

# Komplementarselskabet WTCC A/S

c/o Solstra Capital Partners, Lautrupsgade 7, 3. tv., 2100 København Ø

CVR no. 29 51 28 68



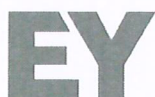
## Annual report 2015

Approved at the annual general meeting of shareholders on 31 May 2016

Chairman:

A handwritten signature in blue ink, appearing to be 'Mette Kapsch', written over a horizontal dotted line.

Mette Kapsch



Building a better  
working world



## Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditors' report	3
Management's review	5
Company details	5
Operating review	6
Financial statements for the period 1 January - 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10

### Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Komplementarselskabet WTCC A/S for the financial year 1 January - 31 December 2015.

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 Company's financial position at 31 December 2015 and of the results of the Company's operations for the financial year 1 January - 31 December 2015.

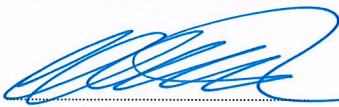
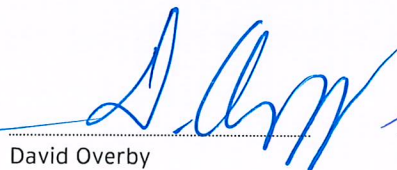
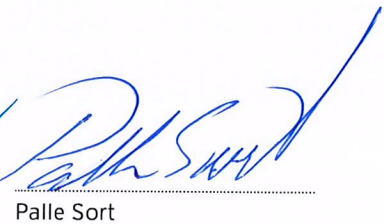
Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Copenhagen, 31 May 2016  
Executive Board:

  
David Overby

Board of Directors:

  
Oscar Claudius Crohn  
Chairman  
David Overby  
Palle Sort  
Mette Kapsch



## Independent auditors' report

To the shareholders of Komplementarselskabet WTCC A/S

### Independent auditors' report on the financial statements

We have audited the financial statements of Komplementarselskabet WTCC A/S for the financial year 1 January - 31 December 2015, which comprise an 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.

### *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 that Management determines is necessary to enable the preparation of 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 additional requirements under Danish audit regulations. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to 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 auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company'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 Company'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 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 financial position at 31 December 2015 and of the results of its operations for the financial year 1 January - 31 December 2015 in accordance with the Danish Financial Statements Act.

### **Emphasis of matter regarding matters in the financial statements**

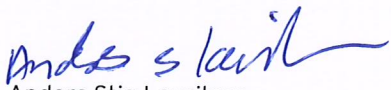
Without modifying our opinion, we draw attention to the material uncertainties regarding the Company's going concern. We draw attention to note 2 in which Management states that the Company's ability to remain a going concern is affected by the Group's ability to remain a going concern. Management states that it is a condition for the Group's ability to remain a going concern that the Group obtains positive results of its ongoing negotiations regarding additional financing and a positive development in the leasing activity. It is Management's assessment that these assumptions will be achieved, and consequently, the financial statements have been prepared on a going concern assumption.

## Independent auditors' report

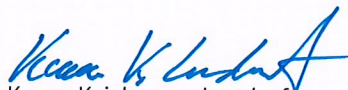
### Statement on the Management's review

Pursuant to the Danish Financial Statements Act, we have read the Management's review. We have not performed any other procedures in addition to the audit of the financial statements. On this basis, it is our opinion that the information provided in the Management's review is consistent with the financial statements.

Copenhagen, 31 May 2016  
ERNST & YOUNG  
Godkendt Revisionspartnerselskab  
CVR No. 30 70 02 28



Anders Stig Lauritsen  
State Authorised Public Accountant



Kaare Kristensen Lendorf  
State Authorised Public Accountant





## Management's review

### Company details

Name	Komplementarselskabet WTCC A/S
Address, Postal code, City	c/o Solstra Capital Partners, Lautrupsgade 7, 3. tv., 2100 København Ø
CVR No.	29 51 28 68
Established	18 April 2006
Registered office	Copenhagen
Financial year	1 January - 31 December
Telephone	+45 39 13 99 00
Board of Directors	Oscar Claudius Crohn, Chairman David Overby Palle Sort Mette Kapsch
Executive Board	David Overby
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Osvald Helmuths Vej 4, P O Box 250, 2000 Frederiksberg, Denmark

## Management's review

### Operating review

#### The Company's business review

The Company is the general partner of WTCC P/S and has unlimited liability for the obligations of WTCC P/S.

