

DI Frontier Market Energy & Carbon GP Holding ApS


c/o Bech-Bruun, Langelinie Allé 35, 2100 Copenhagen Ø

CVR no. 33 77 07 23

Annual report 2016

Approved at the annual general meeting of shareholders on 31 May 2017

Chairman:

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of DI Frontier Market Energy & Carbon GP Holding 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 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.

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

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

Copenhagen, 31 May 2017
Executive Board:



Kim Gredsted

Board of Directors:

.....
Jens Christian Hesse
Rasmussen
Chairman

.....
Viggo Nedergaard Jensen

.....
Kim Staberg Haggren

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Kim Staberg Haggren

Independent auditor's report

To the shareholders of DI Frontier Market Energy & Carbon GP Holding ApS

Opinion

We have audited the financial statements of DI Frontier Market Energy & Carbon GP Holding ApS for the financial year 1 January - 31 December 2016, which comprise an income statement, balance sheet, statement of changes in equity and notes, including accounting policies. 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 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 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 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 the 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 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.

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 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 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 Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 31 May 2017
Ernst & Young
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Jens Thordahl Nøhr
State Authorised Public Accountant



Kristian Bjerger
State Authorised Public Accountant

Management's review

Company details

Name DI Frontier Market Energy & Carbon GP Holding ApS
Address, Postal code, City c/o Bech-Bruun, Langelinie Allé 35, 2100 Copenhagen Ø

CVR no. 33 77 07 23
Established 28 June 2011
Registered office Copenhagen
Financial year 1 January - 31 December

Board of Directors Jens Christian Hesse Rasmussen, Chairman
Viggo Nedergaard Jensen
Kim Staberg Haggren

Executive Board Kim Gredsted

Auditors Ernst & Young Godkendt Revisionspartnerselskab
Osvald Helmuths Vej 4, P.O. Box 250, 2000 Frederiksberg,
Denmark

Management's review

Management commentary

Business review

DI Frontier Market Energy & Carbon GP Holding ApS' principal activity is to act as holding company for DI Frontier Market Energy & Carbon GP ApS which is the general partner in DI Frontier Market Energy & Carbon Fund K/S.

DI Frontier Market Energy & Carbon Fund K/S is a private equity limited partnership which was established in the summer of 2011.

Financial review

In 2016, DI Frontier Market Energy & Carbon GP Holding ApS realised a loss of EUR 149.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Outlook

The Company's future results are significantly influenced by the result in the subsidiary DI Frontier Market Energy & Carbon GP ApS and thereby DI Frontier Market Energy & Carbon Fund K/S' potential future return on investments.

Financial statements for the period 1 January - 31 December

Income statement

Note	EUR	2016	2015
	Income from investments in group entities	-59	-96
2	Financial expenses	-116	-111
	Profit/loss before tax	-175	-207
3	Tax for the year	26	26
	Profit/loss for the year	-149	-181
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	-149	-181

Financial statements for the period 1 January - 31 December

Balance sheet

Note	EUR	2016	2015
	ASSETS		
	Fixed assets		
4	Investments		
	Investments in group entities, net asset value	10,371	10,430
		<u>10,371</u>	<u>10,430</u>
	Total fixed assets	<u>10,371</u>	<u>10,430</u>
	Non-fixed assets		
	Receivables		
	Joint taxation contribution receivable	26	26
		<u>26</u>	<u>26</u>
	Cash	<u>339</u>	<u>0</u>
	Total non-fixed assets	<u>365</u>	<u>26</u>
	TOTAL ASSETS	<u>10,736</u>	<u>10,456</u>
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	10,767	10,767
	Retained earnings	-725	-576
	Total equity	<u>10,042</u>	<u>10,191</u>
	Liabilities		
	Current liabilities		
	Other credit institutions	0	82
	Payables to group entities	694	183
		<u>694</u>	<u>265</u>
	Total liabilities other than provisions	<u>694</u>	<u>265</u>
	TOTAL EQUITY AND LIABILITIES	<u>10,736</u>	<u>10,456</u>

1 Accounting policies

5 Contractual obligations and contingencies, etc.

6 Related parties

Financial statements for the period 1 January - 31 December

Statement of changes in equity

EUR	Share capital	Retained earnings	Total
Equity at 1 January 2015	10,767	-395	10,372
Transfer through appropriation of loss	0	-181	-181
Equity at 1 January 2016	10,767	-576	10,191
Transfer through appropriation of loss	0	-149	-149
Equity at 31 December 2016	10,767	-725	10,042

The share capital consist of shares of DKK 1 each. The share capital has been unchanged since the date of establishment.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of DI Frontier Market Energy & Carbon GP Holding 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.

Changes to presentation and disclosures only

Effective 1 January 2016, the Company has implemented act no. 738 of 1 June 2015 with amendments to the Danish Financial Statements Act. As the implementation of the amendment act has no impact in terms of value on the income statement or the balance sheet in the financial year, nor on the comparative figures, the financial statements have been prepared based on the same accounting policies as last year.

Reporting currency

The financial statements are presented in euros (EUR), as the Company's most significant transactions are settled in EUR.

Foreign currency translation

Transactions denominated in foreign currencies are translated into EUR at the exchange rate at the date of the transaction.

Receivables, payables and other monetary items denominated in foreign currencies are translated into EUR at the exchange rate at the balance sheet date. Realised and unrealised exchange gains and losses are recognised in the income statement as financial income/expenses.

Income statement

Income from investments in group entities

The item includes the entity's proportionate share of the profit/loss for the year in the subsidiary.

Financial expenses

Financial expenses are recognised in the income statement at the amounts that concern the financial year. Net financials include interest expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and its Danish group entities are jointly taxed. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Investments in subsidiaries

Investment in the subsidiary is measured according to the equity method.

Net revaluation of the investment in the subsidiary is recognised in the reserve for net revaluation according to the equity method under equity to the extent that the carrying amount exceeds cost.

Investment in a subsidiary with negative equity value is recognised at nil. A provision is only recognised if the Company has a legal or constructive liability to cover the concerned subsidiary's liabilities.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Provisions for deferred tax are calculated, based on the liability method, of all temporary differences between carrying amounts and tax values, with the exception of temporary differences occurring at the time of acquisition of assets and liabilities neither affecting the results of operations nor the taxable income.

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 crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

EUR	2016	2015
2 Financial expenses		
Other financial expenses	116	111
	<u>116</u>	<u>111</u>
3 Tax for the year		
Estimated tax charge for the year	-26	-26
	<u>-26</u>	<u>-26</u>

4 Investments

EUR	Investments in group entities, net asset value
Cost at 1 January 2016	10,767
Cost at 31 December 2016	<u>10,767</u>
Value adjustments at 1 January 2016	-337
Share of the profit/loss for the year	<u>-59</u>
Value adjustments at 31 December 2016	-396
Carrying amount at 31 December 2016	<u>10,371</u>

Financial statements for the period 1 January - 31 December

Notes to the financial statements

4 Investments (continued)

Name	Domicile	Interest	Equity EUR	Profit/loss EUR
Subsidiaries				
DI Frontier Market Energy & Carbon GP ApS	Copenhagen	100.00 %	10,371	-59

5 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company is jointly taxed with the other Danish Frontier Investment Management ApS group companies. As a jointly taxed, but not wholly owned company, the Company has limited and secondary liability for Danish corporation tax and withholding tax on dividends, interest and royalties within the joint taxation group.

6 Related parties

Ownership

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the share capital:

Name	Domicile
DIBD A/S	Copenhagen, Denmark
Frontier Investment Management ApS	Copenhagen, Denmark