

Scandlines ApS
Havneholmen 25
1561 Copenhagen V
Central Business Registration No
35487131

Annual report 2016

The Annual General Meeting adopted the annual report on 25.04.2017

Chairman of the General Meeting



Name: Søren Poulsgaard Jensen

Contents

| | <u>Page</u> |
|--|--------------------|
| Entity details | 1 |
| Statement by Management on the annual report | 2 |
| Independent auditor's report | 3 |
| Management commentary | 6 |
| Income statement for 2016 | 7 |
| Balance sheet at 31.12.2016 | 8 |
| Statement of changes in equity for 2016 | 10 |
| Notes | 11 |
| Accounting policies | 13 |

Entity details

Entity

Scandlines ApS
Havneholmen 25
1561 Copenhagen V

Central Business Registration No: 35487131
Registered in: City of Copenhagen, Denmark
Financial year: 01.01.2016 - 31.12.2016

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Executive Board

Søren Poulsgaard Jensen, CEO
Per Johannesen Madsen, CFO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
P.O. Box 1600
0900 Copenhagen C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Scandlines ApS for the financial year 01.01.2016 - 31.12.2016.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016.

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

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

Copenhagen, 25.04.2017

Executive Board


Søren Poulsgaard Jensen
CEO


Per Johannesen Madsen
CFO

Independent auditor's report

To the shareholders of Scandlines ApS

Opinion

We have audited the financial statements of Scandlines ApS for the financial year 01.01.2016 - 31.12.2016, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's responsibilities for the audit of the financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 25.04.2017

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556



Kirsten Aaskov Mikkelsen

State Authorised Public Accountant



Bjarne Iyer Jørgensen

State Authorised Public Accountant

Management commentary

Primary activities

Scandlines ApS primary activity is to own affiliated companies and manage the Cash Pool for the whole Scandlines Group.

The Company was established on 4 October 2013 with the purpose to accomplish the transaction between 3i and ACP. As part of the transaction Scandlines ApS invested in Scandferries Holding GmbH and Scandlines Danmark ApS

Development in activities and finances

The financial year 2016 shows a loss for the year of MEUR 13, compared to a profit of MEUR 196 in 2015.

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.

Income statement for 2016

| | <u>Notes</u> | <u>2016</u> <u>EUR'm</u> | <u>2015</u> <u>EUR'm</u> |
|--|--------------|-----------------------------|-----------------------------|
| Other external expenses | | 0 | (1) |
| Operating profit/loss | | 0 | (1) |
| Income from investments in group enterprises | | 27 | 235 |
| Other financial income | 1 | 45 | 35 |
| Other financial expenses | 2 | (85) | (74) |
| Profit/loss before tax | | (13) | 195 |
| Tax on profit/loss for the year | 3 | 0 | 1 |
| Profit/loss for the year | | (13) | 196 |
| Proposed distribution of profit/loss | | | |
| Retained earnings | | (13) | 196 |
| | | (13) | 196 |

Balance sheet at 31.12.2016

| | <u>Notes</u> | <u>2016 EUR'm</u> | <u>2015 EUR'm</u> |
|------------------------------------|--------------|-----------------------|-----------------------|
| Investments in group enterprises | | 976 | 976 |
| Fixed asset investments | 4 | <u>976</u> | <u>976</u> |
| Fixed assets | | <u>976</u> | <u>976</u> |
| Receivables from group enterprises | | 67 | 34 |
| Other receivables | | 6 | 1 |
| Receivables | | <u>73</u> | <u>35</u> |
| Cash | | <u>84</u> | <u>196</u> |
| Current assets | | <u>157</u> | <u>231</u> |
| Assets | | <u>1.133</u> | <u>1.207</u> |

Balance sheet at 31.12.2016

| | <u>Notes</u> | <u>2016 EUR'm</u> | <u>2015 EUR'm</u> |
|--|--------------|-----------------------|-----------------------|
| Other reserves | | 4 | (2) |
| Retained earnings | | 438 | 633 |
| Proposed dividend | | 0 | (181) |
| Equity | | <u>442</u> | <u>450</u> |
| | | | |
| Bank loans | | 680 | 727 |
| Non-current liabilities other than provisions | | <u>680</u> | <u>727</u> |
| | | | |
| Payables to group enterprises | | 0 | 19 |
| Other payables | | 10 | 10 |
| Deferred income | | 1 | 1 |
| Current liabilities other than provisions | | <u>11</u> | <u>30</u> |
| | | | |
| Liabilities other than provisions | | <u>691</u> | <u>757</u> |
| | | | |
| Equity and liabilities | | <u>1.133</u> | <u>1.207</u> |
| | | | |
| Contingent liabilities | 5 | | |
| Mortgages and securities | 6 | | |
| Group relations | 7 | | |

