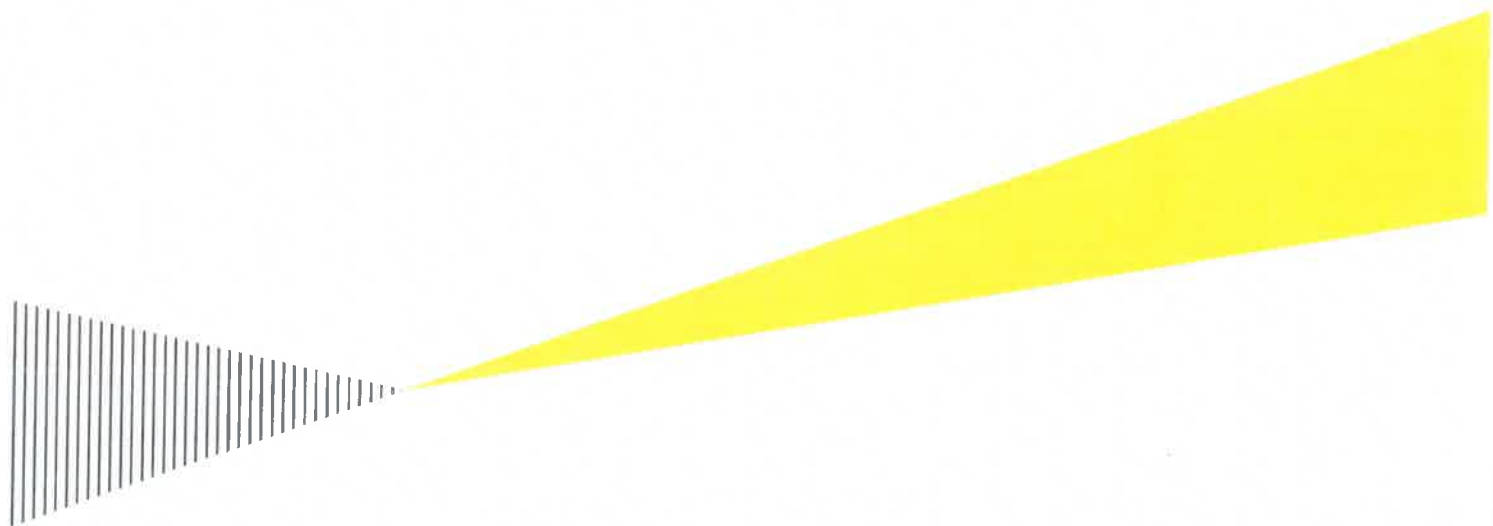


# RGC Management A/S

Rosengårdcentret  
Ørbækvej 75, 5220 Odense SØ

CVR no. 34 59 34 42



## Annual report for the year 1 January - 31 December 2016

Approved at the annual general meeting of shareholders on 31 May 2017

Chairman:

  
.....  
Heinrich Christoph Augustin

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### 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 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 financial position of the Company at 31 December 2016 and of the results of the Company's operations for the financial year 1 January - 31 December 2016.

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, 31 May 2017  
Executive Board:

  
.....  
Jens Hintze

Board of Directors:

  
.....  
Heinrich Christoph Augustin  
Chairman  
.....  
Jens Hintze  
.....  
Katrin Teschner  
.....  
Michael Werner 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 2016, 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.

In our 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's operations for the financial year 1 January - 31 December 2016 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 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. 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 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 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 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 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.

### Independent auditor's report

- 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 conclusion is 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 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 our procedures, 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, 31 May 2017  
Ernst & Young  
Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

  
Kaare Kristensen Lendorf  
state authorised public accountant



## 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	Heinrich Christoph Augustin, Chairman Jens Hintze Katrin Teschner 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**

### **Management commentary**

#### **Business review**

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

#### **Financial review**

The income statement for 2016 shows a profit of DKK 4,096,785 against DKK 2,364,886 last year, and the balance sheet at 31 December 2016 shows equity of DKK 4,596,785.

#### **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 for the period 1 January - 31 December

### Income statement

Note	DKK	2016	2015
	Gross margin	10,406,634	8,930,234
2	Staff costs	-5,022,969	-5,682,005
	Depreciation of property, plant and equipment	-100,823	-141,158
	<b>Profit before net financials</b>	<b>5,282,842</b>	<b>3,107,071</b>
	Financial income	900	849
	Financial expenses	-29,069	-24,795
	<b>Profit before tax</b>	<b>5,254,673</b>	<b>3,083,125</b>
3	Tax for the year	-1,157,888	-718,239
	<b>Profit for the year</b>	<b>4,096,785</b>	<b>2,364,886</b>
	<b>Recommended appropriation of profit</b>		
	Proposed dividend recognised under equity	4,000,000	2,364,886
	Retained earnings	96,785	0
		<b>4,096,785</b>	<b>2,364,886</b>



