# ANNUAL REPORT 2015/16



**Unioil Supply A/S** 

CVR-no. 36 43 40 82

The Annual Report was presented and adopted at the Annual General Meeting on 4 July 2016

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Chairman of the meeting: Michael Keldsen

Financial year: 1 May 2015 – 30 April 2016 Østre Havnegade 16, DK-9000 Aalborg

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## **Management's Statement**

The Executive and Supervisory Boards have today presented and adopted the Annual Report of Unioil Supply A/S for the financial year 1 May 2015 – 30 April 2016.

The Annual Report was 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 of the Company at 30 April 2016 and of the results of Company operations and cash flows for 2015/16.

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

Middelfart, 4 July 2016

**Executive Board** 

Carsten Klausen

**Supervisory Board** 

Rosenbæk Demant Chairman

Klokker Hansen

Carsten Klausen

## **Independent Auditor's Report**

To the Shareholders of Unioil Supply A/S

#### **Report on the Financial Statements**

We have audited the Financial Statements of Unioil Supply A/S for the financial year 1 May 2015 - 30 April 2016, which comprise income statement, balance sheet, statement of changes in equity, cash flow statement, notes and summary of significant accounting policies. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

#### Management's Responsibility

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.

The audit has not resulted in any qualification.

## **Independent Auditor's Report**

#### Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 30 April 2016 and of the results of the Company operations and cash flows for the financial year 1 May 2015 - 30 April 2016 in accordance with the Danish Financial Statements Act.

#### **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 consistent with the Financial Statements.

Trekantområdet, 4 July 2016 **PricewaterhouseCoopers** Statsautoriseret Revisionspartnerselskab *CVR No 33 77 12 31* 

Jan Bunk Harbo Larsen State Authorised Public Accountant

Lasse Berg State Authorised Public Accountant

## Management's Review

## **Company Information**

The Company	Unioil Supply A/S Østre Havnegade 16 DK-9000 Aalborg	
	Telephone: E-mail:	+45 88 82 81 81 cargo@unioil-supply.com
	CVR No: Financial year: Municipality of reg. office:	36 43 40 82 1 May - 30 April Aalborg
Supervisory Board	Keld Rosenbæk Demant, Chairman Jesper Klokker Hansen Carsten Klausen	
Executive Board	Carsten Klausen	
Auditors	PricewaterhouseCoopers Herredsvej 32 DK-7100 Vejle	

## Management's Review

### **Financial Highlights**

	2015/16	2014/15
	USD '000	USD '000
	12 months	5 months
Profit		
Revenue	710,468	220,915
Profit before financial	14,033	4,923
Net financials	2,690	1,042
Profit before tax	11,343	3,881
Net profit for the year	8,764	3,053
Balance sheet		
Balance sheet total	131,968	93,964
Equity	11,046	4,646
<b>Cash flows</b> Cash flows from:		
- operating activities	(6,680)	(74,951)
- investing activities	(0,080)	(74,931) (75)
- financing activities	6,350	74,648
Change in cash and cash	0,000	, ,,, ,, ,, ,, ,,
equivalents for the year	(330)	(378)
Key ratios Gross merzin	3.2%	3.5%
Gross margin Profit margin	3.2% 2.0%	5.5% 2.2%
Return on equity	2.0% 111.7%	131.4%
Solvency ratio	8.4%	4.9%
Soli elle j tudo	0.170	1.270

For definitions of Financial Ratios please refer to Accounting Policies.

## Review

### Activities

The main activities of the Company are supply of fuel products and related services.

#### **Development in the year**

Unioil Supply A/S was established on the 14th November 2014. The first full financial year is 2015/16.

Unioil Supply A/S achieved revenue of USD 710 million and a profit before tax of USD 11.3 million. At the end of the year equity amounted to USD 11.0 million, corresponding to 8.4% of the total assets.

The financial performance is very satisfactory and positively affected by the contango structure in the oil market.

