# GAC Denmark A/S

Hummeltoftevej 49 2830 Virum

CVR no. 31 17 75 96

**Annual report 2017** 

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

26 March 2018

#### GAC Denmark A/S Annual report 2017 CVR no. 31 17 75 96

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# **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 GAC Denmark A/S 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 Company's assets, liabilities and financial position 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 matters discussed in the Management's review.

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

Virum, 26 March 2018 Executive Board:

lvo R. M. Verheyen

**Board of Directors:** 

Benet Ake Ekstrand

Chairman

Ahmet Øzsoy

Tommy Bo-Håkan Wester

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# Independent auditor's report

#### To the shareholder of GAC Denmark A/S

#### **Opinion**

We have audited the financial statements of GAC Denmark A/S for the financial year 1 January - 31 December 2017 comprising income statement, balance sheet, statement of changes in equity 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 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 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.

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

Without modifying our opinion, we draw attention to note 2 in which Management describes the capital resources of the Company. It is stated that the Company is financed by credit lines in banks and by loans from other companies in the GAC Group, and that the GAC Group has confirmed its intention to continue to provide sufficient funding as long as the Company is included in the GAC Group to enable the Company to continue its activities in 2018. The Company is subject to the provisions on capital loss as stated in section 119 of the Danish Companies Act as the Company's share capital has been lost.

#### 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 audit.



# Independent auditor's report

#### 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, 26 March 2018

**KPMG** 

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Kenn W. Hansen State Authorised Public Accountant

Korffeen

MNE no. 30154

#### GAC Denmark A/S Annual report 2017 CVR no. 31 17 75 96

# **Management's review**

## **Company details**

GAC Denmark A/S Hummeltoftevej 49 2830 Virum

CVR no.: 31 17 75 96 Established: 20 December 2007

Registered office: Virum

Financial year: 1 January – 31 December

#### **Board of Directors**

Bengt Åke Ekstrand, Chairman Tommy Bo-Håkan Wester Ivo R. M. Verheyen Ahmet Øzsoy

#### **Executive Board**

Ivo R. M. Verheyen

#### **Auditor**

KPMG Statsautoriseret Revisionspartnerselskab Dampfaergevej 28 DK-2100 Copenhagen

#### **Annual general meeting**

The annual general meeting will be held on 26 March 2018.

# **Management's review**

#### **Operating review**

#### **Core activities**

The Company have in 2017 restructured its activities after the loss of a significant liner agency contract in 2016. The Company have made a complete turnaround of the organization to become more cost efficient. Liner business in closed down in Denmark and there is increased focus on delivering ship agency and ships spares logistics.

#### **Development in activities and financial position**

The income statement for 2017 showed a loss of DKK 8,045 thousand, and at 31 December 2017, the balance sheet showed equity of DKK -53,749 thousand.

#### Capital resources

GAC Denmark A/S and its subsidiaries are included in the GAC Group and are financially interrelated. The companies are funded by credit facilities in banks and by loans granted by other companies within the GAC Group.

The companies realized losses in 2017 and 2016, and it is expected that the companies will also experience a challenging 2018 resulting in losses, and the future optimum financing of the activities is still discussed with the GAC Group. Under the assumption that the companies are still included in the GAC Group, other companies in the GAC Group have confirmed their intention to continue providing financial support so that the companies can continue their activities in 2018.

Management expects that the existing credit lines and loans as well as the confirmation from the GAC Group of the intention to continue supporting the companies financially provide a sufficient basis for preparing the financial statements under the going concern assumption.

In 2017, the Company received an increase in its subordinated loan of DKK 9,670 thousand, and the loan totalled DKK 43,670 thousand at 31 December 2017. The loan is subordinated to other creditors.

The subordinated loan carries interest of CIBOR 6 months + 3% p.a. and falls due upon request, but not completely or partly until the Company's equity is positive.

There have been no significant changes in GAC Nordic A/S' or the Group's capital resources after 31 December 2017.

