


NOERREPORT CENTRE APS  
c/o Regus Denmark Holding A/S,  
Larsbjørnsstræde 3,  
1454 København K

Annual report for 2016

Adopted at the annual general meeting on  
19 May 2017



---

chairman

CVR-nr. 34 22 47 73

# CONTENTS

	<b>Page</b>
<b>Statements</b>	
Statement by management on the annual report	3
Independent auditor's report	4
<b>Management's review</b>	
Company details	7
Management's review	8
<b>Financial statements</b>	
Accounting policies	9
Income statement 1 January - 31 December	12
Balance sheet 31 December	13
Notes to the annual report	15

## STATEMENT BY MANAGEMENT ON THE ANNUAL REPORT

The executive board has today discussed and approved the annual report of Noerreport Centre ApS for the financial year 1 January - 31 December 2016.

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

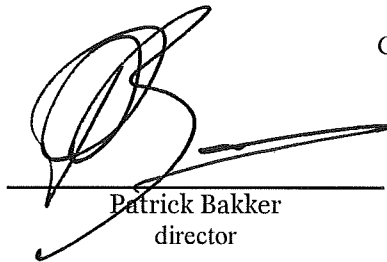
In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2016 and of the results of the company's operations for the financial year 1 January - 31 December 2016.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved at the annual general meeting.

Copenhagen, 19 May 2017

**Executive board**



Patrick Bakker  
director



Remo Gross  
director

# INDEPENDENT AUDITOR'S REPORT

To the shareholder of Noerreport Centre ApS

## **Auditors' Report on the Financial Statements**

### **Adverse Opinion**

We have audited the financial statements of Noerreport Centre ApS for the financial year 1 January - 31 December 2016, which comprise a summary of significant accounting policies, income statement, balance sheet and notes. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, due to the significance of the matter described in the "Basis for Adverse Opinion" paragraph, the financial statements do not give a true and fair view of the Company's financial position at 31 december 2016 or 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 Adverse Opinion**

The annual accounts have been prepared assuming continued operation. As shown in the management's review and Note 1, it is material for the company in order to continue its activities that the Regus Group regularly provides the necessary liquidity, which management expects. We have not obtained sufficient and appropriate audit evidence of this commitment. Accordingly, we qualify that the annual accounts have been prepared on the basis of continued operation.

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 adverse 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**

## INDEPENDENT AUDITOR'S REPORT

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 judgment 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.
- 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.

### **Statement on management's review**

Management is responsible for management's review.

## INDEPENDENT AUDITOR'S REPORT

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 Financial Statements Act.

Based on the work we have performed, we conclude that 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 of management's review.


### **Report on other legal and regulatory requirements**

#### **Reporting according to Danish Bookkeeping Act § 7, stk. 2**

The company has not complied with Danish Bookkeeping Act that financial records must be kept in Denmark. The company's management may incur liability for breach of the Danish Bookkeeping Act.

København, 19 May 2017

**CHRISTENSEN KJÆRULFF**  
Statsautoriseret Revisionsaktieselskab  
CVR no. 15 91 56 41

  
Henrik W. Jørgensen  
State Authorised Public Accountant

## COMPANY DETAILS

The company	Noerreport Centre ApS c/o Regus Denmark Holding A/S 1454 København K
	CVR no.: 34 22 47 73
	Reporting period: 1 January - 31 December
	Incorporated: 7. February 2012
	Domicile: København K
Executive board	Patrick Bakker, director Remo Gross, director
Auditors	Christensen Kjarulff Statsautoriseret Revisionsaktieselskab Store Kongensgade 68 1264 København K

## **MANAGEMENT'S REVIEW**

### **Business activities**

The company operates as a provider of office facilities.

### **Unusual matters**

#### Going concern

The annual report has been presented under the assumption of continued operations of the company.

Continued operations require further investments. Expectations are that Regus Group will continue to provide the required capital available for the company for the current year.

