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**Topcap A ApS**  
Hasselager Centervej 27  
8260 Viby J  
Central Business Registration  
No 35828613

## **Annual report 2016**

The Annual General Meeting adopted the annual report on 23.05.2017

**Chairman of the General Meeting**

Name: Martin Jørgensen

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## Entity details

### Entity

Topcap A ApS  
Hasselager Centervej 27  
8260 Viby J

Central Business Registration No: 35828613  
Registered in: Aarhus  
Financial year: 01.01.2016 - 31.12.2016

### Executive Board

Erik Balleby Jensen  
Jens Thøger Hansen  
Martin Jørgensen

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab  
City Tower, Værkmestergade 2  
8000 Aarhus 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 Topcap A 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 and cash flows 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.

Viby J, 23.05.2017

### Executive Board



Erik Balleby Jensen



Jens Thøger Hansen



Martin Jørgensen

# Independent auditor's report

## To the shareholders of Topcap A ApS

### Opinion

We have audited the consolidated financial statements and the parent financial statements of Topcap A 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, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2016, and of the results of their operations and the consolidated cash flows 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 the 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 consolidated financial statements and the parent financial statements section of this auditor's report. We are independent of the Group 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 consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the parent financial statements, Management is responsible for assessing the Group's and 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 consolidated financial statements and the parent financial statements unless Management either intends to liquidate the Group or the Entity or to cease operations, or has no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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

## Independent auditor's report

reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and parent 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:

- Identify and assess the risks of material misstatement of the consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

## Independent auditor's report

### Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the consolidated financial statements and the parent 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 consolidated financial statements and the parent financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the consolidated financial statements and the parent 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.

Based on the work we have performed, we conclude that the management commentary is in accordance with the consolidated financial statements and the parent 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, 23.05.2017

### Deloitte

Statsautoriseret Revisionspartnerselskab  
Central Business Registration No: 33963556

  
Børn Winkler Jakobsen  
statsautoriseret revisor

## Management commentary

	<b>2016</b> <b>DKK'000</b>	<b>2015</b> <b>DKK'000</b>	<b>2014</b> <b>DKK'000</b>
<b>Financial highlights</b>			
<b>Key figures</b>			
Gross profit	35.398	25.996	18.069
Operating profit/loss	12.605	8.122	8.048
Net financials	(1.877)	(1.010)	(504)
Profit/loss for the year	7.620	4.668	3.958
Total assets	161.892	147.780	133.073
Investments in property, plant and equipment	430	77	828
Equity	40.985	61.169	44.366
Cash flows from (used in) operating activities	19.939	19.051	30.607
Cash flows from (used in) investing activities	(2.030)	(1.420)	(69.457)
Cash flows from (used in) financing activities	(10.500)	(5.000)	72.704

### Ratios

Return on equity (%)	20,9	10,1	8,9
Equity ratio (%)	16,6	31,1	0,0

*Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2015" issued by the Danish Society of Financial Analysts.*

### Ratios

Return on equity (%)

**Calculation formula**  

$$\frac{\text{Profit/loss for the year} \times 100}{\text{Average equity}}$$

Equity ratio (%)

$$\frac{\text{Equity} \times 100}{\text{Total assets}}$$

### Ratios

The entity's return on capital invested in the entity by the owners.

The financial strength of the entity.



## Management commentary

### Primary activities

The Company's object is to invest and hold shares in other enterprises.

### Development in activities and finances

Profit for the year amounted to DKK 7.620K, which Management considers satisfactory.

### Outlook

The company expects to enjoy a positive development in 2016

### Statutory report on corporate governance

The Company is the ultimate parent company of the Aclass Group and has the Danish private equity fund Capidea as principal shareholder.

Consequently, the Group is subject to DVCA's (Danish Venture Capital and Private Equity Association) general guidelines on reporting requirements and Corporate Governance.