#### Uncertainty relating to recognition and measurement

Recognition and measurement of deferred tax assets and receivables and uncompleted transports are subject to uncertainty and estimates. Due to uncertainties in the market situation for the Company, including timing of the utilisation of the deferred tax asset, no deferred tax asset has been recognised at 31 December 2017 (31 December 2016: DKK 0). Receivables and uncompleted transports are recognised based on estimated net realisable value at 31 December 2017.

#### Outlook

For 2018 the Company is expecting increased activity and a positive operating result.

GAC Denmark A/S Annual report 2017 CVR no. 31 17 75 96

# **Management's review**

# **Operating review**

## **Subsequent events**

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

## **Income statement**

DKK'000	Note	2017	2016
Gross profit		2,041	5,189
Staff costs	3	-3,529	-11,054
Depreciation, amortisation and impairment	4	-92	
Operating loss		-1,580	-5,899
Income from equity investments	5	-4,904	-5,643
Financial income		167	60
Financial expenses	6	-1,728	-1,364
Loss before tax		-8,045	-12,846
Tax on loss for the year		0	0
Loss for the year		-8,045	-12,846
Proposed distribution of loss			
Retained earnings		-8,045	-12,846
		-8,045	-12,846

## **Balance sheet**

DKK'000	Note	2017	2016
ASSETS			
Fixed assets			
Intangible assets	7		
Software		179	0
		179	0
Property, plant and equipment	8		
Fixtures and fittings, tools and equipment		158	178
		158	178
Investments			
Equity investments in group entities	5	217	398
Deposits		60	75
		277	473
Total fixed assets		614	651
Current assets			
Receivables			
Trade receivables		1,618	1,885
Receivables from group entities		1,555	3,194
Construction contracts		339	344
Other receivables		486	225
Prepayments		4	12
		4,002	5,660
Cash at bank and in hand		389	1,280
Total current assets		4,391	6,940
TOTAL ASSETS		5,005	7,591

## **Balance sheet**

DKK'000	Note	2017	2016
EQUITY AND LIABILITIES			
Equity	9		
Contributed capital		800	800
Retained earnings		-54,549	-46,802
Total equity		-53,749	-46,002
Provisions			
Provisions for equity investments in subsidiaries	5	765	3,521
Total provisions		765	3,521
Liabilities other than provisions			
Non-current liabilities other than provisions			
Subordinary loan capital	10	43,670	34,000
		43,670	34,000
Current liabilities other than provisions			
Banks		7,051	7,778
Trade payables		6,113	3,788
Payables to group entities		397	484
Other payables		758	4,022
		14,319	16,072
Total liabilities other than provisions		57,989	50,072
TOTAL EQUITY AND LIABILITIES		5,005	7,591
Disclosure of material uncertainties regarding going concert	n 2		
Contractual obligations, contingencies, etc.	11		
Related party disclosures	12		
Totalou party disolosuros	12		

# Statement of changes in equity

	Contributed capital	Retained earnings	Total
Equity at 1 January 2017	800	-46,802	-46,002
Exchange adjustment	0	298	298
Transferred over the distribution of loss	0	-8,045	-8,045
Equity at 31 December 2017	800	-54,549	-53,749

#### **Notes**

#### 1 Accounting policies

The annual report of GAC Denmark A/S for 2017 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in of specific provisions for reporting class C.

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

#### Foreign currency translation

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 currencies are translated using the exchange rate at the balance sheet date. Exchange rate differences between the rate at the transaction date and the balance sheet date are recognised in the income statement as financial income or financial expenses.

#### Income statement

#### **Gross profit**

According to section 32 in the Danish Financial Statements Act, the Company has decided to only present gross profit.

#### Revenue

Income from the sale of services, is recognised in revenue when delivery and transfer of risk to the buyer have taken place, and the income may be measured reliably and is expected to be received. The date of transfer of the most significant benefits and risks is determined using standard Incoterms ® 2010.

#### Costs of sales

Cost of sales comprise all costs incurred to provide shipping services, logistics and other transportation activities.

#### Other operating costs

Other operating expenses include expenses related to distribution, sale, advertising, administration, premises, bad debts, lease payments under operating leases, management fee, etc.

#### Staff costs

Staff cost comprises salaries and wages as well as social security cost, pension contributions, etc., for the Company's staff.

