

## REFERAT AF ORDINÆR GENERALFORSAMLING

Den 9. juni 2017 blev der afholdt ordinær generalforsamling i MGM 1B ApS, CVR-nr. 31075564, hos Accura Advokatpartnerselskab, Tuborg Boulevard 1, 2900 Hellerup.

Generalforsamlingen blev afholdt i henhold til fuldmagt og uden fysisk fremmøde. Samtlige kapitalejere havde frafaldet selskabslovens og vedtægternes form- og fristkrav samt bestemmelsen om stedet for generalforsamlingens afholdelse.

### Dagsorden

1. Valg af dirigent
2. Bestyrelsens beretning om selskabets virksomhed i det forløbne år
3. Fremlæggelse af årsrapport til godkendelse
4. Beslutning om anvendelse af overskud eller dækning af underskud i henhold til den godkendte årsrapport
5. Valg af medlemmer til bestyrelsen
6. Valg af revisor
7. Eventuelle forslag fra bestyrelsen og/eller selskabets kapitalejere

### Ad pkt. 1

Advokat Henrik Groos blev valgt til dirigent.

## MINUTES OF ANNUAL GENERAL MEETING

On 9 June 2017, the annual general meeting of MGM 1B ApS, CVR no. 31075564, was held at Accura Advokatpartnerselskab, Tuborg Boulevard 1, 2900 Hellerup, Denmark.

The shareholders attended the general meeting by proxies and without physical attendance. All shareholders had agreed to waive the requirements as to form and notice set out in the Danish Companies Act (*selskabsloven*) and the company's articles of association as well as the provision specifying the place at which the company's general meetings must be held.

### Agenda

1. Election of chairman of the meeting
2. The board of directors' report on the company's activities in the past year
3. Submission for approval of the annual report
4. Resolution on the appropriation of profit or covering of loss according to the approved annual report
5. Election of members to the board of directors
6. Election of auditors
7. Proposed resolutions from the board of directors and/or the company's shareholders, if any

### Re item 1

Attorney Henrik Groos was elected as chairman of the meeting.

Dirigenten konstaterede, at hele selskabskapitalen og samtlige stemmer var repræsenteret, samt at generalforsamlingen var lovlig og beslutningsdygtig.

The chairman of the meeting announced that the entire share capital and all votes were represented, that the meeting had been duly convened and that a quorum was present.

**Ad pkt. 2**

Bestyrelsen fremlagde beretning om selskabets virksomhed i det forløbne år.

**Re item 2**

The board of directors submitted its report on the company's activities in the past year.

Generalforsamlingen tog bestyrelsens beretning til efterretning.

The general meeting took note of the board of directors' report.

**Ad pkt. 3**

Årsrapporten for regnskabsåret 2016 blev forelagt til godkendelse. Det fremgik af årsrapporten, at årets resultat efter skat udgjorde EUR 151,895

**Re item 3**

The annual report for the financial year 2016 was submitted for approval. According to the annual report, the profit for the year amounted to EUR 151,895

Generalforsamlingen godkendte herefter årsrapporten med alle repræsenterede stemmer.

The general meeting then approved the annual report by all votes represented.

**Ad pkt. 4**

Der blev stillet forslag om at overføre årets resultat til næste år.

**Re item 4**

A resolution had been proposed to carry forward profit for the year to the next year.

Generalforsamlingen vedtog forslaget med alle repræsenterede stemmer.

The general meeting passed the resolution by all votes represented.

**Ad pkt. 5**

Der var stillet forslag om genvalg af Tommas Jakobsen, samt Charles Sherratt-Davies, som bestyrelsesmedlemmer og direktionsmedlemmer.

**Re item 5**

A resolution had been proposed to re-elect the Tommas Jakobsen and Charles Sherratt-Davies as members of the board of directors and members of the executive board.

Generalforsamlingen vedtog forslaget med alle repræsenterede stemmer.

The general meeting passed the resolution by all votes represented.

**Ad pkt. 6**

Dirigenten oplyste, at revision er fravalgt.

**Re item 6**

The chairman of the meeting stated that auditing has been deselected.

**Ad pkt. 7**

Generalforsamlingen bemyndigede dirigenten – med substitutionsret – til at anmelde det vedtagne til Erhvervsstyrelsen samt foretage de ændringer og tilføjelser heri, som måtte blive krævet af Erhvervsstyrelsen eller andre offentlige myndigheder.

Generalforsamlingen hævet.

**Re item 7**

The general meeting authorised the chairman of the meeting – with a right of delegation – to file the resolutions passed with the Danish Business Authority (*Erhvervsstyrelsen*) and to make any changes and additions thereto required by the Authority or other public authorities.

General meeting closed.

