
Nipsea 1 ApS

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

Annual Report for 1 January - 31 December 2017

CVR No 33 74 59 31

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
9 /5 2018

Maja Hesselberg
Chairman



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Nipsea 1 ApS for the financial year 1 January - 31 December 2017.

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 2017 of the Company and of the results of the Company operations for 2017.

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.

Copenhagen, 19 April 2018

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 1 ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2017 and of the results of the Company's operations for the financial year 1 January - 31 December 2017 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Nipsea 1 ApS for the financial year 1 January - 31 December 2017, 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 Financials 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.

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 misstate-

Independent Auditor's Report

ment, 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, 19 April 2018

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Jesper Wiinholt
State Authorised Public Accountant
mne13914

Maj-Britt Nørskov Nannestad
State Authorised Public Accountant
mne32198

Company Information

The Company

Nipsea 1 ApS
c/o Keystone Investment Management A/S
Havnegade 39
DK-1058 Copenhagen

Telephone: + 45 33 44 40 67

CVR No: 33 74 59 31

Financial period: 1 January - 31 December

Incorporated: 19 May 2011

Financial year: 7th financial year

Municipality of reg. office: Copenhagen

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 1 ApS for 2017 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.

Key activities

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 2017 shows a profit of DKK 2,480,135, of which value adjustments amount to DKK 3,509,695, and at 31 December 2017 the balance sheet of the Company shows equity of DKK 7,207,832.

Uncertainty relating to recognition and measurement

As the company is engaged in development of investment properties, the Company is affected by changes in the property market, including the general level of interest rates and economic conditions. For a description of significant assumptions for the fair value recognition as 31 December 2017 and a sensitivity analysis of the uncertainties in the calculation of fair value, please refer to note 3.

Unusual events

The financial position at 31 December 2017 of the Company and the results of the activities of the Company for the financial year for 2017 have not been affected by any unusual events.

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

	<u>Note</u>	<u>2017</u> DKK	<u>2016</u> DKK
Gross profit/loss before value adjustments		1.035.938	646.408
Value adjustments of assets held for investment		<u>3.509.695</u>	<u>-4.293.603</u>
Gross profit/loss after value adjustments		4.545.633	-3.647.195
Financial expenses	1	<u>-1.314.795</u>	<u>-897.809</u>
Profit/loss before tax		3.230.838	-4.545.004
Tax on profit/loss for the year	2	<u>-750.703</u>	<u>969.142</u>
Net profit/loss for the year		<u>2.480.135</u>	<u>-3.575.862</u>

Distribution of profit

Proposed distribution of profit

Extraordinary dividend paid	0	1.002.141
Retained earnings	<u>2.480.135</u>	<u>-4.578.003</u>
	<u>2.480.135</u>	<u>-3.575.862</u>

Balance Sheet 31 December

Assets

	Note	2017 DKK	2016 DKK
Investment properties		32.300.000	28.200.000
Property, plant and equipment	3	32.300.000	28.200.000
Fixed assets		32.300.000	28.200.000
Other receivables		9.650	147.077
Corporation tax receivable from group enterprises		157.572	110.540
Prepayments		14.158	9.162
Receivables		181.380	266.779
Cash at bank and in hand		1.598.482	901.240
Currents assets		1.779.862	1.168.019
Assets		34.079.862	29.368.019

Balance Sheet 31 December

Liabilities and equity

	Note	2017 DKK	2016 DKK
Share capital		80.000	80.000
Retained earnings		7.127.832	4.647.696
Equity		7.207.832	4.727.696
Provision for deferred tax		2.738.637	1.870.281
Provisions		2.738.637	1.870.281
Payables to group enterprises		22.956.607	21.656.982
Long-term debt	4	22.956.607	21.656.982
Prepayments received from customers		89.112	25.200
Trade payables		41.296	36.326
Other payables		1.046.378	1.051.534
Short-term debt		1.176.786	1.113.060
Debt		24.133.393	22.770.042
Liabilities and equity		34.079.862	29.368.019
Contingent assets, liabilities and other financial obligations	5		
Related parties	6		
Accounting Policies	7		

Statement of Changes in Equity

	<u>Share capital</u> DKK	<u>Retained earnings</u> DKK	<u>Total</u> DKK
Equity at 1 January	80.000	4.647.697	4.727.697
Net profit/loss for the year	<u>0</u>	<u>2.480.135</u>	<u>2.480.135</u>
Equity at 31 December	<u>80.000</u>	<u>7.127.832</u>	<u>7.207.832</u>

Notes to the Financial Statements

	<u>2017</u> DKK	<u>2016</u> DKK
1 Financial expenses		
Interest paid to group enterprises	1.300.530	894.439
Other financial expenses	<u>14.265</u>	<u>3.370</u>
	<u>1.314.795</u>	<u>897.809</u>
2 Tax on profit/loss for the year		
Current tax for the year	-157.572	-110.540
Deferred tax for the year	868.356	-858.602
Adjustment of tax concerning previous years	<u>39.919</u>	<u>0</u>
	<u>750.703</u>	<u>-969.142</u>
3 Assets measured at fair value		
		Investment pro- perties <u>DKK</u>
Cost at 1 January		22.005.103
Additions for the year		<u>590.304</u>
Cost at 31 December		<u>22.595.407</u>
Value adjustments at 1 January		6.194.898
Revaluations for the year		<u>3.509.695</u>
Value adjustments at 31 December		<u>9.704.593</u>
Carrying amount at 31 December		<u>32.300.000</u>

Notes to the Financial Statements

3 Assets measured at fair value (continued)

Assumptions underlying the determination of fair value of investment properties

The Company's investment property is 38% residential and 62% commercial.