#### Income from equity investments in group entities

The proportionate share of the individual subsidiaries' profit/loss after tax is recognised in the Company's income statement after full elimination of intra-group gains/losses and amortisation of goodwill.

#### **Notes**

#### 1 Accounting policies (continued)

#### Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

#### Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion directly attributable to the profit for the year and recognised directly in equity.

The current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for tax from previous years income and prepaid tax.

#### **Balance sheet**

#### Intangible assets

Software is measured at cost less accumulated amortisation and impairment losses.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives 3 years.

Gains and losses on the disposal of intangible assets are determined as the difference between the selling price less selling costs and the carrying amount at the date of disposal.

Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

#### Property, plant and equipment

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use. Indirect production overheads and borrowing costs are not recognised in cost.

Where individual components of an item equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

#### **Notes**

#### 1 Accounting policies (continued)

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Fixtures and fittings, tools and equipment

3-10 years

The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Depreciation is recognised in the income statement in a seperate line.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement in depreciation, amotisation and impairment.

#### **Equity investments in group entities**

Equity investments in group entities are measured at the proportionate share of the entities' net asset value calculated in accordance with the Group's accounting policies plus or minus unrealised intra-group gains or losses and plus or minus the residual value of positive and negative goodwill calculated in accordance with the acquisition method.

Equity investments in group entities with negative net asset values are measured at DKK 0, and any receivables from these entities are written down by an amount equivalent to the negative net asset value. To the extent that the negative net asset value exceeds the receivable, the residual amount is recognised as provisions.

Net revaluation of equity investments in group entities is tied as a net revaluation reserve under equity according to the equity method to the extent that the carrying amount exceeds cost. Dividends from group entities expected to be adopted in the group entities prior to the approval of the Company's annual report, are not tied up in the revaluation reserve.

#### Receivables

Receivables are measured at amortized cost, which usually correspond to nominal value. Writedown is made for bad debt losses where there is an objective indication that a receivable has been impaired. Write-down is made to expected net realisable value based on a concrete assessment.

#### **Construction contracts**

Construction contracts are measured at the selling price of the work performed less progress billings and expected losses. The selling price is measured on the basis of the stage of completion at the balance sheet date and the projected income from the individual construction contract. The stage of completion is stated as the share of costs incurred in proportion to estimated total costs relating to the individual construction contract.

When the selling price of a construction contract cannot be estimated reliably, the selling price is measured at the lower of costs incurred and net realisable value.

The individual construction contract is recognised in the balance sheet as receivables or payables, respectively. Net assets comprise the total of construction contracts where the selling price of the work

#### **Notes**

#### 1 Accounting policies (continued)

performed exceeds progress billings. Net liabilities comprise the total of construction contracts where progress billings exceed the selling price.

Costs arising from sales work and contracting are recognised in the income statement as incurred.

#### **Prepayments**

Prepayments recognised under current assets comprise cost incurred concerning subsequent reporting years.

#### Financial liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost.

#### **Provisions**

Subsidiaries with a negative equity value are measured at zero value, is the remaining amount is recognised under provisions if the parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise.

#### Corporation tax and deferred 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.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; 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. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

#### **Notes**

#### 2 Disclosure of material uncertainties regarding going concern

GAC Denmark A/S and its subsidiaries are included in the GAC Group and are financially interrelated. The companies are funded by credit facilities in banks and by loans granted by other companies within the GAC Group.

The companies have realized losses in 2016 and 2017, and it is expected that the companies will also experience a challenging 2018 resulting in losses, and the future optimum financing of the activities is still discussed with the GAC Group. Under the assumption that the companies are still included in the GAC Group, other companies in the GAC Group have confirmed their intention to continue providing financial support so that the companies can continue their activities in 2018.

Management expects that the existing credit lines and loans as well as the confirmation from the GAC Group of the intention to continue to support the companies financially provide a sufficient basis for preparing the financial statements under the going concern assumption.

In 2017, the Company received an increase in its subordinated loan of DKK 9,670 thousand, and the loan totalled DKK 43,670 thousand at 31 December 2017. The loan is subordinated to other creditors.

The subordinated loan carries interest of CIBOR 6 months + 3% p.a. and falls due upon request, but not completely or partly until the Company's equity is positive.

