

TPS Holding II A/S

Vemmetofte Alle 24
2820 Gentofte

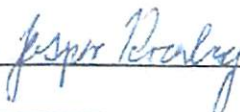
CVR no. 30 90 38 70

Annual report 2016

The annual report was presented and approved at the
Company's annual general meeting on

17 May 2017

~~Theodor Nohr Birk~~
chairman



Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	6
Company details	6
Operating review	7
Financial statements 1 January – 31 December	
Income statement	8
Balance sheet	9
Notes	11

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 TPS Holding II A/S for the financial year 1 January – 31 December 2016.

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

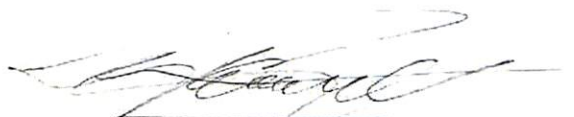
In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2016 and of the results of the Company's operations for the financial year 1 January – 31 December 2016.

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.

Gentofte, 17 May 2017

Executive Board:




Christian Assam
Taarnhøj

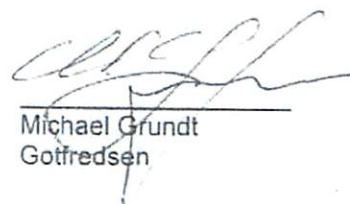
Board of Directors:



Thorleif Nohr Blok
Chairman



Jens Taarnhøj



Michael Grundt
Gotfredsen



Independent auditor's report

To the shareholders of TPS Holding II A/S

Opinion

We have audited the financial statements of TPS Holding II A/S for the financial year 1 January – 31 December 2016 comprising income statement, balance sheet 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 Company's assets, liabilities and financial position at 31 December 2016 and of the results of the Company's operations for the financial year 1 January – 31 December 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 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 are independent of the Company 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

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.



Independent auditor's report

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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 made 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

- identify and assess the risks of material misstatement of the company 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 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



Independent auditor's report

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.

Copenhagen, 17 May 2017

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 06



Jacob Lehman
State Authorised
Public Accountant

TPS Holding II A/S
Annual report 2016
CVR no 30 90 38 70

Management's review

Company details

TPS Holding II A/S
Vemmetofte Alle 24
2820 Gentofte

CVR no.: 30 90 38 70
Established: 3 October 2007
Registered office: Gentofte
Financial year: 1 January – 31 December

Board of Directors

Thorleif Nohr Blok, Chairman
Jens Taarnhøj
Michael Grundt Gotfredsen

Executive Board

Christian Assam Taarnhøj

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
2100 Copenhagen Ø
Denmark

Annual general meeting

The annual general meeting will be held on 17 May 2017 at Amaliegade 15, 1256 København K.

Management's review

Operating review

Principal activities

The Company's objective is to own shares and carry on activities as a holding company.

Development in activities and financial position

The income statement for the financial year 2016 showed a profit of EUR 1,352,414 (2015: loss of EUR 837). The balance sheet showed equity of EUR 2,652,296 (2015: 1,579,353). Management considers the net profit for the year to be satisfactory.

Events after the balance sheet date

No events materially affecting the assessment of the annual report have occurred after the balance sheet date.

Financial statements 1 January – 31 December

Income statement

EUR	Note	2016	2015
Gross profit/loss		16,774	-99,187
Staff costs	2	-9,070	0
Operating profit/loss		7,704	-99,187
Financial income from group entities	3	1,405,911	206,000
Financial income		0	5,862
Financial expenses	4	-61,201	-113,512
Profit/loss before tax		1,352,414	-837
Tax on profit/loss for the year		0	0
Profit for the year		1,352,414	-837

Proposed profit appropriation/distribution of loss

Proposed dividend for the financial year	461,115	338,151
Retained earnings	891,299	-338,988
	1,352,414	-837

Financial statements 1 January – 31 December

Balance sheet

EUR	Note	2016	2015
ASSETS			
Fixed assets			
Investments	5		
Equity investments in group entities		<u>4,448,785</u>	<u>4,448,785</u>
		<u>4,448,785</u>	<u>4,448,785</u>
Total fixed assets		<u>4,448,785</u>	<u>4,448,785</u>
Current assets			
Receivables			
Other receivables		<u>12,458</u>	<u>7,184</u>
		<u>12,458</u>	<u>7,184</u>
Cash at bank and in hand		<u>21,450</u>	<u>7,086</u>
Total current assets		<u>33,908</u>	<u>14,270</u>
TOTAL ASSETS		<u>4,482,693</u>	<u>4,463,055</u>

Financial statements 1 January – 31 December

Balance sheet

EUR	Note	2016	2015
EQUITY AND LIABILITIES			
Equity	6		
Share capital		102,470	102,470
Proposed dividends for the year		461,115	338,151
Retained earnings		2,088,711	1,138,732
Total equity		<u>2,652,296</u>	<u>1,579,353</u>
Liabilities other than provisions			
Current liabilities other than provisions			
Banks		9,263	0
Payables to subsidiaries		1,777,755	2,879,012
Other payables		43,379	4,690
		<u>1,830,397</u>	<u>2,883,702</u>
Total liabilities other than provisions		<u>1,830,397</u>	<u>2,883,702</u>
TOTAL EQUITY AND LIABILITIES		<u>4,482,693</u>	<u>4,463,055</u>
Contractual obligations, contingencies, etc.	7		
Currency and interest rate risks and the use of derivative financial instruments	8		

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of TPS Holding II A/S for 2016 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act.