The executive board expects, through strategic measures, that the capital can be restored over a number of years.

Reference is made to note 1 for more details.

### **Business review**

The Company's income statement for the year ended 31 December shows a profit of DKK 49.308, and the balance sheet at 31 December 2016 shows negative equity of DKK 7.529.856.



## ACCOUNTING POLICIES

Årsrapporten for Noerreport Centre ApS for 2016 er aflagt i overensstemmelse med årsregnskabslovens bestemmelser for virksomheder i regnskabsklasse B.

Den anvendte regnskabspraksis er uændret i forhold til sidste år.

The annual report for 2016 is presented in DKK.

### **Basis of recognition and measurement**

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company's 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 from the company's and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any instalments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report are presented and which confirm or invalidate matters existing at the balance sheet date.

### **Income statement**

#### **Gross profit**

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, consumables and other external expenses.

#### **Revenue**

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received.

## ACCOUNTING POLICIES

### **Other operating income**

Other operating income comprises items of a secondary nature relative to the company's activities, including gains or losses on the sale of fixed assets.

### **Other external expenses**

Other external expenses include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

### **Financial income and expenses**

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

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

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, including changes arising from changes in tax rates, is recognised in the income statement as regards the portion that relates to entries directly 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 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 management 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 management company.

### **Balance sheet**

#### **Tangible assets**

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment.	3-10	years
Leasehold improvements	10	years or lease period years

Assets costing less than DKK 12.900 are expensed in the year of acquisition.

## ACCOUNTING POLICIES

### **Receivables**

Receivables are measured at amortised cost.

Receivables for which there is no objective indication of individual impairment are reviewed for impairment on a portfolio basis. The portfolios are primarily composed on the basis of debtors' domicile and credit ratings in accordance with the Company's credit risk management policy. The objective indicators used for portfolios are determined based on historical loss experience.

### **Prepayments**

Prepayments comprise costs incurred concerning subsequent financial years.

### **Cash and cash equivalents**

Cash and cash equivalents comprise cash and short-term securities whose remaining life is less than three months and which are readily convertible into cash and which are subject only to insignificant risks of changes in value.

### **Equity**

#### **Income tax and deferred tax**

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

### **Liabilities**

Other liabilities, which include trade receivables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

## INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2016 DKK	2015 DKK
<b>GROSS PROFIT</b>		541.194	518.236
Depreciation		-324.341	-302.402
<b>PROFIT/LOSS BEFORE FINANCIAL INCOME AND EXPENSES</b>		216.853	215.834
Financial income		-5	0
Financial costs	2	-308.475	-339.208
<b>PROFIT/LOSS BEFORE TAX</b>		-91.627	-123.374
Tax on profit/loss for the year		140.935	0
<b>Net profit/loss for the year</b>		49.308	-123.374
 <b>Proposed distribution of profit</b>			
Retained earnings		49.308	-123.374
		49.308	-123.374

## BALANCE SHEET 31 DECEMBER

	Note	2016 DKK	2015 DKK
<b>ASSETS</b>			
Other fixtures and fittings, tools and equipment		959.910	1.211.764
Leasehold improvements		329.119	385.939
<b>Tangible assets</b>	3	<b>1.289.029</b>	<b>1.597.703</b>
Deposits, investments		934.433	916.111
<b>Fixed asset investments</b>		<b>934.433</b>	<b>916.111</b>
<b>FIXED ASSETS TOTAL</b>		<b>2.223.462</b>	<b>2.513.814</b>
Trade receivables		0	481
Receivables from subsidiaries		0	1.919.350
Other receivables		173.696	169.329
Corporation tax		0	46.584
Prepayments		669.640	649.540
<b>Receivables</b>		<b>843.336</b>	<b>2.785.284</b>
<b>Cash at bank and in hand</b>		<b>7.322</b>	<b>6.821</b>
<b>CURRENT ASSETS TOTAL</b>		<b>850.658</b>	<b>2.792.105</b>
<b>ASSETS TOTAL</b>		<b>3.074.120</b>	<b>5.305.919</b>

