

Nordic Transport Group A/S

Hammerholmen 47-49, DK-2650 Hvidovre

CVR No. 36 47 15 73

Annual report for the period:

January 1, 2019

-

December 31, 2019

The Annual Report was presented and adopted at the Annual General Meeting of the Company on:
17 April 2020

Chairman

Johan Lønberg

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Company Information

Company

Nordic Transport Group A/S
Hammerholmen 47-49
DK-2650 Hvidovre

Cvr-nr. 36 47 15 73
Municipality of reg. office Hvidovre

Executive Board

Jesper Ellegaard Petersen
Mikkel Fruergaard
Christian Paul Dyander Jakobsen

Board of Directors

Christian Paul Dyander Jakobsen

Audit

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Nordic Transport Group A/S for the financial year 1 January – 31 December 2019.

The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion the consolidated Financial Statements give a true and fair view of the financial position at 31 December 2019 of the Company and of the results of the Company operations for the financial year 1 January – 31 December 2019.

In our opinion, Management's Review includes a true and fair account of the development in the operations and financial circumstances of the Company, of the results for the year and of the financial position of the Company.

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

Hvidovre, 17 April 2020

Executive Board

Christian Paul Dyander Jakobsen

Board of Directors

Jesper Ellegaard Petersen
Chairman

Mikkel Fruergaard

Christian Paul Dyander Jakobsen

Independent Auditor's Report

To the Shareholders of Nordic Transport Group A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of Nordic Transport Group A/S at 31 December 2019, and of the results of Nordic Transport Group A/S' operations for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Nordic Transport Group A/S for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

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 Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for 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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, 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 Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review 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 in Management's Review.

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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company 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 judgment and maintain professional skepticism 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 Company'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 Company'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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, 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.

Copenhagen, 17 April 2020

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab
CVR No. 33 77 12 31

Flemming Eghoff
State Authorized Public Accountant
mne30221

Morten Jørgensen
State Authorized Public Accountant
mne32806

Management's Review

Key activities

The Company's key activities comprise investments in national and international freight forwarding and transport, storage and distribution companies as well as any related business.

Development in the year

The income statement of the company for 2019 shows a profit of thousand DKK 1.182.839 and at 31 December 2019 the balance sheet of the Company shows equity of thousand DKK 1.327.167.

The Company's results are positively influenced by a gain from sale of shareholdings in 7 subsidiaries, described further in Nordic Transport Group A/S' listing prospectus of 24 September 2019 and below in the section "Unusual events".

Due to legal restructuring of Nordic Transport Group, where NTG Nordic Transport Group A/S replaced Nordic Transport Group A/S as the new ultimate parent company of the Group, no separate expectations for Nordic Transport Group A/S as a stand-alone company were set in 2018. As such, it is not possible to comment on the development compared to expectations.

Expectations for the coming year

In 2020, the Company will have very limited activity and the expected results will mainly consist of results from subsidiary holdings. Result from investments in subsidiaries is expected to be considerably lower than 2019, mainly due to the sale of profitable subsidiaries to the Company's parent company NTG Nordic Transport Group A/S during 2019.

The situation surrounding COVID-19 has caused a high degree of uncertainty in the macroeconomic environment at the beginning of 2020. Although a negative impact on the Company's results in 2020 is to be expected, it is not possible to precisely quantify the effects. The expectations presented above reflect the best estimate at the time this Annual Report was prepared.

Special risks

The Company is not faced with any special risks affecting the financial statements.

External Environment

The Company's subsidiaries make continuous efforts to reduce our adverse environmental impact. This is done by reducing no-load operations and currently optimising load rates on all transport units.

Intellectual capital resources

The cornerstone of the Company's subsidiaries' development is faithful, competent and loyal employees with top qualifications. NTG's recipe for growth is to retain and attract new employees to develop the organisation.

The development of the organisation is based on training and optimisation as well as further development of our IT-platforms to improve the work processes.

Uncertainty relating to recognition and measurement

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

Unusual events

On 7 October 2019, all shares in Nordic Transport Group A/S were acquired by the non-operational listed company NTG Nordic Transport Group A/S (formerly: Neurosearch A/S). Thereby Nordic Transport Group A/S indirectly achieved a listing on Nasdaq Copenhagen. The business of Nordic Transport Group continues to be carried out by the new combined entity, with NTG Nordic Transport Group A/S as the new ultimate parent company.