## Financial statements for the period 1 January - 31 December

### Balance sheet

Note	DKK	2016	2015
	<b>ASSETS</b>		
	<b>Fixed assets</b>		
4	<b>Property, plant and equipment</b>		
	Other fixtures and fittings, tools and equipment	679,610	709,954
		<u>679,610</u>	<u>709,954</u>
	<b>Total fixed assets</b>	<u>679,610</u>	<u>709,954</u>
	<b>Non-fixed assets</b>		
	<b>Receivables</b>		
	Trade receivables	4,539,464	1,670,388
	Income taxes receivable	0	557,221
	Other receivables	4,919,355	226,929
	Prepayments	54,819	17,408
		<u>9,513,638</u>	<u>2,471,946</u>
	<b>Cash</b>	3,245,022	6,043,393
	<b>Total non-fixed assets</b>	<u>12,758,660</u>	<u>8,515,339</u>
	<b>TOTAL ASSETS</b>	<u>13,438,270</u>	<u>9,225,293</u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
5	Share capital	500,000	500,000
	Retained earnings	96,785	0
	Dividend proposed for the year	4,000,000	2,364,886
	<b>Total equity</b>	<u>4,596,785</u>	<u>2,864,886</u>
	<b>Provisions</b>		
	Deferred tax	77,803	60,575
	<b>Total provisions</b>	<u>77,803</u>	<u>60,575</u>
	<b>Liabilities</b>		
	<b>Current liabilities</b>		
	Trade payables	1,517,005	193,139
	Payables to group entities	3,685,411	1,817,138
	Income taxes payable	230,660	0
	Other payables	3,330,606	4,289,555
		<u>8,763,682</u>	<u>6,299,832</u>
	<b>Total liabilities other than provisions</b>	<u>8,763,682</u>	<u>6,299,832</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>13,438,270</u>	<u>9,225,293</u>

1 Accounting policies

6 Collateral

7 Related parties



## Financial statements for the period 1 January - 31 December

### Statement of changes in equity

DKK	Share capital	Retained earnings	Dividend proposed for the year	Total
Equity at 1 January 2016	500,000	0	2,364,886	2,864,886
Transfer, see "Appropriation of profit"	0	96,785	4,000,000	4,096,785
Dividend distributed	0	0	-2,364,886	-2,364,886
Equity at 31 December 2016	500,000	96,785	4,000,000	4,596,785

## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of RGC Management A/S for 2016 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.

#### Changes to presentation and disclosures only

Effective 1 January 2016, the Company has implemented act no. 738 of 1 June 2015 with amendments to the Danish Financial Statements Act. As the implementation of the amendment act has no impact in terms of value on the income statement or the balance sheet in the financial year, nor on the comparative figures, the financial statements have been prepared based on the same accounting policies as last year.

The amendment act has solely implied new or changed presentation and disclosure requirements, which have been incorporated in the financial statements.

#### 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

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, change in inventories of finished goods and work in progress, work performed for own account and capitalised, other operating income 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 of goods and services used in generating the year's revenue.



## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### 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.

##### 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

##### 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.

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.



## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### 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.

##### 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 using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities.

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.

DKK	2016	2015
<b>2 Staff costs</b>		
Wages/salaries	4,539,765	5,262,079
Pensions	296,577	164,784
Other social security costs	85,479	99,287
Other staff costs	101,148	155,855
	<u>5,022,969</u>	<u>5,682,005</u>



## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 3 Tax for the year

Estimated tax charge for the year	1,140,660	712,779
Deferred tax adjustments in the year	17,228	5,460
	<u>1,157,888</u>	<u>718,239</u>

#### 4 Property, plant and equipment

DKK	Other fixtures and fittings, tools and equipment
Cost at 1 January 2016	1,066,309
Additions in the year	70,478
Cost at 31 December 2016	<u>1,136,787</u>
Impairment losses and depreciation at 1 January 2016	356,355
Depreciation in the year	100,822
Impairment losses and depreciation at 31 December 2016	<u>457,177</u>
<b>Carrying amount at 31 December 2016</b>	<u>679,610</u>

#### 5 Share capital

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



## Financial statements for the period 1 January - 31 December

### Notes to the financial statements

#### 6 Collateral

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

#### 7 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.	Heegbarg 30, 22391 Hamburg, Germany	please contact ECE Projektmanagement G.m.b.H. & Co. KG

##### Ownership

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

<u>Name</u>	<u>Domicile</u>
ECE Projektmanagement International G.m.b.H.	Heegbarg 30, 22391 Hamburg, Germany