During the financial year Unioil Supply A/S has successfully been building a broad platform of activities and manifested its partnership with customers and suppliers. A large part of the activities are based on term contracts with customers demanding high quality supplies.

#### Strategy and objective

Unioil Supply A/S wants to be a reliable and professional business partner and the preferred strategic sourcing partner in the European area. We are constantly focussed on development, optimization and improvements for both clients and Unioil Supply A/S. We strive to have a close and positive long-term relationships with clients and suppliers, and thus prioritising a close dialogue with clients to align expectations.

#### **Financial risks**

#### Oil price risks

The Company hedges against commercial oil price exposure related to inventory and fixed price purchase and sales contracts on a current basis and moreover the Company assesses the need to hedge against oil price exposure of future cash flows. Hedging mainly takes place by means of forward exchange contracts.

#### Foreign exchange risks

The Company hedges against commercial foreign exchange exposure on a current basis and moreover assesses the need to hedge against foreign exchange exposure of future cash flows. Hedging mainly takes place by means of forward exchange contracts. Future expected cash flows are hedged for a maximum period of the first succeeding 12 months.

## Review

#### Credit risks

The Company is exposed to a credit risk relating to its customers and other business partners, and all customers and other business partners are credit rated regularly in accordance with the Company's policy for assuming credit risks.

#### Interest rate risks

The Company's interest-bearing debts are mainly based on variable interest rates, and therefore earnings are affected by any changes in the level of interest. The Company monitors and assesses on a current basis the financial consequences of the interest rate changes and makes full or partial hedging of the interest rate risk.

#### **Corporate social responsibility**

(cf. Section 99 a of the Danish Financial Statements Act)

The Group's policies for corporate social responsibility are disclosed in the Financial Statement of A/S United Shipping & Trading Company for 2015/16.

#### **Report on Gender Composition in Management**

(cf. Section 99 b in the Danish Financial Statements Act)

Currently the Board of Directors in A/S Dan-Bunkering consists of three members of which zero is female. In 2015/16 all members of the board were re-elected and therefore no increase in female members of the board was achieved. It is our ambition to have one female member among the members of the Board of Directors elected on the general assembly no later than 2020.

#### Expectations for the year ahead

The Company's level of activity and earnings are affected by a number of external factors, such as the development in the bunkering industry, the oil price development and the general structure of the oil market.

For the financial year 2016/17 it is expected that the activity level will be around the same level as in 2015/16. Earning are expected to be positive and satisfying, but at a lower level than seen in 2015/16.

#### Subsequent events

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

## Income Statement 1 May 2015 - 30 April 2016

	Note	2015/16 USD '000 12 months	2014/15 USD '000 5 months
Revenue	1	710,468	220,915
Direct expenses		688,032	213,149
Gross profit		22,436	7,766
Other external expenses		2,154	509
Staff expenses	2	6,232	2,328
Profit before depreciation		14,050	4,929
Depreciation	6	17	6
Profit before financial income and expenses		14,033	4,923
Financial income	3	58	45
Financial expenses	4	2,748	1,087
Profit before tax		11,343	3,881
Corporation tax	5	2,579	828
Net profit for the year		8,764	3,053

## **Distribution of profit**

### Proposed distribution of profit

Proposed dividend	0	0
Retained earnings	8,764	3,053
	8,764	3,053

# **Balance Sheet at 30 April**

## Assets

	Note	2016	2015
		USD '000	USD '000
Other fixtures and fittings, tools and equipment		52	69
Property, plant and equipment	6	52	69
Fixed assets		52	69
Goods for resale		88,310	65,804
Prepayments for goods		0	1,505
Inventories		88,310	67,309
Trade receivables		35,313	15,444
Receivables from group enterprises		7,732	5,105
Other receivables	_	373	5,966
Prepayments	7	118	60
Receivables		43,532	26,575
Cash at bank and in hand		74	11
Current assets		131,916	93,895
Total assets		131,968	93,964

