

**UASAC Russia ApS**  
Røjelskær 15  
2840 Holte  
Central Business Registration No  
36441399

## **Annual report 2017**

The Annual General Meeting adopted the annual report on 15.06.2018

### **Chairman of the General Meeting**

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Name: Dirk Kästner

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## Entity details

### Entity

UASAC Russia ApS  
Røjelskær 15  
2840 Holte

Central Business Registration No: 36441399

Founded: 20.11.2014

Registered in: Copenhagen

Financial year: 01.01.2017 - 31.12.2017

### Board of Directors

Dirk Kästner  
Leo Vapalahti  
Christian Wolff

### Executive Board

Dirk Kästner, Chief Executive Officer

### 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 UASAC Russia ApS for the financial year 01.01.2017 - 31.12.2017.

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 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

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, 15.06.2018

### Executive Board

Dirk Kästner  
Chief Executive Officer

### Board of Directors

Dirk Kästner

Leo Vapalahti

Christian Wolff

# Independent auditor's report

## To the shareholders of UASAC Russia ApS

### Qualified opinion

We have audited the financial statements of UASAC Russia ApS for the financial year 01.01.2017 - 31.12.2017, 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, except for the possible effect of the matter described in the Basis for qualified opinion section, the financial statements give a true and fair view of the Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 in accordance with the Danish Financial Statements Act.

### Basis for qualified opinion

We point out that there is uncertainty about comparative figures related to the Company's payables to group enterprises. The accounts was not reconciled at 31.12.2016 and so, it was not possible to obtain sufficient audit evidence.

Consequently, we modify our opinion in respect of the comparative figures and the balance sheet figures at 31.12.2016 as well as the possible effect on the income statement. We refer to note 5.

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 qualified 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

## Independent auditor's report

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:

- 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.

## Independent auditor's report

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.

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, 15.06.2018

### **Deloitte**

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556

Anders Kreiner

State Authorised Public Accountant

Identification number (MNE) mne26765

## Management commentary

### Primary activities

The primary activity of UASAC Russia ApS is to own shares in group enterprises.

### Development in activities and finances

Loss for the year amounts to DKK 35 thousand.

The Company's equity is negative by DKK 1,240 thousand at 31.12.2017 and with it, the Company's share capital is lost. The Executive Board will report on the Company's financial position at the general meeting.

The ultimate owner, Hapag Lloyd AG, has issued a letter of support for which reason Management assesses that the Company will have sufficient liquidity to continue its operations.

The Executive Board considers the performance for the year acceptable.

### 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.

Management intends to liquidate the Company in 2018.



## Income statement for 2017

	<u>Notes</u>	<u>2017</u> <u>DKK'000</u>	<u>2016</u> <u>DKK'000</u>
<b>Gross loss</b>		<b>(195)</b>	<b>(78)</b>
Other financial income		206	0
Other financial expenses		<u>(46)</u>	<u>(24)</u>
<b>Profit/loss before tax</b>		<b>(35)</b>	<b>(102)</b>
Tax on profit/loss for the year	2	<u>0</u>	<u>22</u>
<b>Profit/loss for the year</b>		<b><u>(35)</u></b>	<b><u>(80)</u></b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		<u>(35)</u>	<u>(80)</u>
		<b><u>(35)</u></b>	<b><u>(80)</u></b>

## Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017 DKK'000</u>	<u>2016 DKK'000</u>
Investments in group enterprises		7	7
<b>Fixed asset investments</b>	3	<u>7</u>	<u>7</u>
<b>Fixed assets</b>		<u>7</u>	<u>7</u>
Receivables from group enterprises		0	745
Other receivables		18	0
Income tax receivable		0	31
<b>Receivables</b>		<u>18</u>	<u>776</u>
<b>Cash</b>		<u>627</u>	<u>21.803</u>
<b>Current assets</b>		<u>645</u>	<u>22.579</u>
<b>Assets</b>		<u>652</u>	<u>22.586</u>

## Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017 DKK'000</u>	<u>2016 DKK'000</u>
Contributed capital	4	50	50
Retained earnings		<u>(1.290)</u>	<u>(1.255)</u>
<b>Equity</b>		<u><b>(1.240)</b></u>	<u><b>(1.205)</b></u>
Trade payables		104	0
Payables to group enterprises	5	<u>1.788</u>	<u>23.791</u>
<b>Current liabilities other than provisions</b>		<u><b>1.892</b></u>	<u><b>23.791</b></u>
<b>Liabilities other than provisions</b>		<u><b>1.892</b></u>	<u><b>23.791</b></u>
<b>Equity and liabilities</b>		<u><b>652</b></u>	<u><b>22.586</b></u>
Going concern	1		
Unrecognised rental and lease commitments	6		
Contingent liabilities	7		
Related parties with controlling interest	8		

## Statement of changes in equity for 2017

	<b>Contributed capital DKK'000</b>	<b>Retained earnings DKK'000</b>	<b>Total DKK'000</b>
Equity beginning of year	50	(1.255)	(1.205)
Profit/loss for the year	0	(35)	(35)
<b>Equity end of year</b>	<b>50</b>	<b>(1.290)</b>	<b>(1.240)</b>

## Notes

### 1. Going concern

The Company's equity is negative by DKK 1,240 thousand at 31.12.2017 and with it, the Company's share capital is lost. The Executive Board will report on the Company's financial position at the general meeting.

The ultimate owner, Hapag Lloyd, has issued a letter of support for which reason Management assesses that the Company will have sufficient liquidity to continue its operations.

	<b>2017</b>	<b>2016</b>
	<b>DKK'000</b>	<b>DKK'000</b>
<b>2. Tax on profit/loss for the year</b>		
Tax on current year taxable income	0	(22)
	<b>0</b>	<b>(22)</b>

### 3. Fixed asset investments

	<b>Registered in</b>	<b>Corpo- rate form</b>	<b>Equity inte- rest %</b>
Investments in group enterprises comprise:			
UASAC Russia LLC	Russia	LLC	100,0

	<b>Number</b>	<b>Par value DKK'000</b>	<b>Nominal value DKK'000</b>
<b>4. Contributed capital</b>			
Share capital	50	1	50
	<b>50</b>		<b>50</b>

### 5. Payables to group enterprises

There is uncertainty about the comparative figures for the Company's payables to group enterprises. The account was not reconciled at 31.12.2016 but have been reconciled at 31.12.17.

	<b>2017</b>	<b>2016</b>
	<b>DKK'000</b>	<b>DKK'000</b>
<b>6. Unrecognised rental and lease commitments</b>		
Hereof liabilities under rental or lease agreements until maturity in total	0	980

## Notes

### **7. Contingent liabilities**

The Company participates in a Danish joint taxation arrangement in which UASAC Nordic A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable for income taxes etc for the jointly taxed companies and also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies. The jointly taxed companies' total known net liability in the joint taxation arrangement is stated in the financial statements of the administration company.

### **8. Related parties with controlling interest**

Related parties with a controlling or significant interest in UASAC Russia ApS:

- United Arab Shipping Co. (S.A.G.), Airport Road, Shuwaikh, Kuwait

## 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 to these financial statement are consistent with those applied last year.

### Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

### 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.

### Income statement

#### Gross profit or loss

Gross profit or loss comprises other external expenses.

#### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes write-downs of receivables recognised in current assets.

## Accounting policies

### Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

### 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 UASAC Nordic A/S. 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.

#### 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.

#### Cash

Cash comprises cash in hand and bank deposits.

#### Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

#### Other financial liabilities

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