

**Scandlines Gedser Havn ApS
Central Business Registration No
33509170
Havneholmen 25, 8th floor
1561 Copenhagen V, Denmark**

Annual report 2015

The Annual General Meeting adopted the annual report on 26.04.2016

Chairman of the General Meeting



Name: Søren Poulsgaard Jensen

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Entity details

Entity

Scandlines Gedser Havn ApS
Havneholmen 25, 8th floor
1561 Copenhagen V, Denmark

Central Business Registration No: 33509170
Registered in: City of Copenhagen, Denmark
Financial year: 01.01.2015 - 31.12.2015

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Executive Board

Søren Poulsgaard Jensen, CEO
Per Johannesen Madsen, CFO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
P.O. Box 1600
0900 Copenhagen C

Statement by Management on the annual report

The Executive Board have today considered and approved the annual report of Scandlines Gedser Havn ApS for the financial year 01.01.2015 - 31.12.2015.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 26.04.2016

Executive Board



Søren Poulsgaard Jensen
CEO



Per Johannesen Madsen
CFO

Independent auditor's reports

To the shareholders of Scandlines Gedser Havn ApS

Report on the financial statements

We have audited the financial statements of Scandlines Gedser Havn ApS for the financial year 01.01.2015 - 31.12.2015, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared in accordance with the Danish Financial Statements Act.

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.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation of financial statements that give a true and fair view 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 Entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as the overall presentation of the financial statements.

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

Our audit has not resulted in any qualification.

Opinion

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015 in accordance with the Danish Financial Statements Act.

Independent auditor's reports

Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

Copenhagen, 26.04.2016

Deloitte

Statsautoriseret Revisionspartnerselskab



Kirsten Aaskov Mikkelsen
State Authorised Public Accountant



Bjarne Iver Jørgensen
State Authorised Public Accountant

CVR-nr. 33963556

Management commentary

Primary activities

The Company's primary activity is to own and operate the harbor in Gedser.

Development in activities and finances

The financial year 2015 shows a profit of MDKK 17 compared to a profit of MDKK 23 in 2014.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises.

The accounting policies applied for these financial statements are consistent with those applied last year.

Recognition and measurement

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

Liabilities are recognised in the balance sheet when the Company has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Fixed assets purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates that do not significantly deviate from the rates at the transaction date.

Income statement

Revenue

Revenue relating income from rental and harbor charges.

Accounting policies

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities.

Amortisation, depreciation and impairment losses

Intangible assets and property, plant and equipment are amortised or depreciated straight-line based on an individual estimate of their useful lives.

Financial expenses from group enterprises

Financial expenses from group enterprises comprise interest expenses etc. from payables to group enterprises.

Income taxes

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

The Company is jointly taxed with all Danish Scandlines companies. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Property, plant and equipment

Land and buildings, harbour plant and harbour installations as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Depreciation is provided on a straight-line basis from the following assessment if the assets expected useful lives:

Land and buildings	40 years
Harbor facilities and harbor installations	40 years
Other fixtures and fittings, tools and equipment	3 - 5 years

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount. Recoverable amount is the higher of value in use (present value of the future net payments) and selling price (broker assessments) less expected selling costs. Value in use is calculated by ferry line.

Accounting policies

Profits and losses from the sale of property, plant and equipment are calculated at the difference between selling price less selling costs and carrying amount at the time of sale. Profits and losses are recognised in the income statement under other operating income/other operating expenses.

Receivables

Receivables are measured at amortised cost, usually equaling nominal value less write-downs for bad debts.

Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. The proposed dividend for the financial year is disclosed as a separate item in equity.

Deferred tax

Deferred tax are included and measured using balance sheet liability on all temporary differences between accounting and tax values of assets and liabilities. The tax value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax value of tax loss are including in the balance sheet value, which they are expected to be realised, either against deferred tax liabilities or as the net assets.

Other financial liabilities

Other financial liabilities are recognized at amortized cost, usually equaling nominal value.

