

# **AI Keyemde 2 ApS**

Lautrupparken 40

2750 Ballerup

CVR No. 34704139

## **Annual Report 2015**

3. financial year

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

1 April 2016

A handwritten signature in blue ink, appearing to read 'Frank Jensen', is written over a horizontal line.

Chairman

**Contents**

Management's Statement	3
Independent Auditor's Report	4
Company Information	5
Management's Review	6
Accounting Policies	7
Income Statement	9
Balance Sheet	10
Notes	12

## Management's Statement

The Executive Board have today discussed and approved the annual report for the financial year 1 January 2015 - 31 December 2015 for AI Keyemde 2 ApS.

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

In our opinion the financial statements provide a fair presentation of the Company's assets, liabilities and financial position at 31 December 2015 and of the results of the Company's operations for the financial year 1 January 2015 - 31 December 2015.

In our opinion the Management's review provides a fair account of the circumstances discussed.

It is recommended that the annual report be approved by the Annual General Meeting.

Ballerup, 1 April 2016

### Executive Board



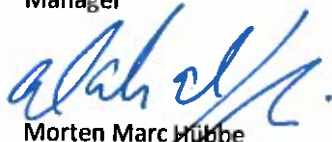
Léo Apotheker  
Manager



Michael Christiansen  
Manager



John Woyton  
Manager



Morten Marc Hübbe  
Manager



Jannich Lund  
Manager



Eva Berneke  
Manager



Frederic Evans Wakeman  
Manager

## Independent Auditor's Report

To the shareholders of AI Keyemde 2 ApS

### Statement on the financial statements

We have audited the financial statements for AI Keyemde 2 ApS for the financial year 1 January 2015 - 31 December 2015, which comprise accounting policies, income statement, balance sheet and notes. The financial statements have been prepared in accordance with the Danish Financial Statements Act.

### Management's Responsibility 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. Management is further responsible for such internal control as it determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the company's preparation of financial statements that give a true and fair view 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

The audit has not resulted in any qualification.

### Opinion

In our opinion, the Financial Statements give a true and fair view of the company's assets, liabilities and financial position at 31 December 2015 and of the results of the Company's operations for the financial year 1 January 2015 - 31 December 2015 in accordance with the Danish Financial Statements Act.

### Statement on Management's Review

We have in accordance with the Danish Financial Statements Act read Management's review. We have not performed any procedures additional to the audit of the financial statements. On this basis, in our opinion, the information provided in Management's review is consistent with the financial statements.

Ballerup, 1 April 2016

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerskab



Finn T. Nielsen  
State Authorised Public Accountant



Leif Ulbæk Jensen  
State Authorised Public Accountant

## **AI Keyemde 2 ApS**

### **Company details**

<b>Company</b>	AI Keyemde 2 ApS Lautrupparken 40 2750 Ballerup
<b>CVR No.</b>	34704139
<b>Registered office</b>	Ballerup
<b>Financial year</b>	1 January 2015 - 31 December 2015
<b>Executive Board</b>	Léo Apotheker, Manager Michael Christiansen, Manager John Woyton, Manager Morten Marc Hübbe, Manager Jannich Lund, Manager Eva Berneke, Manager Frederic Evans Wakeman, Manager
<b>Auditors</b>	PricewaterhouseCoopers Statsautoriseret Revisionspartnerskab Strandvejen 44 2900 Hellerup CVR-no.: 33771231

## **Management's Review**

### **The Company's principal activities**

The Company's key activities comprise the holding of equity investments in AI Keyemde 3 ApS, which is 100% owned, and this company's subsidiaries. The shares were purchased on December 20, 2012.

### **Development in activities and financial matters**

The Company's income statement for the financial year 01-01-2015 - 31-12-2015 shows a loss of t.kr. -97 and the Company's balance sheet at 31-12-2015 shows a balance sheet total of t.kr. 1.310.961 and equity of t.kr. 1.310.870.

### **Recognition and measurement uncertainty**

Recognition and measurement have not been affected by any significant uncertainty.

### **Events after the end of the financial year**

No events significant to the Company's financial position have occurred since the end of the financial year.

## Accounting Policies

### Reporting Class

The Annual Report of AI Keyemde 2 ApS for 2015 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The accounting policies applied remain unchanged from last year.

### Reporting currency

The Annual Report is presented in Thousand Danish kroner (t.kr.).