### 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.

## Consolidated income statement for 2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
<b>Gross profit</b>		<b>35.397.998</b>	<b>25.996.494</b>
Staff costs	1	(18.469.003)	(13.889.966)
Depreciation, amortisation and impairment losses		<u>(4.324.259)</u>	<u>(3.984.163)</u>
<b>Operating profit/loss</b>		<b>12.604.736</b>	<b>8.122.365</b>
Other financial income		119.415	68.571
Other financial expenses		<u>(1.996.812)</u>	<u>(1.078.489)</u>
<b>Profit/loss before tax</b>		<b>10.727.339</b>	<b>7.112.447</b>
Tax on profit/loss for the year	2	<u>(3.107.049)</u>	<u>(2.443.954)</u>
<b>Profit/loss for the year</b>	3	<b><u>7.620.290</u></b>	<b><u>4.668.493</u></b>

## Consolidated balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
Acquired intangible assets		3.793.308	2.828.457
Goodwill		55.942.043	59.169.469
<b>Intangible assets</b>	4	<b>59.735.351</b>	<b>61.997.926</b>
Other fixtures and fittings, tools and equipment		692.105	521.506
Leasehold improvements		112.025	86.122
<b>Property, plant and equipment</b>	5	<b>804.130</b>	<b>607.628</b>
Other receivables		240.519	222.579
<b>Fixed asset investments</b>	6	<b>240.519</b>	<b>222.579</b>
<b>Fixed assets</b>		<b>60.780.000</b>	<b>62.828.133</b>
Trade receivables		0	62.097
Other receivables	7	44.813.981	35.912.844
Income tax receivable		613.983	487.503
Prepayments	8	385.286	371.511
<b>Receivables</b>		<b>45.813.250</b>	<b>36.833.955</b>
Other investments		1.404.351	1.632.993
<b>Other investments</b>		<b>1.404.351</b>	<b>1.632.993</b>
<b>Cash</b>		<b>53.894.768</b>	<b>46.484.941</b>
<b>Current assets</b>		<b>101.112.369</b>	<b>84.951.889</b>
<b>Assets</b>		<b>161.892.369</b>	<b>147.780.022</b>

## Consolidated balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
Contributed capital		10.000.000	10.000.000
Retained earnings		16.828.311	36.018.511
<b>Equity attributable to the Parent's owners</b>		<b>26.828.311</b>	<b>46.018.511</b>
<b>Share of equity attributable to minority interests</b>		<b>14.156.311</b>	<b>15.150.910</b>
<b>Equity</b>		<b>40.984.622</b>	<b>61.169.421</b>
Deferred tax		3.000	29.000
<b>Provisions</b>		<b>3.000</b>	<b>29.000</b>
Bank loans		28.000.000	12.500.075
Deposits		0	49.200
<b>Non-current liabilities other than provisions</b>	9	<b>28.000.000</b>	<b>12.549.275</b>
Current portion of long-term liabilities other than provisions	9	7.000.000	5.000.000
Prepayments received from customers	10	78.331.826	59.587.760
Trade payables		4.380.052	7.100.149
Other payables		3.192.869	2.344.417
<b>Current liabilities other than provisions</b>		<b>92.904.747</b>	<b>74.032.326</b>
<b>Liabilities other than provisions</b>		<b>120.904.747</b>	<b>86.581.601</b>
<b>Equity and liabilities</b>		<b>161.892.369</b>	<b>147.780.022</b>
Mortgages and securities	12		
Subsidiaries	13		

## Consolidated statement of changes in equity for 2016

	<b>Contributed capital DKK</b>	<b>Retained earnings DKK</b>	<b>Proposed extraordinary dividend DKK</b>	<b>Share of equity attributable to minority interests DKK</b>
Equity beginning of year	10.000.000	36.018.511	0	15.150.910
Increase of capital	0	0	0	8.290.958
Extraordinary dividend paid	0	0	(26.501.312)	0
Exchange rate adjustments	0	(2.232)	0	(1.174)
Value adjustments	0	166.580	0	87.673
Other equity postings	0	2.200.610	0	(2.200.610)
Tax of equity postings	0	(36.648)	0	(19.288)
Dividends from associates	0	0	0	(9.789.646)
Profit/loss for the year	0	(21.518.510)	26.501.312	2.637.488
<b>Equity end of year</b>	<b>10.000.000</b>	<b>16.828.311</b>	<b>0</b>	<b>14.156.311</b>
				<b>Total DKK</b>
Equity beginning of year				61.169.421
Increase of capital				8.290.958
Extraordinary dividend paid				(26.501.312)
Exchange rate adjustments				(3.406)
Value adjustments				254.253
Other equity postings				0
Tax of equity postings				(55.936)
Dividends from associates				(9.789.646)
Profit/loss for the year				7.620.290
<b>Equity end of year</b>				<b>40.984.622</b>

