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# NordEstate A/S

Værkmestergade 25, 8000 Aarhus C, Denmark

CVR.-no. 29 81 74 56

## Annual Report

for the year ended 31 December 2017  
9th financial year

Approved at the annual general meeting of shareholders

On 19 January 2018



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Henrik Steinfeldt Jacobsen, Chairman of the board of directors

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## COMPANY DETAILS

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Værkmestergade 25  
8000 Aarhus C  
Denmark

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## BOARD OF DIRECTORS

Henrik Steinfeldt Jacobsen, Chairman

Kim Allan Schøtt, Vice Chairman

Carsten Møller Jensen

## EXECUTIVE BOARD

Carsten Møller Jensen

## AUDITORS

Ernst & Young P/S

Godkendt Revisionspartnerselskab

Værkmestergade 25, 8000 Aarhus C, Denmark

## BANKERS

Nordea Bank

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## STATEMENT BY THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD ON THE ANNUAL REPORT

Today, the board of directors and the executive board have discussed and approved the annual report of NordEstate A/S for the financial year 1 January - 31 December 2017.

The annual report is prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional Danish disclosure requirements.

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

Further, in our opinion, the management's review gives a fair review of the development in the company's operations and financial matters and the results of the company's operations and financial position.

We recommend that the annual report is approved by the shareholders of the company in the annual general meeting.

Aarhus, 3 January 2018

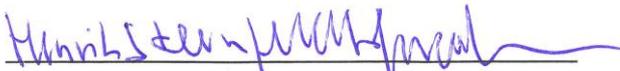
### EXECUTIVE BOARD



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Carsten Møller Jensen  
CEO

### BOARD OF DIRECTORS



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Henrik Steinfeldt Jacobsen  
Chairman of the board



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Kim Allan Schøtt  
Vice chairman of the board



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Carsten Møller Jensen  
Member of the board

## INDEPENDENT AUDITORS' REPORT

### TO THE SHAREHOLDERS OF NORDESTATE A/S

#### Opinion

We have audited the financial statements of NordEstate A/S for the financial year 1 January – 31 December 2017, which comprise income statement, statement of comprehensive income, balance sheet, statement of changes in equity, cash flow statement and notes, including accounting policies. The financial statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements in 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 and cash flows for the financial year 1 January - 31 December 2017 in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements in 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 our report.

#### Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in

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

#### 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 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 Statements Act. We did not identify any material misstatements of the Management's review.

### 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 International Financial Reporting Standards as adopted by the EU and additional requirements of 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 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 additional requirements applicable in Denmark, we exercise professional judgement and maintain professional skepticism 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.
- 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.

Aarhus, 3 January 2018

Ernst & Young  
Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28



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Hans Peter Roug  
State Authorised Public Accountant  
MNE no. 33683

## MANAGEMENT'S REVIEW

### Business review

In 2017, the NordEstate A/S group has signed and closed the sale of all investment properties and subsidiaries.

Having sold their investment property, the following subsidiaries were merged into NordEstate A/S in a multi-step merger plan:

- NordEstate Maintal GmbH
- NordEstate HH Soltau Ring GmbH
- NordEstate HH Schneverdinger Weg GmbH
- NordEstate Bad Vilbel Büdinger Straße GmbH
- NordEstate Elmshorn FA GmbH
- NordEstate AG
- NordEstate Göttingen ESM B.V.
- NordEstate HH Kiwittdamm B.V.
- NordEstate Neuss AdB B.V.
- NordEstate Reutlingen HBS B.V.

These mergers led to a total merger gain of kEUR 20,640. The merger gain is presented directly in the statement of changes in equity as a merger gain.

In addition, the shares in the following subsidiaries were sold:

- NordEstate Immobilien 1 GmbH
- NordEstate Wohnen GmbH

As of 31 December 2017 NordEstate A/S did not hold any shares in subsidiaries and does therefore not prepare consolidated financial statements for the year 2017.

