

Thomas Harttung A/S

Barritskovvej 36, 7150 Barrit

CVR no. 28 89 86 22

Annual report 2017

Approved at the Company's annual general meeting on 23 May 2018

Chairman:

A handwritten signature in blue ink, written over a dotted horizontal line. The signature is cursive and appears to read 'Ole M. Nielsen'.



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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Thomas Harttung A/S for the financial year 1 January - 31 December 2017.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2017 and of the results of the Company's operations for the financial year 1 January - 31 December 2017.

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

We recommend that the annual report be approved at the annual general meeting.

Barril, 23 May 2018
Executive Board:



Thomas Harttung

Board of Directors:



Claus Neergaard
Chairman



Patrick Holden



Alexander Schwedeler



Thomas Harttung



Independent auditor's report

To the shareholders of Thomas Harttung A/S

Opinion

We have audited the financial statements of Thomas Harttung A/S for the financial year 1 January - 31 December 2017, which comprise income statement, balance sheet, statement of changes in equity and notes, including 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 financial position of the Company at 31 December 2017 and of the results of the Company's operations for the financial year 1 January - 31 December 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 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group 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.

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 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 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 the 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 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.



Independent auditor's report

- ▶ 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 note 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.

Aarhus, 23 May 2018
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Tom B. Lassen
State Authorised Public Accountant
MNE no. mne24820



Management's review

Company details

Name Thomas Harttung A/S
Address, Postal code, City Barritskovvej 36, 7150 Barrit

CVR no. 28 89 86 22
Established 6 July 2005
Registered office Hedensted
Financial year 1 January - 31 December

Board of Directors Claus Neergaard, Chairman
Patrick Holden
Alexander Schwedeler
Thomas Harttung

Executive Board Thomas Harttung

Auditors Ernst & Young Godkendt Revisionspartnerselskab
Værkmestergade 25, P.O. Box 330, 8100 Aarhus C,
Denmark



Management's review

Business review

The principal activity is to own shares in the Group's other companies.

Financial review

The Company's income statement for 2017 showed a profit of DKK 41,339 thousand against a profit of DKK 19,652 thousand last year, mainly driven by a one off earn-out payment from Triodos TOGF. The balance sheet at 31 December 2017 showed equity of DKK 68,952 thousand, after the distribution of dividends of DKK 46,472 thousand, compared to the balance sheet at 31 December 2016, which showed equity of DKK 74,085 thousand. The equity ratio was 69% at the end of 2017 compared to 92% in 2016.

The results of operation are considered satisfactory.



Financial statements 1 January - 31 December

Income statement

Note	DKK'000	2017	2016
	Revenue	654	520
	Other external expenses	-1,100	-749
	Gross margin	-446	-229
2	Staff costs	-5,427	-2,102
	Amortisation/depreciation and Impairment of intangible assets and property, plant and equipment	-60	-60
	Profit/loss before net financials	-5,933	-2,391
	Income from investments in group entities	45,961	20,877
3	Financial income	480	1,009
4	Financial expenses	-499	-143
	Profit before tax	40,009	19,352
5	Tax for the year	1,330	300
	Profit for the year	41,339	19,652
	Recommended appropriation of profit	46,472	0
	Extraordinary dividend distributed in the year	-5,133	19,652
	Retained earnings/accumulated loss	41,339	19,652



Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2017	2016
	ASSETS		
	Fixed assets		
6	Property, plant and equipment		
	Other fixtures and fittings, tools and equipment	50	110
		<u>50</u>	<u>110</u>
7	Investments		
	Investments in group entities, net asset value	76,913	38,312
		<u>76,913</u>	<u>38,312</u>
	Total fixed assets	<u>76,963</u>	<u>38,422</u>
	Non-fixed assets		
	Receivables		
	Trade receivables	0	48
	Receivables from group entities	16,026	33,915
	Deferred tax assets	6	0
	Joint taxation contribution receivable	1,322	294
	Other receivables	94	1,104
	Deferred income	122	128
		<u>17,570</u>	<u>35,489</u>
	Securities and investments		
	Other securities and investments	71	70
		<u>71</u>	<u>70</u>
	Cash	6,011	6,699
	Total non-fixed assets	<u>23,652</u>	<u>42,258</u>
	TOTAL ASSETS	<u>100,615</u>	<u>80,680</u>



Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2017	2016
	EQUITY AND LIABILITIES		
	Equity		
8	Share capital	500	500
	Retained earnings	68,452	73,585
	Total equity	68,952	74,085
	Provisions		
	Deferred tax	0	2
7	Provision, investments in group entities	0	2
	Total provisions	0	4
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	24	116
	Payables to group entities	30,987	6,158
	Other payables	652	317
		31,663	6,591
	Total liabilities other than provisions	31,663	6,591
	TOTAL EQUITY AND LIABILITIES	100,615	80,680

- 1 Accounting policies
- 9 Contractual obligations and contingencies, etc.
- 10 Collateral
- 11 Related parties



Financial statements 1 January - 31 December

Statement of changes in equity

DKK'000	Share capital	Retained earnings	Total
Equity at 1 January 2017	500	73,585	74,085
Transfer through appropriation of profit	0	41,339	41,339
Extraordinary dividend distributed	0	-46,472	-46,472
Equity at 31 December 2017	500	68,452	68,952

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Thomas Harttung A/S for 2017 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

In accordance with section 110(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Income statement

Revenue

Income from the rendering of services is recognised as revenue as the services are rendered. Accordingly, revenue corresponds to the market value of the services rendered during the year (percentage-of-completion method).