Som dirigent. / Chairman of the meeting:



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Henrik Groos


## **MGM 1B ApS**

c/o Nectar Asset Management ApS  
Regnbuepladsen 5, 4.  
1550 Copenhagen V, Denmark  
CVR-No. 31 07 55 64

## **Financial Statements**

For the period 1 January – 31 December 2016  
(12 months)  
9th financial year

Adopted at the Annual General Meeting of shareholders  
on 9/6 2017



Chairman  
HENRIK GROOS

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Please note that for computational reasons, rounding differences to the exact mathematical figures (monetary units, percentages, etc.) may occur.

## **Company details**

MGM 1B ApS  
c/o Nectar Asset Management ApS  
Regnbuepladsen 5, 4.  
1550 Copenhagen V, Denmark

## **Supervisory Board**

Tommas Jakobsen, Chairman  
Charles Sherratt-Davies, Vice chairman

## **Executive Board**

Tommas Jakobsen  
Charles Sherratt-Davies

## **Shareholders holding 5% or more of the share capital or the voting rights**

MGM 1 S.à r.l., 6, Rue Eugène Ruppert, L-2453 Luxembourg

## **Ultimate parent company**

Melf S.à r.l., 6, Rue Eugène Ruppert, L-2453 Luxembourg

## Statement by the Supervisory and Executive Boards on the Financial Statements

The Supervisory and Executive Boards have presented the Financial Statements for the year ended 31 December 2016. The Financial Statements were discussed and adopted on today's date.

The Financial Statements have been presented in accordance with the International Financial Reporting Standards as adopted by the EU and Danish disclosure requirements for financial statements.

We consider that the accounting policies used are appropriate and the accounting estimates made are reasonable. To the best of our belief, the Financial Statements include the information which is relevant for an assessment of the Company's financial position. Against this background, it is our opinion that the Financial Statements give a true and fair view of the Company's assets and liabilities, financial position, and results of operations and cash flow for the year ended 31 December 2016.

We believe that the Management's Review contains a fair review of the affairs and conditions referred to therein.

We recommend that the Financial Statements be adopted by the Annual General Meeting of shareholders.

Copenhagen, 16.05.2017

Executive Board

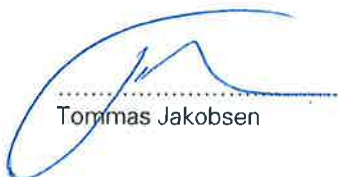


.....  
Tommas Jakobsen



.....  
Charles Sherratt-Davies

Supervisory Board



.....  
Tommas Jakobsen



.....  
Charles Sherratt-Davies

## Financial Highlights

### 5-year summary

	2016	2015	2014	2013	2012
	EUR	EUR	EUR	EUR	EUR

#### Key figures (in EUR, except per share data)

#### Statement of comprehensive income

Revenue	905,905	969,641	861,247	929,194	972,203
Gross profit	639,061	767,312	653,962	741,873	813,719
Profit before net financials (EBIT)	439,259	946,388	833,740	-184,732	389,965
Net financials	-284,562	-404,862	-491,028	-541,353	-722,999
Total comprehensive (expense)/income for the year	151,895	537,564	342,524	-726,092	-333,086

#### Statement of financial position

Total assets	9,296,803	9,540,061	8,896,572	8,704,129	11,269,895
Shareholders' equity	-881,936	-1,033,831	-1,571,395	-2,913,917	-2,187,825
<b>Other</b>					

Number of employees	0	0	0	0	0
<b>Ration in %</b>					

Rate of return	4.72%	9.92%	9.37%	-2.12%	3.46%
(Profit/loss before net financials x 100/total assets)					
Equity ratio	-9.49%	-10.84%	-17.66%	-33.48%	-19.41%
(Shareholders' equity x 100/total assets)					

Financial highlights are prepared in accordance with International Financial Standards, cf. Note 1 "Accounting policies".

Ratios are computed in accordance with Guidelines and Financial ratios issued by the Danish Society of Financial Analysts in 2010.



## **Managements Review**

### **Business activities and mission**

The Company's main objective is property investment.

### **Business review**

The Company recorded rental income of EUR 813,914 for the year ended 31 December 2016 (2015: EUR 835,459).

The Company's investment properties are recorded at fair value and has been valued at EUR 8,892,955 (2015: EUR 9,054,202).

### **Recognition and measurement uncertainties**

The Company's investment properties are recognised in the financial statements at market value based on an internal return based assessment model. This model contains an estimate of the property's future return and the expected return requirement. The property's future returns are estimated based on existing leases and experience.

### **Going concern**

The Company has lost its share capital but expects to be able to restore it through future earnings. The parent company, Melf S.à r.l., has issued a subordination letter for a 12-month period from the signing date of the financial statements, covering all the loans they have provided to the Company. Therefore the company will be able to serve all current financing.