### Capital structure

As a preparatory step for disbursement of the sales proceeds to the company's shareholders, NordEstate A/S has restructured its equity. KEUR 31,699 were transferred from share capital to other reserves and are now available for distribution.

### Outlook

Our immediate priority for 2017 is the execution of the share buyback plan adopted by the extraordinary general meeting on 21 November 2017.

Afterwards, NordEstate A/S will be orderly wound up and liquidated within a few years.

**INCOME STATEMENT**  
for the year ended 31 December

	Note	2017 EUR'000	2016 EUR'000
Administrative expenses	2	1,274	281
<b>Operating result</b>		-1,274	-281
Financial income	3	2,016	18
Financial expenses	3	-1,100	-1,148
<b>Profit before tax</b>		-358	-1,411
Tax for the year	4	0	0
<b>RESULT FOR THE YEAR</b>		-358	-1,411
<b>Appropriation of profit</b>			
Profit and loss account at year end		-358	-1,411
		-358	-1,411

**STATEMENT OF OTHER COMPREHENSIVE INCOME**  
for the year ended 31 December

	2017 EUR'000	2016 EUR'000
Profit for the year	-358	-1,411
Other comprehensive income	5	0
<b>Comprehensive income for the year</b>	-353	-1,411

**BALANCE SHEET**  
**at 31 December**

	Note	2017 EUR'000	2016 EUR'000
<b>ASSETS</b>			
<b>Long-term assets</b>			
<b>Other long-term assets</b>			
Investments in group enterprises	5	0	29,824
<b>Total long-term assets</b>		0	29,824
<b>Short-term assets</b>			
<b>Receivables</b>			
Trade receivables		222	0
Income taxes		438	0
Receivables from group entities		0	1,365
Other receivables		316	150
<b>Total receivables</b>		976	1,515
<b>Cash</b>		55,632	2,152
<b>Total short-term assets</b>		56,608	3,667
<b>TOTAL ASSETS</b>		56,608	33,491

	Note	2017 EUR'000	2016 EUR'000
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	6	68	31,767
Reserve for currency translation		0	-5
Retained earnings		51,486	-495
<b>Total equity</b>		<u>51,554</u>	<u>31,267</u>
<b>Liabilities</b>			
<b>Short-term liabilities</b>			
Trade payables		148	0
Income taxes		3,983	0
Payables to group entities		0	2,193
Other payables		923	31
<b>Total short-term liabilities</b>		<u>5,054</u>	<u>2,224</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>56,608</u>	<u>33,491</u>

## STATEMENT OF CHANGES IN EQUITY

EUR'000	Share capital	Reserve for currency translation	Retained earnings	Total equity
<b>Equity at 1 January 2016</b>	31,212	-5	1,741	32,948
Result for the year			-1,411	-1,411
Other comprehensive income				
<b>Comprehensive income</b>			-1,411	-1,411
Capital increases	555		242	797
Costs related to capital increases			-40	-40
Acquisition of own shares			-1,027	-1,027
<b>Equity at 31 December 2016</b>	31,767	-5	-495	31,267
Result for the year			-358	-358
Other comprehensive income		5		5
<b>Comprehensive income</b>		5	-358	-353
Merger gain			20,640	20,640
Cancellation of own shares	-1,269		1,269	0
Capital decreases	-30,430		30,430	0
<b>Equity at 31 December 2017</b>	68	0	51,486	51,554