#### Unusual matters having affected the financial statements

##### *Going concern*

Due to the Company's unlimited liability for WTCC P/S' obligations, the assessment of the Company's ability to remain a going concern must be assessed together with the Group's ability to remain a going concern.

In 2012, the real estate companies entered into financing agreements with the bank. The financing agreements comprise financing for the completion of the office building constituting stage 2 owned by Copenhagen Towers II P/S and financing for stage 1 owned by Copenhagen Towers ApS.

At 15 February 2016, the Group entered into an addendum to the existing finance agreements, where amortisation was deferred to 30 November 2017, where the loan in its entirety falls due.

Management has prepared a sensitivity analysis on cash flow budgets showing that it is a precondition for the Group's ability to remain a going concern until the presentation of the financial statements for 2016 that the Group obtains positive results of its ongoing negotiations regarding additional financing and a positive development in the leasing activity. Management experiences increased demand from potential tenants for the vacant buildings and the constructing of stage 2 has been positively welcomed by the market. Management expects to reach a new financing agreement during the coming months and to rent out a significant part of the vacant buildings in the coming period.

There is material uncertainty related to the going concern assumption which casts significant doubt on the Company's ability to continue as a going concern, and therefore, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Group's equity is expected to be re-established over the coming years due to rent income from properties, realisation of properties/subsidiaries and cancellation of debt.

Reference is made to note 2 for more details

#### Financial review

The income statement for 2015 shows a loss of DKK 3,050 against a profit of DKK 2,425 last year, and the balance sheet at 31 December 2015 shows a negative equity of DKK 49,425.

#### Post balance sheet events

The completion of stage 2 of Copenhagen Towers is progressing satisfactorily; offices are fitted out for tenants as lease contracts are entered into.

#### Outlook

In the coming year, Management expects that earnings from the leasing activities will increase in connection with finalisation of the construction in the area and positive results of the negotiations regarding refinancing, which is a condition for the Company's continued operations after 2017.



## Financial statements for the period 1 January - 31 December

### Income statement

Note	DKK	2015	2014
	Other external expenses	-16,425	-13,200
	<b>Gross profit/loss</b>	-16,425	-13,200
	Value adjustment of intercompany receivables	13,375	12,500
	<b>Profit/loss before tax</b>	-3,050	-700
3	Tax for the year	0	3,125
	<b>Profit/loss for the year</b>	-3,050	2,425
	<b>Proposed profit appropriation/distribution of loss</b>		
	Retained earnings/accumulated loss	-3,050	2,425
		-3,050	2,425





## Financial statements for the period 1 January - 31 December

### Balance sheet

Note	DKK	<u>2015</u>	<u>2014</u>
	<b>ASSETS</b>		
	<b>TOTAL ASSETS</b>	<u>0</u>	<u>0</u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
4	Share capital	500,000	500,000
	Retained earnings	-549,425	-546,375
	<b>Total equity</b>	<u>-49,425</u>	<u>-46,375</u>
	<b>Liabilities other than provisions</b>		
	<b>Current liabilities other than provisions</b>		
	Payables to group entities	35,675	35,675
	Other payables	13,750	10,700
		<u>49,425</u>	<u>46,375</u>
	<b>Total liabilities other than provisions</b>	<u>49,425</u>	<u>46,375</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>0</u>	<u>0</u>

- 1 Accounting policies
- 2 Material uncertainties regarding going concern
- 5 Contractual obligations and contingencies, etc.
- 6 Related parties



## Financial statements for the period 1 January - 31 December

### Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2015	500,000	-546,375	-46,375
Profit/loss for the year	0	-3,050	-3,050
Equity at 31 December 2015	<u>500,000</u>	<u>-549,425</u>	<u>-49,425</u>

## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of Komplementarselskabet WTCC A/S has been prepared in accordance with the provisions applying to class B enterprises under the Danish Financial Statements Act.