There have been no significant changes in GAC Nordic A/S' or the Group's capital resources after 31 December 2017.

	DKK'000	2017	2016
3	Staff costs		
	Wages and salaries	3,087	10,001
	Pensions	320	924
	Other social security costs	123	130
	Other staff costs	-1	0
		3,529	11,055
	Average number of full-time employees	11	19
4	Depreciation, amortisation and impairment of intangible a plant and equipment	ssets and p	property,
	Depreciation intangible assets	44	0
	Depreciation proparty, plant and equipment	62	34
	Gain/loss on disposal	-14	0
		92	34
4	Depreciation, amortisation and impairment of intangible a plant and equipment  Depreciation intangible assets  Depreciation proparty, plant and equipment	44 62 -14	property,

## **Notes**

#### 5 Investments

6

DKK'000				Equity investments in group entities
Cost at 1 January 2017				28,138
Additions				4,550
Cost at 31 December 2017				32,688
Value adjustment at 1 January 2017				-27,740
Value adjustment for the year				-4,749
Exchange rate adjustment				18
Impairment losses at 31 December 2017				-32,471
Carrying amount at 31 December 2017				217
DKK'000				2017
The negative equity in Scanweco Fragtmeg	glerne AS is rec	ognised as fol	ows:	
Recognized against receivables from group	entities			-2,701
Provisions for equity investments in subsidi	aries			-765
				-3,466
Name	Registered office	Equity interest	Equity	Profit/loss for the year
Subsidiaries:	Office	interest	DKK'000	DKK'000
Joship AB	Sweden	100 %	37	-1,054
GAC Sweden AB	Sweden	100 %	180	-3,694
Scanweco Fragtmeglerne AS	Norway	100 %	-3,466	-156
	,		-3,249	-4,904
Financial expenses				
DKK'000			2017	2016
Interest expense to group entities			1,115	950
Other financial costs			306 307	414 0
Exchange losses			1,728	1,364

#### **Notes**

#### 7 Intangible assets

DKK'000	Software
Cost at 1 January 2017	0
Additions for the year	223
Cost at 31 December 2017	223
Amortisation at 31 December 2017	-44
Amortisation and impairment losses at 31 December 2017	-44
Carrying amount at 31 December 2017	179

#### 8 Tangible assets

DKK'000	Fixtures and fittings, tools and equipment
Cost at 1 January 2017	5,066
Additions for the year	42
Cost at 31 December 2017	5,108
Depreciation at 1 January 2017	-4,888
Depreciation	-62
Depreciation and impairment losses at 31 December 2017	-4,950
Carrying amount at 31 December 2017	158

#### 9 Equity

The share capital consists of 8,000 shares of a nominal value of DKK 100. No shares carry any special rights.

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

#### 10 Non-current liabilities other than provisions

DKK'000	2017	2016
Non-current liabilities other than provisions can be specified as follows:		
Subordinated loan capital:	43,670	34,000
	43,670	34,000

As described in note 2 the subordinated loan capital do not fall due until the company's equity is positive. This is not expected to be within the next 5 years.

#### **Notes**

#### 11 Contractual obligations, contingencies, etc.

The Company has no mortgages.

As co-obligor, the Company is jointly and severally liable together with its subsidiary for a joint credit facility in a credit institute with a credit facility of DKK 10,500 thousand.

The Company has signed a rental agreement with a commitment for DKK 1,205 thousand.

The Company has signed lease agreements with a total commitment of DKK 1,175 thousand.

#### 12 Related party disclosures

GAC Denmark A/S' related parties comprise the following:

#### Control

GAC Shipping (UK) Limited, 2A Gateway Business Park, Grangemouth, FK3 8WX, Storbritannien

GAC Shipping (UK) Limited holds the majority of the share capital in the Company

GAC Denmark A/S is part of the consolidated financial statements of GAC Shipping (UK) Limited, 2A Gateway Business Park, Grangemouth, FK3 8WX, Storbritannien, which is the smallest and largest group in which the Company is included as a subsidiary.

The consolidated financial statements of GAC Shipping (UK) Limited can be obtained by contacting the Company.