**CASH FLOW STATEMENT**

	<b>2017</b>	<b>2016</b>
	<b>EUR'000</b>	<b>EUR'000</b>
Operating result	-1,274	-281
Changes in receivables	25	-100
Changes in other short-term liabilities	-543	243
Interest received	3	18
Interest paid	-21	-106
Payment of income taxes	0	0
<b>Cash flow from operating activities</b>	<b>-1,810</b>	<b>-226</b>
Capital increases in subsidiaries	-1,176	-1,917
Disposal of subsidiaries	2,559	0
Dividends from subsidiaries	1,118	0
Acquisitions of own shares	0	-1,027
<b>Cash flow from investing activities</b>	<b>2,501</b>	<b>-2,944</b>
Merger of subsidiaries	52,789	0
Capital increases	0	797
Costs related to capital increases	0	-40
<b>Cash flow from financing activities</b>	<b>52,789</b>	<b>757</b>
<b>NET CASH FLOW</b>	<b>53,480</b>	<b>-2,413</b>
<b>Cash and cash equivalents</b>		
Cash at 1 January	2,152	4,565
Net cash flow	53,480	-2,413
Cash at 31 December	55,632	2,152

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## NOTE 1 ACCOUNTING POLICIES

### Basis for preparation

The financial statements have been prepared in accordance with International Financial Reporting (IFRS) as adopted by the EU at 31 December 2017 and additional Danish disclosure requirements for financial statements for reporting class B entities. All approved, mandatory standards and bases for conclusion having become effective at 31 December 2017 have been applied in the financial year.

### New and amended statements and bases for conclusions not yet effective

IASB has issued a number of new standards, amendments to existing standards and bases for conclusions, which have not yet come into force, but which will become effective in the financial year 2018 or later. These are not expected to have a significant effect on recognition and measurement in future annual reports.

IFRS 9 “Financial Instruments” was issued in July 2014 and becomes effective for financial years beginning on or after 1 January 2018. The standard brings together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting. It could become relevant to the company insofar as it requires to record expected credit losses on its trade receivables.

IFRS 15 “Revenue from Contracts with Customers” was issued in May 2014 and establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or rendering of services to a customer. The new revenue standard will supersede all current revenue recognition requirements under IFRS. Either a full retrospective application or a modified retrospective application is required for financial years beginning on or after 1 January 2018.

IFRS 16 “Leases” was issued in January 2016. The standard, which becomes effective for financial years beginning on or after 1 January 2019, alters the accounting treatment for lease contracts that today are treated as operating leases. The standard requires that all leasing contracts regardless of type and with few exceptions should be recognized in the lessee's balance sheet as an asset with a corresponding lease obligation. At the same time the lessee's income statement will be influenced by two elements in the future – depreciation and interest expense. Today the expense relating to operating leases is recognized as a single element in the income statement under operating expenses.

### Business combinations under common control

Business combinations or acquisition of assets under common control are recognised in accordance with the “book-value method” as follows: Acquired assets and liabilities are recognised in the financial statements at the merger date with their carrying amounts. Any gain or loss from the business combination or acquisition of assets under common control is recognised directly in equity. Comparative figures are not restated.

### Currency translation

The financial statements are presented in EUR, which is also the company's functional currency. The functional currency is the currency which is used as the primary currency for the company's operations. Transactions denominated in currencies other than the functional currency are considered transactions denominated in foreign currencies.

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currency that have not been settled at the balance sheet date are translated at closing rates. Foreign-exchange differences between the rate of exchange at the date of the transaction and the rate of exchange at the date of payment or the balance sheet date, respectively, are recognised in the income statement under ‘Net financials’.

## **Income statement**

### **Revenue**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognised exclusive of VAT and discounts.

### **Administrative expenses**

The company's administrative expenses represent expenses incurred in relation to overall management and administration.

### **Net financials**

Net financials include interest income and expenses relating to receivables, cash and liabilities. Financial income and expenses are recognised in the income statement at the amounts that relate to the reporting period.

### **Dividends**

Dividends from investments in subsidiaries are recognised in the parent company's income statement when final title to the dividend has been acquired, which is typically at the time when the company in general meeting approves the dividend distribution from the entity concerned.

### **Taxes**

Tax for the year, which includes current tax on the year's expected taxable income and the year's deferred tax adjustments, is recognised in the income statement as far as it relates to the net profit/loss for the year and is taken directly to equity as far as it relates to entries directly in equity or other comprehensive income, respectively.

