

---

# ***Nipsea Complex ApS***

c/o Keystone Investment Management A/S,  
Havnegade 39, DK-1058 København K

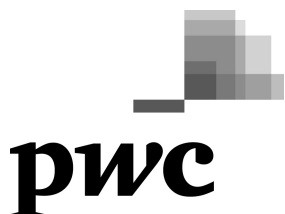
## **Annual Report for 1 January 2016 - 31 December 2016**

---

CVR No 33 25 87 47

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
12/5 2017

Morten Sennecker Schultz  
Chairman



# Contents

	<u>Page</u>
<b>Management's Statement and Auditor's Report</b>	
Management's Statement	1
Independent Auditor's Report	2
<b>Company Information</b>	
Company Information	5
Management's Review	6
<b>Financial Statements</b>	
Income Statement 1 January - 31 December	7
Balance Sheet 31 December	8
Statement of Changes in Equity	10
Notes to the Financial Statements	11
Notes, Accounting Policies	14

# Management's Statement

The Executive and Supervisory Boards have today considered and adopted the Annual Report of Nipsea Complex ApS for the financial year 1 January - 31 December 2016.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2016 of the Company and of the results of the Company operations for 2016.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Hellerup, 12 May 2017

## Executive Board

Morten Sennecker Schultz  
CEO

## Board of Directors

Torsten Bjerregaard  
Chairman

Juha Matti Salokoski

Mika Markus Matikainen

Morten Sennecker Schultz

# Independent Auditor's Report

To the Shareholder of Nipsea Complex ApS

## Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2016 and of the results of the Company's operations for the financial year 1 January - 31 December 2016 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Nipsea Complex ApS for the financial year 1 January - 31 December 2016, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

## 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 requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover 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 Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

# Independent Auditor's Report

## **Management's responsibilities for the Financial Statements**

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

In preparing the Financial Statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

## **Auditor's responsibilities for the audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of 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 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.

## Independent Auditor's Report

- 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.

Hellerup, 12 May 2017

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Jesper Wiinholt  
State Authorised Public Accountant

Maj-Britt Nørskov Nannestad  
State Authorised Public Accountant

## Company Information

### **The Company**

Nipsea Complex ApS  
c/o Keystone Investment Management A/S  
Havnegade 39  
DK-1058 København K

CVR No: 33 25 87 47

Financial period: 1 January - 31 December

Municipality of reg. office: København

### **Board of Directors**

Torsten Bjerregaard, Chairman  
Juha Matti Salokoski  
Mika Markus Matikainen  
Morten Sennecker Schultz

### **Executive Board**

Morten Sennecker Schultz

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

## **Management's Review**

Financial Statements of Nipsea Complex ApS for 2016 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The Annual Report has been prepared under the same accounting policies as last year.

### **Main activity**

The Company's objective is investing in real estate as well as other related services.

### **Development in the year**

The income statement of the Company for 2016 shows a loss of DKK 3,646,843, and at 31 December 2016 the balance sheet of the Company shows equity of DKK 4,558,955.

### **Subsequent events**

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.



## Income Statement 1 January - 31 December

	Note	2016 DKK	2015 DKK
Income from investments in subsidiaries	1	-3.575.862	3.382.688
Other external expenses		-74.178	-24.375
<b>Gross profit/loss</b>		<b>-3.650.040</b>	<b>3.358.313</b>
Other financial income	2	894.439	414.136
Other financial expenses	3	-910.249	-414.929
<b>Profit/loss before tax</b>		<b>-3.665.850</b>	<b>3.357.520</b>
Tax on profit/loss for the year	4	19.007	5.915
<b>Net profit/loss for the year</b>		<b>-3.646.843</b>	<b>3.363.435</b>

## Distribution of profit

### Proposed distribution of profit

Extraordinary dividend paid	1.002.141	0
Reserve for net revaluation under the equity method	-3.575.862	3.382.688
Retained earnings	-1.073.122	-19.253
	<b>-3.646.843</b>	<b>3.363.435</b>

# Balance Sheet 31 December

## Assets

	Note	2016 DKK	2015 DKK
Investments in subsidiaries	5	4.727.696	9.305.699
Receivables from group enterprises		21.378.583	0
<b>Fixed asset investments</b>		<b>26.106.279</b>	<b>9.305.699</b>
<b>Fixed assets</b>		<b>26.106.279</b>	<b>9.305.699</b>
Receivables from group enterprises		318.318	21.202.789
Other receivables		2.175	0
Deferred tax asset		6.149	0
Corporation tax		5.915	5.915
Corporation tax receivable from group enterprises		12.859	0
<b>Receivables</b>		<b>345.416</b>	<b>21.208.704</b>
<b>Cash at bank and in hand</b>		<b>298.183</b>	<b>0</b>
<b>Currents assets</b>		<b>643.599</b>	<b>21.208.704</b>
<b>Assets</b>		<b>26.749.878</b>	<b>30.514.403</b>

