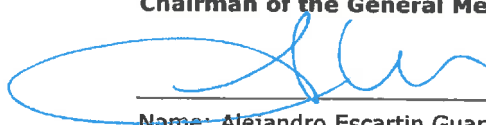


**BCD Travel Nordics ApS**  
Kirsten Walthers Vej 7  
2500 Valby  
Central Business Registration No  
29419280

## **Annual report 2016**

The Annual General Meeting adopted the annual report on 16.05.2017

**Chairman of the General Meeting**



Name: Alejandro Escartin Guarde

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## Entity details

### Entity

BCD Travel Nordics ApS  
Kirsten Walthers Vej 7  
2500 Valby

Central Business Registration No: 29419280

Registered in: Registreret i Valby

Financial year: 01.01.2016 - 31.12.2016

### Executive Board

Heinz Jennewein, CEO

### 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 BCD Travel Nordics ApS for the financial year 01.01.2016 - 31.12.2016.

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 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016.

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, 16.05.2017

**Executive Board**

Heinz Jennewein  
CEO



## Independent auditor's report

### To the shareholder of BCD Travel Nordics ApS

#### Opinion

We have audited the financial statements of BCD Travel Nordics ApS for the financial year 01.01.2016 - 31.12.2016, 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 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016 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, 16.05.2017

### **Deloitte**

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556

  
Bjørn Winkler Jakobsen

State Authorised Public Accountant

## Management commentary

### Primary activities

The main activity of the Company is to own all shares in its subsidiaries including related activities according to the Executive Board.

### Development in activities and finances

The financial results of the Company are considered satisfactory compared to the Company's ambitions.

In November 2016 BCD Travel announced that they have taken full ownership of Ticket Biz, following BCD's acquisition of a majority stake in November 2015. Merger and integration activities have taken place during 2016 and will continue in 2017.

In 2016, the Company received a group contribution from BCD Travel Europe B.V. corresponding to EUR 1,930 thousands for financing the acquisition of the remaining shares in Ticket Business Travel AB.

A complete change of the Nordic leadership team was announced in 2016. This change was one of the first results of the acquisition of Ticket Biz to bring a new, strong leadership approach to all four Nordic countries

### 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 2016

	<u>Notes</u>	<u>2016</u> <u>DKK'000</u>	<u>2015</u> <u>DKK'000</u>
Other external expenses		(332)	(2.866)
<b>Operating profit/loss</b>		<b>(332)</b>	<b>(2.866)</b>
Income from investments in group enterprises		38.854	0
Other financial income	1	2	1
Other financial expenses	2	(3.217)	(2.988)
<b>Profit/loss before tax</b>		<b>35.307</b>	<b>(5.853)</b>
Tax on profit/loss for the year		(156)	1.372
<b>Profit/loss for the year</b>		<b>35.151</b>	<b>(4.481)</b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		35.151	(4.481)
		<b>35.151</b>	<b>(4.481)</b>

## Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016</u> <u>DKK'000</u>	<u>2015</u> <u>DKK'000</u>
Investments in group enterprises		249.512	223.216
Deferred tax		294	755
<b>Fixed asset investments</b>	<b>3</b>	<b>249.806</b>	<b>223.971</b>
<b>Fixed assets</b>		<b>249.806</b>	<b>223.971</b>
Receivables from group enterprises		0	746
Joint taxation contribution receivable		305	643
<b>Receivables</b>		<b>305</b>	<b>1.389</b>
<b>Cash</b>		<b>164</b>	<b>175</b>
<b>Current assets</b>		<b>469</b>	<b>1.564</b>
<b>Assets</b>		<b>250.275</b>	<b>225.535</b>

## Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016</u> <u>DKK'000</u>	<u>2015</u> <u>DKK'000</u>
Contributed capital	4	157	157
Retained earnings		<u>128.901</u>	<u>67.451</u>
<b>Equity</b>		<b><u>129.058</u></b>	<b><u>67.608</u></b>
Payables to group enterprises		<u>110.767</u>	<u>110.768</u>
<b>Non-current liabilities other than provisions</b>		<b><u>110.767</u></b>	<b><u>110.768</u></b>
Bank loans		10.373	43.558
Payables to group enterprises		4	4
Other payables		<u>73</u>	<u>3.597</u>
<b>Current liabilities other than provisions</b>		<b><u>10.450</u></b>	<b><u>47.159</u></b>
<b>Liabilities other than provisions</b>		<b><u>121.217</u></b>	<b><u>157.927</u></b>
<b>Equity and liabilities</b>		<b><u>250.275</u></b>	<b><u>225.535</u></b>
Contingent liabilities	5		
Related parties with controlling interest	6		
Group relations	7		

## Statement of changes in equity for 2016

	<b>Contributed capital DKK'000</b>	<b>Retained earnings DKK'000</b>	<b>Total DKK'000</b>
Equity beginning of year	157	67.451	67.608
Group contributions etc	0	26.299	26.299
Profit/loss for the year	0	35.151	35.151
<b>Equity end of year</b>	<b>157</b>	<b>128.901</b>	<b>129.058</b>

## Notes

	<b>2016</b>	<b>2015</b>
	<b>DKK'000</b>	<b>DKK'000</b>
<b>1. Other financial income</b>		
Interest income	2	1
	<u>2</u>	<u>1</u>
	<b>2016</b>	<b>2015</b>
	<b>DKK'000</b>	<b>DKK'000</b>
<b>2. Other financial expenses</b>		
Financial expenses from group enterprises	3.217	2.988
	<u>3.217</u>	<u>2.988</u>
	<b>Investments</b>	
	<b>in group</b>	
	<b>enterprises</b>	<b>Deferred tax</b>
	<b>DKK'000</b>	<b>DKK'000</b>
<b>3. Fixed asset investments</b>		
Cost beginning of year	223.216	755
Additions	26.296	(461)
<b>Cost end of year</b>	<u>249.512</u>	<u>294</u>
<b>Carrying amount end of year</b>	<u>249.512</u>	<u>294</u>
	<b>Equity</b>	
	<b>inte-</b>	
	<b>rest</b>	
	<b>%</b>	
	<b>Equity</b>	<b>Profit/loss</b>
	<b>DKK'000</b>	<b>DKK'000</b>
<b>Registered in</b>	<b>Corpo-</b>	
	<b>rate</b>	
	<b>form</b>	
Investments in group enterprises comprise:		
BCD Travel Denmark A/S	Danmark	A/S
		100,0
		17.818
		1.342
BCD Travel Norway AS	Norge	AS
		100,0
		3.683
		192
BCD Travel Sweden AB	Sverige	AB
		100,0
		3.123
		(53)
OY BCD Travel Finland AB	Finland	AB
		100,0
		6.309
		1.859
Ticket Business Travel AB	Sverige	AB
		100,0
		6.858
		1.832

## Notes

	<u>Number</u>	<u>Par value DKK'000</u>	<u>Nominal value DKK'000</u>
<b>4. Contributed capital</b>			
Shares	21.000	157	157
	<u>21.000</u>		<u>157</u>

### 5. Contingent liabilities

The Company serves as an 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 from the financial year 2013 for income taxes etc for the jointly taxed entities, and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for these entities.

In connection with the Company entering into a Group cash pool agreement, the company is liable to the extent of any deposits of this bank account. At 31 December 2016, this amounts to a debt of DKK 10,373 thousand.

### 6. Related parties with controlling interest

BCD Travel Europe Holding B.V., Europalaan 400, 3526 KS Utrecht, The Netherlands wholly owns the shares of the Company and thus has control over Company.

### 7. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:  
BCD Travel B.V., Europalaan 400, 3526 KS Utrecht, The Netherlands.

## 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, except for smaller adjustments concerning classifications without effect on result and equity.

### Consolidated financial statements

Referring to section 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

#### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for administration.

#### Income from investments in group enterprises

Income from investments in group enterprises comprises dividend etc received from the Individual group enterprises in the financial year.

#### 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 gains on securities, payables and transactions in foreign currencies as well as tax relief under the Danish Tax Prepayment Scheme etc.

## Accounting policies

### Other financial expenses

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

### Balance sheet

#### Investments in group enterprises

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

#### Deferred tax

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

#### 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.

#### 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.