Bukkehave Distribution ApS

Troensevej 29 5700 Svendborg Denmark

Annual Report 2016

Godkendt på Selskabets ordinære generalforsamling, d. 28/3 2017

Dirigent

CVR-nr. 33.49.77.25

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Statement by the Executive and Supervisory Board

The Executive and Supervisory Boards have today discussed and approved the annual report of Bukkehave Distribution ApS for the financial year 1 January – 31 December 2016.

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

It is our opinion that the financial statements of the Company gives a true and fair view of the Company's financial position at 31 December 2016 and of the results of the Company's operations and cash flows for the financial year 1 January – 31 December 2016.

Further, in our opinion, the Management's Review gives a fair review of the matters, the Review includes.

Bo Thomas Dybbro

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

Svendborg, 28 March 2017

Executive Board:

CEO

Morten Ravn Frederiksen

Jesper Galsgaard Larsen

Executive Vice President - Finance

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Supervisory Board:

Karsten Kielland

Chairman

Jens Jøsefsen

Johannes Poulsen

Hans-Jørgen Nyegaard

Independent auditors' report

To the shareholders of Bukkehave Distribution ApS

Opinion

We have audited the financial statements of Bukkehave Distribution ApS for the financial year 1 January – 31 December 2016, which comprise a summary of significant accounting policies, income statement, balance sheet, cash flow statement, statement of changes in equity and notes. 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 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.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 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.

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 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.

Auditors' responsibility 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 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 the financial statements.

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement and maintain professional skepticism 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 conclusion is 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 note 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.

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 our procedures, 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 Statements Act. We did not identify any material misstatement of the Management's review.

Odense, 28 March 2017 ERNST & YOUNG Godkendt Revisionspartnerselskab CVR no. 30 70 02 28

Søren Smedegaard Hvid State Authorised Public Accountant

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Management's Review

Company Presentation

Bukkehave Distribution ApS Troensevej 29 5700 Svendborg Denmark

Phone: 63 21 21 21

Homepage: www.bukkehave.com

CVR-nr.: 33.49.77.25 Established: 4. februar 2011 Domicile: Svendborg

Supervisory Board

Karsten Kielland, Chairman Johannes Poulsen Jens Josefsen Hans-Jørgen Nyegaard

Executive Board

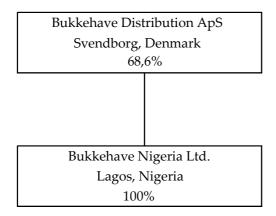
Morten Ravn Frederiksen, CEO Bo Thomas Dybbro, CFO Jesper Galsgaard Larsen, EVP Finance

Auditor

Ernst & Young Godkendt Revisionspartnerselskab Englandsgade 25 5000 Odense C Søren Smedegaard Hvid

Management's Review

Group chart



Management's Review

Review

Main activity

The business foundation for Bukkehave Distribution is to hold shares and manage ownership in other enterprises and related activities.

According to the Group overview, the company owns the subsidiary Bukkehave Nigeria Ltd.

Development in activities and financial conditions

Result of the year

The result after tax for 2016 was DKK -3.4 million vs. DKK -7.6 million in 2015. The Board does not find the result satisfactory.

The result for 2016 in the subsidiary Bukkehave Nigeria, was again significantly influenced by the macroeconomic situation in the country. Especially the lack of foreign currency and the significant devaluation of the local currency Nigerian Naira has influenced the result for the year. Short term, we do not see any significant improvement in the market and has therefore reflected a potential out-phasing of the subsidiary Bukkehave Nigeria during 2017 in the accounts for 2016.

Investments

No investments have taken place in 2016.

Cash resources and capital position

The total balance sum is DKK 1.3 million as of December 31 2016.

As of 31 December 2016 the company has shareholder's equity of DKK –3.0 million vs. DKK -4.9 million as of 31 December 2015. Please see note 1 for further comments.

Events after the termination of the financial year

No events have occurred since the end of the financial year, which in our opinion will change the evaluation of the Annual Report and the company's financial position.

Expectations to the future

There is a high probability that the local entity Bukkehave Nigeria will be out-phased during 2017. Furthermore we refer to Note 1 regarding budget assumptions.

Accounting practices applied

The annual report of Bukkehave Distribution ApS for 2016 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

In accordance with section 110 (1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

Effective 1 January 2016, the Company has adopted act no. 738 of 1 June 2015.

The adoption of act. No 738 of 1 June 2015 has no monetary effect for the profit and loss statement or balance sheet in the financial year or in the comparative figures. The annual report is therefore presented based on the same accounting practices as in previous years.

