
Geodis Wilson Denmark A/S

Oliefabriksvej 29 - 43, DK-2770 Kastrup

Annual Report for 1 January - 31 December 2015

CVR No 35 45 17 14

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
27/5 2016

Thomas Hansen
Chairman

Contents

	<u>Page</u>
Management's Statement and Auditor's Report	
Management's Statement	1
Independent Auditor's Report on the Financial Statements	2
Management's Review	
Company Information	4
Financial Highlights	5
Management's Review	6
Financial Statements	
Income Statement 1 January - 31 December	9
Balance Sheet 31 December	10
Statement of Changes in Equity	12
Notes to the Financial Statements	13
Accounting Policies	17

Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Geodis Wilson Denmark A/S for the financial year 1 January - 31 December 2015.

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 at 31 December 2015 of the Company and of the results of the Company operations for 2015.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Kastrup, 27 May 2016

Executive Board

Gitte Hjortflod

Board of Directors

Matthias Hansen
Chairman

Gitte Hjortflod

Thomas Hansen

Søren Nielsen
Staff Representative

Pernille Rasmussen
Staff Representative

Independent Auditor's Report on the Financial Statements

To the Shareholder of Geodis Wilson Denmark A/S

Report on the Financial Statements

We have audited the Financial Statements of Geodis Wilson Denmark A/S for the financial year 1 January - 31 December 2015, which comprise income statement, balance sheet, statement of changes in equity, notes and summary of significant accounting policies. The Financial Statements are 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, 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 whether the Financial Statements are free from material misstatement.

An audit involves performing audit 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 control 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.

Our audit has not resulted in any qualification.

Opinion

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

Independent Auditor's Report on the Financial Statements

Statement on Management's Review

We have read Management's Review in accordance with the Danish Financial Statements Act. 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 in accordance with the Financial Statements.

Hellerup, 27 May 2016

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Bo Schou-Jacobsen
State Authorised Public Accountant

Morten Jørgensen
State Authorised Public Accountant

Company Information

The Company

Geodis Wilson Denmark A/S
Oliefabriksvej 29 - 43
DK-2770 Kastrup

Telephone: +45 36 99 80 00
Facsimile: +45 36 99 80 80
E-mail: info@dk.geodiswilson.com

CVR No: 35 45 17 14
Financial period: 1 January - 31 December
Municipality of reg. office: Tårnby

Board of Directors

Matthias Hansen, Chairman
Gitte Hjortflod
Thomas Hansen
Søren Nielsen
Pernille Rasmussen

Executive Board

Gitte Hjortflod

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Financial Highlights

Seen over a five-year period, the development of the Company is described by the following financial highlights:

	2015	2014	2013	2012	2011
	TDKK	TDKK	TDKK	TDKK	TDKK
Key figures					
Profit/loss					
Revenue	763.346	788.457	936.456	991.774	969.244
Gross profit/loss	70.146	60.213	73.280	100.450	112.755
Profit/loss before financial income and expenses	-10.464	-28.482	-25.589	-3.635	14.719
Net financials	3.105	-1.220	-761	331	-776
Net profit/loss for the year	-7.359	-31.775	-27.202	-2.618	10.336
Balance sheet					
Balance sheet total	143.854	162.843	193.479	193.948	264.318
Equity	11.654	19.014	-9.211	17.991	95.609
Investment in property, plant and equipment	238	142	-2.302	3.928	2.265
Number of employees	178	202	217	220	220
Ratios					
Gross margin	9,2%	7,6%	7,8%	10,1%	11,6%
Profit margin	-1,4%	-3,6%	-2,7%	-0,4%	1,5%
Return on assets	-7,3%	-17,5%	-13,2%	-1,9%	5,6%
Solvency ratio	8,1%	11,7%	-4,8%	9,3%	36,2%
Return on equity	-48,0%	-648,3%	-619,6%	-4,6%	11,4%

The ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, see under accounting policies.

Management's Review

The Company's business review

Geodis Wilson Denmark is a fully owned subsidiary of the Geodis Group, which has its head office in Paris and divisional head office in Amsterdam and Paris.

The Geodis Wilson division's goal is to offer professional logistics solutions tailored to the customers' needs via fully integrated transport solutions with flexible IT systems as an important part of the infrastructure. In cooperation with the largest airlines and shipping companies solutions are primarily offered by air and ocean.

The company is among the leaders in its field and also holds a leading position within express solutions in the transport segment.

Geodis Wilson Denmark's activities focus primarily on ocean freight, air freight, express and haulage. In addition, the company operates within niches of furniture, aid and relief, air charter.

