

Firstclients ApS

Langebrogade 5, 1411 København K

CVR no. 31 46 93 92

Annual report 2015

Approved at the annual general meeting of shareholders on 24 June 2016

Chairman:



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Dominic Stephen Harrison

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Statement by the Executive Board

The Executive Board has today discussed and approved the annual report of Firstclents ApS for the financial year 1 January - 31 December 2015.

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

In my opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of the results of the Company's operations for the financial year 1 January - 31 December 2015.

Further, in my opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Copenhagen, 24 June 2016
Executive Board:



Dominic Stephen Harrison

The independent auditors' reports

To the shareholders of FirstClients ApS

Report on the annual accounts

We have been appointed auditors for FirstClients ApS for the financial year 1 January - 31 December 2015, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

The management's responsibility for the annual accounts

The management is responsible for the preparation of annual accounts that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as the management determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these accounts based on an audit performed in accordance with international standards on auditing and additional requirements under Danish audit regulation. Due to the matter described in the paragraph on the basis for qualified opinion, we have not been able to obtain sufficient and appropriate audit evidence to provide a basis for our opinion.

Qualified opinion

Basis for disclaimer of opinion

The annual accounts have been prepared assuming continued operation. As shown in the management's review and in Note 2, it is material for the company in order to continue its activities that the Regus Group regularly provides the necessary liquidity, which management expects. We have not obtained sufficient and appropriate audit evidence of this commitment.

Disclaimer of opinion

Due to the significance of the matter described in the paragraph on the basis for disclaimer of opinion, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for our opinion. Consequently, we do not express any opinion on the annual accounts.

Report on other legal and regulatory requirements


Emphasis of matter paragraph on other matters

The company has not complied with Danish Bookkeeping Act that financial records must be kept in Denmark. The company's management may incur liability for breach of the Danish Bookkeeping Act.

Statement on the management's review

As it appears from the disclaimer of opinion, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an opinion. We have not read the management's review to verify whether the information provided in the management's review is consistent with the annual accounts. Accordingly, we do not express an opinion on the management's review.

Copenhagen, 24 June 2016
CHRISTENSEN KJÆRULF
statsautoriseret revisionsaktieselskab
CVR No. 15 91 56 41


Henrik W. Jørgensen
State Authorised Public Accountant

Management's review

Company details

Name	Firstclients ApS
Address, Postal code, City	Langebrogade 5, 1411 København K
CVR No.	31 46 93 92
Established	22 May 2008
Registered office	København
Financial year	1 January - 31 December
Executive Board	Dominic Stephen Harrison
Auditors	Christensen Kjarulf statsautoriseret revisionsaktieselskab Store Kongensgade 68, 1264 Copenhagen K

Management's review

Operating review

The Company's business review

FirstClients ApS is the parent company of 6 subsidiaries which operates business centers or related activities. The activities are in Poland, Hungary and Denmark.

Unusual matters having affected the financial statements

Going concern

Pursuant to the capital loss provision of section 119 of the Danish Companies Act,, the company has lost more than 50% of its share capital at year-end.

The annual report has been presented under the assumption of continued operations of the company.

Continued operations require further investments.

Expectations are that Regus Group will continue to provide the required capital available for the company for the current year.

The Executive Board expects, through strategic measures, that the capital can be restored over a number of years.

Financial review

The income statement for 2015 shows a profit of DKK 608,445 against a loss of DKK 3,416,057 last year, and the balance sheet at 31 December 2015 shows a negative equity of DKK 7,682,725.

The net loss is not considered satisfactory.

Post balance sheet events

No events have occurred subsequent to the balance sheet date, which would have material impact on the financial position of the company.

Outlook

In 2016, the activity level and earnings is expected to be the same compared with 2015.

Financial statements for the period 1 January - 31 December

Income statement

Note	DKK	2015	2014
	Gross profit	83,480	280,149
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-166,414	-520,914
	Impairment of current assets except for investments	-2,205,873	-2,067,721
	Operating profit/loss	-2,288,807	-2,308,486
	Income from investments in group entities	3,162,163	-890,804
	Financial income	-800	0
	Financial expenses, group enterprises	-264,111	-214,353
3	Financial expenses	0	-5,838
	Profit/loss before tax	608,445	-3,419,481
4	Tax for the year	0	3,424
	Profit/loss for the year	<u>608,445</u>	<u>-3,416,057</u>
	Proposed profit appropriation/distribution of loss		
	Retained earnings/accumulated loss	<u>608,445</u>	<u>-3,416,057</u>
		<u>608,445</u>	<u>-3,416,057</u>

Financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK	<u>2015</u>	<u>2014</u>
	ASSETS		
	Non-current assets		
5	Property, plant and equipment		
	Other fixtures and fittings, tools and equipment	237,150	403,564
		<u>237,150</u>	<u>403,564</u>
6	Investments		
	Investments in group entities, net asset value	0	0
		<u>0</u>	<u>0</u>
	Total non-current assets	<u>237,150</u>	<u>403,564</u>
	Current assets		
	Receivables		
	Trade receivables	2,070	1,126
	Receivables from group entities	3,316,686	38
	Income taxes receivable	3,424	3,424
	Other receivables	7,913	7,151
	Prepayments	0	188
		<u>3,330,093</u>	<u>11,927</u>
	Cash	6,243	84,244
	Total current assets	<u>3,336,336</u>	<u>96,171</u>
	TOTAL ASSETS	<u><u>3,573,486</u></u>	<u><u>499,735</u></u>

Financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK	<u>2015</u>	<u>2014</u>
	EQUITY AND LIABILITIES		
	Equity		
7	Share capital	500,000	500,000
	Retained earnings	<u>-8,182,725</u>	<u>-8,791,170</u>
	Total equity	<u>-7,682,725</u>	<u>-8,291,170</u>
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	3,633	2,689
	Payables to group entities	11,227,577	8,763,214
	Other payables	<u>25,001</u>	<u>25,002</u>
		<u>11,256,211</u>	<u>8,790,905</u>
	Total liabilities other than provisions	<u>11,256,211</u>	<u>8,790,905</u>
	TOTAL EQUITY AND LIABILITIES	<u>3,573,486</u>	<u>499,735</u>

- 1 Accounting policies
- 2 Material uncertainties regarding going concern
- 8 Collateral
- 9 Contractual obligations and contingencies, etc.
- 10 Related parties

Financial statements for the period 1 January - 31 December

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2014	500,000	-5,375,113	-4,875,113
Profit/loss for the year	0	-3,416,057	-3,416,057
Equity at 1 January 2015	500,000	-8,791,170	-8,291,170
Profit/loss for the year	0	608,445	608,445
Equity at 31 December 2015	<u>500,000</u>	<u>-8,182,725</u>	<u>-7,682,725</u>

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of FirstClients ApS for 2015 has been prepared in accordance with the provisions applying to reporting class B enterprises under the Danish Financial Statements Act.

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

Consolidated financial statements

Referring to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements are prepared. The financial statements for FirstClients ApS and its group entities are part of the consolidated financial statements for Regus Plc, Luxembourg, reg. nr. R.C.S. B 141 159.

Reporting currency

The financial statements are presented in Danish kroner.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received.

Revenue is measured at fair value of the agreed consideration exclusive of VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross profit

With reference to section 32 of the Danish Financial Statements Act, the items 'Revenue', 'Costs of sale', 'Other external expenses' and 'Other operating income' are consolidated into one item designated 'Gross profit'.

Other operating income and operating expenses

Other operating income and operating expenses comprise items of a secondary nature relative to the entity's core activities, including gains or losses on the sale of non-current assets.

Other external expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Amortisation/depreciation and impairment of intangible assets and property, plant and equipment

The item comprises amortisation/depreciation and impairment of intangible assets and property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight-line basis over the expected useful life. The expected useful lives are as follows:

Other fixtures and fittings, tools and equipment 3-5 years

Income from investments in group entities

The item includes dividend received from subsidiaries in so far as the dividend does not exceed the accumulated earnings in the subsidiary in the period of ownership.

Financial Income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges 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. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity and its Danish group entities are taxed on a joint basis. The Danish income tax charge is allocated between profit-making and loss-making Danish entities in proportion to their taxable income (full allocation method).

Jointly taxed companies entitled to a tax refund are, as a minimum, reimbursed by the management company according to the current rates applicable to interest allowances, and jointly taxed companies having paid too little tax pay, as a maximum, a surcharge according to the current rates applicable to interest surcharges to the management company.

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Gains or losses are made up as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating costs.

Investments in group entities

Investments in subsidiaries and associates are measured at cost. Dividends received that exceed the accumulated earnings in the subsidiary or the associate during the period of ownership are treated as a reduction in the cost of acquisition.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Impairment of non-current assets

Intangible assets, property, plant and equipment and investments in subsidiaries and associates are subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation. Impairment tests are conducted in respect of individual assets or groups of assets generating separate cash flows when there is indications of impairment. The assets are written down to the higher of the value in use and net realisable value (recoverable amount) of the asset or group of assets if this is lower than the carrying amount. As for group of assets, impairment losses are first recognised in respect of goodwill and thereafter proportionately in respect of the other assets.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective indication that a receivable or a group of receivables is impaired. If there is objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Receivables with no objective indication of individual impairment are tested for objective indication of impairment on a portfolio basis. The portfolios are primarily composed on the basis of debtors' domicile and credit ratings in accordance with the Company's risk management policy. The objective indicators used for portfolios are determined based on historical loss experience.

