## WFS Danish Holding Company I ApS

Torvebyen 8, 1 th, DK-4600 Køge

Annual Report for 1 January - 31 December 2016

CVR No 33 36 67 01

The Annual Report was presented and adopted at the Annual General Meeting of the Company on



## Contents

	Page
Management's Statement and Auditor's Report	
Management's Statement	ī
Independent Auditor's Report	2
Company Information	
Company Information	5
Financial Statements	
Income Statement 1 January - 31 December	6
Balance Sheet 31 December	7
Statement of Changes in Equity	9
Notes to the Financial Statements	10



## **Management's Statement**

The Executive Board has today considered and adopted the Annual Report of WFS Danish Holding Company I 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.

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

Køge, 6 July 2017

#### **Executive Board**

Anders Grønborg

Richard D. McMichael



## **Independent Auditor's Report**

To the Shareholders of WFS Danish Holding Company I ApS

#### **Report on the Financial Statements**

#### **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 WFS Danish Holding Company I 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.

#### 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.



### **Independent Auditor's Report**

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.
- 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**

# Reporting obligations under section 7(2) of the Danish Executive Order on Approved Auditors' Reports

### Non-compliance with the Danish accounting legislation

Contrary to section 10 of the Danish Bookkeeping Act, the Company has kept its accounting records abroad; consequently, Management may incur liability.

Hellerup, 6 July 2017

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Flemming Eghot

statsautoriseret revisor

Claus Damhave

statsautoriseret revisor



## **Company Information**

The Company

WFS Danish Holding Company I ApS

Torvebyen 8, 1 th DK-4600 Køge

CVR No: 33 36 67 01

Financial period: 1 January - 31 December

Municipality of reg. office: Køge

**Executive Board** 

Anders Grønborg

Richard D. McMichael

**Auditors** 

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

Strandvejen 44 DK-2900 Hellerup

Lawyers

Rønne & Lundgren Tuborg Havnevej 19 DK- 2900 Hellerup

**Bankers** 

Bank of America, N.A.

540 W Madison St. - 16th Floor

Chicago IL 60601



## **Income Statement 1 January - 31 December**

	Note	2016	2015
		USD	USD
Gross profit/loss		1.980.172	-4.784
Staff expenses	2	-1.821.691	0
Profit/loss before financial income and expenses		158.481	-4.784
Income from investments in subsidiaries	3	-14.841.534	0
Financial income		1.106.747	7.415
Financial expenses	4	-4.090.637	-4.294.046
Profit/loss before tax		-17.666.943	-4.291.415
Tax on profit/loss for the year	5	584.524	961.655
Net profit/loss for the year		-17.082.419	-3.329.760
Distribution of profit			
Proposed distribution of profit			
Retained earnings		-17.082.419	-3.329.760
	•	-17.082.419	-3.329.760



## Balance Sheet 31 December

## Assets

	Note	2016	2015
		USD	USD
Investments in subsidiaries	6	111.421.800	126.263.334
Fixed asset investments		111.421.800	126.263.334
Fixed assets		111.421.800	126.263.334
Receivables from group enterprises		9.154.549	1.725.125
Corporation tax		7.108.139	2.883.437
Receivables		16.262.688	4.608.562
Cash at bank and in hand		181.077	1.766.117
Currents assets		16.443.765	6.374.679
Assets		127.865.565	132.638.013



## **Balance Sheet 31 December**

## Liabilities and equity

	Note	2016	2015
	***************************************	USD	USD
Share capital		19.651	19.651
Retained earnings		44.804.472	61.886.891
Equity		44.824.123	61.906.542
Loan from group enterprises		50.000.000	50.000.000
Long-term debt	7	50.000.000	50.000.000
Payables to group enterprises	7	33.031.750	20.730.114
Other payables		9.692	1.357
Short-term debt		33.041.442	20.731.471
Debt		83.041.442	70.731.471
Liabilities and equity		127.865.565	132.638.013
Key activities	1		
Contingent assets, liabilities and other financial obligations	8		
Related parties	9		
Accounting Policies	10		



## **Statement of Changes in Equity**

		Retained	
	Share capital	earnings	Total
	USD	USD	USD
Equity at 1 January	19.651	61.886.891	61.906.542
Net profit/loss for the year	0	-17.082.419	-17.082.419
Equity at 31 December	19.651	44.804.472	44.824.123



#### 1 Key activities

The main activity of the Company is trading, services, industry and investment and other related activities. The business is operated from the head office in Denmark and a branch office in Norway.