During the year the Company had a net cash outflow of EUR -99,294 and cash at bank at the balance sheet date of EUR 281,395.

Management closely monitors the cash requirements of the Company and works with its advisors to forecast and manage liquidity requirements over the life of its investment activities. Management has reviewed the forecasted cash flows and is confident that there are no liquidity issues and that the Company will continue to meet its liabilities as they fall due.

### **Financial position**

The result for the year is as expected.

### **Future developments**

The Company expects a result for next year, before adjustment on property valuations, on par with that reported in 2016.

### **Subsequent events**

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

## MGM 1B ApS, Copenhagen

### Statement of profit or loss and other comprehensive income

for the year from 1 January to 31 December 2016

	Notes	2016	2015
		EUR	EUR
Revenue	4	905,905	969,641
Expenses related to rental activity		-266,844	-202,329
<b>Gross profit</b>		<b>639,061</b>	<b>767,312</b>
Fair value adjustment	5	-152,123	246,667
Profit/(Loss) on disposal of investment property		-1,141	0
Other external expenses		-46,537	-67,414
Other gains/(losses)		0	-177
<b>Profit before net financial result</b>		<b>439,260</b>	<b>946,388</b>
Other financial expenses	6	-284,562	-404,862
<b>Profit before tax from continuing operations</b>		<b>154,698</b>	<b>541,526</b>
Tax of continuing operations for the year	7	-2,803	-3,962
<b>Net profit for the year</b>		<b>151,895</b>	<b>537,564</b>
<b>Total comprehensive income for the year</b>		<b>151,895</b>	<b>537,564</b>
<b>Total comprehensive income for the year attributable to:</b>			
Equity holders of the company		<b>151,895</b>	<b>537,564</b>

# MGM 1B ApS, Copenhagen

## Statement of financial position

as of 31 December 2016

### Assets

	Notes	2016	2015
		EUR	EUR
<b>A. Non-current assets</b>			
I. Investment property	8	8,892,955	9,054,202
Total non-current assets		8,892,955	9,054,202
<b>B. Current Assets</b>			
I. Receivables			
1. Trade receivables		122,087	21,854
2. Receivables from group enterprises	12	366	366
3. Prepayments		0	0
4. Other receivables (incl. Financial assets)		0	82,950
Total receivables		122,453	105,170
II. Cash		281,395	380,689
Total current assets		403,848	485,859
<b>Total assets</b>		<b>9,296,803</b>	<b>9,540,061</b>

	Notes	2016	2015	
		EUR	EUR	
<b>A. Shareholders' equity</b>				
I.	Share capital	282,589	282,589	
II.	Retained earnings/accumulated loss	-1,164,525	-1,316,420	
III.	Other components of equity	0	0	
Total shareholders' equity		-881,936	-1,033,831	
<b>B. Non-current liabilities</b>				
I.	Loans and borrowings	10	3,794,949	0
II.	Payables to group enterprises	12	4,076,739	0
III.	Deferred tax liability	7	0	1,838
Total non-current liabilities		7,871,688	1,838	
<b>C. Current liabilities</b>				
I.	Current portion of non-current liabilities	10	163,776	3,833,476
II.	Trade payables		6,028	11,418
III.	Payables to group enterprises	12	2,098,255	6,675,246
IV.	Income taxes payables		0	3,966
V.	Deposits from tenants		0	1,000
VI.	Other payables (incl. VAT)		3,221	5,775
VII.	Accruals		35,771	41,098
VIII.	Deferred Income		0	75
Total current liabilities		2,307,051	10,572,054	
Total liabilities		10,178,739	10,573,892	
<b>Total equity and liabilities</b>		<b>9,296,803</b>	<b>9,540,061</b>	

# MGM 1B ApS, Copenhagen

## Statement of cash flows

	2016	2015
	EUR	EUR
<b>Profit before net financial result</b>	439,260	946,388
Fair value adjustments, non-current assets	152,123	-246,667
Loss on disposal of investment property	1,141	0
Taxes refunded/(paid)	-2,803	-3,962
Lease incentives and leasing costs	0	0
<b>Changes in:</b>		
Trade and other receivables	-17,283	-86,875
Current liabilities	-20,150	-66,165
Financial income	0	0
Financial expenses	-284,562	-404,862
Lease incentives	-451	-13,535
<b>Cash flows from operating activities</b>	<b>267,275</b>	<b>124,322</b>
Disposals of investment property	-1,141	0
Repayments of receivables from group enterprises	0	0
<b>Cash flows from investing activities</b>	<b>-1,141</b>	<b>0</b>
Repayment of Berlin Hyp Loan	-3,839,480	0
Receipt from Postbank	4,094,000	0
Repayment of Postbank loan	-83,929	0
Repayments (acceptance) on intercompany liabilities	-536,019	172,090
<b>Cash flows from financing activities</b>	<b>-365,428</b>	<b>172,090</b>
<b>Net cash flow for the year</b>	<b>-99,294</b>	<b>296,412</b>
<b>Cash and cash equivalents</b>		
Cash and cash equivalents at 1 January	380,689	84,277
Net cash flow for the year	-99,294	296,412
<b>Cash and cash equivalents at 31 December</b>	<b>281,395</b>	<b>380,689</b>