Recognition and measurement

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

Liabilities are recognized in the balance sheet when an outflow of economic benefits is probable and when the liability can be reliably measured.

On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described below for each individual item.

In recognizing and measuring assets and liabilities, any gains, losses and risks occurring prior to the presentation of the annual report that evidence conditions existing at the balance sheet date are taken into account.

Income is recognized in the income statement as earned. Equally, costs incurred to generate the year's earnings are recognized, including depreciation, amortization, impairment and provisions as well as reversals as a result of changes in accounting estimates of amounts, which were previously recognized in the income statement.

Income Statement

Administration costs

Administration costs comprise the costs incurred during the year for management and administration, including expenses for office equipment, rent of buildings etc.

Profit/Losses from Investments in Subsidiaries

The proportionate share of the results result after tax of the individual subsidiaries is recognised in the income statement of the parent company after full elimination of intra-group profit/losses.

Accounting practices applied

Corporation Taxes

The company is jointly taxed with the group parent company, B1925 A/S, and affiliated companies.

B1925 A/S manages the joint taxation and consequently settles all payments of corporate tax with the tax authorities.

The tax effect of the joint taxation is distributed as joint taxation contribution via the management company, B1925 A/S, in proportion to each company's taxable income. The jointly taxed companies are registered in the Danish prepaid tax arrangement with the tax authorities

The annual tax consist of the total joint taxation contribution payment and changes in deferred taxes, including changes in deferred tax due to changes in tax rates.

Balance sheet

Investments in Subsidiaries

Investments in subsidiaries are measured under the equity method.

Investments in subsidiaries are measured at the proportionate share of the companies' net asset value, calculated in agreement with the consolidated accounting principles with deduction or addition of unrealized group internal revenues and losses with deduction or addition of remaining value of positive or negative goodwill calculated in agreement with the method of acquisition.

Investments in subsidiaries with negative net asset value are measured at DKK 0 (nil), and any amounts owed by such enterprises are written down if the amount owed is irrevocable. If the parent company has a legal or constructive obligation to cover a deficit that exceeds the amount owed, the remaining amount is recognized under provisions.

Net revaluation of investments in subsidiaries is recognized in the reserve for net revaluation in equity under the equity method to the extent that the carrying amount exceeds cost. Dividends from subsidiaries which are expected to be adopted before the approval of the annual report of Bukkehave Corporation A/S are not recognised in the reserve for net revaluation.

Capital increase due to issue of shares to new shareholders is treated the same way as sale of Investments in Subsidiaries.

Acquisitions of enterprises are accounted for using the acquisition method, according to which the identifiable assets and liabilities acquired are measured at their fair values at the date of acquisition. Provision is made for costs related to adopted and announced plans to restructure the acquired enterprise in connection with the acquisition. The tax effect of the restatement of assets and liabilities is taken into account.

Accounting practices applied

Corporation tax and deferred tax

Current tax payable and receivable are recognized 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.

Deferred tax assets, including the tax base of tax loss carry forwards, are recognized at the expected value of their utilization; 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.

Adjustment is made to deferred tax resulting from elimination of unrealized intra-group profits and losses.

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 realize as current tax. The change in deferred tax as a result of changes in tax rates is recognized in the income statement.

Receivables and Debts

Receivables are measured at amortised cost.

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

Financial liabilities comprising amounts owed to financial institutions, debt to suppliers and payables to affiliated companies are recognised at the date of borrowing at cost, corresponding to the proceeds received less transaction costs paid. In subsequent periods, financial liabilities are measured at amortised cost.

Other liabilities are measured at net realisable value.

Cash flow statement

The cash flow statement shows the Company's cash flow from operating, investing and financing activities for the year, the years changes in cash and cash equivalents as well as the Company's cash and cash equivalents at the beginning and end of the year.

The cash flow effect of acquisitions and disposals of enterprises is shown separately in cash flows from investing activities. Cash flow from acquisitions of enterprises are recognised in the cash flow statement from the date of acquisition. Cash flows from disposals of enterprises are recognised up until the date of disposal.

Accounting practices applied

Cash flows from operating activities

Cash flows from operating activities are calculated as the Company's share of profit/loss adjusted for non-cash operating items, changes in working capital and corporation tax paid.

Cash flow from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of enterprises and activities and of intangible assets, property, plant and equipment and investments.

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Company's share capital and related costs as well as the raising of loans, repayment of interest bearing debt and payment of dividends to shareholders.

Net Cash funds

Net cash funds comprise cash and short term debt to financial institutions.

