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Captrain Denmark ApS

Jernbanegade 7 A
6330 Padborg

Central Business Registration

No. 35 40 69 56

Annual report 2017

The Annual General Meeting adopted the annual report on 9/3 2018



Chairman of the General Meeting

CONTENTS

	<u>Page</u>
Statement by Management on the annual report	1
Independent auditor's report	2
Company details	4
Management commentary	5
Accounting policies	6
Income statement for 2017	10
Balance sheet at 31 December 2017	11
Statement of changes in equity for 2017	12
Cash flow statement for 2017	13
Notes	14

STATEMENT BY MANAGEMENT ON THE ANNUAL REPORT

The Executive Board has today considered and approved the annual report of Captrain Denmark ApS for the financial year 1 January to 31 December 2017.

The annual report is presented in accordance with International Financial Reporting Standards as approved by the EU and Danish information requirements according to the Danish Financial Statements Act.


In my opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2017 and of its financial performance for the financial year 1 January to 31 December 2017.

I believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

I recommend the annual report for adoption at the Annual General Meeting.

Padborg, 8 March 2018

Management



Henrik Günther Helmut Würdemann
Chief Executive Officer

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Captrain Denmark ApS

Opinion

We have audited the Financial Statements of Captrain Denmark ApS for the financial year 1 January - 31 December 2017, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Company. The Financial Statements are prepared in accordance with International Financial Reporting Standards as approved by the EU and Danish information requirements according to 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 2017 and of the result of the Company's operations for the financial year 1 January - 31 December 2017 in accordance with International Financial Reporting Standards as approved by the EU and Danish information requirements according to the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Financial Reporting Standards as approved by the EU and Danish information requirements according to the Danish Financial Statements Act. 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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on 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 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 Management's Review.

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 International Financial Reporting Standards as approved by the EU and Danish information requirements according to 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.

INDEPENDENT AUDITOR'S REPORT**Auditor's Responsibility 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 International Financial Reporting Standards as approved by the EU and Danish information requirements according to the Danish Financial Statements Act 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 of accounting information 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.

Elsinore, 8 March 2018

CVR no 30 19 52 64

Kallermann Revision A/S - statsautoriseret revisionsfirma



Peter Kallermann

State Authorised Public Accountant

MNE-no.: mne8285

MANAGEMENT COMMENTARY**COMPANY DETAILS**

Company	Captrain Denmark ApS Jernbanegade 7 A 6330 Padborg
	Central Business Registration No.: 35 40 69 56
	Established: 20.07.2013
	Registered in: Aabenraa
	Financial year: 01.01.-31.12.
Executive Board	Henrik Günther Helmut Würdemann
Company auditors	Kallermann Revision A/S - statsautoriseret revisionsfirma Stationspladsen 1 og 3 DK-3000 Elsinore Denmark

MANAGEMENT COMMENTARY**Primary activities**

The Company's activities comprise freight and transport of goods by railway and other activities in this connection.

Development in activities and finances

The profit for the year amounts to 14.759.098 DKK after receiving a remission of debt of 20.000.000 DKK, which is in accordance with the Management's expectations.

Uncertainty relating to recognition and measurement

The financial report is not affected by uncertainty in recognition and measurement.

Unusual circumstances

The Company has received a remission of debt of 20.000.000 DKK.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Outlook

The Company expects a positive development for 2018.

ANNUAL REPORT

ACCOUNTING POLICIES

Captrain Denmark ApS is a limited liability company situated in Denmark.

This annual report has been presented in accordance with the provisions of the International Financial Reporting Standards as approved by EU and other Danish information requirements in the Danish Financial Statements act, governing reporting class B enterprises with additional choice of a few rules from class C enterprises.

The accounting policies applied for these financial statements are consistent with those applied last year.

Basis of preparation

The annual report is presented in Danish kroner.

The annual report is prepared after the historic principle.

The accounting policies described below have been used consistently in the financial year.

Recognition and measurement

Income is recognised in the income statement when earned, hereunder valuation adjustment concerning financial assets and liabilities. Costs are also recognised in the income statement, hereunder depreciations and amortisations.

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

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

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Certain financial assets and liabilities are measured at amortized cost in order to calculate a constant effective interest rate during the loan period. Amortized cost is recognized as original cost with deduction of contingent instalments as well as additions and deduction of accumulated amortization of the difference between cost and nominal value.

