

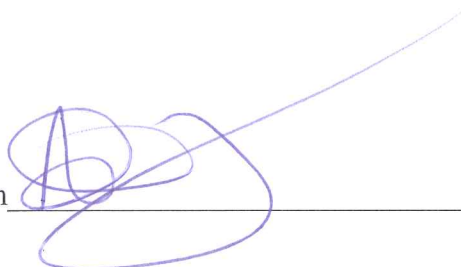
# MS2 Denmark Limited ApS

Harbour House  
Sundkrogsgade 21  
2100 Copenhagen

CVR no. 27 38 80 86

Annual Report 2015

Chairman \_\_\_\_\_



Approved at the Company's Annual General Meeting on ~~26~~ April 2016.

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## MANAGEMENT'S REPORT

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The Management has today discussed and approved the Annual Report of MS2 Denmark Limited ApS for the financial year 1 January 2015 - 31 December 2015.

The Annual Report has been prepared in accordance with the Danish Financial Statements Act.

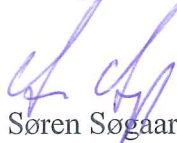
It is my opinion that the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of the results of the Company's operations for the financial year 1 January 2015 - 31 December 2015.

Further, in my opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

I recommend that the Annual Report be approved at the annual general meeting.

Copenhagen, 4 April 2016.

Management



Søren Søgaard

## INDEPENDENT AUDITORS' REPORT

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### **To the shareholders of MS2 Denmark Limited ApS.**

We have audited the financial statements of MS2 Denmark Limited ApS for the financial year 1 January 2015 – 31 December 2015. The Financial Statements comprise the income statement, balance sheet, accounting principles applied and notes. The financial statements have been prepared in accordance with the Danish Financial Statements Act.

### **Management's responsibility for the financial statements**

The Management is responsible for the preparation and fair presentation of the Financial Statements in accordance with the Danish Financial Statements Act. This responsibility includes designing, implementing and maintaining internal controls relevant to preparation and fair presentation of the Financial Statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' responsibility**

Our responsibility is to express an opinion on the Financial Statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and supplementary requirements according to Danish audit legislation. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the Financial Statements 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. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by the Management as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our audit has not resulted in any qualification.

### **Opinion**

In our opinion, the Financial Statements give a true and fair view of the Company's assets, liabilities and financial position as at 31 December 2015 and of the results of the activities for the financial year 1 January 2015 – 31 December 2015 in accordance with the Danish Financial Statements Act.

### **Statement concerning the Management's Review**

In accordance with the Danish Financial Statements Act we have read the Management's Report. We have not performed further procedures in addition to the audit of the Financial Statements. On this basis we consider the information contained in the Management's Report to be in accordance with the Financial Statements.

MS2 Denmark Limited ApS

## INDEPENDENT AUDITORS' REPORT

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Copenhagen, 4 April 2016

Beierholm  
State Authorized Public Accountants, Copenhagen  
CVR 32895468



Flemming Bernth  
State Authorised Public Accountant

## COMPANY INFORMATION

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Company name	MS2 Denmark Limited ApS
CVR no.	27 38 80 86
Address	Harbour House Sundkrogsgade 21 2100 Copenhagen
Municipality of domicile	Copenhagen
Management	Søren Søgaard
Auditors	Beierholm Statsautoriseret Revisionspartnerselskab Gribskovvej 2 DK-2100 Copenhagen
Annual General Meeting	4 April 2016
Chairman	
Ownership control	The Company is owned by: MS2 Bermuda Limited Canon's Court 22 Victoria Street GB-HM 12 Bermuda

## MANAGEMENT'S REVIEW

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### **Principal activities of the Company**

The object of the company is to rent and lease aircrafts and, directly or indirectly, to carry on any activities which, in the opinion of the board of management, are related thereto. The company has decided to book the income from each lease agreement in the income statement only as this in the opinion of the company gives a better view of the activities.

### **Unusual circumstances**

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

### **Uncertainty regarding recognition and measurement**

The Company has no uncertainty regarding recognition and measurement.