Immediately following the contribution described above, Nordic Transport Group A/S transferred all of its activities and the shares in the 7 matured PADS held by Nordic Transport Group A/S to NTG Nordic Transport Group A/S. Due to the transaction, Nordic Transport Group A/S has an intercompany receivable against NTG Nordic Transport Group A/S, totalling DKK 1.161 million at 31 December 2019. All transactions were carried out using market values on 7 October 2019. Refer to note 5 to the financial statements for further information on the

The transactions, are further described in NTG Nordic Transport Group A/S' company announcement no. 28 of 7 October 2019. Reference is made to this announcement and the prospectus of 24 September 2019 (available on investor.ntg.dk) for further details regarding the transaction.

Subsequent events

Please refer to note 13 to the financial statements.

Financial highlights

DKK '000	2019	2018	2017	2016	2015
Key Figures					
Profit/loss					
Gross profit	10.838	9.559	10.123	-1.866	11.891
Operating profit/loss	-14.780	-7.875	3.163	-3.775	6.494
Net financials	1.196.928	38.420	56.223	39.948	14.180
Net profit/loss for the year	1.182.839	30.844	59.304	37.133	19.847
Balance sheet					
Balance sheet total	1.432.796	331.327	275.589	206.534	137.023
Equity	1.327.167	122.826	106.341	45.720	20.405
Ratios					
Profit margin	-28%	-19,4%	8,0%	-15,3%	15,5%
Gross margin	20,6%	23,5%	25,7%	-7,5%	28,4%
Solvency ratio	92,6%	37,1%	38,6%	22,1%	14,9%
Return on equity	163,2%	26,9%	78,0%	112,3%	189,4%

The financial ratios have been calculated in accordance with the recommendations of the Association of Danish Financial Analysts.

Explanation of financial ratios

Profit Margin	$\frac{\text{Operating profit} \times 100}{\text{Net revenue}}$
Gross Margin	$\frac{\text{Gross profit} \times 100}{\text{Net revenue}}$
Solvency ratio	$\frac{\text{Net profit for the year} \times 100}{\text{average equity}}$
Return on equity	$\frac{\text{Net profit for the year} \times 100}{\text{average equity}}$

Income Statement

DKK '000	Note	2019	2018
Net revenue		52.694	40.658
Other external expenses		-41.856	-31.099
Gross profit		10.838	9.559
Staff costs	2	-25.618	-17.434
Operating profit		-14.780	-7.875
Income from investments in Group companies	5, 6	1.201.967	46.402
Financial income	3	2.970	2.040
Financial costs	3	-8.009	-10.022
Profit before tax		1.182.148	30.545
Tax on profit for the year	4	691	299
Profit for the year		1.182.839	30.844

Balance Sheet

Assets

DKK '000	Note	2019	2018
Investments in Group companies	6	252.138	256.166
Other investments		100	0
Receivables from Group companies		1.161.094	20.499
Other receivables, long-term		0	0
Total non-current assets		1.413.332	276.665
Trade receivables		9	658
Receivables from Group companies		3.526	40.671
Other receivables		12.080	13.304
Deferred tax assets		5	0
Corporation tax		3.844	0
Cash and cash equivalents		0	29
Total current assets		19.464	54.662
Total assets		1.432.796	331.327

Equity and Liabilities

DKK '000	Note	2019	2018
Share capital	7	766	526
Reserve for net revaluation under the equity method		0	8.724
Retained earnings	8	1.326.401	113.576
Total equity		1.327.167	122.826
Provisions	10	71.018	12.345
Other financial liabilities	9	18.319	0
Total non-current liabilities		89.337	12.345
Credit institutions	9	0	11.392
Other financial liabilities	9	6.981	0
Trade payables		4.581	9.695
Payables to Group companies		0	158.730
Other payables		4.730	13.876
Corporation tax		0	2.463
Total current liabilities		16.292	196.156
Total liabilities		105.629	208.501
Total equity and liabilities		1.432.796	331.327

Other notes:

Note 1 - Accounting policies

Note 11 - Contingent liabilities, other financial obligations and contingent assets