The current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax. In assessing current tax for the year, the applicable tax rates and rules on the balance sheet date are used.

Deferred tax is measured according to the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. The deferred tax is stated based on the planned utilisation of the individual asset and the payment of the individual liability, respectively.

Deferred tax assets are measured at the value at which they are expected to be utilised, either through elimination against tax on future earnings or through a set-off against deferred tax liabilities.

## **Balance sheet**

### **Investments in subsidiaries**

Investments in subsidiaries are measured at cost. Where the cost exceeds the recoverable amount, a write-down is made to such lower value. Possible impairment losses are included in financial expenses.

### **Receivables**

On initial recognition, receivables are measured at fair value and subsequently at amortised cost, which usually equals nominal value, less provisions for bad debts. Provisions are made according to the property-specific collectability risk.

### **Prepayments**

Prepayments recognised as assets include expenses incurred relating to subsequent financial years. Prepayments are measured at cost.

### **Liabilities**

Liabilities are measured at amortised cost, which usually corresponds to the nominal value.

### Cash flow statement

The cash flow statement is presented using the indirect method and shows cash flows from operating, investing and financing activities as well as the cash and cash equivalents at the beginning and end of the year and financial reserves at year-end.

Cash flows from operating activities are ascertained as the group's profit or loss before net financials, adjusted for non-cash operating items, changes in working capital, paid financial expenses and paid income taxes.

Cash flows from investing activities comprise payments related to purchases and sales of companies and activities as well as purchases and sales of property, plant and equipment and financial assets.

Cash flows from financing activities comprise changes in the size or composition of the share capital and related expenses, as well as the raising and repayment of loans, repayment of interest-bearing debt, acquisition and disposal of treasury shares and distribution of dividends.

Cash and cash equivalents comprise cash net of operating credits lines.

### NOTE 2 ADMINISTRATIVE EXPENSES

Administrative expenses in 2017 include mainly consulting and other fees in connection with the sale of the property portfolio and the group's restructuring.

Administrative expenses include minimum lease payments in connection with operating leases of cars totalling kEUR 12 (2016: kEUR 12).

### NOTE 3 FINANCIAL INCOME AND EXPENSES

	2017 EUR'000	2016 EUR'000
Profit from the sale of subsidiaries	1,701	0
Dividends from subsidiaries	312	0
Other	3	18
Total financial income	2,016	18

	2017 EUR'000	2016 EUR'000
Impairment losses on investments in subsidiaries	1,049	1,042
Other	51	106
Total financial expenses	1,100	1,148

### NOTE 4 INCOME TAXES

	2017 EUR'000	2016 EUR'000
<b>The year's tax expense recognised in the income statement</b>		
Estimated tax charge for the year	0	0
Prior year adjustments	0	0
Change in deferred tax	0	0
Total	0	0

<b>Restatement of tax rate</b>		
Danish tax rate	22.0 %	22.0 %
Unrecognised deferred tax asset on tax losses carried forward	-22.0 %	-22.0 %
Effective tax rate	0.0 %	0.0 %

The company did not recognise deferred tax assets for tax losses carried forward totalling kEUR 3,163 (2016: kEUR 2,830). These tax losses have no expiration date.

#### NOTE 5 INVESTMENTS IN SUBSIDIARIES

As of 31 December 2017, the company does not own any shares in subsidiaries. The following subsidiaries have been merged into NordEstate A/S in a multi-step merger plan:

- NordEstate Maintal GmbH
- NordEstate HH Soltau Ring GmbH
- NordEstate HH Schneverdinger Weg GmbH
- NordEstate Bad Vilbel Büdinger Straße GmbH
- NordEstate Elmshorn FA GmbH
- NordEstate AG
- NordEstate Göttingen ESM B.V.
- NordEstate HH Kiwittdamm B.V.
- NordEstate Neuss AdB B.V.
- NordEstate Reutlingen HBS B.V.

The merger has been treated as an acquisition of assets since no business activity has been taken over in the merger. The effective merger date was 1 November 2017. Comparative figures have not been restated and are therefore not comparable.

