

**DanHolding II ApS**

**Østergade 2**

**DK-6670 Holsted**

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**Annual Report for**

**2016**

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**CVR No 33 96 26 49**

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 30 June 2017

Bjarne Lastein  
Chairman

## Contents

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### **Management's Statement and Independent Auditor's Report**

- 1 Management's Statement
- 2 Independent Auditor's Report

### **Management's Review**

- 4 Company Information
- 5 Review

### **Financial Statements 1 January - 31 December 2016**

- 6 Accounting Policies
- 10 Income Statement
- 11 Balance Sheet
- 13 Notes

## **Management's Statement**

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The Executive Board has today presented the Annual Report of DanHolding II ApS for 2016.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

I consider the accounting policies applied appropriate, and in my 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 operations for the financial year 1 January - 31 December 2016.

In my opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

I recommend that the Annual Report be adopted at the Annual General Meeting.

Holsted, 30 June 2017

Executive Board

Bjarne Lastein



## Den uafhængige revisors erklæring om udvidet gennemgang af årsregnskabet

Til kapitalejerne i Danholding II ApS

Vi har udført udvidet gennemgang af årsregnskabet for Danholding II ApS for regnskabsåret 1. januar – 31. december 2016. Årsregnskabet, der omfatter resultatopgørelse, balance og noter, herunder anvendt regnskabspraksis, udarbejdes efter årsregnskabsloven.

### Ledelsens ansvar for årsregnskabet

Ledelsen har ansvaret for udarbejdelsen af et årsregnskab, der giver et retvisende billede i overensstemmelse med årsregnskabsloven. Ledelsen har endvidere ansvaret for den interne kontrol, som ledelsen anser nødvendig for at udarbejde et årsregnskab uden væsentlig fejlinformation, uanset om denne skyldes besvigelser eller fejl.

### Revisors ansvar

Vores ansvar er at udtrykke en konklusion om årsregnskabet. Vi har udført vores udvidede gennemgang i overensstemmelse med Erhvervsstyrelsens erklæringsstandard for små virksomheder og FSR - danske revisorerers standard om udvidet gennemgang af årsregnskaber, der udarbejdes efter årsregnskabsloven.

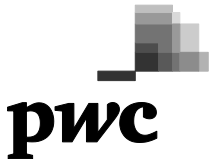
Dette kræver, at vi overholder revisorloven og FSR - danske revisorerers etiske regler samt planlægger og udfører handlinger med henblik på at opnå begrænset sikkerhed for vores konklusion om årsregnskabet og derudover udfører specifikt krævede supplerende handlinger med henblik på at opnå yderligere sikkerhed for vores konklusion.

En udvidet gennemgang omfatter handlinger, der primært består af forespørgsler til ledelsen og, hvor det er hensigtsmæssigt, andre i virksomheden, analytiske handlinger og de specifikt krævede supplerende handlinger samt vurdering af det opnåede bevis.

Omfanget af handlinger, der udføres ved en udvidet gennemgang, er mindre end ved en revision, og vi udtrykker derfor ingen revisionskonklusion om årsregnskabet.

### Konklusion

Baseret på den udførte udvidede gennemgang er det vores opfattelse, at årsregnskabet giver et retvisende billede af selskabets aktiver, passiver og finansielle stilling pr. 31. december 2016 samt af resultatet af selskabets aktiviteter for regnskabsåret 1. januar – 31. december 2016 i overensstemmelse med årsregnskabsloven.



### **Udtalelse om ledelsesberetningen**

Ledelsen er ansvarlig for ledelsesberetningen.

Vores konklusion om regnskabet omfatter ikke ledelsesberetningen, og vi udtrykker ingen form for konklusion med sikkerhed om ledelsesberetningen.

I tilknytning til vores udvidede gennemgang af regnskabet er det vores ansvar at læse ledelsesberetningen og i den forbindelse overveje, om ledelsesberetningen er væsentligt inkonsistent med regnskabet eller vores viden opnået ved den udvidede gennemgang eller på anden måde synes at indeholde væsentlig fejlinformation. Vores ansvar er derudover at overveje, om ledelsesberetningen indeholder krævede oplysninger i henhold til årsregnskabsloven.

Baseret på det udførte arbejde er det vores opfattelse, at ledelsesberetningen er i overensstemmelse med årsregnskabet og er udarbejdet i overensstemmelse med årsregnskabslovens krav. Vi har ikke fundet væsentlig fejlinformation i ledelsesberetningen.