Events that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

INCOME STATEMENT

Revenue

Revenue from the invoiced sale is recognised in the income statement when delivery is made and risk have passed to the buyer before the year end.

ANNUAL REPORT

ACCOUNTING POLICIES

Contract work in progress is included in revenue based on the stage of completion so that revenue corresponds to the selling price of the work performed in the financial year (the percentage-of-completion method).

Other operating income and expenses

Other operating income and expenses comprise income and expenses of a secondary nature as viewed in relation to the Company's primary activities, including subsidies, rental income, licence income, etc.

Other external expenses

Other external expenses comprise expenses for distribution, sale, marketing, administration, premises, bad debts, etc.

Other external expenses also include research costs and costs of development projects that do not meet the criteria for recognition in the balance sheet. In addition, provisions for loss on contract work in progress are recognised.

Staff costs

Staff costs comprise salaries and wages as well as social security costs, pension contributions, etc for the Company's staff.

Financial income and expenses

These items comprise interest income and expenses, the interest portion of finance lease payments, realised and unrealised capital gains and losses on securities, payables and transactions in foreign currencies, amortisation premium or allowance on mortgage debt etc as well as tax surcharge and tax relief under the Danish Tax Prepayment Scheme.

Income taxes

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

BALANCE SHEET

Intangible assets

Licences

Licences are measured at cost less accumulated depreciation or at recuperation value if it is lower. Licences are depreciated over a period of 5 years.

Other fixtures and fittings, tools and equipment and leasehold improvements

Other fixtures and fittings, tools and equipment and leasehold improvements are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price and costs directly attributable to the acquisition, and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Residual value is reassessed yearly. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

ANNUAL REPORT

ACCOUNTING POLICIES

Other fixtures and fittings, tools and equipment (residual value 0 per cent)	5 years
Leasehold improvements	5 years

Profits and losses from the sale of other fixtures and fittings, tools and equipment are calculated as the difference between net proceeds and carrying amount at the time of sale.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less provisions for bad debts.

Contract work in progress

Contract work in progress is measured at the selling price of the work carried out at the balance sheet date. The selling price is measured based on the stage of completion and the total estimated income from the individual contracts in progress.

Usually, the stage of completion is determined as the ratio between actual and total budgeted consumption of resources.

If the selling price cannot be made up reliably, it is measured at the lower of costs incurred and net realisable value

When it is probable that the total cost exceed the total income from contracts the expected loss is included in the contract at once.

Each contract in progress is recognised in the balance sheet under receivables or liabilities other than provisions, depending on whether the net value, calculated as the selling price less prepayments received, is positive or negative.

Costs of sales work and of securing contracts as well as financing costs are recognised in the income statement as incurred.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Other financial liabilities

Other financial liabilities are measured at amortised cost which usually corresponds to nominal value.

Cash flow statement

The cash flow statement is presented using the indirect method and shows cash flows from operating, investing and financing activities as well as the Company's cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and income taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments as well as purchase, development, improvement and sale, etc of intangible assets and property, plant and equipment, including acquisition of assets held under finance leases.

Cash flows from financing activities comprise changes in the size or composition of the Company's share capital and related costs as well as the raising of loans, inception of finance leases, instalments on interest-bearing debt, purchase of treasury shares, and payment of dividend.

ANNUAL REPORT

ACCOUNTING POLICIES

Cash and cash equivalents comprise cash and short-term securities with an insignificant price risk less short-term bank debt.

ANNUAL REPORT

INCOME STATEMENT FOR 2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2016 DKK</u>
Revenue	1	18.063.399	19.479.789
Other operating income	2	20.275.392	651.628
Costs from raw materials and consumables		-12.682.403	-12.159.839
Other external expenses		-2.089.500	-1.820.419
Staff costs	3	<u>-9.534.923</u>	<u>-11.734.672</u>
Operating profit/loss before depreciations		14.031.965	-5.583.513
Depreciations other fixtures and fittings, tools and equipment		<u>-48.691</u>	<u>-32.145</u>
Operating profit/loss		13.983.274	-5.615.658
Financial expenses	4	<u>-701.176</u>	<u>-368.666</u>
Profit/loss before tax		13.282.098	-5.984.324
Tax on profit for the year	5	<u>1.477.000</u>	<u>1.309.000</u>
PROFIT/LOSS FOR THE YEAR		<u>14.759.098</u>	<u>-4.675.324</u>
Proposed distribution of profit/loss			
Retained earnings		<u>14.759.098</u>	<u>-4.675.324</u>
		14.759.098	-4.675.324