Income tax receivable or payable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Income statement for 2015

	<u>Notes</u>	<u>2015 DKK'm</u>	<u>2014 DKK'm</u>
Revenue		41	41
Other external expenses		-1	-3
Gross profit/loss		40	38
Depreciation, amortisation and impairment losses		-9	-9
Operating profit/loss		31	29
Financial expenses from group enterprises		-7	-1
Profit/loss from ordinary activities before tax		24	28
Tax on profit/loss from ordinary activities	1	-7	-5
Profit/loss for the year		17	23
Proposed distribution of profit/loss			
Dividend for the financial year		17	24
Retained earnings		0	-1
		17	23

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 DKK'm</u>	<u>2014 DKK'm</u>
Land and buildings		72	74
Plant and machinery		219	226
Property, plant and equipment in progress		<u>7</u>	<u>0</u>
Property, plant and equipment	2	<u>298</u>	<u>300</u>
Fixed assets		<u>298</u>	<u>300</u>
Receivables from group enterprises		2	1
Other short-term receivables		<u>1</u>	<u>1</u>
Receivables		<u>3</u>	<u>2</u>
Current assets		<u>3</u>	<u>2</u>
Assets		<u><u>301</u></u>	<u><u>302</u></u>

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 DKK'm</u>	<u>2014 DKK'm</u>
Contributed capital		14	14
Retained earnings		100	100
Proposed dividend		17	24
Equity		<u>131</u>	<u>138</u>
Provisions for deferred tax		2	0
Provisions		<u>2</u>	<u>0</u>
Trade payables		3	1
Debt to group enterprises		148	163
Income tax payable		10	0
Other payables		7	0
Current liabilities other than provisions		<u>168</u>	<u>164</u>
Liabilities other than provisions		<u>168</u>	<u>164</u>
Equity and liabilities		<u><u>301</u></u>	<u><u>302</u></u>
Contingent liabilities	3		
Assets charged and collateral	4		
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Statement of changes in equity for 2015

	Contri- buted capi- tal DKK'm	Retained earnings DKK'm	Proposed dividend DKK'm	Total DKK'm
Equity beginning of year	14	100	24	138
Ordinary dividend paid	0	0	-24	-24
Profit/loss for the year	0	0	17	17
Equity end of year	14	100	17	131

The share capital consist of 13.500 shares at 1.000 nominal. There have not been any changes in the share capital since inception.

Notes

	2015	2014	
	DKK'm	DKK'm	
1. Tax on ordinary profit/loss for the year			
Current tax	7	7	
Change in deferred tax for the year	0	-2	
	<u>7</u>	<u>5</u>	
	Land and buildings DKK'm	Plant and machinery DKK'm	Property, plant and equipment in progress DKK'm
2. Property, plant and equipment			
Cost beginning of year	130	322	0
Additions	0	0	7
Cost end of year	<u>130</u>	<u>322</u>	<u>7</u>
Depreciation and impairment losses beginning of the year	-56	-96	0
Depreciation for the year	-2	-7	0
Depreciation and impairment losses end of the year	<u>-58</u>	<u>-103</u>	<u>0</u>
Carrying amount end of year	<u>72</u>	<u>219</u>	<u>7</u>

3. Contingent liabilities

Scandlines Gedser Havn ApS is jointly taxed with all Danish Scandlines companies. Under the joint taxation scheme, each company is liable only for its own tax on the taxable income until the tax has been paid to the administration company.

The Company is jointly and severally liable for the subsidiaries intra-group accounts in the Scandferries Holding ApS Group's cash pool arrangement.

The Company participates in a Danish joint taxation arrangement in which Scandferries ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable from the financial year 2013 for income taxes etc. for the jointly taxed companies and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

Notes

4. Assets charged and collateral

Debt of the ultimate parent company is secured by way of a charge on the ultimate parent company's "trademarks", such as Scandlines Gedser Havn ApS' Land and Buildings and Receivables.

At 31 December, the carrying amounts of assets provided as security are as follows:

	<u>2015</u> <u>MDKK</u>	<u>2014</u> <u>MDKK</u>
Land and buildings as well as harbor facilities and harbor installations	297,9	300,0
Receivables	2,3	1,7

5. Consolidation

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

Scandferries Holding UK Ltd, London

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Scandferries ApS, Copenhagen