Hellerup, den 30. juni 2017

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR-nr. 33 77 12 31*

Jan Boje Andreassen  
statsautoriseret revisor

## **Company Information**

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### **The Company**

DanHolding II ApS  
Østergade 2  
DK-6670 Holsted

CVR No: 33 96 26 49  
Founded: 1 January 2011  
Reg. office: Vejen  
Financial year: 6th financial year

### **Executive Board**

Bjarne Lastein

### **Auditors**

PricewaterhouseCoopers Statsautoriseret  
Revisionspartnerselskab  
  
Strandvejen 44  
DK-2900 Hellerup

### **Bankers**

Jyske Bank

### **Lawyers**

Kirk Larsen

### **Subsidiaries**

Backbone Aviation A/ S, Esbjerg  
Postgården Holsted ApS, Holsted  
PG Fairytales ApS, Holsted  
B&N Holding, Holsted ApS, Holsted  
S.C.I Moulin Bleu Vezere, France

## **Management's Review**

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### **The Company's most significant activities**

The Company's main activities are to hold shares and equity investments in group enterprises. The Company moreover owns a helicopter for hiring out.

### **Uncertainty relating to recognition or measurement**

The Company has invested in and provided a loan to a French subsidiary totalling DKK 9.5 million in the financial year 2016. At the time of the preparation of the Annual Report, no financial statements at 31 December 2016 are available for the French subsidiary. In the Annual Report for 2015, the equity investment and the loan have been recognised at cost as it is Management's assessment that there have been no significant changes to these in 2016.

### **Development in activities and financial conditions**

Results for the year after tax show a loss of DKK 3,926,906 compared to a loss of DKK 1,746,262 last year. Management considers the results for the year unsatisfactory.

### **Post balance sheet events**

After the end of the financial year, the helicopter has been sold besides that no events have occurred which may have a material effect on the Company's financial position.

## **Accounting Policies**

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The Annual Report of DanHolding II ApS has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The Annual Report has been prepared according to the same accounting policies as last year and is presented in Danish kroner.

### **Income Statement**

#### **Gross loss**

Gross loss includes revenue, change in inventories of finished goods and work in progress, work performed on own account and recognised in assets, other operating income as well as external expenses.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year, and if the income can be calculated reliably and is expected to be received. Revenue is recognised exclusive of VAT and other indirect taxes and net of discounts relating to sales.

Cost of sales includes expenses for the purchase of raw materials and consumables less discounts as well as changes in inventories for the year.

#### **Depreciation and impairment losses**

Depreciation and impairment losses comprise depreciation and impairment of property, plant and equipment.

#### **Financial income and expenses**

Financial income and expenses comprise interest income and expenses as well as realised and unrealised capital gains and losses relating to financial assets and liabilities. Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year.

#### **Tax on profit/loss for the year**

Tax for the year consists of current corporation tax for the year and change in deferred tax. 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 comprised by the Danish rules on compulsory joint taxation with group enterprises. The Company is administration company for the joint taxation and consequently settles all payments of corporation tax with the tax authorities.

The current Danish corporation tax is allocated through settlement of joint taxation contributions between the jointly taxed enterprises in proportion to their taxable incomes. In this connection, enterprises with tax losses receive joint taxation contributions from enterprises which have been able to utilise such losses (full allocation).



## Accounting Policies

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### Balance Sheet

#### Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

The basis of depreciation is cost reduced by the expected residual value after the end of the useful life.

Cost comprises the cost of acquisition as well as expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation is calculated on a straight-line basis based on the following assessment of the expected useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-15 years
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Minor assets with an expected useful life of less than 1 year are expensed in the income statement in the year of acquisition.

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

#### Impairment of fixed assets

The carrying amounts of both fixed asset investments and property, plant and equipment are assessed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

In case of indication of impairment, an impairment test is carried out in respect of each individual asset or group of assets. The asset is written down to its recoverable amount if this is lower than the carrying amount.

The recoverable amount of the asset is calculated as the higher of net selling price and value in use. The value in use is calculated as the present value of expected net income from the use of the asset or the group of assets.

#### Fixed asset investments

##### Investments in group enterprises

Investments in group enterprises are recognised in the balance sheet at the proportionate share of the net asset value of the enterprise. This is calculated according to the Parent Company's accounting policy with deduction or addition of unrealised intercompany profits and losses and with addition or deduction of the remaining value of positive or negative goodwill calculated under the purchase method.