## MGM 1B ApS, Copenhagen

### Statement of changes in equity

	Share capital	Retained earnings/ Accumulated loss	Total
	EUR	EUR	EUR
<b>Shareholders' equity at 1 January 2015</b>	282,589	-1,853,984	-1,571,395
Profit and loss	0	537,564	537,564
Other comprehensive income	0	0	0
<b>Total equity at 31 December 2015</b>	282,589	-1,316,420	-1,033,831
<b>Shareholders' equity at 1 January 2016</b>	282,589	-1,316,420	-1,033,831
Profit and loss	0	151,895	151,895
<b>Total equity at 31 December 2016</b>	<b>282,589</b>	<b>-1,164,525</b>	<b>-881,936</b>

# MGM 1B ApS, Copenhagen

## Notes

### Note 1 Accounting policies

The financial statements of MGM 1B ApS have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU and Danish disclosure requirements for financial statements, as laid down in the IFRS order issued in accordance with the provisions of the Danish Financial Statements Act as regards reporting class B enterprises.

The financial statements are presented in Euros (EUR).

The accounting policies for these financial statements are consistent with those applied last year.

### New and revised standards and bases for conclusion

The adoption of the new and amended IFRS and IFRIC interpretations has not had any significant impact on the amounts reported in these financial statements but may impact the accounting for future transactions and arrangements.

### New and revised standards and bases for conclusion which have yet to take effect

The IASB and IFRIC have issued a number of standards and interpretations with an effective date during or after the date of these financial statements:

<b>IASB/IFRIC documents endorsed</b>	<b>Effective date</b>
<b>Name</b>	<b>Annual periods beginning on or after</b>
Amendments to IAS 1	1 January 2016
Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortization	1 January 2016
IFRS 9: Financial Instruments	1 January 2018
IFRS 15: Revenue from Contracts with Customers	1 January 2018

<b>IASB/IFRIC documents not yet endorsed</b>	<b>Effective date</b>
<b>Name</b>	<b>Annual periods beginning on or after</b>
IFRS 16: Leases	1 January 2019
Amendments to IFRS 4: Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts	1 January 2018
Amendment to IFRS 15: Clarifications to IFRS 15	1 January 2018
Amendments to IAS 7: Disclosure Initiative	1 January 2017
Amendments to IAS 12: Recognition of Deferred Tax Assets for Unrealised Losses	1 January 2017
Amendment to IAS 40: Transfers of Investment Property	1 January 2018

The directors do not expect that the adoption of these Standards and Interpretations will have material impact on the financial statements of the Company in future periods.

## Statement of profit and loss and other comprehensive income

### Revenue

Rental income receivable from operating leases is recognised on a straight line basis over the term of the lease, except for contingent rental income, which is recognised as earned.

Costs relating to incentives for lessees to enter into lease agreements are spread evenly over the lease term, even if the payments are not made on such a basis. The lease term is the non-cancellable period of the lease together with any further term for which the lessee has the option to continue the lease, where, at the inception of the lease, the Management is reasonably certain that the lessee will exercise that option.

Amounts received from lessees to terminate leases or to compensate for dilapidations are recognised in the income statement as received. Service charges and expenses recoverable from tenants.

Income arising from expenses recharged to lessees is recognised in the period in which the expenses can be contractually recovered. Service charges and other such receipts are included gross of the related costs in revenue when the Management considers that the entity acts as principal and net when the Management considers that the entity acts as agent.

### Other external expenses

Other external expenses comprise of administrative expenses incurred.

### Net financial result

Financial income and expenses are recognised in the statement of profit and loss and other comprehensive income in the reporting period they relate to. Net financials include interest income and expenses, realised capital and exchange gains and losses on securities and foreign currency transactions, amortisation of mortgage loans and surcharges and allowances under the advance-payment-of-tax scheme, etc.

### Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments less the share of the tax for the period that concerns the changes in equity.

Deferred taxes related to items recognised directly in equity are taken directly to equity.

The Company and all Danish group enterprises are jointly taxed. The Danish income tax charge is allocated between profit-making and loss-making Danish enterprises in proportion to their taxable income (full allocation method).

