

RGC Management A/S

Rosengårdcentret
Ørbækvej 75, 5220 Odense SØ

CVR no. 34 59 34 42

Annual report

for the year 1 January - 31 December 2018

Approved at the Company's annual general meeting on 30 April 2019

Chairman:



.....
Jens Hintze





Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 January - 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10

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 RGC Management A/S for the financial year 1 January - 31 December 2018.

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 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018.

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.

Odense, 30 April 2019

Executive Board:

.....
Jens Hintze

Board of Directors:


.....
Marcus Friedrich Janko
Chairman


.....
Jens Hintze


.....
Michael Werber Eckert

Independent auditor's report

To the shareholders of RGC Management A/S

Opinion

We have audited the financial statements of RGC Management A/S for the financial year 1 January - 31 December 2018, which comprise 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 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 as to 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 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.

Independent auditor's report

- ▶ 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 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 the 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 the work we have performed, 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, 30 April 2019
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Kaare K. Lendorf
state authorised public accountant
mne33819



Management's review

Company details

Name RGC Management A/S
Address, Postal code, City Rosengårdcentret
Ørbækvej 75, 5220 Odense SØ

CVR no. 34 59 34 42
Registered office Odense
Financial year 1 January - 31 December

Board of Directors Marcus Friedrich Janko, Chairman
Jens Hintze
Michael Werner Eckert

Executive Board Jens Hintze

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

Bankers Nykredit Bank
Danske Bank

Lawyer Kromann Reumert



Management's review

Business review

The company's main activity is asset management and related activities.

Financial review

The income statement for 2018 shows a loss of DKK 418,502 against a profit of DKK 4,099,629 last year, and the balance sheet at 31 December 2018 shows equity of DKK 81,500.

The share capital is of DKK 500,000 and as the total equity is of DKK 181,125 at the end of 2018 the company has lost over 50 % of the share capital and is therefore included in the rules of the Danish Company Law § 119. Management is convinced that the share capital will be re-established through profit in the next years.

Events after the balance sheet date

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



Financial statements 1 January - 31 December

Income statement

Note	DKK	2018	2017
	Gross margin	3,187,547	8,671,079
2	Staff costs	-3,533,962	-3,247,560
3	Depreciation of property, plant and equipment	-106,856	-104,282
	Profit/loss before net financials	-453,271	5,319,237
	Financial income	238	2,596
4	Financial expenses	-77,166	-46,415
	Profit/loss before tax	-530,199	5,275,418
5	Tax for the year	111,697	-1,175,789
	Profit/loss for the year	-418,502	4,099,629
	Recommended appropriation of profit/loss		
	Proposed dividend recognised under equity	0	4,000,000
	Retained earnings/accumulated loss	-418,502	99,629
		-418,502	4,099,629



Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2018	2017
	ASSETS		
	Non-current assets		
6	Property, plant and equipment		
	Other fixtures and fittings, tools and equipment	512,901	581,289
		<u>512,901</u>	<u>581,289</u>
	Financial assets		
	Deferred tax assets	38,580	0
		<u>38,580</u>	<u>0</u>
	Total non-current assets	<u>551,481</u>	<u>581,289</u>
	Current assets		
	Receivables		
	Trade receivables	12,811,614	5,691,006
	Income taxes receivable	415,388	0
	Other receivables	0	4,997,365
	Prepayments	44,305	24,467
		<u>13,271,307</u>	<u>10,712,838</u>
	Cash	2,487,089	3,269,138
	Total current assets	<u>15,758,396</u>	<u>13,981,976</u>
	TOTAL ASSETS	<u>16,309,877</u>	<u>14,563,265</u>
	EQUITY AND LIABILITIES		
	Equity		
7	Share capital	500,000	500,000
	Retained earnings	-418,500	99,627
	Dividend proposed for the year	0	4,000,000
	Total equity	<u>81,500</u>	<u>4,599,627</u>
	Non-current liabilities		
	Deferred tax	0	73,117
	Total non-current liabilities	<u>0</u>	<u>73,117</u>
	Current liabilities		
	Trade payables	633,032	859,339
	Payables to group entities	10,348,293	5,223,274
	Income taxes payable	0	542,437
	Other payables	5,247,052	3,265,471
	Total current liabilities	<u>16,228,377</u>	<u>9,890,521</u>
	Total liabilities	<u>16,228,377</u>	<u>9,963,638</u>
	TOTAL EQUITY AND LIABILITIES	<u>16,309,877</u>	<u>14,563,265</u>

- 1 Accounting policies
- 8 Collateral
- 9 Related parties

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	Share capital	Retained earnings	Dividend proposed for the year	Total
Equity at 1 January 2017	500,000	96,783	4,000,000	4,596,783
Transfer through appropriation of profit	0	99,629	4,000,000	4,099,629
Adjustment of dividend at the beginning of the year	0	-96,785	96,785	0
Dividend distributed	0	0	-4,096,785	-4,096,785
Equity at 1 January 2018	500,000	99,627	4,000,000	4,599,627
Transfer through appropriation of loss	0	-418,502	0	-418,502
Adjustment of dividend at the beginning of the year	0	-99,625	99,625	0
Dividend distributed	0	0	-4,099,625	-4,099,625
Equity at 31 December 2018	500,000	-418,500	0	81,500

The company has lost over 50 % of the share capital, and is therefore included in the rules of the Danish Company Law § 119 about lose of share capital.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of RGC Management A/S for 2018 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.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

The Company has chosen IAS 11/IAS 18 as interpretation for revenue recognition.

Income from the rendering of services, which comprises management fee, construction planning fee and other fees, is recognised as revenue as the services are rendered, implying that revenue corresponds to the market value of the services rendered in the year (production method).

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross margin

The items revenue, cost of sales and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

Cost of sales

Cost of sales includes the cost for services used in generating the year's revenue.

Other external expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Other fixtures and fittings, tools and equipment	3-10 years
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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.

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Equity

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

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.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base 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. 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.

Other payables

Other payables are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK	2018	2017
2 Staff costs		
Wages/salaries	3,162,683	2,865,336
Pensions	195,394	203,723
Other social security costs	89,257	112,615
Other staff costs	86,628	65,886
	<u>3,533,962</u>	<u>3,247,560</u>
Average number of full-time employees	<u>18</u>	<u>17</u>
3 Depreciation of property, plant and equipment		
Depreciation of property, plant and equipment	106,856	104,282
	<u>106,856</u>	<u>104,282</u>
4 Financial expenses		
Interest expenses, group entities	9,394	8,245
Other financial expenses	67,772	38,170
	<u>77,166</u>	<u>46,415</u>
5 Tax for the year		
Estimated tax charge for the year	0	1,167,209
Deferred tax adjustments in the year	-111,697	-4,686
Tax adjustments, prior years	0	13,266
	<u>-111,697</u>	<u>1,175,789</u>
6 Property, plant and equipment		
DKK		Other fixtures and fittings, tools and equipment
Cost at 1 January 2018		1,142,748
Additions in the year		38,468
Cost at 31 December 2018		<u>1,181,216</u>
Impairment losses and depreciation at 1 January 2018		561,459
Depreciation in the year		106,856
Impairment losses and depreciation at 31 December 2018		<u>668,315</u>
Carrying amount at 31 December 2018		<u>512,901</u>



Financial statements 1 January - 31 December

Notes to the financial statements

7 Share capital

The Company's share capital has remained DKK 500,000 over the past 5 years.

8 Collateral

The Company has not provided security or other collateral in its assets.

9 Related parties

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
ECE Projektmanagement International G.m.b.H.	Hamburg	Contact ECE for the consolidated financial statements