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

#### Recognition and measurement in general

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 reliably measured.

Liabilities are recognised in the balance sheet when an outflow of economic benefits is probable and when the liability can be reliably measured.

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

Certain financial assets and liabilities are measured at amortised cost implying the recognition of a constant effective interest rate to maturity. Amortised cost is calculated as initial cost minus any principal repayments and plus or minus the cumulative amortisation of any difference between cost and nominal amount.

In recognising and measuring assets and liabilities, any gains losses and risks occurring prior to the presentation of the annual report that evidence conditions existing at the balance sheet date are taken into account.

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities measured at fair value or amortised cost. Equally, costs incurred to generate the year's earnings are recognised including depreciation, amortisation, impairment losses and provisions as well as reversals as a result of changes in accounting estimates of amounts which were previously recognised in the income statement.

#### Reporting currency

The financial statements are presented in Danish kroner.

#### Income statement

##### 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.

##### 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 and its Danish group entities are taxed on a joint basis. The Danish income tax charge is allocated between profit-making and loss-making Danish entities in proportion to their taxable income (full allocation method).

## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

Jointly taxed companies entitled to a tax refund are, as a minimum, reimbursed by the management company according to the current rates applicable to interest allowances, and jointly taxed companies having paid too little tax pay, as a maximum, a surcharge according to the current rates applicable to interest surcharges to the management company.

### Balance sheet

#### Receivables

Receivables are measured at amortised cost.

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

Receivables with no objective indication of individual impairment are tested for objective indication of impairment on a portfolio basis. The portfolios are primarily composed on the basis of debtors' domicile and credit ratings in accordance with the Company's risk management policy. The objective indicators used for portfolios are determined based on historical loss experience.

Write-downs are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

#### Other payables

Other payables are measured at net realisable value.

## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 2 Material uncertainties regarding going concern

Due to the Company's unlimited liability for WTCC P/S' obligations, the assessment of the Company's ability to remain a going concern must be assessed together with the Group's ability to remain a going concern.

In 2012, the real estate companies entered into financing agreements with the bank. The financing agreements comprise financing for the completion of the office building constituting stage 2 owned by Copenhagen Towers II P/S and financing for stage 1 owned by Copenhagen Towers ApS.

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There is material uncertainty related to the going concern assumption which casts significant doubt on the Company's ability to continue as a going concern, and therefore, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Group's equity is expected to be re-established over the coming years due to rent income from properties, realisation of properties/subsidiaries and cancellation of debt.

DKK	2015	2014
<b>3 Tax for the year</b>		
Tax adjustments, prior years	0	-3,125
	<u>0</u>	<u>-3,125</u>

#### 4 Share capital

The share capital consists of the following:

500 shares of DKK 1,000.00 each	500,000	500,000
	<u>500,000</u>	<u>500,000</u>

The Company's share capital has remained DKK 500,000 over the past 5 years.



## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

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

##### Other contingent liabilities

The Company is the general partner of WTCC P/S and has unlimited liability for the obligations of WTCC P/S.

The Company is jointly taxed with the other Companies in the CT Solstra Group. As a wholly-owned subsidiary, together with the other companies included in the joint taxation, the Company has joint and several unlimited liability for payment of income taxes as well as withholding taxes.

#### 6 Related parties

Komplementarselskabet WTCC A/S' related parties comprise the following:

##### Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent's consolidated financial statements</u>
CT Solstra ApS	Copenhagen	Lautrupsgade 7, DK-2100 Copenhagen

##### Related party transactions not carried through on normal market terms

As a result of the Group's financial situations, no interest has been added to receivables and payables to affiliates.

##### Ownership

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the votes or minimum 5% of the share capital:

<u>Name</u>	<u>Domicile</u>
Copenhagen Skyline ApS	Lautrupsgade 7, DK-2100 Copenhagen