The investment property is located in the area of Copenhagen.

The property is valued at fair value based on a DCF model, which is based on forecasts for future cash flows that the individual property is expected to generate, expected CAPEX investments and development in vacancy.

The fair value of the property has been calculated based on the following assumptions:

	2017 DKK	2016 DKK
The fair value of investment properties amounts to	32.300.000	28.200.000
Budget period	11 years	11 years
Increase in market rent	1,50%	1,50%
Expected idle rent in % of rental income	7,76%	8,30%
Change in operating expenses	1,50%	1,50%
Maintenance costs in % of rental income	19,23%	23,81%
Rate of return	5,00%	5,00%
Inflation	1,50%	1,50%
Discount rate	6,50%	6,50

Sensitivity in determination of fair value of investment properties

An individually determined average rate of return of 5,00% has been applied in the market value assessment at 31 December 2017.

Changes in estimated required rate of return for investment properties will affect the value of investment properties recognised in the balance sheet as well as value adjustments carried in the income statement.

Changes in rate of return	-0,50 % DKK	Base DKK	0,50 % DKK
Rate of return	4,50	5,00	5,50
Fair value	36.000.000	32.300.000	29.300.000
Change in fair value	3.700.000	0	-3.000.000

Notes to the Financial Statements

3 Assets measured at fair value (continued)

4 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:

	<u>2017</u>	<u>2016</u>
	DKK	DKK
Payables to group enterprises		
After 5 years	0	21.086.489
Between 1 and 5 years	<u>22.956.607</u>	<u>570.493</u>
Long-term part	22.956.607	21.656.982
Within 1 year	<u>0</u>	<u>0</u>
	<u>22.956.607</u>	<u>21.656.982</u>

Notes to the Financial Statements

	2017 DKK	2016 DKK
5 Contingent assets, liabilities and other financial obligations		

Charges and security

The following assets have been placed as security with mortgage credit institutes:

Investment properties with a carrying amount of	32.300.000	28.200.000
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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.

6 Related parties

Ownership

The following shareholder is recorded in the Company's register of shareholders as holding at least 5% of the votes or at least 5% of the share capital:

Nipsea Complex ApS, CVR-nr. 33258747, 100%

Consolidated Financial Statements

The company is included in the consolidated report for the ultimate parent.

Name	Place of registered office
CapMan Nordic Real Estate Investment S.á.r.l.	Luxembourg

The Group Annual Report of CapMan Nordic Real Estate Investment S.á.r.l. may be obtained at the following address:

7A, rue Robert Stümper, 2557 Luxembourg

Notes to the Financial Statements

7 Accounting Policies

The Annual Report of Nipsea 1 ApS for 2017 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 2017 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 to the Financial Statements

7 Accounting Policies (continued)

Income Statement

Revenue

Rental income is recognised on a straight line-basis over the term of the lease.

Expenses concerning investment properties

Expenses concerning investment properties primarily include operating expenses for the year.

Gross profit/loss after value adjustments

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

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 Danish affiliated companies. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Investment properties

In Management's opinion the classification of the properties as investment properties did not cause any difficulties.

Fair value is the amount for which the property could be exchanged between knowledgeable, willing parties in an arm's length transaction on the balance sheet date. The determination of fair value involves material accounting estimates.

Notes to the Financial Statements

7 Accounting Policies (continued)

In Management's opinion it has not been possible this year to determine fair value through market information, and, consequently, valuation has been made based on a recognised valuation technique.

The fair value of investment properties has been determined at 31 December 2017 for each property by using a Discounted Cash Flow model under which expected future cash flows are discounted to present value. The calculations are based on property budgets for the coming years. Allowance has been made for developments in rentals, vacancies, operating expenses, maintenance and administration, etc. The individual, budgeted cash flows are discounted at an individually fixed discount rate added a terminal value. The value thus calculated is adjusted for any non-operating assets such as cash and cash equivalents, deposits, etc if they are not shown separately in the balance sheet.

The fair value of investment properties has been assessed by the independent assessor at 31 December 2017.

The estimates applied are based on information and assumptions considered reasonable by Management but which are inherently uncertain and unpredictable. Actual events or circumstances will probably differ from the assumptions made in the calculations as often assumed events do not occur as expected. Such difference may be material. The assumptions applied are disclosed in the notes.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

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

Receivables

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

Prepayments

Prepayments comprise prepaid expenses concerning insurance premiums, subscriptions and interest.

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 elimi-

Notes to the Financial Statements

7 Accounting Policies (continued)

nation 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, such as mortgage 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.

Other payables

Other payables comprises of deposits from tenants, utilities expenditure, VAT and other accrued expenses.