Financial review

The income statement of the Company for 2015 shows a loss of DKK 7,359,416, and at 31 December 2015 the balance sheet of the Company shows equity of DKK 11,654,273.

The Company has improved the result significantly since 2014. in spite of this improvement the Management still considers the result as unsatisfactory.

Special risks

Operating risks

The Company's operating risks are closely connected to the ability to constantly delivering a product which lives up to the clients' expectations. It is also very important that the Company holds a strong position; particularly in the Danish market.

The Company is affected by the financial trends and developments in the world.

Foreign exchange risks

The Company primarily invoices in DKK, secondly in EUR and USD. The Company is exposed to currency risk mainly related to USD.

Credit risks

The Company has no material risk related to individual customers or business partners.

Management's Review

Impact on the external environment

The Company is very aware of the effects to the external environment caused by its operations. Therefore, the company requires its various suppliers to be able to document their efforts in reducing the negative impact to the environment.

The Company has an ISO 14001 certification.

Statutory CSR report

Regarding the Danish Financial Statements Act §99a, the Company has no own written policies for social responsibility, including policies on human rights, environment and climate.

Reference is made to the latest CSR report for the SNCF Geodis Group, which can be found on www.geodis.com/csr-reports-@/en/view-2987-article.html/1870.

The SNCF Geodis Group signed the UN Global Compact in 2003.

The SNCF Geodis Group work with community responsibility through Corporate Sustainability (CSR), where we have five sustainable development commitments; customers, employees, environment, suppliers and community. To set the strategic direction of CSR, we have developed a global policy for CSR. Our goal is to work according to international standards. This is done primarily through ISO 14001 and ISO 9001.

Through the five sustainable development commitments; customers, employees, environment, suppliers and community, overall goals has been set and is reported quarterly and yearly covering our global network. This report has contributed to that the overall policy is being met.

The CSR report states our achievement of working with CSR but it also states our expectations for the future. It can be mentioned that CSR is an important strategic area for the entire SNCF Geodis Group and many resources are allocated to working with CSR.

Management's Review

Account of the gender composition of management

The Company generally wants to ensure that it is always the most qualified person who is assigned to a given position. All employees and managers efforts are measured based on individual goals. We want to foster diversity and create opportunities for all persons, regardless of gender, age, ethnicity, religious or political conviction. The Company's existence is depending on skilled employees, and strives to have the most qualified persons on all positions.

According to Danish regulation a Board of Directors consisting of 3 persons where 1 person is of the underrepresented gender, is considered in compliance. With a spread of 1 woman and 2 men in the Board of Directors, the Company complies with rules regarding the account of the gender composition of Management.

In the recruitment of managers for the group, the Company will ensure that at least one female candidate is considered. No later than by 2017, at least 40% of the Management team positions must be filled by females. The Company's current Management team, defined as Directors and Management, consists of 1 woman and 2 men.

Outlook

Based on the judgment of the Executive Board and the Board of Directors, 2016 will continue to be effected by the challenging market conditions with flat or decreasing volumes on some trade lanes.

To mitigate the effect of the marked conditions, focus on cost and additional investments in business development will continue to support the long term growth strategy. Despite the market situation, and increased competition, we expect to increase our market share.

Uncertainty relating to recognition and measurement

Recognition and measurement in the Annual Report have not been subject to any uncertainty.

Unusual events

The financial position at 31 December 2015 of the Company and the results of the activities of the Company for the financial year for 2015 have not been affected by any unusual events.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income Statement 1 January - 31 December

	Note	2015 DKK	2014 DKK
Revenue	1	763.345.693	788.456.656
Other operating income		55.000	35.000
Freight costs etc.		-651.489.571	-680.240.323
Other external expenses		-41.765.525	-48.038.411
Gross profit/loss		70.145.597	60.212.922
Staff expenses	2	-78.888.270	-86.470.433
Depreciation and impairment of property, plant and equipment	3	-1.721.249	-2.224.244
Profit/loss before financial income and expenses		-10.463.922	-28.481.755
Financial income	4	3.723.604	299.344
Financial expenses	5	-619.098	-1.519.043
Profit/loss before tax		-7.359.416	-29.701.454
Tax on profit/loss for the year	6	0	-2.074.025
Net profit/loss for the year		-7.359.416	-31.775.479

Distribution of profit

Proposed distribution of profit

Proposed dividend for the year	0	0
Retained earnings	-7.359.416	-31.775.479
	-7.359.416	-31.775.479

