



RFG Midco ApS

Lyskær 5
2730 Herlev

Annual Report 2017

Company registration no. 30 69 96 37

The annual report was presented
and adopted at the company's
annual general meeting
on 25th June 2018



Jan Simonsen
Chairman

RFG Midco ApS

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RFG Midco ApS

Company details

Company	RFG Midco ApS Lyskær 5 2730 Herlev Company registration no.: 30 69 96 37 Financial period: 1 January - 31 December Municipality of domicile: Herlev
Board of Directors	Georg Harrasser (chairman) Johannes G. Schmidt-Schultes Thomas Joseph Anderson
Executive Board	Johannes G. Schmidt-Schultes (CEO) Alfons Horn (CEO)
Auditors	Ernst & Young, Godkendt revisionspartnerselskab Osvold Helmuths Vej 4, 2000 Frederiksberg
Consolidated Financial Statements	RFG Midco ApS is part of the consolidated financial statements for BMI Group Holdings UK Ltd. The consolidated financial statements for BMI Group Holdings UK Ltd. can be obtained from BMI Group Holdings UK Ltd., 20 Air Street 5th Floor, London W1B 5AN or cvr.dk.

RFG Midco ApS

Statement by Management on the annual report

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of RFG Midco ApS for the financial year 1 January - 31 December 2017.

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

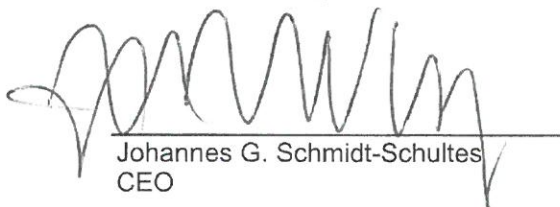
In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2017 and of the results of the Company's operations for the financial year 1 January - 31 December 2017.

Further, in our opinion, the Management's review gives a fair review of the 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 be approved at the annual general meeting.

Herlev, 25th June 2018

Executive Management

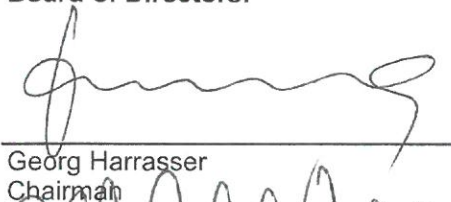


Johannes G. Schmidt-Schultes
CEO

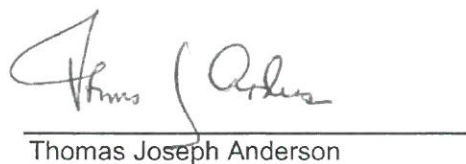


Alfons Horn
CEO

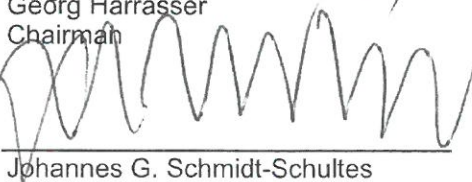
Board of Directors:



Georg Harrasser
Chairman



Thomas Joseph Anderson



Johannes G. Schmidt-Schultes

RFG Midco ApS**Independent auditor's report****To the shareholder of RFG Midco ApS****Opinion**

We have audited the financial statements of RFG Midco ApS for the financial year 1 January – 31 December 2017, which comprise accounting policies, an income statement, balance sheet, statement of changes in equity and notes. 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 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 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.

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 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 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.

RFG Midco ApS

Independent auditor's report

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 conclusion is 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.

RFG Midco ApS

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 our procedures, 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 misstatement of the Management's review.

Frederiksberg, 25th June 2018

Ernst & Young

Godkendt Revisionspartnerselskab

CVR no. 30 70 02 28



Søren Skov Larsen

State Authorised Public Accountant

MNE no.: mne26797



Søren Gammelgaard

State Authorised Public Accountant

MNE no.: mne31403

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MANAGEMENT'S REPORT

MAIN ACTIVITY

The company's main activity is to exercise the ownership of shares in and provide lending to the Icopal Group.

DEVELOPMENT IN THE YEAR

The profit for the year amounted to tDKK 64.352.

The company's equity amounted to tDKK 1.938.445 as of 31 December 2017.

