



Newcobh Holding ApS

Sofievej 7, 2950 Vedbæk
CVR No. 33882262

**Annual report 01.09.2018 -
31.08.2019**

The Annual General Meeting adopted the
annual report on 24.01.2020

Ole Bødtcher-Hansen
Chairman of the General Meeting

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Entity details

Entity

Newcobh Holding ApS

Sofievej 7

2950 Vedbæk

CVR No.: 33882262

Registered office: Hørsholm

Financial year: 01.09.2018 - 31.08.2019

Executive Board

Ole Bødtcher-Hansen, Ceo

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P. O. Box 1600

0900 Copenhagen C

Statement by Management

The Executive Board have today considered and approved the annual report of Newcobh Holding ApS for the financial year 01.09.2018 - 31.08.2019.

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

In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.08.2019 and of the results of its operations for the financial year 01.09.2018 - 31.08.2019.

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

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

Vedbæk, 24.01.2020

Executive Board

Ole Bødtcher-Hansen

Ceo

Independent auditor's report

To the shareholders of Newcobh Holding ApS

Opinion

We have audited the financial statements of Newcobh Holding ApS for the financial year 01.09.2018 - 31.08.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.08.2019 and of the results of its operations for the financial year 01.09.2018 - 31.08.2019 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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.

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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 commentary.

Copenhagen, 24.01.2020

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No.: 33963556

Thomas Hermann

State Authorised Public Accountant
Identification No (MNE) 26740

Management commentary

Primary activities

The activities of the Company consist of direct and indirect investments in expedition cruise ships and related activities, securities and equity interests in other companies.

Development in activities and finances

Profit for the year amounted to DKK 3,320 thousand against a profit of DKK 4,075 thousand for 2017/18. Management considers the Company's performance satisfactory.

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.

Income statement for 2018/19

	Notes	2018/19 DKK	2017/18 DKK
Gross profit/loss		(120,827)	(159,017)
Income from investments in group enterprises		2,936,465	4,121,059
Other financial income	1	672,373	75,685
Other financial expenses	2	(57,762)	(40,765)
Profit/loss before tax		3,430,249	3,996,962
Tax on profit/loss for the year	3	(110,153)	78,135
Profit/loss for the year		3,320,096	4,075,097
Proposed distribution of profit and loss			
Ordinary dividend for the financial year		5,000,000	4,000,000
Retained earnings		(1,679,904)	75,097
Proposed distribution of profit and loss		3,320,096	4,075,097

Balance sheet at 31.08.2019

Assets

	Notes	2018/19 DKK	2017/18 DKK
Investments in group enterprises		134,775,476	136,039,011
Investments in associates		1,560,252	1,509,420
Other financial assets	4	136,335,728	137,548,431
Fixed assets		136,335,728	137,548,431
Receivables from group enterprises		3,230,066	2,584,385
Income tax receivable		251,355	384,690
Joint taxation contribution receivable		0	247,906
Receivables		3,481,421	3,216,981
Cash		81,441	88,577
Current assets		3,562,862	3,305,558
Assets		139,898,590	140,853,989

Equity and liabilities

	Notes	2018/19 DKK	2017/18 DKK
Contributed capital		80,000	80,000
Retained earnings		132,703,054	134,382,958
Proposed dividend		5,000,000	4,000,000
Equity		137,783,054	138,462,958
Joint taxation contribution payable		139,488	263,747
Non-current liabilities other than provisions		139,488	263,747
Bank loans		6,375	9,326
Income tax payable		0	115,037
Joint taxation contribution payable		263,747	0
Other payables		1,705,926	2,002,921
Current liabilities other than provisions		1,976,048	2,127,284
Liabilities other than provisions		2,115,536	2,391,031
Equity and liabilities		139,898,590	140,853,989
Contingent liabilities	5		
Assets charged and collateral	6		