## Statement of financial position

### Investment property

Investment property is property held on a long-term basis with the purpose of earning rental income and increases in value and which are not held for sale.



Investment properties are initially measured at cost. After initial recognition, investment properties are measured at fair value based on an internal return based assessment model. The model used is a discounted cash flow model with a five year forecast.

The market value is the estimated amount for which a property is expected to be exchanged between willing parties, at the date of valuation, in an arm's length transaction in which the parties act knowledgeably, prudently and voluntarily.

Fair value adjustments are recognised in a separate line item in the statement of profit and loss and other comprehensive income.

### Receivables

Receivables are recognised and carried at the lower of their original invoiced value and recoverable amount. Provision is made when there is objective evidence that the Company will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

### Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses relating to subsequent reporting periods.

### Cash and short term deposits

Cash and short term deposits in the statement of financial position comprise cash at bank and short term deposits with an original maturity of less than three months.

### Income taxes

Current tax charges are recognised in the statement of financial position as the estimated tax charge in respect of the expected taxable income for the year, adjusted for tax on prior-year taxable income and tax paid in advance.

Provisions for deferred tax are calculated at 15.825 % of all temporary differences between carrying amounts and tax bases, with the exception of temporary differences occurring at the time of acquisition of assets and liabilities neither affecting the results of operations nor the taxable income.

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

### Financial liabilities

Financial liabilities are recognised at initial recognition measured at fair value of transaction costs incurred upon the raising of the loan. Interest-bearing debt is subsequently measured at amortised cost, using the effective interest rate method. Other debt is subsequently measured at amortised cost corresponding to the nominal unpaid debt.

Derivatives are classified as held for trading unless they are designated as effective hedging instruments. Held for trading assets or liabilities are measured at fair value with gains and losses through profit or loss. The Company does not apply hedge accounting.

### Deferred income

Deferred income is recognised as a liability and comprises of payments received for income relating to subsequent reporting periods.

## Statement of cash flows

The cash flow statement shows the company's net cash flows, the year's changes in cash and cash equivalents and the company's cash and cash equivalents at the beginning and at the end of the year.

Cash flows from operating activities are presented using the indirect method and are made up as the net profit or loss for the year, adjusted for non-cash operating items, changes in working capital, paid financial and extraordinary expenses and paid income taxes.

Cash flow from investing activities comprise payments related to additions and disposals of fixed assets as well as the provision intercompany loans.

Cash flow from financing activities comprise dividends paid to shareholders, capital increases and reductions, borrowings and repayments of interest-bearing debt.

Cash and cash equivalents comprise cash and short-term securities in respect of which the risk of changes in value is insignificant.

## Note 2 Going concern

These financial statements have been prepared on going concern basis.

The Company has lost its share capital but expects to be able to restore it through future earnings. The parent company, Melf S.à r.l., has issued a subordination letter for a 12-month period from the signing date of the financial statements, covering all the loans they have provided to the Company. Therefore the company will be able to serve all current financing.

Management closely monitors the cash requirements of the Company and works with its advisors to forecast and manage liquidity requirements over the life of its investment activities. Management has reviewed the forecasted cash flows and is confident that there are no liquidity issues and that the Company will continue to meet its liabilities as they fall due.

## Note 3 Assumptions and estimates

For purposes of the preparation of the financial statements, it is necessary that management prepares accounting estimates affecting the application of accounting policies and recognised assets, liabilities, income and expenses. Actual results may deviate from the estimates made.

The Company's investment properties are recognised in the financial statements at market value based on an internal return based assessment model. This model contains an estimate of the property's future return and the expected return requirement. The property's future returns are estimated based on existing leases and experience.

The return requirements applied for 2016 are 7.20 % (2015: 7.20 %).

The other significant assumptions utilised in calculating the market value of investment properties are:

- Inflation of 1.5% per annum;
- Rental income linked to CPI (adjustment on movement of 10% in the index)
- Value of the terminal period at 31 December 2016 is EUR 9.6m.

## Sensitivity analysis – Discount rate

As a result of the valuation methodology adopted, the value of the real estate assets is sensitive to movements in the market derived capitalisation rate (Gross Yield: 12.80) and contracted rental income.

Sensitivity analysis has been completed to seek to quantify the risk associated with an increase in Gross Yield or reduction in the value of rent attributable to the assets.