Note 12 - Related party transactions

Note 13 - Events after the balance sheet date

Statement of Changes in Equity

2019

DKK '000	Share capital	Share premium	Reserve for net revaluation, equity method	Proposed dividends for the year	Retained earnings	Total equity
Equity at 1 January	526	0	8.724	0	113.576	122.826
Profit for the year	0	0	30.915	1.161.094	-9.170	1.182.839
Net exchange differences on subsidiaries	0	0	-639	0	0	-639
Acquisition of shares from non-controlling interests	240	61.180	-20.703	0	0	40.717
Disposal of shares to non-controlling interests	0	0	1.945	0	0	1.945
Other adjustments	0	-61.180	-20.242	0	60.901	-20.521
Equity at 31 December	766	0	0	1.161.094	165.307	1.327.167

2018

DKK '000	Share capital	Share premium	Reserve for net revaluation, equity method	Proposed dividends for the year	Retained earnings	Total equity
Equity at 1 January	520	0	33.255	0	72.566	106.341
Profit for the year	0	0	-3.203	0	34.047	30.844
Net exchange differences on subsidiaries	0	0	-5.682	0	0	-5.682
Share conversion with minority shareholders	6	6.934	-4.297	0	0	2.643
Transactions with minority shareholders	0	0	-14.524	0	0	-14.524
Other adjustments	0	-6.934	3.175	0	6.963	3.204
Equity at 31 December	526	0	8.724	0	113.576	122.826

Notes

Note 1 - Accounting policies

The Annual Report of Nordic Transport Group A/S for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The Company's Financial Statements are presented in DKK thousand.

Accounting policies are unchanged from last year.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences 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.

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

Cash flow statement

No separate cash flow statement has been prepared for the parent company in accordance with the exemption clause of section 86(4) of the Danish Financial Statements Act.

The consolidated financial statements of the ultimate parent company, NTG Nordic Transport Group A/S, can be found on investor.ntg.dk.

Income statement

Revenue

Revenue from the sale of services etc. is recognised in the income statement provided that delivery and transfer of risk have been made to the purchaser by year end and provided that the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

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

Other external expenses

Other external expenses comprise expenses for distribution, sales, marketing, administration, premises, bad debts as well as leases, etc.

Staff costs

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

Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of profit for the year, including amortizations of goodwill arising at initial recognition and other value adjustments on subsidiaries.

The item also includes gains on sale of investments in subsidiaries realized in the year.

Financial income and costs

Financial income and costs comprise interests, realized and unrealized gain from exchange rates as well as other financial income and expenses.

Tax on profit/loss for the year

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

The Company is jointly taxed with its Danish subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance sheet

Investments in subsidiaries and group goodwill

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions

Group goodwill arising at initial recognition of subsidiaries is amortised on a straight-line basis over the estimated useful life of 20 years, determined on the basis of Management's experience with the individual business areas. The useful life of goodwill relates mainly to the investment in subsidiaries. It is Management's assessment that the acquired companies are a strategic investment and will contribute positively to the Company's earnings over a longer period due to good market positions and strong earnings potentials.

Receivables

Receivables are measured in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

Equity - dividend

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

Current tax receivables and liabilities

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

Financial debts

Loans, such as loans from credit institutions, 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.

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of Management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Note 2 - Staff costs

<u>(DKK '000)</u>	<u>2019</u>	<u>2018</u>
Wages and salaries	23.985	14.470
Pensions	1.239	2.452
Other social security costs and other staff costs	394	512
Total	25.618	17.434
Average number of full time employees	28	27

Remuneration during the year paid by the Company to Executive Management is specified below:

<u>(DKK '000)</u>	<u>2019*</u>	<u>2018</u>
Base salary	4.472	4.537
Cash bonus	1.500	2.000
Pensions	140	120
Other benefits	357	351
Executive Management remuneration total	6.469	7.008

* Remuneration for 2019 relates to the period 1 January 2019 to 31 October 2019 for the Company's former Executive Management Board consisting of Jesper E. Petersen, Mikkel Fruergaard and Christian D. Jakobsen. Following the IPO transaction on 7 October 2019, described in the Management's review, the Company's former Executive Management Board was replaced by Christian Jakobsen. No remuneration was paid by the Company to the Executive Management Board for the period 1 November 2019 to 31 December 2019.