## General Information

### Basis of recognition and measurement

Revenue is recognized in the income statement as earned, including value adjustments of financial assets and liabilities measured at fair value or amortized cost. Moreover, all expenses incurred to achieve the revenue for the year are recognized in the income statement, including depreciation, amortization, impairment losses and provisions, as well as reversals as a result of changes to accounting estimates previously recognized in the income statement.

Assets are recognized in the balance sheet when it is probable that future economic benefits will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognized in the balance sheet when it is probable that future economic benefits will flow out of the company, and the value of the liability can be measured reliably.

Assets and liabilities are initially recognized at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortized cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortized cost is calculated as original cost less any repayments with addition/deduction of the cumulative amortization of any difference between cost and the nominal amount. Any exchange gains and losses are recognized over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the annual report which confirm or refute circumstances existing at the balance sheet date.

## Income Statement

### Other external expenses

Other external expenses include expenses relating to sales and administration.

### Income from equity investments in group enterprises and associates

Income from equity investments comprises dividends received from group enterprises and associates in so far as they do not exceed the accumulated earnings in the group enterprise or the associate during the ownership period.

### Financial income and expenses

Financial income and expenses are recognized in the income statement at the amounts relating to the financial year. Financial items comprise interest income and expenses, realized and unrealized exchange gains and losses relating to securities, debt and transactions in foreign currencies, dividends received on other equity investments, amortization of financial assets and liabilities, and additions and reimbursements under the on-account tax scheme.

## Accounting Policies

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

Tax on net profit/loss for the year comprises current tax on expected taxable income of the year and the year's adjustment of deferred tax less the part of the tax of the year that relates to changes in equity. Current and deferred tax regarding changes in equity is recognised directly in equity.

## Balance Sheet

### Investments

Equity investments in Group enterprises are measured in the parent company's financial statements at cost less write-downs.

Loans to Group enterprises are recognized in the financial statements under Investments provided they are non-current.

This accounting item includes write-downs and the dividend for the year from Group enterprises. The dividend is recognized when the shareholder's dividend entitlement is approved by the competent company bodies.

If the dividend exceeds total earnings since the acquisition date, it is recognized as a write-down of the cost of the investment.

### Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand as well as short-term securities with a term of less than three months which can be converted directly into cash at bank and in hand and involve only an insignificant risk of value changes.

### Financial liabilities

Financial liabilities are recognized when a loan is raised at the proceeds received less transaction costs incurred. Interest-bearing debt is subsequently measured at amortized cost on the basis of the effective interest rate on the borrowing date.

Other debt is measured at amortized cost, equivalent to the nominal debt outstanding.

### Current tax liabilities

Current tax liabilities and current tax receivables are recognised in the Balance Sheet as calculated tax on the expected taxable income for the year, adjusted for tax on taxable income for previous years as well as for tax prepaid.

### Contingent assets and liabilities

Contingent assets and liabilities are not recognised in the Balance Sheet but appear only in the notes.

### Statement of cash flows

In accordance with section 86, para. 4 of the Danish Financial Statements Act, no statement of cash flows has been prepared for the Company as the Company's cash flows are included in the consolidated statement of cash flows for AI Keyemde ApS.



**Income Statement**

	<b>Note</b>	<b>2015 tkr.</b>	<b>2014 tkr.</b>
Other external expenses		-126	-97
<b>Gross result</b>		<b>-126</b>	<b>-97</b>
<b>Profit from ordinary operating activities</b>		<b>-126</b>	<b>-97</b>
Finance expences	<b>1</b>	-1	0
<b>Profit from ordinary activities before tax</b>		<b>-127</b>	<b>-97</b>
Tax expense on ordinary activities		30	24
<b>Profit</b>		<b>-97</b>	<b>-73</b>

**Balance Sheet as of 31. December**

	<b>Note</b>	<b>2015 tkr.</b>	<b>2014 tkr.</b>
<b>Assets</b>			
Long-term investments in group enterprises	2, 3	1.310.898	1.310.898
<b>Investments</b>		<b>1.310.898</b>	<b>1.310.898</b>
<b>Fixed assets</b>		<b>1.310.898</b>	<b>1.310.898</b>
Short-term tax receivables		30	24
<b>Receivables</b>		<b>30</b>	<b>24</b>
<b>Cash and cash equivalents</b>		<b>33</b>	<b>136</b>
<b>Current assets</b>		<b>63</b>	<b>160</b>
<b>Assets</b>		<b>1.310.961</b>	<b>1.311.058</b>