Discount rate	6,2%	6,7%	7,2%	7,7%	8,2%
<b>GRI Multiplier</b>					
-1,00	9,828,795	9,714,158	9,601,498	9,490,770	9,381,933
-0,50	9,456,343	9,346,039	9,237,638	9,131,097	9,026,375
	9,083,890	8,977,920	<b>8,892,955</b>	8,771,424	8,670,818
0,50	8,711,438	8,609,801	8,509,918	8,411,751	8,315,261
1,00	8,338,986	8,241,682	8,146,058	8,052,077	7,959,704

## Fair value

The Company measures certain non-financial assets such as investment property, at fair value at the end of each reporting period. Also, fair values of financial instruments measured at amortised costs are disclosed in the financial statements.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The Company must be able to access the principal or the most advantageous market at the measurement date. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs significant to the fair value measurement as a whole:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### Note 4 Rental and related income

	2016	2015
	EUR	EUR
Rental income	813,914	835,459
Service charge income	73,753	121,482
Other property income	17,534	11,254
Bad debts/ receivables written off/ Refunds	705	1,446
<b>Revenue</b>	<b>905,905</b>	<b>969,641</b>

Rental and related income fully relates to rent attributable to the year ended 31 December 2016. Spaces are leased out under lease agreements of various expiry terms. Lease agreements specify the rent, the rights and obligations of the lessor and the lessee, including notice and renewal options, as well as service and operating cost charges.

The Company leases out all of its investment properties under operating leases which are non-cancellable and have average lease terms of 3.57 years (2015: 4.54 years). The Company's leases typically include a clause either to enable upward revision of the rental charge on an annual basis based on a fixed annual uplift, inflation or local equivalent.

Future minimum rental receivables under non-cancellable operating leases as at 31 December 2016, analysed by the period in which they fall due are as follows:

	2016	2015
	EUR	EUR
First year	809,157	686,072
Second up to and including fourth year	1,640,985	1,612,868
Fifth and subsequent years	719,964	1,115,329
	<b>3,170,106</b>	<b>3,414,269</b>

#### Note 5 Fair value adjustment

	2016	2015
	EUR	EUR
<b>Fair value adjustment of property</b>	<b>-152,123</b>	<b>246,667</b>

#### Note 6 Other financial expenses

	2016	2015
	EUR	EUR
Interest payable, group enterprises	246,957	353,730
Interest payable, exchange losses and similar expenses	37,604	51,131
	<b>284,562</b>	<b>404,861</b>

## Note 7 Income taxes

<b>Tax for the year</b>	<b>2016</b>	<b>2015</b>
	<b>EUR</b>	<b>EUR</b>
Current income tax charge	2,803	3,962
Deferred income tax	0	0
<b>Total tax for the year</b>	<b>2,803</b>	<b>3,962</b>

<b>Reconciliation of effective tax rate</b>	<b>2016</b>	<b>2015</b>
	<b>EUR</b>	<b>EUR</b>
Profit before tax	154,698	541,526
Expected tax rate	22%	23,5%
Expected effort for income tax	-34,034	-127,259
Tax	2,803	3,962
<i>Deviation of foreign tax rates from expected tax rate</i>	9,553	41,562
<i>Changes of temporary differences for which no deferred tax asset is recognised</i>	22,761	81,734
<i>Current-year losses for which no deferred tax asset is recognised</i>	-1,083	0
<i>Other effects</i>	0	0
<b>Effective income tax</b>	<b>2,803</b>	<b>3,962%</b>

<b>Breakdown of deferred tax liabilities</b>	<b>2016</b>	<b>2015</b>
	<b>EUR</b>	<b>EUR</b>
Investment property	0	152,701
Financial instruments	8,189	9,956
Set-off	-8,189	0
<b>Total deferred tax liabilities</b>	<b>0</b>	<b>152,701</b>

<b>Breakdown of deferred tax assets</b>	<b>2016</b>	<b>2015</b>
	<b>EUR</b>	<b>EUR</b>
Investment property	58,702	0
Tax losses carried forward	1,083	75,568
<i>Thereof unrecognised</i>	-51,596	-75,568
Set-off	-8,189	0
<b>Total deferred tax assets</b>	<b>0</b>	<b>0</b>

The company has tax loss carry forwards amounting to EUR 6,842 (2015: EUR 0). Deferred tax assets have been recognised to the extent that it is probable that future taxable profit will be available against which the Company can use the benefit therefrom.

## Note 8 Investment property

Cost at 31/12/2016	Investment property
	EUR
<b>Balance at 1/1/2016</b>	<b>11,491,390</b>
<b>Lease incentives and leasing costs</b>	<b>-9,124</b>
<b>Capital expenditures</b>	<b>0</b>
<b>Balance at 31/12/2016</b>	<b>11,482,266</b>

Value adjustment	Investment property
	EUR
Balance at 1/1/2016	-2,437,188
Value adjustments in the year	-152,123
<b>Write-downs at 31/12/2016</b>	<b>-2,589,311</b>
<b>Carrying amount at 31/12/2016</b>	<b>8,892,955</b>

Value adjustment	Investment property
	EUR
Balance at 1/1/2015	11,477,528
Lease incentives and leasing costs	11,862
Additions in period	2,000
<b>Balance at 31/12/2015</b>	<b>11,491,390</b>

Value adjustment	Investment property
	EUR
Balance at 1/1/2015	-2,683,855
Value adjustments in the year	246,667
<b>Write-downs at 31/12/2015</b>	<b>-2,437,188</b>
<b>Carrying amount at 31/12/2015</b>	<b>9,054,202</b>

## Fair value hierarchy

The following table shows an analysis of the fair value of investment property recognised in the statement of financial position by level of the fair value hierarchy<sup>1</sup>.