# **Balance Sheet at 30 April**

## Liabilities and equity

	Note	2016 USD '000	2015 USD '000
Share capital Retained earnings		83 10,963	83 4,563
Equity		11,046	4,646
Deferred tax	8	4	5
Provisions		4	5
Loans from group enterprises Bank debt Trade payables Payables to group enterprises Corporation tax Other payables		80,915 782 27,997 4,548 3,144 3,532	74,565 389 9,360 633 1,234 3,132
Short-term debt		120,918	89,313
Total liabilities and equity		131,968	93,964
Contingent liabilities Related parties Fee to auditors appointed at the general meeting	9 10 11		

# **Statement of Changes in Equity**

2015/16:	Share capital USD '000	Retained earnings USD '000	Total USD '000
Equity at 1 May 2015 Net profit for the year Fair value adjustment of hedging instruments Tax on fair value adjustments of hedging instruments	83	4,563 8,764 (3,058) 694	4,646 8,764 (3,058) 694
Equity at 30 April	83	10,963	11,046

2014/15:	Share capital USD '000	Retained earnings USD '000	Total USD '000
Equity at 14 November 2014 Net profit for the year	83	0 3,053	83 3,053
Fair value adjustment of hedging instruments		1,919	1,919
Tax on fair value adjustments of hedging instruments		(409)	(409)
Equity at 30 April	83	4,563	4,646

# Cash Flow Statement 1 May - 30 April

	2015/16	2014/15
	USD '000	USD '000
Profit for the year before tax	11,343	3,881
Depreciation for the year	17	6
Changes in inventories	(21,001)	(67,309)
Changes in receivables	(16,957)	(26,575)
Changes in trade payables,		
other payables, etc	22,952	13,127
Other adjustments	(3,034)	1,919
Cash flows from ordinary activities	(6,680)	(74,951)
Corporation tax paid	0	0
Cash flows from operating activities	(6,680)	(74,951)
Purchase of property, plant and equipment	0	(75)
Cash flows from investing activities	0	(75)
Changes in loans from group enterprises	6,350	74,565
Paid in share capital	0	83
Cash flows from financing activities	6,350	74,648
Change in cash and cash equivalents	(330)	(378)
Cash and cash equivalents at the beginning af the year	(378)	0
Cash and cash equivalents at 30 April	(708)	(378)

## 1 Segment information

The Company's activities are considered one segment.

		2015/16	2014/15
		USD '000	USD '000
2	Staff expenses	12 months	5 months
	Wages and salaries	5,948	2,247
	Pensions	155	62
	Other social security expenses	129	19
		6,232	2,328
	With reference to section 98 B(3) of the Danish Financial Statements Act, remuneration to the Supervisory and Executive Boards has not been disclosed.		
	Average number of employees	18	14
3	Financial income		
	Hereof intercompany interest income	33	18
4	Financial expenses		
	Hereof intercompany interest expenses	2,409	1,083
5	Corporation tax		
	Current tax for the year	1,886	1,232
	Change of deferred tax	(1)	5
		1,885	1,237
	which is broken down as follows:		
	Tax on profit for the year	2,579	828
	Tax on equity transactions	(694)	409
		1,885	1,237

		2016	2015
6	Other fixtures and fittings, tools and equipment	USD '000	USD '000
	Cost at 1 May	75	0
	Additions for the year	0	75
	Cost at 30 April	75	75
	Depreciation at 1 May	6	0
	Depreciation for the year	17	6
	Depreciation at 30 April	23	6
	Carrying amount at 30 April	52	69

### 7 Prepayments

Prepayments comprise prepaid expenses relating to rent, consultant assistance, fees, subscriptions, etc.

#### 8 Deferred tax

	2016	2015
	USD '000	USD '000
Deferred tax at the beginning of the year	5	0
Change for the year	(1)	5
Deferred tax at 30 April	4	5

Deferred tax relates to property, plant and equipment.