Statement of changes in equity for 2016

| | Other reserves | Retained | Total |
|---------------------------|-----------------------|-------------------|-------------------|
| | EUR'm | earnings | EUR'm |
| | <u>EUR'm</u> | <u>EUR'm</u> | <u>EUR'm</u> |
| Equity beginning of year | 0 | 451 | 451 |
| Value adjustments | 4 | 0 | 4 |
| Profit/loss for the year | 0 | (13) | (13) |
| Equity end of year | <u>4</u> | <u>438</u> | <u>442</u> |

There have not been any changes in the share capital of EUR 11 thousand in the past five years.

Notes

| | 2016 EUR'm | 2015 EUR'm |
|---|-----------------------------|-----------------------------|
| 1. Other financial income | | |
| Financial income arising from group enterprises | 1 | 0 |
| Interest income | 44 | 35 |
| | 45 | 35 |

| | 2016 EUR'm | 2015 EUR'm |
|---|-----------------------------|-----------------------------|
| 2. Other financial expenses | | |
| Financial expenses from group enterprises | 42 | 28 |
| Interest expenses | 43 | 46 |
| | 85 | 74 |

| | 2016 EUR'm | 2015 EUR'm |
|---|-----------------------------|-----------------------------|
| 3. Tax on profit/loss for the year | | |
| Tax on current year taxable income | 0 | (1) |
| | 0 | (1) |

| | Investment s in group enterprises EUR'm |
|------------------------------------|--|
| 4. Fixed asset investments | |
| Cost beginning of year | 976 |
| Cost end of year | 976 |
| Carrying amount end of year | 976 |

| | Registered in | Equity inte- rest % |
|--|----------------------|--|
| Investments in group enterprises comprise: | | |
| Scandlines Danmark ApS | Copenhagen | 100,0 |
| Scandferries Holding GmbH | Hamburg | 100,0 |

Notes

5. Contingent liabilities

Scandlines ApS is jointly taxed with all Danish Scandlines companies. Under the joint taxation scheme, each company is liable only for its own tax on the taxable income until the tax has been paid to the administration company.

The Company is jointly and severally liable for the subsidiaries intra-group accounts in the Scandferries Holding ApS Group's cash pool arrangement.

The Company participates in a Danish joint taxation arrangement in which Scandferries ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the company is therefore liable from the financial year 2013 for income taxes etc. for the jointly taxed companies and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

6. Mortgages and securities

Debt of the ultimate parent company is secured by way of a charge on the ultimate parent company's "trademarks", such as Scandlines ApS' Shares in subsidiaries and associates.

At 31 December, the caring amounts of assets provided as security are as follows:

| | 2016 | 2015 |
|----------------------------------|-------------|-------------|
| | MDKK | MDKK |
| Investments in group enterprises | 976,4 | 976,4 |

7. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Scandferries ApS, Copenhagen

Name and registered office of the parent preparing consolidated financial statements for the largest group:

Scandferries Holding UK Ltd., London

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of 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.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability 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.

Anticipated risks and losses 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.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

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. Fixed assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for consultants.

Income from investments in group enterprises

Income from investments in group enterprises comprises dividend etc received from the individual group enterprises in the financial year.

Other financial income

Other financial income comprises interest income on receivables from group enterprises.

Accounting policies

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, bankinterests and amortisation of financial liabilities.

Tax on profit/loss for the year

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.

The Entity is jointly taxed with all Danish subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Investments in group enterprises

Investments in group enterprises are measured at cost and are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

Cash

Cash comprises cash in hand and bank deposits.

Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. The proposed dividend for the financial year is disclosed as a separate item in equity.

Other financial liabilities

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

Deferred income

Deferred income comprises received income for recognition in subsequent financial years. Deferred income is measured at cost.