**Balance Sheet as of 31. December**

	Note	2015 tkr.	2014 tkr.
<b>Liabilities and equity</b>			
Contributed capital		21.789	21.789
Retained earnings		1.289.081	1.289.178
<b>Equity</b>	<b>4</b>	<b>1.310.870</b>	<b>1.310.967</b>
Payables to group enterprises		91	91
<b>Short-term liabilities other than provisions</b>		<b>91</b>	<b>91</b>
<b>Liabilities other than provisions within the business</b>		<b>91</b>	<b>91</b>
<b>Liabilities and equity</b>		<b>1.310.961</b>	<b>1.311.058</b>
Contingent liabilities	5		
Collaterals and assets pledges as security	6		
Related parties	7		

## Notes

	2015	2014
<b>1. Finance expenses</b>		
	2015	2014
Other finance expenses	1	0
	<u>1</u>	<u>0</u>
<b>2. Long-term investments</b>		
Cost at the beginning of the year	1.310.898	2.170.898
Cost at the end of the year	<u>1.310.898</u>	<u>2.170.898</u>
Depreciation and amortisation at the beginning of the year	0	0
Impairment losses beginning of the year	0	0
Received dividend in excess of cumulative earnings	0	-860.000
Paid dividend	0	0
Impairment losses and amortisation at the end of the year	<u>0</u>	<u>-860.000</u>
Carrying amount at the end of the year	<u>1.310.898</u>	<u>1.310.898</u>

### 3. Disclosure in long-term investments in group enterprises and associates

Group enterprises			t.kr.	tkr
Name	Registered office	Share held in %	Equity	Profit
AI Keyemde 3 ApS	Ballerup	100,00	1.038.325	106.559
			<u>1.038.325</u>	<u>106.559</u>

## Notes

### 4. Statement of changes in equity

	Contributed capital	Retained earnings	Total
Equity, January 1	21.789	1.289.178	1.310.967
Net profit for the year		-97	-97
	<b>21.789</b>	<b>1.289.081</b>	<b>1.310.870</b>

The Share Capital Comprises 21,786 million shares of DKK 1.

In 2012 the share capital was increased from DKK 80 thousand to 21,789 thousand.

### 5. Contingent liabilities

No contingent liabilities exist at the balance sheet date.

### 6. Collaterals and securities

A senior loan agreement was established in connection with AI Keyemde 3 ApS' acquisition of KMD EQUITY Holding A/S (merged with KMD Holding A/S). The senior loan agreement comprises two loan facilities and a revolving credit facility.

The senior loan agreement is a loan facility comprising three loan facilities and a revolving credit facility. On 31 December 2015 the nominal debt in relation to the loan agreement was DKK 4,123 million. The shares in AI Keyemde ApS and its subsidiaries have been pledged as security for the senior loan agreement.

AI Keyemde 2 ApS is jointly taxed with the other Danish companies in the Keyemde Group. The joint taxation also covers withholding tax in the form of tax on dividends, royalties and interest. The Danish companies are jointly and severally liable for the joint taxation. Any subsequent corrections to the taxable income subject to joint taxation or withholding taxes may lead to a higher liability.

### 7. Related parties

AI Keyemde 2 ApS is fully owned by AI Keyemde ApS and is part of the Consolidated Financial Statements of AI Keyemde ApS. A copy of the Consolidated Financial Statements can be obtained through the Company Secretary at Lautrupparken 40, 2750 Ballerup, Denmark.

AI Keyemde & Cy SCA holds 95.89% of the shares in AI Keyemde ApS. The ultimate owner of AI Keyemde & Cy SCA is Funds managed by Advent International Corporation. The funds ultimately controlling more than 25% of the shares in AI Keyemde & Cy SCA, are Advent International GPE VII-B Limited Partnership (29%) and Advent International GPE VII-E Limited Partnership (20%). No other Advent fund holds or controls more than 15% of the shares.

More information about Advent International can be found at [www.adventinternational.com](http://www.adventinternational.com).

AI Keyemde ApS is part of the Financial Statements of AI Keyemde & Cy SCA as a subsidiary. The parent company can be contacted at the address of the Company, 2-4, rue Beck, L-1222 Luxembourg, Grand Duchy of Luxembourg.