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 direct cost.

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 direct cost.

Foreign subsidiaries are considered separate entities. The income statements are translated at the average exchange rates for the month, and the balance sheet items are translated at the exchange rates at the balance sheet date. Foreign exchange differences arising on translation of the opening equity of foreign subsidiaries at the exchange rates at the balance sheet date and on translation of the income statements from average exchange rates to the exchange rates at the balance sheet date are recognised directly in equity.

Foreign exchange adjustments of intra-group balances with independent foreign subsidiaries which are considered part of the investment in the subsidiary are recognised directly in equity. Foreign exchange gains and losses on loans and derivative financial instruments designated as hedges of foreign subsidiaries are also recognised directly in equity.

On recognition of foreign subsidiaries which are integral entities, monetary items are translated at the exchange rates at the balance sheet date. Non-monetary items are translated at the exchange rates at the acquisition date or at the date of any subsequent revaluation or impair-

Accounting practices applied

ment of the asset. Income statement items are translated at the exchange rates at the transaction date, although items derived from non-monetary items are translated at the historical exchange rates applying to the non-monetary items.

Income statement

For the period january 1st. - december 31st.

Notes		2016	2015
	Administration costs	455,053	521,993
	Result of primary operations	-455,053	-521,993
2 3	Result after tax in subsidaires Financial costs	-2,875,790 42,407	-6,974,759 109,350
	Ordinary result before tax	-3,373,250	-7,606,102
	Tax on the result of the year	0	0
	Result for the financial year	-3,373,250	-7,606,102
	Which is suggested to be distributed as follows:		
	Retained earnings	-3,373,250	-7,606,102
	Reserve for net revaluation under the equity method	0	0
		-3,373,250	-7,606,102

Balance sheet

As per December 31st.

Notes

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	2016	2015
Fixed assets	<u></u>	
Financial fixed assets		
2 Investments in subsidiaries	1,332,723	0
Total fixed assets	1,332,723	0
		
Current assets		
Cash funds	72_	202
Total current assets	72	202
TOTAL ASSETS	1,332,795	202

Balance sheet

As per December 31st.

LIABILITIES

		2016	2015
	Shareholder's equity		
	Share capital	28,912,700	22,031,800
	Reservet for net revaluation under the equity method	0	0
	Retained earnings	-31,958,703	-26,972,353
	Proposed dividend	0	0
	Total shareholder's equity	-3,046,003	-4,940,553
2	Total provisions	0	2 725 221
2	Negative equity in subsidiary	0	2,735,221
	Debt		
	Debt to affiliated companies	4,378,799	2,205,534
	Other debt	0	0
	Total short-term debt	4,378,799	2,205,534
	Total debt	4,378,799	2,205,534
	TOTAL LIABILITIES	1,332,795	202

Employees
 Pledges, securities and contingent liabilities
 Related party disclosures

Cash flow statement

For the period january 1st. - december 31st.

	2016	2015
Cash flows from operating activities	<u> </u>	
Result before tax	-3,373,250	-7,606,102
Depreciations for the year	0	0
Adjustment of result in subsidiaries	2,875,790	6,974,759
Cash generated from operations before changes in working capital	-497,460	-631,343
Change in debt	2,173,264	-2,369,336
Cash flows from operating activities	1,675,804	-3,000,679
Investing activities Net value of purchase and sale of financial fixed assets Cash flows from investing activities	-8,556,834 -8,556,834	0
Financing activity		
Capital increase during the year	6,880,900	3,000,000
Cash flows from Financing activities	6,880,900	3,000,000
Change in net cash funds for the year	-130	-679
Net cash funds opening Change in net cash funds	202 -130	881 -679
Change in net cash tunus	-130	-079
Net cash funds year end	72	202

The item "net cash funds" represents cash funds.

The cash flow statement cannot be directly inferred from other components to the Annual Report.

Statement of shareholder's equity

As per December 31st. 2016

	Share capital	Reserve for net revaluation under the equity method	Proposed dividend	Retained earnings	Total
Equity as per 31.12.2014	5,000,000	0	0	-19,443,300	-14,443,300
Capital increase during 2015	17,031,800	0	0	0	17,031,800
Currency translation adjustments of investments in subsidiaries	0	0	0	77,049	77,049
Profit distribution on Result of the financial year	0	0	0	-7,606,102	-7,606,102
Equity as per 31.12.2015	22,031,800	0	0	-26,972,353	-4,940,553
Capital increase during 2016	6,880,900	0	0	0	6,880,900
Currency translation adjustments of investments in subsidiaries	0	0	0	-1,613,099	-1,613,099
Profit distribution on Result of the financial year	0	0	0	-3,373,250	-3,373,250
Equity as per 31.12.2016	28,912,700	0	0	-31,958,703	-3,046,003
Sharecapital 2016-2012	2016	2015	2014	2013	2012
Balance 1. january	22,031,800	5,000,000	5,000,000	5,000,000	80,000
Capital increase	6,880,900	17,031,800	0	0	4,920,000
Balance 31. december	28,912,700	22,031,800	5,000,000	5,000,000	5,000,000
28.912.700 shares of DKK 1	28,912,700				