Statement of changes in equity for 2018/19

	Contributed capital DKK	Retained earnings DKK	Proposed dividend DKK	Total DKK
Equity beginning of year	80,000	134,382,958	4,000,000	138,462,958
Ordinary dividend paid	0	0	(4,000,000)	(4,000,000)
Profit/loss for the year	0	(1,679,904)	5,000,000	3,320,096
Equity end of year	80,000	132,703,054	5,000,000	137,783,054

Notes

1 Other financial income

	2018/19 DKK	2017/18 DKK
Financial income from group enterprises	117,064	75,685
Exchange rate adjustments	17,274	0
Fair value adjustments	538,035	0
	672,373	75,685

2 Other financial expenses

	2018/19 DKK	2017/18 DKK
Other interest expenses	6,900	1,757
Other financial expenses	50,862	39,008
	57,762	40,765

3 Tax on profit/loss for the year

	2018/19 DKK	2017/18 DKK
Current tax	111,009	0
Adjustment concerning previous years	(856)	(51,192)
Refund in joint taxation arrangement	0	(26,943)
	110,153	(78,135)

4 Financial assets

	Investments in group enterprises DKK	Investments in associates DKK
Cost beginning of year	247,048,950	1,509,420
Additions	0	50,832
Cost end of year	247,048,950	1,560,252
Impairment losses beginning of year	(111,009,939)	0
Share of profit/loss for the year	2,936,465	0
Dividend	(4,200,000)	0
Impairment losses end of year	(112,273,474)	0
Carrying amount end of year	134,775,476	1,560,252

Investments in subsidiaries		Registered in	Corporate form	Equity interest %
OBH Holding ApS		Hørsholm	ApS	60

Investments in associates	Registered in	Corporate form	Equity interest %	Equity DKK	Profit/loss DKK
Victory Cruise Group ApS	Danmark	ApS	41,7	(35,038,137)	(24,096,824)
Endeavour Partners Ltd.	Bahamas	Ltd.	33.3	2,864,429	1,831,169
Explorer Partners Ltd.	Bahamas	Ltd.	33.3	27,203,859	13,670,263
Ocean Atlantic Partners Ltd.	Bahamas	Ltd.	33.3	(57,985,767)	(25,415,183)
CMI Leisure Ltd.	Bahamas	Ltd.	33.3	24,807,419	13,840,478
Cruise Management Int. Inc	USA	Inc.	33.3	3,704,440	5,213,375
CMI Leisure Management Inc.	USA	Inc.	33.3	(16,450,891)	(4,197,418)
Adventurer Partners Ltd.	Bahamas	Ltd.	33.3	(236,700)	(6,422,000)
Ocean Albatros ApS	Danmark	ApS	33.3	(108,479)	(139,558)

The above financial data is as at 31 December 2018 except of the data regarding Ocean Albatros ApS. The above equity interest is as 31.08.2019.

Victory Cruise Group ApS sold off 2 vessels in 2019, which has led to a positive equity in the Company at 31 August 2019.

Ocean Atlantic Partners Ltd. made a conversion of debt in 2019, which has led to a positive equity in the Company at 31 August 2019.

All companies show a positive equity at 31 December 2019, except Ocean Albatros ApS.

Investments in associates are recognised at cost in accordance with accounting policies.

5 Contingent liabilities

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

6 Assets charged and collateral

The company has issued a letter of financial support in respect of the associated companies Ocean Atlantic Partners Ltd., Explorer Partners Ltd. and Endeavour Partners Ltd.

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 with addition of certain provisions for reporting class C.

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

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

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 Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity 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 Entity, 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.

Income statement

Gross profit or loss

Gross profit or loss comprises external expenses.

Other external expenses

Other external expenses comprise administration costs.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

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 Entity is jointly taxed with all Danish group enterprises. 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**Investments in group enterprises**

Equity investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intragroup profits or losses.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Investments in associates

Investments in associates are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Income tax payable or receivable

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.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Cash

Cash comprises cash in hand and bank deposits.

Dividend

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

Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.