Balance Sheet 31 December

Assets

	Note	2015 DKK	2014 DKK
Other fixtures and fittings, tools and equipment		758.327	2.160.119
Leasehold improvements		87.376	168.494
Property, plant and equipment	7	845.703	2.328.613
Deposits		1.737.475	1.752.605
Fixed asset investments		1.737.475	1.752.605
Fixed assets		2.583.178	4.081.218
Trade receivables		117.406.043	113.584.438
Receivables from group enterprises		13.023.889	34.289.103
Other receivables		110.000	79.797
Corporation tax		522.522	532.000
Prepayments	8	1.236.554	1.857.190
Receivables		132.299.008	150.342.528
Cash at bank and in hand		8.972.275	8.419.331
Currents assets		141.271.283	158.761.859
Assets		143.854.461	162.843.077

Balance Sheet 31 December

Liabilities and equity

	<u>Note</u>	<u>2015</u> DKK	<u>2014</u> DKK
Share capital		7.000.000	7.000.000
Retained earnings		4.654.273	12.013.689
Equity	9	<u>11.654.273</u>	<u>19.013.689</u>
Other provisions		378.889	303.961
Provisions		<u>378.889</u>	<u>303.961</u>
Trade payables		39.281.863	42.717.654
Payables to group enterprises		74.442.833	85.192.823
Other payables		18.096.603	15.614.950
Short-term debt		<u>131.821.299</u>	<u>143.525.427</u>
Debt		<u>131.821.299</u>	<u>143.525.427</u>
Liabilities and equity		<u>143.854.461</u>	<u>162.843.077</u>
Contingent assets, liabilities and other financial obligations	10		
Related parties and Group relation	11		

Statement of Changes in Equity

	<u>Share capital</u> DKK	<u>Retained earnings</u> DKK	<u>Total</u> DKK
2015			
Equity at 1 January	7.000.000	12.013.689	19.013.689
Net profit/loss for the year	0	-7.359.416	-7.359.416
Equity at 31 December	<u>7.000.000</u>	<u>4.654.273</u>	<u>11.654.273</u>
2014			
Equity 1. januar	7.000.000	-16.210.832	-9.210.832
Cash capital increase	0	60.000.000	60.000.000
Net profit/loss for the year	0	-31.775.479	-31.775.479
Equity at 31 December	<u>7.000.000</u>	<u>12.013.689</u>	<u>19.013.689</u>

Notes to the Financial Statements

	<u>2015</u>	<u>2014</u>
	DKK	DKK
1 Revenue		
Geographical segments		
Revenue, Denmark	550.397.417	647.597.274
Revenue, exports	<u>212.948.276</u>	<u>140.859.382</u>
	<u>763.345.693</u>	<u>788.456.656</u>
2 Staff expenses		
Wages and salaries	71.243.356	77.734.361
Pensions	5.454.828	5.934.884
Other social security expenses	1.262.529	1.551.232
Other staff expenses	<u>927.557</u>	<u>1.249.956</u>
	<u>78.888.270</u>	<u>86.470.433</u>
Average number of employees	<u>178</u>	<u>202</u>
Remuneration to the Executive Board has not been disclosed in accordance with section 98 B(3) of the Danish Financial Statements Act.		
3 Depreciation and impairment of property, plant and equipment		
Depreciation of property, plant and equipment	<u>1.721.249</u>	<u>2.224.244</u>
	<u>1.721.249</u>	<u>2.224.244</u>
4 Financial income		
Interest received from group enterprises	5.800	0
Other financial income	6.440	59.027
Exchange gains	<u>3.711.364</u>	<u>240.317</u>
	<u>3.723.604</u>	<u>299.344</u>

Notes to the Financial Statements

	2015	2014
	DKK	DKK
5 Financial expenses		
Interest paid to group enterprises	363.261	1.157.130
Other financial expenses	255.837	361.913
	619.098	1.519.043

6 Tax on profit/loss for the year

Current tax for the year	0	0
Adjustment of tax concerning previous years	0	2.074.025
	0	2.074.025

The Company has at 31 December 2015 an unrecognized tax asset of TDKK 14.102 (2014: TDKK 12.507)

7 Property, plant and equipment

	Other fixtures and fittings, tools and equipment	Leasehold improvements	Total
	DKK	DKK	DKK
Cost at 1 January	13.080.653	538.741	13.619.394
Additions for the year	238.339	0	238.339
Disposals for the year	-386.481	0	-386.481
Cost at 31 December	12.932.511	538.741	13.471.252
Impairment losses and depreciation at 1 January	10.920.534	370.247	11.290.781
Depreciation for the year	1.640.131	81.118	1.721.249
Reversal of impairment and depreciation of sold assets	-386.481	0	-386.481
Impairment losses and depreciation at 31 December	12.174.184	451.365	12.625.549
Carrying amount at 31 December	758.327	87.376	845.703

8 Prepayments

Prepayments consist of prepaid expenses relating to subsequent financial years.