## BALANCE SHEET 31 DECEMBER

	Note	2016 DKK	2015 DKK
<b>LIABILITIES AND EQUITY</b>			
Share capital		80.000	80.000
Retained earnings		-7.609.856	-7.659.163
<b>Equity</b>	4	<b>-7.529.856</b>	<b>-7.579.163</b>
Trade payables		858.757	862.129
Payables to subsidiaries		9.619.328	11.732.660
Other payables		125.891	290.293
<b>Short-term debt</b>		<b>10.603.976</b>	<b>12.885.082</b>
<b>DEBT TOTAL</b>		<b>10.603.976</b>	<b>12.885.082</b>
<b>LIABILITIES AND EQUITY TOTAL</b>		<b>3.074.120</b>	<b>5.305.919</b>
Uncertainty about the continued operation (going concern)	1		
Contingent assets, liabilities and other financial obligations	5		
Charges and securities	6		
Related parties and ownership	7		

## NOTES

### 1 UNCERTAINTY ABOUT THE CONTINUED OPERATION (GOING CONCERN)

As regards uncertainties concerning the enterprises ability to continue as a going concern, management has assumed, that Regus Group will continue to provide the necessary liquidity available to the company for the current year.

The company has not received commitments from the Regus Group.  
The executive board expects, through strategic measures, that the capital can be restored over a number of years..

	2016 DKK	2015 DKK
<b>2 FINANCIAL COSTS</b>		
Financial expenses, group entities	292.820	305.960
Other financial costs	15.655	33.248
	308.475	339.208

### 3 TANGIBLE ASSETS

	Other fixtures and fittings, tools and equipment	Leasehold improvements
Cost at 1 January 2016	1.993.567	568.195
Additions for the year	15.666	0
Cost at 31 December 2016	2.009.233	568.195
Impairment losses and depreciation at 1 January 2016	781.803	182.256
Depreciation for the year	267.520	56.820
Impairment losses and depreciation at 31 December 2016	1.049.323	239.076
<b>Carrying amount at 31 December 2016</b>	<b>959.910</b>	<b>329.119</b>

## NOTES

### 4 EQUITY

	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2016	80.000	-7.659.164	-7.579.164
Net profit/loss for the year	<u>0</u>	<u>49.308</u>	<u>49.308</u>
<b>Equity at 31 December 2016</b>	<b><u>80.000</u></b>	<b><u>-7.609.856</u></b>	<b><u>-7.529.856</u></b>

There have been no changes in the share capital during the last 5 years.

### 5 CONTINGENT ASSETS, LIABILITIES AND OTHER FINANCIAL OBLIGATIONS

#### Contingent liabilities

Regus Management ApS being the administration company is subject to the Danish scheme of joint taxation and, as from the financial year 2013, unlimited jointly and severally liable with the other jointly taxed companies for the total corporation tax.

As from 1 July 2012, the company is unlimited jointly and severally liable with the other jointly taxed companies for any obligation to withhold tax on interest, royalties and dividends.

Any subsequent adjustments of corporate taxes or withheld taxes etc. may cause changes in the company's liabilities.

Other rent and lease liabilities as of December 31st 2016: 1,659 tDKK, 2015: 4,830 tDKK.

### 6 CHARGES AND SECURITIES

The company is jointly tax registered with other Regus companies and is therefore jointly liable for VAT settlement.

#### Collateral

SKAT (the Danish Tax Authorities) has raised a number of questions concerning transfer pricing documentation. On the date of the signature it is not yet known whether the issues give rise to any further questions.



## **NOTES**

### **7 RELATED PARTIES AND OWNERSHIP**

#### **Other related parties**

Noerreport Centre ApS' related parties comprise the following:  
IWG Plc, 26 Boulevard Royal, 2449 Luxemborg.

