVR): 27166911

Registered in: Middelfart

Financial year: 01.01.2017 - 31.12.2017

Executive Board

Jan Jacobsen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 København S

Statement by Management on the annual report

The Executive Board have today considered and approved the annual report of JJ Holding & Invest ApS for the financial year 01.01.2017 - 31.12.2017.

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

In my 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.

I believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

I recommend the annual report for adoption at the Annual General Meeting.

Middelfart, 31.05.2018

Executive Board

Jan Jacobsen

Independent auditor's report

To the shareholder of JJ Holding & Invest ApS

Opinion

We have audited the financial statements of JJ Holding & Invest ApS 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.

Copenhagen, 31.05.2018

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR)
33963556

Lars Siggaard Hansen
State Authorised Public Accountant
Identification No (MNE) mne32208

Kåre Valtersdorf
State Authorised Public Accountant
Identification No (MNE) mne34490

Management commentary

Primary activities

The main activity of the Company is to invest in subsidiaries and associated companies.

Development in activities and finances

The result for the year shows a deficit at DKK 34,584 thousand, against a deficit last year at DKK 86,480 thousand. The result is considered satisfactory.

The deficit for the year is due to the fact the the Company have sold its shares in associated companies resulting in a loss of DKK 64,772 thousand recognised in the income statement.

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

| | <u>Notes</u> | <u>2017</u> <u>DKK'000</u> | <u>2016</u> <u>DKK'000</u> |
|---|--------------|-------------------------------|-------------------------------|
| Gross loss | | (66) | (40) |
| Depreciation, amortisation and impairment losses | | (49) | (49) |
| Operating profit/loss | | (115) | (89) |
| Income from investments in group enterprises | | 1.562 | (30) |
| Income from investments in associates | | (35.621) | (87.062) |
| Other financial income | | 2.030 | 990 |
| Other financial expenses | | (65) | (163) |
| Profit/loss before tax | | (32.209) | (86.354) |
| Tax on profit/loss for the year | 2 | (375) | (126) |
| Profit/loss for the year | | (32.584) | (86.480) |
| Proposed distribution of profit/loss | | | |
| Ordinary dividend for the financial year | | 2.400 | 103 |
| Extraordinary dividend distributed in the financial year | | 0 | 2.000 |
| Transferred to reserve for net revaluation according to the equity method | | 0 | (87.092) |
| Retained earnings | | (34.984) | (1.491) |
| | | (32.584) | (86.480) |

Balance sheet at 31.12.2017

| | <u>Notes</u> | <u>2017 DKK'000</u> | <u>2016 DKK'000</u> |
|--------------------------------------|--------------|-------------------------|-------------------------|
| Land and buildings | | 826 | 875 |
| Property, plant and equipment | 3 | 826 | 875 |
| Investments in group enterprises | | 1.733 | 100 |
| Investments in associates | | 0 | 398.851 |
| Other receivables | | 288.151 | 0 |
| Fixed asset investments | 4 | 289.884 | 398.951 |
| Fixed assets | | 290.710 | 399.826 |
| Trade receivables | | 32 | 0 |
| Receivables from group enterprises | | 4.165 | 5.714 |
| Receivables from associates | | 0 | 13.070 |
| Deferred tax | | 90 | 79 |
| Other receivables | | 54.318 | 15 |
| Prepayments | | 4 | 4 |
| Receivables | | 58.609 | 18.882 |
| Other investments | | 86 | 86 |
| Other investments | | 86 | 86 |
| Cash | | 355 | 373 |
| Current assets | | 59.050 | 19.341 |
| Assets | | 349.760 | 419.167 |

Balance sheet at 31.12.2017

| | <u>Notes</u> | <u>2017</u> <u>DKK'000</u> | <u>2016</u> <u>DKK'000</u> |
|--|--------------|-------------------------------|-------------------------------|
| Contributed capital | | 125 | 125 |
| Reserve for net revaluation according to the equity method | | 1.603 | 386.095 |
| Retained earnings | | 341.560 | 27.781 |
| Proposed dividend | | 2.400 | 103 |
| Equity | | <u>345.688</u> | <u>414.104</u> |
| Bank loans | | 598 | 4.868 |
| Trade payables | | 3 | 0 |
| Payables to group enterprises | | 3.050 | 0 |
| Payables to associates | | 0 | 20 |
| Income tax payable | | 418 | 173 |
| Other payables | | 3 | 2 |
| Current liabilities other than provisions | | <u>4.072</u> | <u>5.063</u> |
| Liabilities other than provisions | | <u>4.072</u> | <u>5.063</u> |
| Equity and liabilities | | <u>349.760</u> | <u>419.167</u> |
| Staff costs | 1 | | |
| Contingent liabilities | 5 | | |