ANNUAL REPORT

BALANCE SHEET AT 31 DECEMBER 2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2016 DKK</u>
ASSETS			
Licences	6	42.241	59.139
Intangible assets		42.241	59.139
Other fixtures and fittings, tools and equipment	7	16.895	28.835
Leasehold improvements	7	76.106	95.959
Property, plant and equipment		93.001	124.794
Deposits		134.150	131.000
Deferred tax assets	11	3.491.000	2.014.000
Other long-term assets		3.625.150	2.145.000
LONG-TERM ASSETS		3.760.392	2.328.933
Trade and other receivables	8	5.411.631	3.271.331
Contract work in progress	9	306.032	285.199
Prepayments		88.647	170.739
Receivables		5.806.310	3.727.269
Cash		15.534.561	5.337.544
SHORT-TERM ASSETS		21.340.871	9.064.813
ASSETS		25.101.263	11.393.746
EQUITY AND LIABILITIES			
Share capital	10	80.000	80.000
Retained earnings		7.583.162	-7.175.936
EQUITY		7.663.162	-7.095.936
Loan from shareholder	12	13.449.779	16.447.084
Non-current liabilities		13.449.779	16.447.084
Trade payables		3.316.530	1.066.207
Other payables		671.792	976.391
Current liabilities		3.988.322	2.042.598
TOTAL LIABILITIES		17.438.101	18.489.682
EQUITY AND LIABILITIES		25.101.263	11.393.746

Other notes

13-18

ANNUAL REPORT

STATEMENT OF CHANGES IN EQUITY FOR 2017

	Share capital DKK	Retained earnings DKK	Proposed dividend for the financial year DKK	Total DKK
Equity 01.01.2017	80.000	-7.175.936	0	-7.095.936
Profit/loss for the year	0	14.759.098	0	14.759.098
EQUITY AT 31.12.2017	80.000	7.583.162	0	7.663.162

ANNUAL REPORT

CASH FLOW STATEMENT FOR 2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2016 DKK</u>
Operating profit/loss before depreciations		14.031.965	-5.583.513
Working capital changes	14	<u>-133.317</u>	<u>-914.929</u>
		13.898.648	-6.498.442
Financial expenses paid		<u>-701.176</u>	<u>-368.666</u>
Cash flows from operating activities		<u>13.197.472</u>	<u>-6.867.108</u>
Deposits		-3.150	-115.500
Investment long-term assets		0	-99.268
Loans from related parties		<u>-2.997.305</u>	<u>6.609.619</u>
Cash flows from investing activities		<u>-3.000.455</u>	<u>6.394.851</u>
Increase/decrease in cash and cash equivalents		10.197.017	-472.257
Cash and cash equivalents at 01.01.2017		<u>5.337.544</u>	<u>5.809.801</u>
CASH AND CASH EQUIVALENTS AT 31.12.2017		<u>15.534.561</u>	<u>5.337.544</u>

ANNUAL REPORT

NOTES

	2017 DKK	2016 DKK
1. Revenue		
Denmark, service rendered	2.736.041	9.127.999
Foreign countries, service rendered	<u>15.327.358</u>	<u>10.351.790</u>
	<u>18.063.399</u>	<u>19.479.789</u>
2. Other operating income		
Administration fee	4.285	1.784
Environment subsidy	271.107	649.844
Remission of debt	<u>20.000.000</u>	<u>0</u>
	<u>20.275.392</u>	<u>651.628</u>
3. Staff costs		
Salaries and wages	6.963.863	8.801.902
Pension costs	1.140.906	1.345.684
Other social security costs	78.952	93.855
Other staff costs	<u>1.351.202</u>	<u>1.493.231</u>
	<u>9.534.923</u>	<u>11.734.672</u>
Average number of employees	<u>10</u>	<u>13</u>
4. Financial expenses		
Financial expenses associated company	589.074	317.614
Other financial expenses	<u>112.102</u>	<u>51.052</u>
	<u>701.176</u>	<u>368.666</u>
5. Tax on profit/loss for the year		
Current tax	0	0
Change in deferred tax	<u>-1.477.000</u>	<u>-1.309.000</u>
	<u>-1.477.000</u>	<u>-1.309.000</u>
6. Intangible assets		Licences DKK
Cost at 01.01.2017		84.483
Additions		0
Disposals		<u>0</u>
Cost at 31.12.2017		<u>84.483</u>
Depreciation and impairment losses at 01.01.2017		-25.344
Depreciation for the year		<u>-16.898</u>
Depreciation and impairment losses at 31.12.2017		<u>-42.242</u>
Carrying amount at 31.12.2017		<u>42.241</u>