## Consolidated cash flow statement for 2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
Operating profit/loss		12.604.736	8.122.365
Amortisation, depreciation and impairment losses		4.324.259	3.984.163
Working capital changes	11	8.206.719	9.874.427
<b>Cash flow from ordinary operating activities</b>		<b>25.135.714</b>	<b>21.980.955</b>
Financial income received		119.415	68.571
Financial income paid		(1.996.812)	(1.078.489)
Income taxes refunded/(paid)		(3.318.874)	(1.920.064)
<b>Cash flows from operating activities</b>		<b>19.939.443</b>	<b>19.050.973</b>
Acquisition etc of intangible assets		(1.828.311)	(1.470.623)
Acquisition etc of property, plant and equipment		(429.947)	(77.492)
Other cash flows from investing activities		228.642	127.826
<b>Cash flows from investing activities</b>		<b>(2.029.616)</b>	<b>(1.420.289)</b>
Loans raised		17.500.000	0
Instalments on loans etc		0	(5.000.000)
Dividend paid		(36.290.958)	0
Cash increase of capital		8.290.958	0
<b>Cash flows from financing activities</b>		<b>(10.500.000)</b>	<b>(5.000.000)</b>
<b>Increase/decrease in cash and cash equivalents</b>		<b>7.409.827</b>	<b>12.630.684</b>
Cash and cash equivalents beginning of year		46.484.941	33.854.257
<b>Cash and cash equivalents end of year</b>		<b>53.894.768</b>	<b>46.484.941</b>

## Notes to consolidated financial statements

	<b>2016 DKK</b>	<b>2015 DKK</b>
<b>1. Staff costs</b>		
Wages and salaries	16.069.101	12.435.102
Pension costs	1.133.427	700.078
Other social security costs	461.933	371.813
Other staff costs	804.542	382.973
	<b>18.469.003</b>	<b>13.889.966</b>
Average number of employees	<b>31</b>	<b>30</b>
Referring to § 98b of the Danish Financial Statement Act, disclosures on management's remuneration have been omitted.		
	<b>2016 DKK</b>	<b>2015 DKK</b>
<b>2. Tax on profit/loss for the year</b>		
Tax on current year taxable income	3.133.049	2.450.454
Change in deferred tax for the year	(26.000)	(6.500)
	<b>3.107.049</b>	<b>2.443.954</b>
	<b>2016 DKK</b>	<b>2015 DKK</b>
<b>3. Proposed distribution of profit/loss</b>		
Extraordinary dividend distributed in the financial year	26.501.312	0
Retained earnings	(21.518.510)	3.507.167
Minority interests' share of profit/loss	2.637.488	1.161.326
	<b>7.620.290</b>	<b>4.668.493</b>
	<b>Acquired intangible assets DKK</b>	<b>Goodwill DKK</b>
<b>4. Intangible assets</b>		
Cost beginning of year	3.651.054	64.548.512
Additions	1.828.311	0
<b>Cost end of year</b>	<b>5.479.365</b>	<b>64.548.512</b>
Amortisation and impairment losses beginning of year	(822.597)	(5.379.043)
Amortisation for the year	(863.460)	(3.227.426)
<b>Amortisation and impairment losses end of year</b>	<b>(1.686.057)</b>	<b>(8.606.469)</b>
<b>Carrying amount end of year</b>	<b>3.793.308</b>	<b>55.942.043</b>