Notes to the accounts of 2016

Notes

1 Significant matters in relation to the Financial statement

Budget Assumptions

The subsidiary Bukkehave Nigeria is operating in a very challenging local business climate in Nigeria.

The prepared budgets and forecasts expresses managements best judgment of the development, taking the general insecure situation into consideration.

The budget has been prepared based on expectations about known customer relations and a limited local set-up. During 2017, the company still expect a low activity level in Nigeria due to the Macroeconomical factors such as low old prices and lack of foreign currency in the market.

The company expects to sell Renault Trucks spare parts to a number of existing customers in the market with a minimum organization in place.

The turnover for 2017 is budgeted at DKK 1.2 million while the contribution margin is budgeted at DKK 0.2 million. Unless there is a significant improvement in the business climate in Nigeria during 2017, a structured outphasing of the activities might be executed during the the year.

The subsidiary Bukkehave Nigeria does not have any local bank credit facilities. If the company will need cash for financing of the day to day operation, Bukkehave Corporation will provide this.

Liquidity and capital resources

The companys equity was negative by DKK 3.0 million by the end of 2016. The company is covered by the regulations regarding capital loss in the Danish Companys Act, since the company has lost more than 50% of the share capital.

During 2017 the Equity is expected to become positive, either via a conversion of intercompany debt to new share capital, via a group contribution from the parent company Bukkehave Corporation A/S or via a capital reduction. Thereby the company is expected to become in compliance with the regulations regarding capital loss in the Danish Companys Act.

Notes to the accounts of 2016

Notes

2 Investment in Subsidiaries

As per December 31st., 2016

	2016	2015
Cost price as of January 1	22,702,771	22,702,771
Increase during the year	8,556,834	0
Cost price as of December 31	31,259,605	22,702,771
Adjustments January 1	-25,437,992	-18,540,282
Currency translation adjustments	-1,613,100	77,049
Annual result before tax	-2,875,790	-6,974,759
Current tax for the year	0	0
Revaluations December 31	-29,926,882	-25,437,992
Book value December 31	1,332,723	-2,735,221

Investments in subsidiaries are specified as follows:

	Domicile	Share of ownership	Share capital
Bukkehave Nigeria Ltd.	Lagos Nigeria	100%	898,016,947 NGN

Notes to the accounts of 2016

Note	s	2016	2015
3	FINANCIAL INCOME AND COSTS		
	Financial costs		
	Interest to affiliated companies	42,407	109,350

4 EMPLOYEES

During the financial year, the Executive Board and Supervisory Board associated with the Company, have received no wages, salaries and Director's fee.

5 PLEDGES, SECURITIES AND CONTINGENT LIABILITIES

The parent company is jointly taxed with the Danish subsidiary. The companies included in the joint taxation have joint and several unlimited liability for Danish corporation taxes and withholding taxes on dividends, interests and royalties. At 31 December 2016, the net taxes payable to the Danish Central Tax Administration by the companies included in the joint taxation amounted to DKK 0.0 thousand. Any subsequent corrections of the taxable income subject to joint taxation or withholding taxes on dividends, etc., may entail that the companies' liability will increase. The Group as a whole is not liable to others.

6 RELATED PARTY DISCLOSURES

The related parties of Bukkehave Distribution ApS are:

Party exercising control

Bukkehave Corporation A/S, Svendborg, Denmark being the majority shareholder of the share capital in Bukkehave Distribution ApS, and Christian Haar being the majority shareholder of the capital in B1925 A/S, the parent company of Bukkehave Corporation A/S.

Related parties exercising significant influence

Related parties exercising significant influence comprise the minority shareholder, subsidiary companies as mentioned in note 2, shareholders, the Group's Supervisory and Executive Boards and their family members.

Further, related parties comprise affiliated companies and other companies in which the above persons have substantial interest.

Transactions with related parties

Transactions with related parties have been done on basis the Arm's length principles, so Section 98c(7) of the Danish Financial Statements Act is applied regarding related party.