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 | 125 | 386.095 | 27.781 | 103 |
| Ordinary dividend paid | 0 | 0 | 0 | (103) |
| Exchange rate adjustments | 0 | (35.729) | 0 | 0 |
| Transfer to reserves | 0 | (348.763) | 348.763 | 0 |
| Profit/loss for the year | 0 | 0 | (34.984) | 2.400 |
| Equity end of year | 125 | 1.603 | 341.560 | 2.400 |
| | | | | Total DKK'000 |
| Equity beginning of year | | | | 414.104 |
| Ordinary dividend paid | | | | (103) |
| Exchange rate adjustments | | | | (35.729) |
| Transfer to reserves | | | | 0 |
| Profit/loss for the year | | | | (32.584) |
| Equity end of year | | | | 345.688 |

Notes

| | <u>2017</u> | <u>2016</u> |
|-----------------------------|-------------|-------------|
| 1. Staff costs | | |
| Average number of employees | <u>0</u> | <u>0</u> |

| | <u>2017</u> | <u>2016</u> |
|---|-------------------|-------------------|
| | <u>DKK'000</u> | <u>DKK'000</u> |
| 2. Tax on profit/loss for the year | | |
| Current tax | 418 | 173 |
| Change in deferred tax | (11) | (11) |
| Adjustment concerning previous years | <u>(32)</u> | <u>(36)</u> |
| | <u>375</u> | <u>126</u> |

| | <u>Land and buildings DKK'000</u> |
|---|---|
| 3. Property, plant and equipment | |
| Cost beginning of year | <u>1.233</u> |
| Cost end of year | <u>1.233</u> |
| Depreciation and impairment losses beginning of year | (358) |
| Depreciation for the year | <u>(49)</u> |
| Depreciation and impairment losses end of year | <u>(407)</u> |
| Carrying amount end of year | <u>826</u> |

Notes

| | Invest- ments in group enterprises DKK'000 | Investments in associates DKK'000 | Other receivables DKK'000 |
|--|---|--|--|
| 4. Fixed asset investments | | | |
| Cost beginning of year | 130 | 12.726 | 0 |
| Additions | 0 | 0 | 288.151 |
| Disposals | 0 | (12.726) | 0 |
| Cost end of year | 130 | 0 | 288.151 |
| Revaluations beginning of year | (30) | 386.125 | 0 |
| Exchange rate adjustments | 0 | (35.730) | 0 |
| Share of profit/loss for the year | 0 | 29.152 | 0 |
| Revaluations for the year | 1.562 | 0 | 0 |
| Investments with negative equity value depreciated over receivables | 71 | 0 | 0 |
| Reversal regarding disposals | 0 | (379.547) | 0 |
| Revaluations end of year | 1.603 | 0 | 0 |
| Carrying amount end of year | 1.733 | 0 | 288.151 |

| | Registered in | Corpo- rate form | Equity inte- rest % |
|--|----------------------|---------------------------------|--|
| Investments in group enterprises comprise: | | | |
| Holdingselskabet af 01.09 ApS | Middelfart, Denmark | ApS | 60,0 |
| NA & B Invest ApS | Middelfart, Denmark | ApS | 100,0 |

5. Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for these entities.

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 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

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. Property, plant and equipment and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates as well as out of the translation of income statements from average rates to the exchange rates at the balance sheet date are classified directly as equity.

Income statement

Gross profit or loss

Gross profit or loss comprises other operating income and external expenses.

Other operating income

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

Other external expenses

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

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment comprise depreciation, amortisation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of property, plant and equipment.

Accounting policies

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.

Income from investments in associates

Income from investments in associates comprises the pro rata share of the individual associates' profit/loss after elimination of intra-group profits or losses.

Other financial income

Other financial income comprises interest income payables and transactions in foreign currencies as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, payables and transactions in foreign currencies 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 subsidiaries. The 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

Property, plant and equipment

Land and buildings 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 on the basis of the following estimated useful lives of the assets:

| | |
|-----------|----------|
| Buildings | 25 years |
|-----------|----------|

Estimated useful lives and residual values are reassessed annually.

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

Accounting policies

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.

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.

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

Investments in associates

Investments in associates are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the associates' equity value plus unamortised goodwill and plus or minus unrealised pro rata intra-group profits and losses.

Associates 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.

Upon distribution of profit or loss, net revaluation of investments in associates is transferred to Reserve for net revaluation according to the equity method under equity.

Investments in associates 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.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value 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.

Prepayments

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

Other investments

Other current asset investments comprise listed securities measured at fair value (market price) at the balance sheet date.

Accounting policies

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.

Other financial liabilities

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

Income tax receivable or payable

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