## Accounting Policies

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Net revaluation of investments in group enterprises is transferred under equity to reserve for net revaluation under the equity method to the extent the carrying amount exceeds cost. Dividends from group enterprises that are expected approved before the adoption of this Annual Report are not tied to the revaluation reserve. The reserve is adjusted for other equity movements in group enterprises.

Newly acquired or newly founded enterprises are recognised in the Financial Statements as from the year of acquisition. Enterprises that are sold or wound up are recognised until the time of disposal/winding up.

### Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value. Write-down is made to net realisable value in order to meet expected losses.

### Cash at bank and in hand

Cash at bank and in hand comprise bank deposits and cash holdings.

### Corporation tax and deferred tax

Current tax receivables and liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on taxable incomes for prior years and for taxes paid on account. Tax receivables and liabilities are offset if there is a legally enforceable right of set-off and an intention to settle on a net basis or simultaneously.

According to the Danish rules on joint taxation, DanHolding II ApS has as administration company joint, several and unlimited liability towards the tax authorities for corporation taxes and withholding taxes on unearned income, royalty and dividends relating to the group of jointly taxed companies. Joint taxation contributions payable or receivable are recognised in the balance sheet as "Corporation tax receivable" or "Corporation tax payable".

Deferred tax is the tax on all temporary differences between the carrying amount and the tax base of assets and liabilities calculated on the basis of the intended use of the asset and settlement of the liability, respectively.

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. Unless recognition at another tax rate than 22% will result in a significant difference in the expected deferred tax liability or the tax asset, deferred tax liabilities and tax assets are recognised at 22%.

## Accounting Policies

### Other provisions

Provisions include expected expenses for maintenance/service of the helicopter. Provisions are recognised when – in consequence of a prior event – the Company has a legal or constructive obligation, and it is probable that settlement of the obligation will involve the use of the Company's financial resources.

Provisions are measured at net realisable value.

### Debts

Financial debts are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the financial obligations are recognised at amortised cost corresponding to capitalised value by applying the effective rate of interest; the difference between the proceeds and the nominal value is recognised in the income statement over the loan period.

Thus, mortgage loans and loans from credit institutions are measured at amortised cost, which for cash loans corresponds to the remaining debt on the loan. For bond loans, amortised cost corresponds to a remaining debt calculated as the underlying cash value of the loan at the time of raising of the loan adjusted by amortisation over the repayment period of the price adjustment of the loan at the time of raising of the loan.

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

## Income Statement 1 January - 31 December

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<u>Note</u>	<u>2016</u>	<u>2015</u>
<b>Gross loss</b>	<b>-2,523,786</b>	<b>-182,603</b>
Depreciation and impairment of property, plant and equipment	-420,909	-420,909
<b>Profit/loss from operating activities</b>	<b>-2,944,695</b>	<b>-603,512</b>
Income from investments in group enterprises	-1,374,991	-766,897
Other financial income from group enterprises	367,239	348,500
Impairment of financial assets	0	-650,000
Other financial expenses	-4,459	-74,353
<b>Profit/loss before tax</b>	<b>-3,956,906</b>	<b>-1,746,262</b>
Tax on profit/loss for the year	0	0
<b>Net profit/loss for the year</b>	<b>-3,956,906</b>	<b>1,746,262</b>
<b>Proposed distribution of profit:</b>		
Transfer to retained earnings	0	0
Retained earnings spent	-3,926,906	-1,746,262
<b>Total amount spent</b>	<b>-3,926,906</b>	<b>-1,746,262</b>

## Balance Sheet at 31 december

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<b>Assets</b>	<u>2016</u>	<u>2015</u>
<b>Fixed assets</b>		
2 Helicopter and other operating equipment	4,086,432	4,507,341
Total property, plant and equipment	<u>4,086,432</u>	<u>4,507,341</u>
3 Investments in group enterprises	2,190,854	2,814,251
Receivables from group enterprises	<u>20,622,310</u>	<u>18,423,117</u>
Total fixed asset investments	<u>22,813,164</u>	<u>21,237,368</u>
<b>Total fixed assets</b>	<b><u>26,899,596</u></b>	<b><u>25,744,709</u></b>
<b>Current assets</b>		
Other receivables	91,633	168,049
Total receivables	<u>91,633</u>	<u>168,049</u>
Cash at bank and in hand	<u>8,179,007</u>	<u>10,931,036</u>
<b>Total current asset</b>	<b><u>8,270,640</u></b>	<b><u>11,099,085</u></b>
<b>Total assets</b>	<b><u>35,170,236</u></b>	<b><u>36,843,794</u></b>