## Notes to consolidated financial statements

	<b>Other fixtures and fittings, tools and equipment DKK</b>	<b>Leasehold improve- ments DKK</b>
<b>5. Property, plant and equipment</b>		
Cost beginning of year	846.156	152.848
Exchange rate adjustments	(118)	0
Additions	371.527	58.420
<b>Cost end of year</b>	<b>1.217.565</b>	<b>211.268</b>
Depreciation and impairment losses beginning of the year	(324.650)	(66.726)
Exchange rate adjustments	46	0
Depreciation for the year	(200.856)	(32.517)
<b>Depreciation and impairment losses end of the year</b>	<b>(525.460)</b>	<b>(99.243)</b>
<b>Carrying amount end of year</b>	<b>692.105</b>	<b>112.025</b>
		<b>Other receivables DKK</b>
<b>6. Fixed asset investments</b>		
Cost beginning of year		222.579
Additions		17.940
<b>Cost end of year</b>		<b>240.519</b>
<b>Carrying amount end of year</b>		<b>240.519</b>
	<b>2016 DKK</b>	<b>2015 DKK</b>
<b>7. Other receivables</b>		
Derivative financial instruments	405.160	150.907
Other receivables	44.408.821	35.761.937
	<b>44.813.981</b>	<b>35.912.844</b>

### Disclosure on forward exchange contracts acquired to hedge liabilities

Other receivables include a positive fair value of the forward exchange contracts of DKK 405k. The forward exchange contracts have been acquired to hedge the foreign currency risk of trade payables in USD, THB, SEK, GBP, NOK and ZAR. The exchange loss has been set off against the value adjustments of the hedged payables in the income statement. The forward exchange contracts have a term of 0-7 months. The forward exchange contracts have been entered into with the Company's usual bank.



## Notes to consolidated financial statements

### 8. Prepayments

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

	<b>Instalments within 12 months 2016 DKK</b>	<b>Instalments within 12 months 2015 DKK</b>	<b>Instalments beyond 12 months 2016 DKK</b>
<b>9. Liabilities other than provisions</b>			
Bank loans	7.000.000	5.000.000	28.000.000
	<b>7.000.000</b>	<b>5.000.000</b>	<b>28.000.000</b>

### 10. Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of service agreed.

	<b>2016 DKK</b>	<b>2015 DKK</b>
<b>11. Change in working capital</b>		
Increase/decrease in receivables	(8.616.502)	(7.639.434)
Increase/decrease in trade payables etc	16.823.221	17.513.861
	<b>8.206.719</b>	<b>9.874.427</b>

### 12. Mortgages and securities

The following assets have been provided as security for Rejsegarantifonden (the Danish Travel Guarantee fund):

- Bonds with carrying amount of TDKK 1.404 (2015: TDKK 1.633)

The following assets have been provided as security for Rejsegarantifonden (the Danish Travel Guarantee fund) and ABTA (Association of British Travel Agents):

- Escrow amount TDKK 4.725 (2015: TDKK 4.001)

All debt to Danske Bank at 31.12.2016 has been secured on cash at hand and in bank totalling DKK 57k at 31.12.2016. The bank debt amounts to DKK 0 at 31.12.2016.

## Notes to consolidated financial statements

	<u>Registered in</u>	<u>Corpo- rate form</u>	<u>Equity inte- rest %</u>	<u>Equity DKK</u>	<u>Profit/loss DKK</u>
<b>13. Subsidiaries</b>					
Caphold A ApS	Aarhus	ApS	65,5	40.866.237	9.813.906

## Parent income statement for 2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
<b>Gross loss</b>		<b>(25.025)</b>	<b>(24.758)</b>
Income from investments in group enterprises		19.737.527	0
Other financial expenses		(8.908)	(4.324)
<b>Profit/loss before tax</b>		<b>19.703.594</b>	<b>(29.082)</b>
Tax on profit/loss for the year	1	5.508	5.820
<b>Profit/loss for the year</b>	2	<b>19.709.102</b>	<b>(23.262)</b>