# Balance Sheet 31 December

## Liabilities and equity

	Note	2016 DKK	2015 DKK
Share capital		80.000	80.000
Reserve for net revaluation under the equity method		4.647.696	9.225.699
Retained earnings		-168.741	-97.760
<b>Equity</b>		<b>4.558.955</b>	<b>9.207.939</b>
Payables to group enterprises		21.508.611	0
<b>Long-term debt</b>	6	<b>21.508.611</b>	<b>0</b>
Trade payables		38.125	0
Payables to group enterprises	6	585.539	21.282.089
Other payables		58.648	24.375
<b>Short-term debt</b>		<b>682.312</b>	<b>21.306.464</b>
<b>Debt</b>		<b>22.190.923</b>	<b>21.306.464</b>
<b>Liabilities and equity</b>		<b>26.749.878</b>	<b>30.514.403</b>
Contingent assets, liabilities and other financial obligations	7		

## Statement of Changes in Equity

	Share capital	Reserve for net revaluation under the equity method	Retained earnings	Total
	DKK	DKK	DKK	DKK
Equity at 1 January 2016	80.000	9.225.699	-97.760	9.207.939
Extraordinary dividend paid	0	0	-1.002.141	-1.002.141
Dividend from group enterprises	0	-1.002.141	1.002.141	0
Net profit/loss for the year	0	-3.575.862	-70.981	-3.646.843
<b>Equity at 31 December 2016</b>	<b>80.000</b>	<b>4.647.696</b>	<b>-168.741</b>	<b>4.558.955</b>

## Notes to the Financial Statements

	2016 <u>DKK</u>	2015 <u>DKK</u>
<b>1 Income from investments in subsidiaries</b>		
Share of profit/loss of subsidiaries	-3.575.862	3.382.688
	<b>-3.575.862</b>	<b>3.382.688</b>
<b>2 Other financial income</b>		
Interest received from group enterprises	894.439	413.068
Other financial income	0	1.068
	<b>894.439</b>	<b>414.136</b>
<b>3 Other financial expenses</b>		
Interest paid to group enterprises	720.538	414.929
Other financial expenses	189.711	0
	<b>910.249</b>	<b>414.929</b>
<b>4 Tax on profit/loss for the year</b>		
Current tax for the year	-12.859	-5.915
Deferred tax for the year	-6.148	0
	<b>-19.007</b>	<b>-5.915</b>

## Notes to the Financial Statements

	2016 DKK	2015 DKK
<b>5 Investments in subsidiaries</b>		
Cost at 1 January 2016	80.000	80.000
Cost at 31 December 2016	80.000	80.000
Value adjustments at 1 January 2016	9.225.699	5.843.011
Net profit/loss for the year	-3.575.862	3.382.688
Dividend to the Parent Company	-1.002.141	0
Value adjustments at 31 December 2016	4.647.696	9.225.699
<b>Carrying amount at 31 December 2016</b>	<b>4.727.696</b>	<b>9.305.699</b>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership
Nipsea 1 ApS	Gentofte	80.000	100%

## 6 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

### Payables to group enterprises

After 5 years	21.508.611	0
Long-term part	21.508.611	0
Other short-term debt to group enterprises	585.539	21.282.089
	<b>22.094.150</b>	<b>21.282.089</b>

## Notes to the Financial Statements

	2016	2015
	DKK	DKK

### 7 Contingent assets, liabilities and other financial obligations

#### Charges and security

The following assets have been placed as security with CMNRE Duck Holdco ApS's mortgage in credit institutes:

Investment in subsidiaries with a carrying amount of	4.727.696	0
--	-----------	---

The company is jointly and severally liable for CMNRE Duck Holdco ApS's debt to credit institutions.

#### Contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed income of the Group. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

## **Notes, Accounting Policies**

### **Basis of Preparation**

The Annual Report of Nipsea Complex ApS for 2016 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The order of the items of the income statement differs from the format prescribed by the Danish Financial Statements Act as the order has been adjusted to the nature of the Company's activities.

The accounting policies applied remain unchanged from last year.

Financial Statements for 2016 are presented in DKK.

### **Recognition and measurement**

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

### **Translation policies**

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.



## **Notes, Accounting Policies**

### **Income Statement**

#### **Gross profit/loss**

With reference to section 32 of the Danish Financial Statements Act, revenue has not been disclosed in the Annual Report.

#### **Other external expenses**

Other external expenses comprise of management, counselling and auditing, etc.

#### **Income from investments in subsidiaries**

The item “Income from investments in subsidiaries” in the income statement includes the proportionate share of the profit for the year.

#### **Financial income and expenses**

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

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

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with the parent and its wholly owned Danish subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

### **Balance Sheet**

#### **Investments in subsidiaries**

Investments in subsidiaries are recognised and measured under the equity method.

The item “Investments in subsidiaries” in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to “Reserve for net revaluation under the equity method” under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

## **Notes, Accounting Policies**

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

### **Receivables**

Receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

### **Deferred tax assets and liabilities**

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

### **Current tax receivables and liabilities**

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

### **Financial debts**

Loans are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.