Profit for the year is positively affected by exchange gain of tDKK 123.492 caused by a decline in the US Dollar.

RECOGNITION AND MEASUREMENT UNCERTAINTIES

The annual report is not impacted by uncertainty or unusual circumstances.

SUBSEQUENT EVENTS

In 2018 the company has participated in an intragroup debt restructuring for the BMI Group.

The company has received a capital contribution of tDKK 671.089 from its parent company Icopal Holding ApS. The company has sold a part of their shares in Icopal ApS to Icopal ApS (share buy-back) amounting to tDKK 277.202. The proceeds from the above has been used to partly offset loans from Group entities.

It is expected that the company will merge with one or more Group Companies in 2018.

There are no other subsequent events of material significance in the assessment of the annual report.

RFG Midco ApS

Accounting Policies

GENERAL

The annual report is prepared in accordance with the provisions in the Danish Financial Statements Act for Class B entities and elective choice of certain provisions applying to reporting class C entities.

The financial statements are prepared according to the same accounting policy as previous years.

The annual report is prepared in DKK (thousands)

With reference to Section 112 of the Danish Financial Statements Act, there are no consolidated financial statements because RFG Midco ApS is part of the consolidated financial statements for BMI Group Holdings UK Limited. The consolidated financial statements can be obtained from BMI Group Holdings UK Limited, 20 Air Street, 5th Floor, London W1B 5AN or cvr.dk.

Conversion of foreign currency

Transactions in foreign currency are converted at the transaction date's exchange rate. Gains and losses arising between the transaction date's exchange rate and the payment date's exchange rate are recognised in the profit and loss account as a financial item.

Foreign currency receivables and debt that have not been settled by the balance sheet date are converted at the balance sheet date's exchange rate. The difference between the balance sheet date's exchange rate and the transaction date's exchange rate is recognised in the profit and loss statement as a financial item.

PROFIT AND LOSS ACCOUNT

Administration costs

Administration costs include costs incurred during the year for management and administration of the company, including costs of administrative staff, office space and office expenses, as well as depreciation.

Financial income and expenses

Financial income and expenses comprise interest, expenses, realised and unrealised exchange rate gains and losses on debt and transactions in foreign currency. Financial income and expenses are recognised in the profit and loss account with the amounts relating to the financial year.

RFG Midco ApS**Accounting Policies (cont.)****Tax for the year**

The Company is subject to the Danish rules on mandatory joint taxation.

On payment of joint taxation contributions, the Danish corporate income tax charge is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use the tax losses to reduce their own taxable income.

The tax expense for the year, which comprises the year's current tax charge, joint taxation contributions and changes in the deferred tax charge – including changes arising from changes in tax rates – is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

BALANCE SHEET**Financial assets**

Investments in subsidiaries are measured at cost. If there are indications of impairment, an impairment test is performed. Financial assets are written down to the lower of the carrying amount and the recoverable amount.

Write-downs of investments in subsidiaries is recognised in the income statements under "impairment of financial assets".

Receivables

Receivables are measured in the balance sheet at amortised cost or a lower net realizable value, which corresponds to nominal value less impairment losses.

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.

Equity**Dividends**

Ordinary dividends which management proposes distributed for the financial year is shown as a separate item under equity.

Extraordinary dividends decided during the year are paid immediately after the decision and are reflected in the profit allocation.

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Accounting Policies (cont.)

BALANCE SHEET

Corporate tax and deferred tax

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

Joint taxation contribution payable and receivable is recognised in the balance sheet as "Income tax receivable" or "Income tax payable".

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. 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 assets, including the tax base of tax loss carry-forwards, 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.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Liabilities

Liabilities are measured at amortised cost, which essentially equals the nominal value.