As at 31 December 2016	Level 1	Level 2	Level 3	Total fair value
	EUR	EUR	EUR	EUR
<b>Investment property</b>	<b>0</b>	<b>0</b>	<b>8,892,955</b>	<b>8,892,955</b>

As at 31 December 2015	Level 1	Level 2	Level 3	Total fair value
	EUR	EUR	EUR	EUR
<b>Investment property</b>	<b>0</b>	<b>0</b>	<b>9,054,202</b>	<b>9,054,202</b>

## Note 9 Payables to bank and credit institutions

Breakdown of payables to bank and credit institutions in the financial position	2016	2015
	EUR	EUR
Non-current liabilities	3,794,949	0
Current liabilities	163,776	3,833,476
<b>Carrying amount at 31 December</b>	<b>3,958,725</b>	<b>3,833,476</b>

Payables to bank and credit institutions fall due for payments as follows	2016	2015
	EUR	EUR
Within 1 year	163,776	3,833,476
Between 1 to 5 years	3,794,949	0
Over 5 years	0	0
<b>Carrying amount at 31 December</b>	<b>3,958,725</b>	<b>3,833,476</b>

In 2016, the Company has refinanced its former bank loan with Berlin-Hannoversche Hypothekenbank AG. The new bank loan has been agreed with Postbank AG.

<sup>1</sup> See note 3 for the explanation of the fair value hierarchy.

## Note 10 Financial risks and financial instruments

### Foreign exchange risks

As the Company's income and costs are primarily in its reporting currency, EUR, the Company is not exposed to any significant currency risks.

### Interest rate risks

The Company is exposed to interest rate risks relating to fluctuations in interest levels in Euroland and Denmark due to balances held at the bank. The primary exposure is related to Euribor and Libor.

The Company limits interest rate risk by taking out only fixed rate loans.

### Credit risk

It is the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis, with the result that the Company's exposure to bad debts is minimised. There are no significant concentrations of credit risk within the Company. With respect to credit risk arising from the other financial assets of the Company, which comprise cash and cash equivalents, the Company's exposure to credit risk arises from any default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

Credit risks arising from operating activities relate mainly to the non-payment of rentals by tenants of the properties held by the Company. Credit risks related to the placement of liquid funds (counterparty credit risks) are minimised by making agreements only with the most reputable domestic and international banks and financial institutions.

### Capital management

The primary objective of the Company's capital management is to ensure it remains within its quantitative banking covenants and maintains a strong credit rating.

The Company monitors capital primarily using a loan to value ratio, which is calculated as the amount of outstanding bank debt divided by the valuation of the investment property. The Company's policy is to keep the average loan to value ratio of the Company lower than 50 %.

During the period the Company did not breach any of its loan covenants, nor did it default on any other of its obligations under its loan agreements.

The loans are also covered by the letter of support provided by the parent company.<sup>2</sup>

	2016	2015
	EUR	EUR
Carrying amount of bank loans	3,958,725	3,833,476
<b>Principal amount of bank loans</b>	<b>4,010,471</b>	<b>3,833,476</b>
Valuation of investment property	8,892,955	9,054,202
Loan to value ratio	45%	42%

<sup>2</sup> See note 2.



## Liquidity risks

It is the Company's strategy to reduce the liquidity risk by taking out long-term interest-only loans.

The Company monitors its risk to a shortage of funds using cash flow forecasting techniques focused on the maturity profile of its debt commitments, operational cash flow and capital expenditure.

The financial liabilities are also covered by the letter of support provided by the parent company<sup>3</sup>.

The subsequent table summarises the maturity profile of the Company's financial liabilities as at 31 December based on contractual undiscounted payments.