## Parent balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
Investments in group enterprises		31.236.215	38.000.000
<b>Fixed asset investments</b>	3	<b>31.236.215</b>	<b>38.000.000</b>
<b>Fixed assets</b>		<b>31.236.215</b>	<b>38.000.000</b>
Other receivables		500	138
Income tax receivable		3.791.408	4.124.137
<b>Receivables</b>		<b>3.791.908</b>	<b>4.124.275</b>
<b>Cash</b>		<b>54.889</b>	<b>423.578</b>
<b>Current assets</b>		<b>3.846.797</b>	<b>4.547.853</b>
<b>Assets</b>		<b>35.083.012</b>	<b>42.547.853</b>

## Parent balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
Contributed capital	4	10.000.000	10.000.000
Retained earnings		21.167.541	27.959.751
<b>Equity</b>		<b>31.167.541</b>	<b>37.959.751</b>
Payables to group enterprises		3.892.965	2.747.285
Income tax payable		0	1.818.317
Other payables		22.506	22.500
<b>Current liabilities other than provisions</b>		<b>3.915.471</b>	<b>4.588.102</b>
<b>Liabilities other than provisions</b>		<b>3.915.471</b>	<b>4.588.102</b>
<b>Equity and liabilities</b>		<b>35.083.012</b>	<b>42.547.853</b>
Unrecognised rental and lease commitments	5		
Contingent liabilities	6		
Mortgages and securities	7		
Related parties with controlling interest	8		

## Parent statement of changes in equity for 2016

	<b>Contributed capital DKK</b>	<b>Retained earnings DKK</b>	<b>Proposed extraordinary dividend DKK</b>	<b>Total DKK</b>
Equity beginning of year	10.000.000	27.959.751	0	37.959.751
Extraordinary dividend paid	0	0	(26.501.312)	(26.501.312)
Profit/loss for the year	0	(6.792.210)	26.501.312	19.709.102
<b>Equity end of year</b>	<b>10.000.000</b>	<b>21.167.541</b>	<b>0</b>	<b>31.167.541</b>

## Notes to parent financial statements

	<u>2016 DKK</u>	<u>2015 DKK</u>
<b>1. Tax on profit/loss for the year</b>		
Tax on current year taxable income	(5.508)	(5.820)
	<u>(5.508)</u>	<u>(5.820)</u>

	<u>2016 DKK</u>	<u>2015 DKK</u>
<b>2. Proposed distribution of profit/loss</b>		
Extraordinary dividend distributed in the financial year	26.501.312	0
Retained earnings	(6.792.210)	(23.262)
	<u>19.709.102</u>	<u>(23.262)</u>

	<u>Investments in group enterprises DKK</u>
<b>3. Fixed asset investments</b>	
Cost beginning of year	38.000.000
Disposals	(6.763.785)
<b>Cost end of year</b>	<u>31.236.215</u>
<b>Carrying amount end of year</b>	<u>31.236.215</u>

	<u>Registered in</u>	<u>Corpo- rate form</u>	<u>Equity inte- rest %</u>	<u>Equity DKK</u>	<u>Profit/loss DKK</u>
Investments in associates comprise:					
Caphold A ApS	Aarhus	ApS	65,5	40.866.237	9.813.906

	<u>Number</u>	<u>Par value DKK</u>	<u>Nominal value DKK</u>
<b>4. Contributed capital</b>			
A-shares	99.000	1.000	9.900.000
B-shares	1.000	1.000	100.000
	<u>100.000</u>		<u>10.000.000</u>

## Notes to parent financial statements

	<b>2016</b>	<b>2015</b>
	<b>DKK</b>	<b>DKK</b>
<b>5. Unrecognised rental and lease commitments</b>		
Hereof liabilities under rental or lease agreements until maturity in total	<b>364.950</b>	<b>808.000</b>

### 6. Contingent liabilities

The Entity serves as an administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities and also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for these entities.

### 7. Mortgages and securities

None.

