

statsautoriseret revisionsfirma
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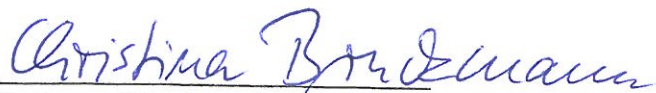
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Captrain Denmark ApS

**Central Business Registration
No. 35 40 69 56**

Annual report 2015

The Annual General Meeting adopted the annual report on ^{29.4.}2016



Chairman of the General Meeting

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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 2015.

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


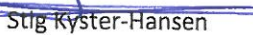
In my opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of its financial performance for the financial year 1 January to 31 December 2015.

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.

Elsinore, 25 January 2016

Management



Stig Kyster-Hansen
Chief Executive Officer

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Captrain Denmark ApS

Report on the financial statements

We have audited the financial statements of for the financial year 1 January 2015 to 31 December 2015, which comprise the accounting policies, income statement, balance sheet, statement on changes in equity, cashflow statement and notes. 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.

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.

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 about 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 judgement, 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 control relevant to the entity'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 entity'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 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

Our audit has not resulted in any qualification.

Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of the results of its operations and cash flow for the financial year 1 January 2015 to 31 December 2015 in accordance with International Financial Reporting Standards as approved by the EU and Danish information requirements according to the Danish Financial Statements Act.

Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements. On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

Elsinore, 25 January 2016

CVR no 30 19 52 64

Kallermann Revision A/S - statsautoriseret revisionsfirma



Peter Kallermann

State Authorised Public Accountant

MANAGEMENT COMMENTARY**COMPANY DETAILS**

Company	Captrain Denmark ApS H. P. Christensensvej 1 3000 Helsingør
	Central Business Registration No.: 35 40 69 56
	Established: 20.07.2013
	Registered in: Elsinore
	Financial year: 01.01.-31.12.
Executive Board	Stig Kyster-Hansen
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 loss for the year amounts to 1.238.313 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

No unusual circumstances have occurred during the financial year.

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 2016.

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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.

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.

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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

Other fixtures and fittings, tools and equipment 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:

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ACCOUNTING POLICIES

Other fixtures and fittings, tools and equipment (residual value 0 per cent) 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.

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

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INCOME STATEMENT FOR 2015

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Revenue	1	18.415.786	13.357.099
Other operating income	2	308.471	252.533
Costs from raw materials and consumables		-9.764.771	-4.753.492
Other external expenses		-1.226.948	-1.184.635
Staff costs	3	-9.068.021	-8.357.888
Operating profit/loss before depreciations		<u>-1.335.483</u>	<u>-686.383</u>
Depreciations other fixtures and fittings, tools and equipment		-20.388	-6.965
Operating profit/loss		<u>-1.355.871</u>	<u>-693.348</u>
Financial expenses	4	-200.442	-173.052
Profit/loss before tax		<u>-1.556.313</u>	<u>-866.400</u>
Tax on profit for the year	5	318.000	196.000
PROFIT/LOSS FOR THE YEAR		<u><u>-1.238.313</u></u>	<u><u>-670.400</u></u>
Proposed distribution of profit/loss			
Retained earnings		<u>-1.238.313</u>	<u>-670.400</u>
		<u>-1.238.313</u>	<u>-670.400</u>

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BALANCE SHEET AT 31 DECEMBER 2015

	Notes	2015 DKK	2014 DKK
ASSETS			
Licences	6	76.035	0
Intangible assets		76.035	0
Other fixtures and fittings, tools and equipment	7	40.775	52.715
Property, plant and equipment		40.775	52.715
Deposits		15.500	10.500
Deferred tax assets	11	705.000	387.000
Other long-term assets		720.500	397.500
LONG-TERM ASSETS		837.310	450.215
Trade and other receivables	8	4.316.140	3.702.167
Contract work in progress	9	215.213	224.600
Prepayments		96.067	2.732
Receivables		4.627.420	3.929.499
Cash		5.809.801	1.824.174
SHORT-TERM ASSETS		10.437.221	5.753.673
ASSETS		11.274.531	6.203.888
EQUITY AND LIABILITIES			
Share capital	10	80.000	80.000
Retained earnings		-2.500.612	-1.262.299
EQUITY		-2.420.612	-1.182.299
Loan from shareholder	12	9.837.465	5.368.475
Non-current liabilities		9.837.465	5.368.475
Trade payables		2.795.070	1.374.286
Other payables		1.062.608	643.426
Current liabilities		3.857.678	2.017.712
TOTAL LIABILITIES		13.695.143	7.386.187
EQUITY AND LIABILITIES		11.274.531	6.203.888
Other notes	13-18		

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STATEMENT OF CHANGES IN EQUITY FOR 2015

	Share capital DKK	Retained earnings DKK	Proposed dividend for the financial year DKK	Total DKK
Equity 01.01.2015	80.000	-1.262.299	0	-1.182.299
Profit/loss for the year	0	-1.238.313	0	-1.238.313
EQUITY AT 31.12.2015	80.000	-2.500.612	0	-2.420.612

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CASH FLOW STATEMENT FOR 2015