#### 9 Contingent liabilities

Unioil Supply A/S is an obligor in respect of the bank loans of the group companies. As at 30 April 2016, these obligations were limited to USD 91.958k, which is equal to Unioil Supply A/S's equity and liability to Bunker Holding A/S as at 30 April 2016.

In the event that these obligations in respect of the bank loans of the group companies materialize, Bunker Holding A/S will cancel any claim it may have against Unioil Supply A/S in an amount equaling the part of the obligations which relate to Unioil Supply A/S' liability to Bunker Holding A/S.

The Danish group enterprises are jointly and severally liable for tax on the consolidated jointly taxed income etc. The total corporation tax payable is shown in the Annual Report of Selfinvest ApS, which is the management company of the joint taxation. The Danish group enterprises are moreover jointly and severally liable for Danish withholding taxes. Any subsequent adjustments of corporation tax and withholding taxes may imply that the Company is liable for a higher amount.

	2015
USD '000	USD '000
3,357	923
515	64
166	153
690	677
	3,357 515 166

#### **10** Related parties

Related parties comprise the Supervisory Board, the Executive Board and senior executives in the group enterprises as well as companies in which these persons have significant interests.

The Company is included in the Consolidated Financial Statements of the immediate Parent Company, Bunker Holding A/S.

Controlling interest is exercised through the Company's immediate Parent Company, Bunker Holding A/S. The Company's ultimate Parent Company which prepares Consolidated Financial Statements is Selfinvest ApS, in which Torben Østergaard-Nielsen, CEO, exercises control.

#### 11 Fee to auditors appointed at the general meeting

Fee to auditors appointed at the general meeting is stated in the Annual Report of Bunker Holding A/S.

#### **Basis of Preparation**

The Annual Report of Unioil Supply A/S for 2015/16 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

The Annual Report for 2015/16 is presented in USD 1,000.

#### **Recognition and measurement**

The Financial Statements have been prepared based on the historic cost principle.

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost is 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.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account profits, losses and risks occurring before the presentation of the Annual Report which relate to affairs and conditions existing at the balance sheet date.

US dollar is used as the measurement currency. All other currencies are regarded as foreign currencies.

At 30 April 2016 the year-end exchange rate for USD/DKK was 652,81.

#### **Translation policies**

Transactions in foreign currencies are translated during the year 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.

#### **Derivative financial instruments**

Derivative financial instruments are initially recognised in the balance sheet at cost and are subsequently remeasured at their fair values. Positive and negative fair values of derivative financial instruments are recognised in "Other receivables" and "Other payables", respectively.

Changes in the fair values of derivative financial instruments are recognised in the income statement unless the derivative financial instrument is designated and qualify as hedge accounting, see below.

#### Hedge accounting

Changes in the fair values of derivative financial instruments that are designated and qualify as fair value hedges of a recognised asset or a recognised liability are recognised in the income statement as are any changes in the fair value of the hedged asset or the hedged liability related to the hedged risk.

Changes in the fair values of financial instruments that are designated and qualify as hedges of expected future transactions are recognised in retained earnings under equity as regards the effective portion of the hedge. The ineffective portion is recognised in the income statement. If the hedged transaction results in an asset or a liability, the amount deferred in equity is transferred from equity and recognised in the cost of the asset or the liability, respectively. If the hedged transaction results in an income or an expense, the amount deferred in equity is transferred from equity to the income statement in the period in which the hedged transaction is recognised. The amount is recognised in the same item as the hedged transaction.

#### Segment information

Segment information on activities is presented.

#### **Income Statement**

#### Revenue

Revenue comprises the sale of goods and services and is recognised based on the following criteria:

- delivery has been made before year end;
- a binding sales agreement has been made;
- the sales price has been determined; and
- payment has been received or may with reasonable certainty be expected to be received.

Revenue is recognised exclusive of VAT and net of discounts relating to sales. Revenue also includes income from the sale of financial derivatives in respect of crude oil and oil-related products at the time when the contract is concluded.