		2016	2015
_	Staff armangag	USD	USD
2	Staff expenses		
	Wages and salaries	1.778.491	0
	Pensions	25.398	0
	Other staff expenses	17.802	0
		1.821.691	0
	Average number of employees	2	0
3	Income from investments in subsidiaries		
J			
	Impairment loss	-14.841.534	0
		-14.841.534	0
4	Financial expenses		
	Interest paid to group enterprises	4.088.800	4.100.000
	Other financial expenses	1.837	0
	Exchange adjustments, expenses	0	194.046
		4.090.637	4.294.046
5	Tax on profit/loss for the year		
	Current tax for the year	-731.552	-991.718
	Adjustment of tax concerning previous years	147.028	30.063
		-584.524	-961.655
		***	



6	Investments in subsidiaries	2016 USD	2015 USD
	Cost at 1 January	126.263.334	126.263.334
	Cost at 31 December	126.263.334	126.263.334
	Impairment loss	-14.841.534	0
	Value adjustments at 31 December	-14.841.534	0
	Carrying amount at 31 December	111.421.800	126.263.334

Investments in subsidiaries are specified as follows:

	Place of registered	Votes and			Net profit/loss
Name	office	Share capital	ownership	Equity	for the year
Nordic Camp	ootnes .	Extraction State Control of Contr	Open Control of the C		
Supply ApS	Ålborg, Denmark	37.220	100%	275.051.000	33.117.000
World Fuel					
Services					
(Denmark) ApS	Køge, Denmark	22.661	100%	8.984.126	675.214

#### 7 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:

	2016	2015
Loan from group enterprises	USD	USD
Between 1 and 5 years	50.000.000	50.000.000
Long-term part	50.000.000	50.000.000
Other short-term debt to group enterprises	33.031.750	20.730.114
	83.031.750	70.730.114



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

#### Contingent liabilities

The company is jointly taxed with WFS's group's other Danish jointly taxed companies. The company has solidary liability for corporate income tax, withholding taxes on dividends, royalty fax and interest on the jointly taxed income, etc. for the joint taxation with WFS Danish Holding Company I ApS as the administration company.

#### 9 Related parties

9800 N.W. 41 st street, Suite 400

Miami FL33178

	Basis				
Controlling interest					
World Fuel Services Finance Company S.à.r.L., Luxembourg	Shareholder				
Consolidated Financial Statements	Consolidated Financial Statements				
The Company is included in the Group Annual Report of					
Name	Place of registered office				
World Fuel Services Corporation	Miami, Florida, USA				
The Group Annual Report of World Fuel Services Corporation may be obtained at the following address:					



#### 10 Accounting Policies

The Annual Report of WFS Danish Holding Company I 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 accounting policies applied remain unchanged from last year.

The Financial Statements for 2016 are presented in USD.

#### Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of World Fuel Services Corporation, the Company has not prepared consolidated financial statements.

The company's ultimate parent, which prepares Consolidated financial statements into which the company is incorporated as a subsidiary, is World Fuel Services Corporation, 9800 N.W. 41 st street, Suite 400, Miami FL33178.

#### 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.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.



#### 10 Accounting Policies (continued)

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

US dollars is used as the presentation currency. All other currencies are regarded as foreign currencies.

#### 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.

#### **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.

#### Revenue

Revenue from the sale of services is recognised when the risks and rewards relating to the services sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

#### Other external expenses

Other external expenses comprise administration.

#### Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.



#### 10 Accounting Policies (continued)

#### Income from investments in subsidiaries

Dividends from subsidiaries are recognised as income in the income statement when adopted at the General Meeting of the subsidiary. However, dividends relating to earnings in the subsidiary before it was acquired by the Parent Company are set off against the cost of the subsidiary.

#### 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 the administration company for the jointly taxed Danish group companies.

The Company is jointly taxed with 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 measured at cost. Where cost exceeds the recoverable amount, write-down is made to this lower value.

Impairment of fixed asset invesments

The carrying amounts of fixed asset investments are reviewed on an annual basis to determine whether there is any indication of impairment.

If so, the asset is written down to its lower recoverable amount.

#### Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.



#### 10 Accounting Policies (continued)

#### **Equity**

#### Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

#### 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

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