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INCOME STATEMENTS 1 JANUARY - 31 DECEMBER

DKK (thousands)	NOTE	2017	2016
Administration costs		(34)	(314)
LOSS BEFORE FINANCIAL ITEMS		(34)	(314)
Financial income	3	123.492	38.715
Financial expenses	4	(41.697)	(59.572)
PROFIT BEFORE TAX		81.761	(21.171)
Tax for the year	5	(17.409)	(5.905)
PROFIT FOR THE YEAR		64.352	(27.076)

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BALANCE SHEET 31 December

ASSETS				
DKK (thousands)		NOTE	2017	2016
Investments in subsidiaries		6	2.830.157	2.830.157
NON-CURRENT ASSETS			2.830.157	2.830.157
Receivables from Group entities			93.661	148.599
Tax assets			133	134
Income tax receivables			-	8.028
CURRENT ASSETS			93.794	156.761
TOTAL ASSETS			2.923.951	2.986.918

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BALANCE SHEET 31 December

LIABILITIES				
DKK (thousands)		NOTE	2017	2016
Share capital			500	500
Retained earnings			1.937.945	1.873.593
EQUITY			1.938.445	1.874.093
Loans from Group entities			-	1.112.790
NON-CURRENT LIABILITIES			-	1.112.790
Loans from Group entities			967.348	-
Other payables			38	35
Income tax payables			18.120	-
CURRENT LIABILITIES			985.506	35
TOTAL LIABILITIES			985.506	1.112.825
TOTAL EQUITY AND LIABILITIES			2.923.951	2.986.918
Subsequent events		2		
Contingent liabilities and other financial commitments		7		
Related parties		8		

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Statement of changes in equity

DKK (thousands)

	Note	Share capital	Retained earnings	In total
Equity 01.01.2016		500	1.900.669	1.901.169
Transfer, see appropriation of profit/loss	1		(27.076)	(27.076)
Equity 01.01.2017		500	1.873.593	1.874.093
Transfer, see appropriation of profit/loss	1		64.352	64.352
Equity 31.12.2017		500	1.937.945	1.938.445

The company's share capital amounts to tDKK 500 divided in to shares of DKK 1 or multiples thereof.

Besides an increase in share capital of DKK 300 in 2012, there have been no changes to the share capital.

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NOTES TO THE ANNUAL REPORT

DKK (thousands)	2017	2016
NOTE 1 - APPROPRIATION OF PROFIT/LOSS		
Suggestion for profit allocation:		
Transferred to equity reserves	64.352	(27.076)
TOTAL	64.352	(27.076)

NOTE 2 - SUBSEQUENT EVENTS

In 2018 the company has participated in an intragroup debt restructuring for the BMI Group.

The company has received a capital contribution of tDKK 671.089 from it's parent company Icopal Holding ApS. The company has sold a part of their shares in Icopal ApS to Icopal ApS (share buy-back) amounting to tDKK 277.202. The proceeds from the above has been used to partly offset loans from Group entities.

It is expected that the company will merge with one or more Group Companies in 2018.

There are no other subsequent events of material significance in the assessment of the annual report.

NOTE 3 - FINANCIAL INCOME

Other interest income	-	3
Exchange rate adjustments for foreign currency transactions	123.492	38.712
TOTAL	123.492	38.715

NOTE 4 - FINANCIAL COSTS

Interest expenses to Group entities	41.377	36.565
Other interest expenses	320	23.007
Exchange rate adjustments for foreign currency transactions	-	-
TOTAL	41.697	59.572

NOTE 5 - TAX ON PROFIT FOR THE YEAR

Current tax for the year	(17.987)	(5.496)
Adjustment of deferred tax	(133)	11.401
Adjustment of current tax relating to previous years	711	-
Adjustment of deferred tax relating to previous year	-	-
TOTAL	(17.409)	5.905

RFG Midco ApS

NOTES TO THE ANNUAL REPORT

DKK (thousands)

NOTE 6 - FINANCIAL ASSETS

	Investments in subsidiaries
Cost price at 1 January	2.830.157
Cost price at 31 December	2.830.157
Book value at 31 December	2.830.157

Subsidiary:

Name	Location	Interest	Share capital	Equity	Profit for the year
Icopal ApS	Denmark	100%	200.000	3.870.493	11.696

NOTE 7 - CONTINGENT LIABILITIES AND OTHER FINANCIAL COMMITMENTS

The company has no operational leases and lease agreements.

The company is jointly taxed with other Danish units and is jointly and severally liable for Danish company and withholding taxes.

NOTE 8 - RELATED PARTIES**Controlling interest Basis**

ApS, Lyskær 5,
2730 Herlev Danish parent company (100%)

RFG Midco ApS is part of the consolidated financial statements for BMI Group Holdings UK Ltd.

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