Write-downs are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments recognised under 'Assets' comprise prepaid expenses regarding subsequent financial reporting years.

Cash at hand and in bank

Cash at hand and in bank comprise cash and short-term marketable securities which are subject to an insignificant risk of changes in value.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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.

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. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. 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 is measured according to 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. Deferred tax assets 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

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, corresponding to the capitalised value using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual liability in respect of finance leases.

Other liabilities are measured at net realisable value.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

2 Material uncertainties regarding going concern

As regards uncertainties concerning the enterprises ability to continue as a going concern, management has assumed, that Regus Group will continue to provide the necessary liquidity available to the Company for the current year.

The Company has not received commitments from the Regus Group.

The Executive Board expects, through strategic measures, that the capital can be restored over a number of years.

DKK	2015	2014
3 Financial expenses		
Interest expenses, group entities	264,111	417,825
Other financial expenses	0	-197,634
	<u>264,111</u>	<u>220,191</u>

4 Tax for the year		
Estimated tax charge for the year	0	-3,424
	<u>0</u>	<u>-3,424</u>

5 Property, plant and equipment

DKK	Other fixtures and fittings, tools and equipment
Cost at 1 January 2015	<u>3,556,770</u>
Cost at 31 December 2015	<u>3,556,770</u>
Impairment losses and depreciation at 1 January 2015	3,153,206
Amortisation/depreciation in the year	166,414
Impairment losses and depreciation at 31 December 2015	<u>3,319,620</u>
Carrying amount at 31 December 2015	<u>237,150</u>

Financial statements for the period 1 January - 31 December

Notes to the financial statements

6 Investments

DKK	Investments in group entities, net asset value
Cost at 1 January 2015	2,877,614
Additions in the year	2,205,873
Cost at 31 December 2015	5,083,487
Value adjustments at 1 January 2015	-2,877,614
Impairment losses	-2,205,873
Value adjustments at 31 December 2015	-5,083,487
Carrying amount at 31 December 2015	0

DKK	Legal form	Interest	Equity	Profit/loss
Subsidiaries				
FirstClients Langebrogade ApS	ApS	100.00 %	-15,278,152	-3,113,328
FirstClients Egeparken, Albertslund ApS	ApS	100.00 %	-7,786,278	-1,802,400
FirstClients Gl. Kongevej ApS	ApS	100.00 %	-4,342,945	-250,952
FirstClients Capital Square Kft.	Kft.	100.00 %	-381,520	-405,706
FirstClients Alle Corner Kft.	Kft.	100.00 %	148,227	6,229
FirstClients Marynarska Point sp. z.o.o.	Sp. z.o.o.	100.00 %	-7,909,950	-1,007,973

DKK	2015	2014
7 Share capital		
The share capital consists of the following:		
5,000 shares of DKK 100.00 each	500,000	500,000
	500,000	500,000

Analysis of changes in the share capital over the past 5 years:

DKK	2015	2014	2013	2012	2011
Opening balance	500,000	500,000	500,000	500,000	2,724,000
Capital increase	0	0	0	0	500,000
Capital reduction	0	0	0	0	-2,724,000
	500,000	500,000	500,000	500,000	500,000

8 Collateral

The company has provided guarantees for lease obligations of subsidiaries' rentals Egeparken in Albertslund and Gl. Kongevej in Copenhagen.

The company is jointly tax registered with 21 other Regus companies and is therefore jointly liable for VAT settlement.

9 Contractual obligations and contingencies, etc.

Contingent liabilities

Regus Management ApS being the administration company, the company is subject to the Danish scheme of joint taxation and, as from the financial year 2013, unlimited jointly and severally liable with the other jointly taxed companies for the total corporation tax.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

As from 1 July 2012, the company is unlimited jointly and severally liable with the other jointly taxed companies for any obligation to withhold tax on interest, royalties and dividends.

Any subsequent adjustments of corporate taxes or withheld taxes etc. may cause changes in the company's liabilities.

10 Related parties

Firstclients ApS' related parties comprise the following:

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent's consolidated financial statements</u>
Regus Plc	26 Boulevard Royal, 2449 Luxembourg	http://www.regus.com/investors/annual-reports.aspx

Ownership

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

<u>Name</u>	<u>Domicile</u>
Regus Group Limited	268 Bath Road, Slough, Berkshire SL1 4DX, UK