

**Miller DK - Outlet Center Ringsted ApS**  
**Central Business Registration No**  
**28327307**  
**c/o Bruun & Hjejle, Nørregade 21**  
**1165 Copenhagen K**

**Annual report 2015**

The Annual General Meeting adopted the annual report on 19.05.2016

**Chairman of the General Meeting**

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Name: David Thomas Milloy

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## **Entity details**

### **Entity**

Miller DK - Outlet Center Ringsted ApS  
c/o Bruun & Hjejle, Nørregade 21  
1165 Copenhagen K

Central Business Registration No: 28327307

Registered in: Copenhagen

Financial year: 01.01.2015 - 31.12.2015

### **Executive Board**

Andrew Sutherland  
David Thomas Milloy

### **Auditors**

Deloitte Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
Postboks 1600  
0900 København C

## **Statement by Management on the annual report**

The Executive Board has today considered and approved the annual report of Miller DK - Outlet Center Ringsted ApS for the financial year 01.01.2015 - 31.12.2015.

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 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015.

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, 19.05.2016

### **Executive Board**

Andrew Sutherland

David Thomas Milloy

## **Independent auditor's reports**

### **To the owners of Miller DK - Outlet Center Ringsted ApS**

#### **Report on the financial statements**

We have audited the financial statements of Miller DK - Outlet Center Ringsted ApS for the financial year 01.01.2015 - 31.12.2015, which comprise the 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.

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

#### **Auditor's 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 additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about 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 judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation of financial statements that give a true and fair view 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as 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 audit 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 financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015 in accordance with the Danish Financial Statements Act.

## **Independent auditor's reports**

### **Statement on the management commentary**

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

Copenhagen, 19.05.2016

### **Deloitte**

Statsautoriseret Revisionspartnerselskab

Lars Andersen  
State Authorised Public Accountant

CVR-nr. 33963556

## **Management commentary**

### **Primary activities**

The Company has invested in joint ventures under which Ringsted Outlet Center is built.

### **Development in activities and finances**

The Company realised a profit of DKK 166 thousand. Management believes this is appropriate considering the continuing difficult market environment.

The valuation of the investment in Ringsted Outlet Center P/S is based on this Company's valuation of Ringsted Outlet. The valuation includes expectations to the future development. The Management in Ringsted Outlet Center expects the increase in net rental income to continue, due to an improvement in the future rental situation. If the actual development deviates from the expected, adjustments of the impairment losses might be necessary.

The Company has lost its share capital at 31 December 2015. In contemplation of a sale of the Company expected to complete in June 2016, the Company has converted DKK 54,4 million of debt due to its parent company in to equity. The Company has been supported and will be supported to the date of sale by Miller Holdings (International) Limited, its current parent company, in order to meet its liabilities including any obligations in relation to any interest payable on intercompany loans. From the date of sale the remaining loans will be long-term and carry interest that would only be payable should there be sufficient cash available in the Company and otherwise accrued. Based on this, Management believes the Company to be able to meet its liabilities as they become due.

### **Events after the balance sheet date**

Apart from the capital increase mentioned above, no events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

## **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 for these financial statements are consistent with those applied last year.

### **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**

#### **Other external expenses**

Other external expenses comprise expenses for administration etc.

#### **Other financial income**

Other financial income comprises interest income.

#### **Impairment of financial assets**

Impairment of financial assets comprises impairment of financial assets which are not measured at fair value on a current basis.

#### **Other financial expenses**

Other financial expenses comprise interest expenses.



## **Accounting policies**

### **Balance sheet**

#### **Investments in associates**

Investments in associates are recognised and measured at cost and written down to the lower of recoverable amount or cost.

#### **Receivables**

Receivables are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

#### **Other financial liabilities**

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

**Income statement for 2015**

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Other external expenses		(70.595)	(99.110)
<b>Operating profit/loss</b>		<b>(70.595)</b>	<b>(99.110)</b>
Other financial income	2	1.051.163	1.042.526
Impairment of financial assets		1.125.837	306.654
Other financial expenses	3	(1.940.447)	(1.932.481)
<b>Profit/loss for the year</b>		<b><u>165.958</u></b>	<b><u>(682.411)</u></b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		<u>165.958</u>	<u>(682.411)</u>
		<b><u>165.958</u></b>	<b><u>(682.411)</u></b>