### 8. Related parties with controlling interest

Related parties with controlling interest in the company includes:

- Capidea Kapital II K/S, Copenhagen



## Accounting policies

### Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C-midle enterprises.

The accounting policies applied to these consolidated financial statements and parent financial statements are consistent with those applied last year.

### Changes in accounting policies

As a consequence of the adoption of amendments to the Danish Financial Statements Act, the accounting policies have been changed in the following area:

#### Minority interests (Consolidated financial statements)

Minority interests are presented as an element of equity, and minority interests' share of profit or loss is disclosed in the statement of distribution of profit or loss. Previously, minority interests were presented as a separate principal item between equity and provisions. Furthermore, the minority interest's share of profit or loss was presented as a separate item in the income statement.

Acquisition of minority interests in a subsidiary and sale of minority interests in a subsidiary, which do not cause control to cease, are accounted for in the consolidated financial statements as an equity transaction, and the difference between the consideration and the carrying amount is recognised in the Parent's share of equity. Previously, acquisitions of investments subsidiaries were recognised as additions of investments with recognition of goodwill. Furthermore, profits or losses from the sale of investments in subsidiaries were recognised in the income statement.

#### Effect of changes in accounting policies

The total effect of the change in accounting policies described above is an increase of profit for the year before tax of DKK 0k (2015: DKK 0k). Tax for the year of the change in accounting policies amounts to DKK 0k (2015: DKK 0k) after which profit for the year after tax is increased by DKK 2,6k (2015: DKK 1,16k). The balance sheet total is not affected by the change in accounting policies, whereas equity at 31 December 2016 is increased by DKK 14,156k (2015: DKK 15,151k). The effect of the change in accounting policies at 1 January 2015 is recognised directly on equity, see the consolidated statement of changes in equity.

The change in accounting policies has no impact on the Parent's income statement, balance sheet or statement of changes in equity.

#### 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.

## Accounting policies

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.

### Consolidated financial statements

The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence. Enterprises in which the Group, directly or indirectly, holds between 20% and 50% of the voting rights and exercises significant, but not controlling influence are regarded as associates.

### Basis of consolidation

The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognised in full in the consolidated financial statements. Minority interests' proportionate share of profit or loss is presented as a separate item in Management's proposal for distribution of profit or loss, and their share of subsidiaries' net assets is presented as a separate item in group equity.

Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the acquisition date, with net assets having been calculated at fair value.

### 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 rate 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.

## Accounting policies

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries which are considered part of the total investment in the subsidiary in question are classified directly as equity.

### Income statement

#### Gross profit or loss

Gross profit or loss comprises revenue, cost of sales and external expenses.

#### Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

#### Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

#### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities.

#### Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

#### Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

#### 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 dividends etc received on other investments, interest income, including interest income on receivables from group enterprises etc.

#### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises etc.

## Accounting policies

### 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

#### Goodwill

Goodwill is the positive difference between cost and value in use of assets and liabilities taken over as part of the acquisition. Goodwill is amortised straight-line over its estimated useful life which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and. The amortisation period is usually five years, however, in certain cases it may be up to 20 years for strategically acquired enterprises with a strong market position and a long-term earnings profile if the longer amortisation period is considered to give a better reflection of the benefit from the relevant resources.

Goodwill is written down to the lower of recoverable amount and carrying amount.

#### Intellectual property rights etc

Intellectual property rights etc comprise acquired rights.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised over their remaining duration, and licences are amortised over the term of the agreement, but over no more than 20 years.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

#### Property, plant and equipment

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

Cost comprises the acquisition price, 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. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

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

## Accounting policies

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

Equipment are written down to the lower of recoverable amount and carrying amount.

### 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 writedowns for bad and doubtful debts.

### Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

### Prepayments

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

### Other investments

Securities recognised under current assets comprise listed securities measured at fair value (market price) at the balance sheet date.

### Cash

Cash comprises cash in hand and bank deposits.

### Deferred tax

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.

### Other financial liabilities

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

### Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.

## Accounting policies

### Cash flow statement

The cash flow statement shows cash flows from operating, investing and financing activities as well as cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and 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 contributed 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 loans.