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Other external expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees. The item is net of refunds made by public authorities.

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Other fixtures and fittings, tools and equipment	3 years
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Income from investments in subsidiaries

A proportionate share of the underlying entities' profit/loss after tax is recognised in the income statement according to the equity method. Shares of profit/loss after tax in subsidiaries are presented as separate line items in the income statement. Full elimination of intra-group gains/losses is made for equity investments in subsidiaries.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other subsidiaries. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Investments in subsidiaries

Equity investments in subsidiaries and associates are measured according to the equity method.

On initial recognition, equity investments in subsidiaries are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method; see the accounting policies regarding business combinations.

The cost is adjusted by shares of profit/loss after tax calculated in accordance with the Group's accounting policies less or plus unrealised intra-group gains/losses.

Identified increases in value and goodwill, if any, compared to the underlying entity's net asset value are amortised in accordance with the accounting policies for the assets and liabilities to which they can be attributed. Negative goodwill is recognised in the income statement.

Dividend received is deducted from the carrying amount.

Equity investments in subsidiaries measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Securities and investments

Securities and investments consisting in listed shares and bonds are measured at fair value (market price) at the balance sheet date. Investments not admitted to trading on an active market are measured at cost.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Equity

Reserve for net revaluation according to the equity method

The net revaluation reserve according to the equity method includes net revaluations of investments in subsidiaries relative to cost. The reserve can be eliminated in case of losses, realisation of investments or a change in accounting estimates. The reserve cannot be recognised at a negative amount.

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Other payables

Other payables are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

	2017	2016
DKK'000		
2 Staff costs		
Wages/salaries	5,411	2,100
Pensions	13	0
Other social security costs	3	2
	<u>5,427</u>	<u>2,102</u>
	2017	2016
Average number of full-time employees	<u>1</u>	<u>1</u>
DKK'000		
3 Financial income		
Interest receivable, group entities	462	997
Other financial income	18	12
	<u>480</u>	<u>1,009</u>
4 Financial expenses		
Interest expenses, group entities	486	125
Other financial expenses	13	18
	<u>499</u>	<u>143</u>
5 Tax for the year		
Estimated tax charge for the year	-1,322	-294
Deferred tax adjustments in the year	-8	-6
	<u>-1,330</u>	<u>-300</u>

The estimated tax charge for the year includes tax refunds received, totalling DKK 1,322 thousand, between jointly taxed entities.

Financial statements 1 January - 31 December

Notes to the financial statements

6 Property, plant and equipment

DKK'000	Other fixtures and fittings, tools and equipment
Cost at 1 January 2017	180
Cost at 31 December 2017	180
Impairment losses and depreciation at 1 January 2017	70
Amortisation/depreciation in the year	60
Impairment losses and depreciation at 31 December 2017	130
Carrying amount at 31 December 2017	50
Depreciated over	3 years

7 Investments

DKK'000	Investments in group entities, net asset value
Cost at 1 January 2017	76,807
Additions in the year	1,670
Cost at 31 December 2017	78,477
Value adjustments at 1 January 2017	-38,495
Dividend distributed	-9,042
Share of the profit/loss for the year	47,241
Impairment losses	-1,280
Transferred	12
Value adjustments at 31 December 2017	-1,564
Carrying amount at 31 December 2017	76,913

The carrying amount of associates comprises a share of the entities' net asset value, DKK 66,573 thousand and goodwill at a carrying amount of DKK 10,157 thousand.

Of the total carrying amount, negative net assets in associates, DKK 183 thousand (2016: DKK 169 thousand), have been set off against receivables and DKK 0 thousand (2016: DKK 2 thousand) has been recognised under provisions.

Name	Legal form	Domicile	Interest
Subsidiaries			
Aarstiderne A/S	Aktieselskab	Hedensted	51.00%
SlowMoney A/S	Aktieselskab	Hedensted	100.00%
GreenCarbon A/S	Aktieselskab	Hedensted	100.00%
BlackCarbon A/S	Aktieselskab	Hedensted	100.00%
Krogerup Avlsgaard A/S	Aktieselskab	Fredensborg	100.00%
Social Action ApS	Anpartselskab	København	50.10%
Kølster - Malt og Øl ApS	Anpartselskab	Fredensborg	92.59%
BeyondCoffee ApS	Anpartselskab	København	15.33%



Financial statements 1 January - 31 December

Notes to the financial statements

DKK'000	2017	2016
8 Share capital		
Analysis of the share capital:		
251 A shares of DKK 1,000.00 nominal value each	251	251
249 B shares of DKK 1,000.00 nominal value each	249	249
	<u>500</u>	<u>500</u>

9 Contractual obligations and contingencies, etc.

Contingent liabilities

Guarantee commitments consist of a guarantee provided in respect of bank commitments in a subsidiary. The guarantee commitment is maximally DKK 300 thousand (2016: DKK 4,800 thousand).

Other contingent liabilities

The Company is jointly taxed with its parent company, Barritskov Holding ApS, which acts as management company, and has limited and alternative liability together with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

10 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2017.

11 Related parties

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Barritskov Holding ApS	Hedensted	At the Danish Business Authority