As from 1 January 2016, the Company has implemented Act no. 738 of 1 June 2015. This has entailed the following changes to recognition and measurement:

— Going forward, dividends from equity investments in subsidiaries recognised at cost are always recognised in the income statement. In case of indication of impairment, an impairment test is conducted. Indication of impairment exists if distributed dividend exceeds profit for the year or if the carrying amount of equity investments exceeds the consolidated carrying amounts of the net assets in the subsidiary. Previously, cost was reduced to the extent that distributed dividend exceeded accumulated earnings after the acquisition date.

The changes have no monetary effect on the income statement or the balance sheet for 2016 or for the comparative figures for 2015.

The annual report for 2016 has been prepared in accordance with the provisions applying to reporting class B under the Danish Financial Statements Act with opt-in from higher reporting classes.

Income statement

Gross Profit

Pursuant to Section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

Gross profit comprise other external costs and operating income.

Other operating income

Other operating income consists of management fee paid by the subsidiary.

Other external costs

Other external costs comprise administrative expenses for the year, consisting of costs for office premises, operating leases, etc.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amount relating to the financial year. Financial items comprise interest income and expense, realised and unrealised gains and losses on securities, payables and transactions in foreign currencies, surcharges and refunds under the on-account tax scheme, etc.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Income from investments in subsidiaries

Dividend from investments is recognised in the reporting year in which the dividend is declared.

Tax on profit/loss for the year

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Balance sheet

Investments

Investments in group entities are measured at cost. Write-down is made to the lower of cost and recoverable amount.

Receivables

Receivables are measured at amortised cost, which correspond the nominal value. The value is reduced by write-down for bad debts.

Equity

Dividends

Proposed dividends are recognised as a liability at the date when they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year is disclosed as a separate item under equity.

Corporation tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Liabilities

Trade payables and amounts owed to group entities are recognised at cost.

Other liabilities are measured at net realisable value.

Financial statements 1 January – 31 December

Notes

2 Staff costs

EUR	2016	2015
Wages and salaries	8,324	0
Other social security costs	746	0
	9,070	0
Average number of full-time employees	1	1

3 Financial income from group entities

Dividend from subsidiaries	1,405,911	206,000
	1,405,911	206,000

4 Financial expenses

Interest paid to subsidiaries	39,089	37,079
Other financial costs	22,112	76,433
	61,201	113,512

5 Investments

EUR	Equity investments in group entities
Cost at 1 January 2016	4,448,785
Cost at 31 December 2016	4,448,785
Impairment losses at 1 January 2016	0
Impairment losses at 31 December 2016	0
Carrying amount at 31 December 2016	4,448,785

Name/legal form	Registered office	Equity interest	Equity	Profit/loss for the year
Subsidiaries			EUR	EUR
TPS Rental Systems Limited	United Kingdom	100%	2,079,102	1,165,305
			2,079,102	1,165,305

Financial statements 1 January – 31 December

Notes

6 Equity

EUR	Share capital	Retained earnings	Proposed dividends	Total
Equity at 1 January 2016	102,470	1,138,732	338,151	1,579,353
Distributed dividends	0	0	-338,151	-338,151
Ordinary dividend on treasury shares, etc.	0	58,680	0	58,680
Transferred over the profit appropriation	0	891,299	461,115	1,352,414
Equity at 31 December 2016	102,470	2,088,711	461,115	2,652,296

The share capital consists of 102,470 shares of a nominal value of EUR 1. No shares carry any special rights.

There have been no changes in the share capital during the last 5 years.

At 1 January 2015, the Company owns 27,533 treasury shares at a nominal value of EUR 27,533, corresponding to 27% of the capital. These shares have not been cancelled and are therefore held as treasury shares. The Company may choose to sell these shares at a later time. The shares have been acquired as part of the process of restructuring the ownership of the Company.

7 Contractual obligations, contingencies, etc.

Contingent liabilities

As security for bank facilities the Company has provided securities in amount of GBP 69 thousand and EUR 27 thousand comprising unlisted shares. The total carrying amount of comprised assets is EUR 4,449 thousand.

Operating lease obligations

The Company has operational lease obligations with terms of maturity of 44 months. The lease obligation amounts to a total of EUR 38 thousand.

Financial statements 1 January – 31 December

Notes

8 Related party disclosures

Ownership

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

Thorleif Nohr Blok, Dreilindenstrasse 41, 6045 Meggen, Switzerland
TPS Holding II A/S, Vemmetofte Allé 24, 2820 Gentofte
Grå Stær Klinikken ApS, Hans Knudsens Plads 110, 2100 Copenhagen
Erik G. Hansen, Spønnecksvej 12, 2820 Gentofte