**Balance sheet at 31.12.2015**

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Investments in associates		<u>53.572.837</u>	<u>52.447.000</u>
<b>Fixed asset investments</b>	4	<u><b>53.572.837</b></u>	<u><b>52.447.000</b></u>
<b>Fixed assets</b>		<u><b>53.572.837</b></u>	<u><b>52.447.000</b></u>
Receivables from associates		<u>43.405.813</u>	<u>42.354.650</u>
<b>Receivables</b>		<u><b>43.405.813</b></u>	<u><b>42.354.650</b></u>
<b>Current assets</b>		<u><b>43.405.813</b></u>	<u><b>42.354.650</b></u>
<b>Assets</b>		<u><u><b>96.978.650</b></u></u>	<u><u><b>94.801.650</b></u></u>

**Balance sheet at 31.12.2015**

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Contributed capital	5	3.000.000	3.000.000
Retained earnings		<u>(4.338.088)</u>	<u>(6.444.046)</u>
<b>Equity</b>		<b><u>(1.338.088)</u></b>	<b><u>(3.444.046)</u></b>
Debt to associates		<u>98.316.738</u>	<u>98.245.696</u>
<b>Non-current liabilities other than provisions</b>		<b><u>98.316.738</u></b>	<b><u>98.245.696</u></b>
<b>Liabilities other than provisions</b>		<b><u>98.316.738</u></b>	<b><u>98.245.696</u></b>
<b>Equity and liabilities</b>		<b><u><u>96.978.650</u></u></b>	<b><u><u>94.801.650</u></u></b>
Events after the balance sheet date	1		
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**Statement of changes in equity for 2015**

	<b>Contributed capital DKK</b>	<b>Retained ear- nings DKK</b>	<b>Total DKK</b>
Equity beginning of year	3.000.000	(6.444.046)	(3.444.046)
Group contributions etc	0	1.940.000	1.940.000
Profit/loss for the year	0	165.958	165.958
<b>Equity end of year</b>	<b><u>3.000.000</u></b>	<b><u>(4.338.088)</u></b>	<b><u>(1.338.088)</u></b>

## Notes

### 1. Events after the balance sheet date

In contemplation of a sale of the Company expected to complete in June 2016, the Company has converted DKK 54,4 million of debt due to its parent company in to equity.

	<u>2015 DKK</u>	<u>2014 DKK</u>
<b>2. Other financial income</b>		
Financial income from associates	1.051.163	1.042.526
	<u>1.051.163</u>	<u>1.042.526</u>

	<u>2015 DKK</u>	<u>2014 DKK</u>
<b>3. Other financial expenses</b>		
Financial expenses from group enterprises	1.940.447	1.932.481
	<u>1.940.447</u>	<u>1.932.481</u>

	<u>Investments in associates DKK</u>
<b>4. Fixed asset investments</b>	
Cost beginning of year	114.920.000
<b>Cost end of year</b>	<u>114.920.000</u>
Impairment losses beginning of year	(62.473.000)
Reversal of impairment losses	1.125.837
<b>Impairment losses end of year</b>	<u>(61.347.163)</u>
<b>Carrying amount end of year</b>	<u>53.572.837</u>

	<u>Registered in</u>	<u>Corpo- rate form</u>	<u>Equity interest %</u>	<u>Equity DKK</u>	<u>Profit/loss DKK</u>
Associates:					
Ringsted Outlet Center P/S	Aalborg	P/S	50,00	106.941.312	2.251.673
SPV Ringsted ApS	Aalborg	ApS	50,00	325.443	94.094

## Notes

	<u>Number</u>	<u>Par value DKK</u>	<u>Nominal value DKK</u>
<b>5. Contributed capital</b>			
Shares	3.000.000	1,00	3.000.000
	<b>3.000.000</b>		<b>3.000.000</b>

	<u>2015 DKK</u>	<u>2014 DKK</u>	<u>2013 DKK</u>	<u>2012 DKK</u>	<u>2011 DKK</u>
<b>Changes in contributed capital</b>					
Contributed capital beginning of year	3.000.000	3.000.000	3.000.000	2.500.000	2.500.000
Increase of capital	0	0	0	500.000	0
<b>Contributed capital end of year</b>	<b>3.000.000</b>	<b>3.000.000</b>	<b>3.000.000</b>	<b>3.000.000</b>	<b>2.500.000</b>

## 6. Related parties with control

Related parties with controlling interest in Miller DK – Outlet Center Ringsted ApS:

- Miller Holdings (International) Limited, UK

Other related parties with whom Miller DK – Outlet Center Ringsted ApS has had transactions in 2015:

- Ringsted Outlet Center P/S

## 7. Consolidation

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

The Miller Group (UK) Limited, Miller House, 2 Lochside View, Edinburgh, EH12 9 DH