In order to facilitate the planned liquidation of the company, the following subsidiaries have been sold in related party transactions at fair market value:

- NordEstate Immobilien 1 GmbH
- NordEstate Wohnen GmbH

#### NOTE 6 CAPITAL STRUCTURE

Analysis of the share capital:

	2017 EUR'000	2016 EUR'000
Class A shares	31.8	15,635
Class B shares	35.7	16,132
Total share capital	67.5	31,767

Analysis of changes in the share capital:

	2017 EUR'000	2016 EUR'000
Share capital at 1 January	31,767	31,212
Cancellation of own shares	-1,269	0
Capital decreases	-30,430	0
Capital increases	0	555
Share capital at 31 December	68	31,767

As of 31 December 2016, the company owned 126,896 own shares belonging to the share class A. These shares were cancelled in 2017.

During the year, the share capital was decreased from EUR 30,497,660 to EUR 67,500 by reducing the nominal value of shares belonging to the share classes A and B from EUR 10.00 per share to EUR 0.0221328456019249 per share.

Each share of the share class A gives ten votes and each share of the share class B gives one vote. The shareholders have the power to amend the financial statements.

As of the balance sheet date the following shareholders held 5 % or more of the share capital or the voting rights:

- Credit Suisse AG, Zürich, Switzerland
- Kassenärztliche Vereinigung Westfalen-Lippe (KVWL), Münster, Germany
- Kleemeier, Schewe & Co. KSH GmbH, Herford, Germany
- Market Wizard GmbH, Pfäffikon, Switzerland
- Pensionskasse Swiss Steel AG, Emmenbrücke, Switzerland
- Ruoss, Clemens + Partner AG, Zillikon, Switzerland
- St. Galler Kantonal Bank AG, St. Gallen, Switzerland
- Thomas Kink, Wettingen, Switzerland

## NOTE 7 CONTINGENT LIABILITIES, SECURITIES AND OTHER FINANCIAL OBLIGATIONS

### Contingent liabilities

Following the sale of the investment property portfolio, the management agreement with NordEstate Management GmbH, Zürich, Switzerland, was terminated. As of 31 December 2017, there were no contingent liabilities.

### Security

Cash includes one account with a balance of kEUR 250, which is put up as security for a bank guarantee. As of 31 December 2017 the company has not put up any other security. The company had not put up any security at 31 December 2016.

### Other obligations

As of the balance sheet date the group has the following obligations from existing service and leasing agreements:

	2017 EUR'000
2018	132
2019 and after	1

	2016 EUR'000
2017	12
2018	12
2019 and after	1

## NOTE 8 RELATED PARTY TRANSACTIONS

The company's related parties include members of the board of directors and executive board, executive officers and their family members. Related parties further include companies in which the above-mentioned persons hold significant interests.

The members of the board of directors and executive board are not remunerated by the company. Fees are paid via management agreements. In accordance with the managements agreement, the company paid recurring fees of kEUR 151 and nonrecurring fees of kEUR 636 (2016: kEUR 11 and kEUR 0, respectively).

Reference is made to note 5 regarding the sale of shares in subsidiaries in related party transactions.

Until 1 November 2017, the company had established a cash pool for its subsidiaries. In connection with the cash pool the company received interest of kEUR 3 from subsidiaries and paid interest of kEUR 11 to subsidiaries (2016: kEUR 17 and kEUR 24, respectively).

The company received dividend income of kEUR 312 from subsidiaries and contributed kEUR 1,176 for capital increases in subsidiaries (2016: kEUR 0 and kEUR 1,917, respectively).

No other significant related party transactions have taken place in 2017 or 2016.

## NOTE 9 STAFF

In 2017, the company employed an average of 1.0 FTE (2016: 1.0).

## NOTE 10 POST BALANCE SHEET EVENTS

No events have occurred after the financial year-end, which could significantly affect the company's financial position.