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Operating profit/loss before depreciations		-1.335.483	-686.383
Working capital changes	14	<u>1.142.044</u>	<u>-909.107</u>
		-193.439	-1.595.490
Financial expenses paid		<u>-200.441</u>	<u>-173.052</u>
Cash flows from operating activities		<u>-393.880</u>	<u>-1.768.542</u>
Deposits		-5.000	0
Investment long-term assets		-84.483	-59.680
Loans from related parties		<u>4.468.990</u>	<u>1.638.325</u>
Cash flows from investing activities		<u>4.379.507</u>	<u>1.578.645</u>
Increase/decrease in cash and cash equivalents		3.685.627	-189.897
Cash and cash equivalents at 01.01.2015		<u>1.824.174</u>	<u>2.014.071</u>
CASH AND CASH EQUIVALENTS AT 31.12.2015		<u><u>5.809.801</u></u>	<u><u>1.824.174</u></u>

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	<u>2015</u> DKK	<u>2014</u> DKK
1. Revenue		
Denmark, service rendered	1.761.592	2.288.240
Foreign countries, service rendered	<u>16.654.194</u>	<u>11.068.859</u>
	<u>18.415.786</u>	<u>13.357.099</u>
2. Other operating income		
Administration fee	127.125	178.500
Environment subsidy	<u>181.346</u>	<u>74.033</u>
	<u>308.471</u>	<u>252.533</u>
3. Staff costs		
Salaries and wages	6.947.091	6.253.257
Pension costs	1.029.504	913.393
Other social security costs	97.156	80.540
Other staff costs	<u>994.270</u>	<u>1.110.698</u>
	<u>9.068.021</u>	<u>8.357.888</u>
Average number of employees	<u>10</u>	<u>10</u>
4. Financial expenses		
Financial expenses associated company	172.411	151.836
Other financial expenses	<u>28.031</u>	<u>21.216</u>
	<u>200.442</u>	<u>173.052</u>
5. Tax on profit/loss for the year		
Current tax	0	0
Change in deferred tax	<u>-318.000</u>	<u>-196.000</u>
	<u>-318.000</u>	<u>-196.000</u>
6. Intangible assets		<u>Licences</u> DKK
Cost at 01.01.2015		0
Additions		84.483
Disposals		<u>0</u>
Cost at 31.12.2015		<u>84.483</u>
Depreciation and impairment losses at 01.01.2015		0
Depreciation for the year		<u>-8.448</u>
Depreciation and impairment losses at 31.12.2015		<u>-8.448</u>
Carrying amount at 31.12.2015		<u>76.035</u>

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	Other fixtures etc DKK	
7. Other fixtures and fittings, tools and equipment		
Cost at 01.01.2015	59.680	
Additions	0	
Disposals	0	
Cost at 31.12.2015	<u>59.680</u>	
Depreciation and impairment losses at 01.01.2015	-6.965	
Depreciation for the year	-11.940	
Depreciation and impairment losses at 31.12.2015	<u>-18.905</u>	
Carrying amount at 31.12.2015	<u>40.775</u>	
	2015	2014
	DKK	DKK
8. Trade and other receivables		
Trade receivables	2.648.367	3.179.697
Other receivables	1.667.773	522.470
	<u>4.316.140</u>	<u>3.702.167</u>
9. Contract work in progress		
Selling price of completed work	215.213	224.600
	<u>215.213</u>	<u>224.600</u>
Net value is recognized in the balance sheet as follows:		
Contract work in progress	215.213	224.600
Prepayments received from customers	0	0
	<u>215.213</u>	<u>224.600</u>
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 31.12.2015	<u>80.000</u>	<u>80.000</u>

ÅRSREGNSKAB

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	<u>2015</u> DKK	<u>2014</u> DKK
11. Deferred tax		
Deferred tax is incumbent on the following financial statement items:		
Tax loss carry-forwards	-713.000	-394.000
Plant, property and equipment	3.000	2.000
Intangible assets	5.000	5.000
	<u>-705.000</u>	<u>-387.000</u>

Net value is recognized in the balance sheet as follows:

Deferred tax assets	-713.000	-394.000
Deferred tax liabilities	8.000	7.000
	<u>-705.000</u>	<u>-387.000</u>

	<u>Deferred tax</u> <u>assets</u> DKK	<u>Deferred tax</u> <u>liabilities</u> DKK
Deferred tax at 01.01.2015	387.000	0
Changes in the year	318.000	0
Deferred tax at 31.12.2015	<u>705.000</u>	<u>0</u>

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

	<u>2015</u> DKK	<u>2014</u> DKK
12. Long-term liabilities other than provisions		
Debt associated company	9.837.465	5.368.475
Long-term portion of long-term liabilities other than provisions	<u>9.837.465</u>	<u>5.368.475</u>

Debt to associated company expires at 30 October 2016 but will automatically be prolonged with 1 year if it is not annulled.

13. Lease commitments

Operating lease contracts on 256.000 DKK have been concluded.

14. Working capital changes

Change in receivables	-697.921	-1.095.602
Change in trade payables et cetera	1.839.965	186.495
	<u>1.142.044</u>	<u>-909.107</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

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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, Speicherstrasse 23, D-44147 Dortmund, Germany

17. Consolidation

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

	<u>2015</u> DKK	<u>2014</u> DKK
18. Fees to auditors appointed by the Company in general meeting		
Statutory audit services	38.000	31.000
Other assurance engagements	0	0
Tax services	0	0
Other services	<u>118.910</u>	<u>142.307</u>
	<u>156.910</u>	<u>173.307</u>