### **Development in activities and financial matters**

The Company's financial position and the result of the year will be shown in the following income statement of the financial year 1 January 2015 - 31 December 2015 and the balance sheet as per 31 December 2015.

The result for the year shows a profit of USD 152,496. The Management considers the result to be satisfactory.

### **Subsequent events**

After the end of the accounting year in February 2016 one aircraft has been sold and is no longer part of the lease structure.

### **Future prospects**

The Company expects a reduced profit for the coming year, as the lease agreements are expiring during the year 2016.

## ACCOUNTING POLICIES

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The Annual Report of the Company has been prepared in accordance with the provisions of the Danish Financial Statements Act for Class B companies.

The Annual Report is prepared in USD.

The most significant elements of the accounting principles applied are described below. The accounting principles were applied consistently with the principles of prior year's financial reporting.

### **Recognition and measurement**

Revenue is recognised in the income statement as it is earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised costs are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, write downs and provisions.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the Company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the Company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each individual item below.

Certain financial assets and liabilities are measured at cost, thus recognising a constant effective interest over the term. Amortised cost is computed as original cost less deductions, if any, as well as additions/deductions of the accumulated amortisation of the difference between cost and nominal value.

When recognising and measuring assets and liabilities, any gains, losses and risks occurred prior to the presentation of the Annual Report will be considered and evidence of such conditions existing at the balance sheet date will be taken into account.

### **Foreign currency translation**

Transactions denominated in foreign currencies are translated at the exchange rates at the date of the transaction.

Receivables, liabilities and other items in foreign currencies which have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date.

Realised and unrealised exchange rate adjustments are included in the income statement as financial income/expenses.



## ACCOUNTING POLICIES

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### **Income statement**

#### **Lease income**

Income from leasing is recognised as revenue reference to the stage of completion.

#### **Direct expenses**

Direct expenses includes rent of aircraft.

#### **Other external expenses**

Other external expenses comprise expenses for distribution, sale, marketing, administration, premises, bad debts, etc.

#### **Gross profit / Gross loss**

With reference to section 32 of the Danish Financial Statements Act, the items from 'Revenue' to and including 'Other external expenses' are consolidated into one item stated as Gross profit / Gross loss.

#### **Financial items**

Financial income and expense and similar items are recognised in the income statement with the amounts relating to the reporting period. Net financials include interest income and expense and realised and unrealised exchange rate gains and losses on foreign currency transactions.

#### **Tax on profit/loss for the year**

Tax for the year consists of current tax for the year and deferred tax for the year. The tax relating to the profit for the year is recognised in the income statement, whereas the tax related to equity transactions is recognised directly in equity.

Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

### **Balance sheet**

#### **Receivables**

Receivables are measured at amortised cost. Write-downs for bad debt are based on individual assessment of receivables.

#### **Cash and cash equivalents**

Cash consist of bank deposits and cash at bank and in hand.

#### **Tax assets, receivables and liabilities**

Current tax liabilities and outstanding current tax are recognised in the balance sheet as computed tax on the taxable income for the year adjusted for tax on previous years' taxable income as well as for tax paid on account.

## ACCOUNTING POLICIES

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Deferred tax is measured according to the liability method in respect of temporary differences between accounting and tax values of assets and liabilities. In cases, e.g. regarding shares where computation of the tax value can be made according to alternative tax rules, deferred tax is measured either on basis of the planned use of the asset or on settlement of the liability.

Deferred tax assets, including the tax value of tax loss carry forwards, are measured at expected realisable value, either by payment of tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity. Deferred net tax assets, if any, are measured at net realisable value.

Deferred tax is measured on basis of the tax rules and tax rates ruling at balance sheet date, when the deferred tax is expected to become current tax. Changes in deferred tax because of changes in tax rates are recognised in the income statement. On the basis of the assessment made by the management in regards to realisation of the Company's assets a tax rate of 22% has been applied when calculating deferred tax. When calculating tax on a net profit for the year the current tax rate of 23.5% has been applied.

### **Liabilities**

Liabilities are measured at amortised cost equal to nominal value.