## Balance Sheet at 31 december

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### Liabilities and equity

	<u>2016</u>	<u>2015</u>
<b>Equity</b>		
4 Share capital	80,000	80,000
5 Retained earnings	<u>32,233,612</u>	<u>36,110,518</u>
<b>Total equity</b>	<b><u>32,233,612</u></b>	<b><u>36,190,518</u></b>
<b>Provisions</b>		
Other provisions	<u>400,000</u>	<u>400,000</u>
<b>Total provisions</b>	<b><u>400,000</u></b>	<b><u>400,000</u></b>
<b>Debts</b>		
Payables from group enterprises	2,416.275	0
Other payables	<u>120.349</u>	<u>253,276</u>
Total short-term debt	<u>2,506.624</u>	<u>253,276</u>
<b>Total debts</b>	<b><u>2,906,624</u></b>	<b><u>253,276</u></b>
<b>Total liabilities and equity</b>	<b><u>35,170,236</u></b>	<b><u>36,843,794</u></b>
6 Charges and security		
7 Contingencies		

## Notes

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### 1. Uncertainty relating to recognition or measurement

The Company has invested in and provided a loan to a French subsidiary totalling DKK 9.6 million in the financial year 2016. At the time of the preparation of the Annual Report, no financial statements at 31 December 2016 are available for the French subsidiary. The investment and the loan have been recognised at cost in the Annual Report for 2016 as it is Management's assessment that there have been no significant changes to these in 2016.

### 2. Property, plant and equipment

	<b>Helicopter And other operating equipment</b>
Cost, beginning of year	6,204,291
<b>Cost, end of year</b>	<b>6,204,291</b>
Depreciation and impairment losses, beginning of year	1,696,950
Depreciation for the year	420,909
<b>Depreciation and impairment losses, end of year</b>	<b>2,117,859</b>
<b>Carrying amount, end of year</b>	<b>4,086,432</b>

## Notes

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	<u>31/12 2016</u>	<u>31/12 2015</u>
<b>3. Investments in group enterprises</b>		
Cost, beginning of year	2,258,695	1,205,000
Additions for the year	<u>0</u>	<u>1,053,695</u>
<b>Cost, end of year</b>	<b><u>2,258,695</u></b>	<b><u>2,258,695</u></b>
Revaluation, beginning of year	-1,112,242	-4,052,788
Net profit/loss for the year	-1,374,991	-1,659,454
Contribution, Backbone Aviation	2,419,392	4,000,000
Contribution, Postgården Holsted ApS	0	0
Contribution, PG Fairytales Holsted ApS	<u>0</u>	<u>600,000</u>
<b>Revaluation, end of year</b>	<b><u>-67,841</u></b>	<b><u>-1,112,242</u></b>
Transfer to provisions	<u>0</u>	<u>1,667,798</u>
<b>Set off against receivables and provisions</b>	<b><u>0</u></b>	<b><u>1,667,798</u></b>
<b>Carrying amount, end of year</b>	<b><u>2,190,854</u></b>	<b><u>2,814,251</u></b>
<b>Group enterprises:</b>		
	<b>Registered office</b>	<b>Ownership share</b>
Backbone Aviation A/S	Esbjerg	100%
Postgården Holsted ApS	Holsted	100%
PG Fairytales ApS	Holsted	100%
B&N Holding, Holsted ApS	Holsted	66.7%
S.C.I Moulin Bleu Vezere	Frankrig	99%
<b>4. Share capital</b>		
Share capital, beginning of year	<u>80,000</u>	<u>80,000</u>
	<b><u>80,000</u></b>	<b><u>80,000</u></b>
<b>5. Retained earnings</b>		
Retained earnings, beginning of year	36,110,518	37,856,780
Retained earnings for the year	<u>3,956,906</u>	<u>-1,746,262</u>
	<b><u>32,233,612</u></b>	<b><u>36,110,518</u></b>
<b>6. Charges and security</b>		
The Company has deposited a mortgage deed registered to the owner of DKK 4,000k as security for any bank debt in the entire Group. The Group has no bank debt at the balance sheet date		



## Notes

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### 7. Contingencies Contingent liabilities

The Company has promised the subsidiary Postgården Holsted ApS to continue the present financing and provide the necessary liquidity.

#### Joint taxation

The Company is administration company in the national joint taxation and has joint, several and unlimited liability for total corporation taxes together with the other jointly taxed companies.

The Company has joint, several and unlimited liability together with the other jointly taxed companies for any obligations to withhold taxes on unearned income, royalties and dividends.