<b>At 31 December 2016</b>	<b>On demand</b>	<b>less than 1 year</b>	<b>1 to 5 years</b>	<b>&gt; 5 years</b>	<b>Total</b>
	<b>EUR</b>	<b>EUR</b>	<b>EUR</b>	<b>EUR</b>	<b>EUR</b>
Secured bank loans	0	163,776	3,794,949	0	3,958,725
Payables to group enterprises	0	2,098,255	4,076,739	0	6,174,994
Trade and other payables	0	9,249	0	0	9,249
Accruals	0	35,771	0	0	35,771
	<b>0</b>	<b>2,307,051</b>	<b>7,871,688</b>	<b>0</b>	<b>10,178,739</b>

<b>At 31 December 2015</b>	<b>On demand</b>	<b>less than 1 year</b>	<b>1 to 5 years</b>	<b>&gt; 5 years</b>	<b>Total</b>
	<b>EUR</b>	<b>EUR</b>	<b>EUR</b>	<b>EUR</b>	<b>EUR</b>
Current portion of non-current liabilities	0	3,833,476	0	0	3,833,476
Payables to group enterprises	0	6,675,246	0	0	6,675,246
Deposits from tenants	0	1,000	1,838	0	2,838
Trade and other payables	0	21,159	0	0	21,159
Accruals	0	41,098	0	0	41,098
	<b>0</b>	<b>10,571,979</b>	<b>1,838</b>	<b>0</b>	<b>10,573,817</b>

## Fair values

A comparison of the carrying value of financial instruments included in the Company's financial statements to their fair value is included below by class of instrument.

The fair value of the financial assets and liabilities are included at an estimate of the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Cash, trade and other receivables, and trade and other payables approximate their carrying amounts due to the short-term maturities of these instruments.

The fair value of mortgage debt is estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities. The fair value approximates their carrying amounts gross of unamortised transaction costs (level 2 fair value hierarchy).

<sup>3</sup> See note 2.

The fair value of payables to group enterprises is estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.

Financial assets	2016	
	Carrying amount	Fair value
	EUR	EUR
Trade and other receivables	122,087	122,087
Receivables from group enterprises	366	366
Cash	281,395	281,395
<b>Loans and receivables</b>	<b>403,848</b>	<b>403,848</b>

Financial liabilities	2016	
	Carrying amount	Fair value
	EUR	EUR
Secured bank loans	3,958,725	4,010,471
Payables to group enterprises	2,098,255	2,098,255
Trade and other payables	9,249	9,249
Accruals	35,771	35,771
<b>Financial liabilities held</b>	<b>6,102,000</b>	<b>6,153,746</b>

## Note 11 Security for loans

The following assets have been put up as security of the Company's debt:

Mortgage debt EUR 4,010,471	2016		2015	
	EUR		EUR	
<b>Investment property carrying amount</b>	<b>8,892,955</b>		<b>9,054,202</b>	

The Company guarantees the obligations under the Postbank AG credit agreement with the subsidiaries of this parent company, MGM 1 S.à.r.l.,

Some of the Company's bank accounts are pledged with Postbank AG, the amount held in these bank accounts as of 31 December 2016 amounted to EUR 202,496 (2015 with Berlin-Hannoversche Hypothekenbank AG: EUR 367,761).

## Note 12 Related parties

Tommas Jakobsen and Charles Sherratt-Davies are members of the Supervisory Board of MGM 1B ApS.

None of the directors were paid by MGM 1B ApS in the year. The Directors are employed by Nectar Asset Management ApS, which renders management services to MGM 1B ApS. The amount charged by Nectar Asset Management ApS in the year to 31 December 2016 for services rendered was EUR 3,382 (2015: Hestia Danmark ApS EUR 3,150).

The Company does not have any employees.

The parent company, Melf S.à r.l., has issued a subordination letter for a 12-month period from the signing date of the financial statements, covering all the loans they have provided to the Company. All related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

## Balances with group enterprises

	Principal Amount	Balance outstanding 31 Dec 2016	Rate of interest	Maturity
	EUR	EUR	%	
Payable fall due for payment within 5 years:				
<b>MELF S.à r.l.</b>	<b>4,054,382</b>	<b>4,054,382</b>	<b>8.00%</b>	<b>31 Dec 2021</b>
<b>MELF S.à r.l.</b>	<b>22,357</b>	<b>22,357</b>	<b>1.00%</b>	<b>31 Dec 2021</b>
Payable fall due for payment within 1 year:				
<b>MELF S.à r.l.</b>	<b>2,088,834</b>	<b>2,088,834</b>	<b>0%</b>	<b>21 Jun 2017</b>
<b>MGM 1E ApS</b>	<b>9,381</b>	<b>9,381</b>	<b>0%</b>	<b>On demand</b>
<b>GRP 1A ApS</b>	<b>40</b>	<b>40</b>	<b>0%</b>	<b>On demand</b>
Receivables:				
<b>GRP 1A ApS</b>	<b>366</b>	<b>366</b>	<b>0%</b>	<b>On demand</b>

### Note 13 Subsequent events

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

### Note 14 Comparative figures

Some comparative figures have been changed for presentational purposes only. The changes made have had no effect on either profit or loss.