

DI Frontier Market Energy & Carbon GP ApS

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

CVR no. 33 77 10 45

Annual report 2015

Approved at the annual general meeting of shareholders on 27 May 2016

Chairman:


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Anders Michael Hauch

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of DI Frontier Market Energy & Carbon GP ApS for the financial year 1 January - 31 December 2015.

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 Company's financial position at 31 December 2015 and of the results of the Company's operations for the financial year 1 January - 31 December 2015.

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


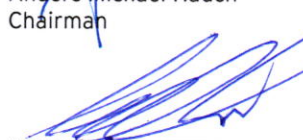

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 27 May 2016
Executive Board:



Kim Gredsted

Board of Directors:


Anders Michael Hauch
Chairman
Lars R. Tejlgaard Jensen
Kim Gredsted
Gert Heinholt Skov
Daniel Schleyer Schultz

Independent auditors' report

To the shareholder of DI Frontier Market Energy & Carbon GP ApS

Independent auditors' report on the financial statements

We have audited the financial statements of DI Frontier Market Energy & Carbon GP ApS for the financial year 1 January - 31 December 2015, 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.

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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' 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 according to Danish audit regulations. 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 auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company'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 Company'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 evaluating 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 opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of the results of its operations for the financial year 1 January - 31 December 2015 in accordance with the Danish Financial Statements Act.

Statement on the Management's review

Pursuant to the Danish Financial Statements Act, we have read the Management's review. We have not performed any other procedures in addition to the audit of the financial statements. On this basis, it is our opinion that the information provided in the Management's review is consistent with the financial statements.

Copenhagen, 27 May 2016
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR No. 30 70 02 28


Torben Bender
State Authorised Public Accountant


Jens Thordahl Nøhr
State Authorised Public Accountant

Management's review

Company details

Name	DI Frontier Market Energy & Carbon GP ApS
Address, Postal code, City	Langelinie Allé 35, 2100 Copenhagen Ø
CVR No.	33 77 10 45
Established	28 June 2011
Registered office	Copenhagen
Financial year	1 January - 31 December
Board of Directors	Anders Michael Hauch, Chairman Lars R. Tejlgaard Jensen Kim Gredsted Gert Heinholt Skov Daniel Schleyer Schultz
Executive Board	Kim Gredsted,
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Osvold Helmuhs Vej 4, P O Box 250, 2000 Frederiksberg, Denmark

Management's review

Operating review

The Company's business review

DI Frontier Market Energy & Carbon GP ApS' principal activity is to act as general partner of 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.

As general partner of DI Frontier Market Energy & Carbon Fund K/S, the Company has unlimited liability for all liabilities of the limited partnership.

According to the Limited Partnership Agreement, remuneration of the general partner (revenue) comprises a share of DI Frontier Market Energy & Carbon Fund K/S' return on investments, provided that the total return exceeds the limited partners' investment and a predefined minimum rate of return.

Remuneration (carried interest) for the general partner cannot be calculated definitively until upon the final liquidation of DI Frontier Market Energy & Carbon Fund K/S and - hence - according to the Limited Partnership Agreement, the general partner's carried interest is not considered earned by the general partner until upon the liquidation of DI Frontier Market Energy & Carbon Fund K/S subject to and in accordance with the final liquidation accounts of DI Frontier Market Energy & Carbon Fund K/S.

Financial review

In 2015, DI Frontier Market Energy & Carbon GP ApS realised a loss of EUR 96.

Post balance sheet events

No significant events have occurred subsequent to the financial year.

Outlook

The Company's future results are significantly influenced by 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	2015	2014
2	Financial income	0	23
3	Financial expenses	-126	-101
	Profit/loss before tax	-126	-78
4	Tax for the year	30	24
	Profit/loss for the year	-96	-54
	Proposed profit appropriation/distribution of loss		
	Retained earnings/accumulated loss	-96	-54
		-96	-54

Financial statements for the period 1 January - 31 December

Balance sheet

Note	EUR	<u>2015</u>	<u>2014</u>
	ASSETS		
	Current assets		
	Receivables		
	Receivables from group entities	268	243
	Joint taxation contribution receivable	30	24
		<u>298</u>	<u>267</u>
	Cash	10,132	10,259
	Total current assets	<u>10,430</u>	<u>10,526</u>
	TOTAL ASSETS	<u>10,430</u>	<u>10,526</u>
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	10,767	10,767
	Retained earnings	-337	-241
	Total equity	<u>10,430</u>	<u>10,526</u>
	TOTAL EQUITY AND LIABILITIES	<u>10,430</u>	<u>10,526</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 2014	10,767	-187	10,580
Profit/loss for the year	0	-54	-54
Equity at 1 January 2015	10,767	-241	10,526
Profit/loss for the year	0	-96	-96
Equity at 31 December 2015	10,767	-337	10,430

The share capital consists 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 ApS for 2015 has been presented in accordance with the provisions of the Danish Financial Statements Act as regards reporting class B enterprises.

The accounting policies applied by the Company are consistent with those of last year.

Reporting currency

The financial statements are presented in EUR, as the entity'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

Revenue

As general partner of DI Frontier Market Energy & Carbon Fund K/S, the Company has unlimited liability for all liabilities of the limited partnership.

According to the Limited Partnership Agreement, remuneration of the general partner (revenue) comprises a share of DI Frontier Market Energy & Carbon Fund K/S' return on investments, provided that the total return exceeds the limited partners' investment and a predefined minimum rate of return.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and 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 entity and its Danish group entities are taxed on a joint basis. The Danish income tax charge is allocated between profit-making and loss-making Danish entities in proportion to their taxable income (full allocation method).

Jointly taxed companies entitled to a tax refund are, as a minimum, reimbursed by the administration company according to the current rates applicable to interest allowances, and jointly taxed companies having paid too little tax pay, as a maximum, a surcharge according to the current rates applicable to interest surcharges to the administration company.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Receivables

Receivables are measured at amortised cost. Write-down is recognised for bad debt losses based on an individual assessment of receivables.

Corporation tax

Current tax payable and receivable is recognised 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. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

2 Financial income

Exchange adjustments	0	23
	<u>0</u>	<u>23</u>

3 Financial expenses

Other financial expenses	126	101
	<u>126</u>	<u>101</u>

4 Tax for the year

Estimated tax charge for the year	-30	-24
	<u>-30</u>	<u>-24</u>

5 Contractual obligations and contingencies, etc.

Other contingent liabilities

As general partner of DI Frontier Market Energy & Carbon Fund K/S, the Company has unlimited liability for all liabilities of the limited partnership, which in total amounted to EUR 891 thousand at 31 December 2015 (31 December 2014: EUR 1,736 thousand) according to the financial statements for 2015 for DI Frontier Market Energy & Carbon Fund K/S.

The Company has guaranteed for the outstanding account between DI Frontier Market Energy & Carbon Fund K/S and its bank, which at 31 December 2015 amounted to a receivable of EUR 5,108 thousand (31 December 2014: receivable of EUR 5,341 thousand).

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.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

6 Related parties

DI Frontier Market Energy & Carbon GP ApS' related parties comprise the following:

Ownership

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

<u>Name</u>	<u>Domicile</u>
DI Frontier Market Energy & Carbon GP Holding ApS	Copenhagen, Denmark