ANNUAL REPORT

NOTES

	Leasehold improvements DKK	Other fixtures etc DKK
7. Other fixtures and fittings, tools and equipment		
Cost at 01.01.2017	99.268	59.680
Additions	0	0
Disposals	0	0
Cost at 31.12.2017	99.268	59.680
Depreciation and impairment losses at 01.01.2017	-3.309	-30.845
Depreciation for the year	-19.853	-11.940
Depreciation and impairment losses at 31.12.2017	-23.162	-42.785
Carrying amount at 31.12.2017	76.106	16.895
	2017 DKK	2016 DKK
8. Trade and other receivables		
Trade receivables	4.605.490	2.207.704
Other receivables	806.141	1.063.627
	5.411.631	3.271.331
9. Contract work in progress		
Selling price of completed work	306.032	285.199
	306.032	285.199
Net value is recognized in the balance sheet as follows:		
Contract work in progress	306.032	285.199
Prepayments received from customers	0	0
	306.032	285.199
10. Share capital		
Share capital consists of 800 shares at 100 DKK, which are fully paid.		
Share capital	80.000	80.000
Share capital at 31.12.2017	80.000	80.000

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NOTES

	<u>2017</u> DKK	<u>2016</u> DKK
11. Deferred tax		
Deferred tax is incumbent on the following financial statement items:		
Tax loss carry-forwards	-3.503.000	-2.027.000
Plant, property and equipment	5.000	7.000
Intangible assets	7.000	6.000
	<u>-3.491.000</u>	<u>-2.014.000</u>

Net value is recognized in the balance sheet as follows:

Deferred tax assets	-3.503.000	-2.027.000
Deferred tax liabilities	12.000	13.000
	<u>-3.491.000</u>	<u>-2.014.000</u>

	<u>Deferred tax</u> <u>assets</u> DKK	<u>Deferred tax</u> <u>liabilities</u> DKK
Deferred tax at 01.01.2017	2.014.000	0
Changes in the year	1.477.000	0
Deferred tax at 31.12.2017	<u>3.491.000</u>	<u>0</u>

Deferred tax is calculated at a rate of 22 per cent.

	<u>2017</u> DKK	<u>2016</u> DKK
12. Long-term liabilities other than provisions		
Debt associated company	13.449.779	16.447.084
Long-term portion of long-term liabilities other than provisions	<u>13.449.779</u>	<u>16.447.084</u>

Debt to associated company expires at 30 October 2018 but will automatically be prolonged with 1 year if it is not annulled.

13. Lease commitments

The Company has lease commitments. The lease commitments amount to a maximum of 2,2 million DKK.

14. Working capital changes

Change in receivables	-2.079.041	900.151
Change in trade payables et cetera	1.945.724	-1.815.080
	<u>-133.317</u>	<u>-914.929</u>

15. Related parties**Related parties with a controlling interest**

The following related parties have a controlling interest in Captrain Denmark ApS:
Captrain Deutschland GmbH, Germany, main capital owner

ANNUAL REPORT**NOTES****16. Ownership**

The Company has registered the following shareholders to hold more than 5 per cent of the voting share capital or of the nominal value of the share capital:

Captrain Deutschland GmbH, Georgenstrasse 22, D-10117 Berlin, Germany

17. Consolidation

Captrain Denmark ApS is included in the consolidated financial statements of Transport Ferroviaire Holding S.A.S., France.

The biggest consolidation circle, which is making the consolidated statements, in which Captrain Denmark ApS is included in, is:

Société Nationale des Chemins de fer Français

EPIC (SNCF) registered in Trade register of Paris, No.B. 552.049.447, Headquarter in 34 rue du Commandant Mouchotte, F-75014 Paris, France.

	2017	2016
	DKK	DKK
	<u> </u>	<u> </u>
18. Fees to auditors appointed by the Company in general meeting		
Statutory audit services	40.000	37.000
Other assurance engagements	0	0
Tax services	0	0
Other services	<u>221.520</u>	<u>171.997</u>
	<u>261.520</u>	<u>208.997</u>