Notes to the Financial Statements

9 Equity

The share capital is broken down as follow:

	<u>Number</u>	<u>Nominal value</u> DKK
A-shares	1	1.100.000
B-shares	1	3.900.000
C-shares	1	<u>2.000.000</u>
		<u>7.000.000</u>

There have been no changes in the share capital during the last 5 years.

10 Contingent assets, liabilities and other financial obligations

Rental agreements and leases

The company has entered into rental and operating lease agreements with a remaining period of up to 5 years. The rental and lease payments in the remaining period amount to:

	<u>2015</u> DKK	<u>2014</u> DKK
	25.000.000	23.025.000

Contingent liabilities

The Danish group enterprises are jointly and severally liable for tax on the jointly taxed income of the Group and for Danish taxes at source such as dividend tax, tax on royalty payments and withholding tax. The total payable corporation tax is disclosed in the Annual Report of Wilson Denmark Holding A/S, which is the management company of the joint taxation.

The Company has no other security or contingent liabilities as of 31. December 2015.

Notes to the Financial Statements

11 Related parties and Group relation

	Basis
Controlling interest	
SNCF, Paris, France	Ultimate Parent Company
Geodis Wilson Holding AB, Stockholm, Sweden	Parent Company
Wilson Denmark Holding, Kastrup, Denmark	Parent Company

Transactions

Transactions has been made on market terms.

There have been no transactions with the Supervisory Board, the Executive Board, senior officers, significant shareholders, group enterprises or other related parties, except for intercompany transactions and normal management remuneration.

Consolidated Financial Statements

The Company is included in the Group Annual Report of the ultimate Parent Company SNCF, 2, place aux Etoiles 93633 La Plaine ST Denis Cedex CS 70001.

The Group Annual Report of SNCF may be obtained at the following address:

Geodis Wilson Denmark A/S, Oliefabriksvej 29 - 43 2770 Kastrup, Danmark

12 Fee to auditors appointed at the general meeting

Audit fees are not disclosed with reference to section 96(3) of the Danish Financial Statement Act.

Accounting Policies

Basis of Preparation

The Annual Report of Geodis Wilson Denmark A/S for 2015 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C .

The accounting policies applied remain unchanged from last year.

Financial Statements for 2015 are presented in DKK.

Cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act and to the cash flow statement included in the consolidated financial statements of SNCF, 2, place aux Etoiles 93633 La Plaine ST Denis Cedex CS 70001, the Company has not prepared a cash flow statement.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

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

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

Danish kroner is used as the measurement currency. All other currencies are regarded as foreign currencies.

Leases

All leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Accounting Policies

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement.

Income Statement

Segment information

Segment information is only presented on geographical areas. The Company only operates in one business segment (logistics solutions). The segmentation is in accordance with the entity's internal financial management.

Revenue

Revenue from logistics services is recognised in the income statement when the sale is considered effected based on the following criteria:

- the service are rendered;
- a binding sales agreement has been made;
- the amount of revenue and income can be reliably measured; and
- payment has been received or may with reasonable certainty be expected to be received.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Freight costs etc.

Freight and other transportation expenses, etc includes costs for carriers, and other costs used in generating the year's revenue.

Other external expenses

Other external expenses comprise expenses for premises, sales and distribution as well as office expenses, etc.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Depreciation and impairment losses

Depreciation and impairment losses comprise depreciation and impairment of property, plant and equipment.

Accounting Policies

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the core activities of the enterprise, including gains and losses on the sale of property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Wilson Denmark Holding A/S. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance Sheet

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	3-10	years
Leasehold improvements	5-10	years

Assets costing less than DKK 12,800 are expensed in the year of acquisition.

Impairment of fixed assets

The carrying amounts of property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Accounting Policies

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable, and in respect of trade receivables, a general provision is also made based on the Company's experience from previous years.

Prepayments

Prepayments comprise prepaid expenses concerning subsequent financial reporting years.

Equity

Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Provisions

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Company has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Accounting Policies

Financial Highlights

Explanation of financial ratios

Gross margin	$\frac{\text{Gross profit} \times 100}{\text{Revenue}}$
Profit margin	$\frac{\text{Profit before financials} \times 100}{\text{Revenue}}$
Return on assets	$\frac{\text{Profit before financials} \times 100}{\text{Total assets}}$
Solvency ratio	$\frac{\text{Equity at year end} \times 100}{\text{Total assets at year end}}$
Return on equity	$\frac{\text{Net profit for the year} \times 100}{\text{Average equity}}$