#### **Direct expenses**

Direct expenses include expenses for the purchase of goods for resale, and expenses for handling and storage of goods.

#### Other external expenses

Other external expenses include expenses for sales and administration as well as the running of office facilities, etc.

#### Staff expenses

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

#### Financial income and expenses

Financial income and expenses comprise interest, financial expenses in respect of finance leases, realised and unrealised exchange adjustments, price adjustment of securities, amortisation of mortgage loans as well as extra payments and repayment under the on-account taxation scheme.

#### Tax on profit/loss for the year

Tax for the year consists of current tax for the year and adjustment of 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.

Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

The Company is jointly taxed with Danish group enterprises. The tax effect of the joint taxation is allocated to enterprises showing profits or losses in proportion to their taxable incomes (full allocation with credit for tax losses). The jointly taxed enterprises have adopted the on-account taxation scheme.

#### **Balance Sheet**

#### Property, plant and equipment

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

Interest paid on loans raised for indirect or direct financing or production of property, plant and equipment is recognised in the income statement.

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

Other fixtures and fittings, tools and equipment 3-6 years

Gains and losses on sale of property, plant and equipment are recognised in the income statement under Other operating income and Other external expenses, respectively.

#### 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 depreciation. If so, an impairment test is carried out to determine whether the recoverable amount is lower than the carrying amount and the asset is written down to its lower recoverable amount.

The recoverable amount of the asset is calculated as the higher of net selling price and value in use. Where a recoverable amount cannot be determined for the individual asset, the assets are assessed in the smallest group of assets for which a reliable recoverable amount can be determined based on a total assessment.

#### Inventory

Inventories are measured at the lower of cost under the FIFO method and net realisable value. The net realisable value of inventories is calculated at the amount expected to be generated by sale in the process of normal operations with deduction of selling expenses and costs of completion. The net realisable value is determined allowing for marketability, obsolescence and development in expected sales sum.

The cost price of inventories whose fair value is effectively hedged from derivative financial instruments is adjusted for the change in fair value attributable to the hedged risk.

The cost of goods for resale, raw materials and consumables equals landed cost.

#### 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.

#### Prepayments

Prepayments under assets comprise prepaid expenses.

#### 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 tax is recognised in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised in respect of temporary differences concerning goodwill not deductible for tax purposes.

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. In cases where the computation of the tax base may be made according to alternative tax rules, deferred tax is measured 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.

Deferred tax assets and liabilities are offset within the same legal tax entity.

#### Current tax receivables and liabilities

Current tax receivables and liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year and adjusted for tax on taxable incomes for prior years. Tax receivables and liabilities are offset if there is a legally enforceable right of set-off and an intention to settle on a net basis or simultaneously.

#### Financial debts

Fixed-interest loans are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

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

#### **Cash Flow Statement**

The cash flow statement shows the Company's cash flows for the year broken down by operating, investing and financing activities, changes for the year in cash and cash equivalents as well as the Company's cash and cash equivalents at the beginning and end of the year.

#### Cash flows from operating activities

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items such as depreciation, amortisation and impairment losses, and provisions. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents.

#### Cash flows from investing activities

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets, property, plant and equipment as well as fixed asset investments.

#### Cash flows from financing activities

Cash flows from financing activities comprise cash flows from the raising and repayment of short- and long-term debt as well as payments to and from shareholders.

#### Cash and cash equivalents

Cash and cash equivalents comprise the items "Cash at bank and in hand" and "Securities" under current assets as well as "Credit institutions" under short-term debt.

The cash flow statement cannot be immediately derived from the published financial records.

#### **Definition of financial ratios**

Gross margin	=	<u>Gross profit x 100</u> Revenue
Profit margin	=	Profit before financials x 100 Revenue
Return on equity	=	<u>Net profit for the year x 100</u> Average equity
Solvency ratio	=	<u>Equity at year end x 100</u> Total assets