**INCOME STATEMENT FOR THE PERIOD 1 JANUARY - 31 DECEMBER**

	<u>Note</u>	<u>2015</u>	<u>2014</u>
		USD	USD
<b>Gross profit/(Gross loss)</b>		<b>198,965</b>	<b>199,595</b>
Financial income	1	5,422	2,933
Financial expenses	2	<u>(5,614)</u>	<u>(3,249)</u>
<b>Profit/(loss) before tax</b>		<b>198,773</b>	<b>199,279</b>
Tax on result for the year	3	<u>(46,277)</u>	<u>(45,022)</u>
<b>Net result for the year</b>		<u><b>152,496</b></u>	<u><b>154,257</b></u>

**PROPOSED DISTRIBUTION OF PROFIT/LOSS**

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	<u>Note</u>	<u>2015</u>	<u>2014</u>
		USD	USD
<b>Proposed distribution of profit/loss</b>			
Retained earnings		<u>152,496</u>	<u>154,257</u>
<b>Total Distribution</b>		<u>152,496</u>	<u>154,257</u>

**BALANCE 31 DECEMBER**

	<u>Note</u>	<u>2015</u>	<u>2014</u>
		USD	USD
<b>ASSETS</b>			
Other receivables		1,643	152
Prepayments		1,064,299	0
<b>Total receivables</b>		<u>1,065,942</u>	<u>152</u>
Cash and cash equivalents		1,729,134	4,626,441
<b>Total cash and cash equivalents</b>		<u>1,729,134</u>	<u>4,626,441</u>
<b>Total current assets</b>		<u>2,795,076</u>	<u>4,626,593</u>
<b>Total assets</b>		<u>2,795,076</u>	<u>4,626,593</u>

**BALANCE 31 DECEMBER**

	<u>Note</u>	<u>2015</u>	<u>2014</u>
		USD	USD
<b>EQUITY AND LIABILITIES</b>			
Share capital		22,576	22,576
Retained earnings/(losses)		1,665,314	1,512,818
<b>Total shareholders' equity</b>	4	<u>1,687,890</u>	<u>1,535,394</u>
Prepayments from customers		1,069,112	3,065,319
Trade payables		10,829	4,760
Income taxes		27,245	21,120
<b>Total short-term liabilities</b>		<u>1,107,186</u>	<u>3,091,199</u>
<b>Total liabilities</b>		<u>1,107,186</u>	<u>3,091,199</u>
<b>Total liabilities and shareholders' equity</b>		<u>2,795,076</u>	<u>4,626,593</u>
Contractual obligations and contingencies, etc.	5		

## NOTES TO THE FINANCIAL STATEMENTS

<b>1</b>	<b>Financial income</b>	2015 USD	2014 USD
	Interest income bank	0	1
	Exchange rate gain	5,422	2,932
	<b>Financial income total</b>	<b>5,422</b>	<b>2,933</b>
<b>2</b>	<b>Financial expenses</b>	2015 USD	2014 USD
	Interest expenses, bank	22	0
	Interest on corporate tax	1,173	929
	Exchange rate loss	4,419	2,320
	<b>Financial expenses total</b>	<b>5,614</b>	<b>3,249</b>
<b>3</b>	<b>Tax on result for the year</b>	2015 USD	2014 USD
	Tax of the year result	(46,277)	(45,022)
	<b>Tax on result for the year total</b>	<b>(46,277)</b>	<b>(45,022)</b>

Tax paid on account during the year amount to DKK 138,000. The company has no deferred tax liability.

<b>4</b>	<b>Shareholders' equity</b>	Share capital USD	Retained earnings USD	Total USD
	Balance 1 January 2015	22,576	1,512,818	1,535,394
	Result of the year	0	152,496	152,496
	<b>Shareholders' equity total</b>	<b>22,576</b>	<b>1,665,314</b>	<b>1,687,890</b>

The capital comprises 17,000 shares of EUR 1 each.

The shares have been pledged pursuant to a Share Pledge Agreement dated 15 October 2003.

**NOTES TO THE FINANCIAL STATEMENTS**

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**5 Contractual obligations and contingencies, etc.**

The company has entered into lease agreements regarding aircraft and the residual value as per end of 2015 amounted to USD 17,897,097.