Remuneration during the year paid by the Company to the Board of Directors is specified below:

<u>(DKK '000)</u>	<u>2019*</u>	<u>2018</u>
Fees	608	350
Board of Directors remuneration total	608	350

* Remuneration for 2019 relates to the period 1 January 2019 to 31 October 2019 for the Company's former Board of Directors. Following the IPO transaction on 7 October 2019, described in the Management's review, the Company's former Board of Directors was replaced by Jesper E. Petersen, Mikkel Fruergaard and Christian D. Jakobsen. No remuneration was paid by the Company to the Board of Directors for the period 1 November 2019 to 31 December 2019.

Note 3 - Financial income and costs

(DKK '000)	2019	2018
Interest received from Group companies	3.046	1.565
Other financial income	12	475
Total financial income	3.058	2.040
Interest paid to Group companies	4.270	2.702
Other financial costs	3.827	7.320
Total financial costs	8.097	10.022
Net financials	-5.039	-7.982

Note 4 - Tax

(DKK '000)	2019	2018
<i>Tax for the year can be broken down as follows:</i>		
Current tax for the year	643	-462
Adjustment of deferred tax for the year	5	0
Adjustment of tax from prior periods	43	163
Total	691	-299

Note 5 - Special items

As described in the Management's Review, the Company transferred all of its activities and the shares in 7 subsidiaries to NTG Nordic Transport Group A/S on 7 October 2019. The transactions were carried out using market values on 7 October 2019. Resulting gain totalled DKK 1.161 million, recognized in the income statement line item "Income from investments in Group companies".

Composition of the line item "Income from investments in Group companies" is specified below:

(DKK '000)	2019
Income from investments in Group companies presented in the income statement:	1.201.967
<i>Specified as follows:</i>	
Results from subsidiaries cf. note 6	37.556
Gain from sale of shares in 7 subsidiaries	1.164.411
Reconciliation	0

Note 6 - Investments in subsidiaries

(DKK '000)	2019	2018
Cost at 1 January	216.175	115.345
Additions for the year	143.135	125.823
Disposals for the year	-45.171	-22.400
Movement from cost to value adjustments	6.162	-2.593
Cost at 31 December	320.301	216.175
Value adjustments at 1 January	8.724	33.254
Net profit/loss for the year	76.734	65.054
Dividend to parent company	-141.853	-71.018
Other equity movements, net	-20.242	3.175
Amortization of goodwill	-10.638	-12.313
Currency translation adjustments	-639	-5.682
Change in intercompany profit	-28.540	-6.995
Reversals related to disposals for the year	-16.438	0
Other adjustments	-127	656
Movement from cost to value adjustments	-6.162	2.593
Value adjustments at 31 December	-139.181	8.724
Equity investments with negative net asset value offset against receivables	0	23.922
Equity investments with negative net asset value transferred to provisions	71.018	7.345
Carrying value at 31 December	252.138	256.166
Positive differences from initial measurement of subsidiaries at net asset value at 31 December	351.029	252.370

The Company's subsidiary holdings are specified below:

Name of entity	Country of incorpora- tion	Ultimate ownership % Company
<i>Subsidiaries</i>		
NTG Air & Ocean A/S	Denmark	78%
NTG Projects A/S	Denmark	51%
NTG Terminals I A/S	Denmark	71%
NTG Terminals II A/S	Denmark	80%
NTG Ocean International A/S	Denmark	85%
NTG Courier A/S	Denmark	67%
NTG Domestic A/S	Denmark	63%
NTG Nielsen & Sørensen A/S	Denmark	51%

NTG Frigo East ApS	Denmark	61%
NTG Logistics AB	Sweden	85%
NTG Road Sweden AB	Sweden	100%
NTG Växjö AB	Sweden	51%
NTG Turkey AB	Sweden	100%
NTG Air & Ocean AB	Sweden	88%
ATEGE GmbH	Germany	100%
NTG Continent GmbH	Germany	100%
NTG FTS GmbH	Germany	57%
NTG Logistics GmbH	Germany	100%
Polar Logistics GmbH	Germany	86%
NTG Multimodal GmbH	Germany	100%
Nellen & Quack GmbH & Co. KG	Germany	100%
Polar Logistics International Oy	Finland	86%
NTG Polar Road Oy	Finland	78%
Kiinteistö Oy Euro Speed	Finland	78%
NTG Air & Ocean Oy	Finland	92%
KH Fur Oy	Finland	100%
NTG Eood	Bulgaria	100%
NTG Continent Eood	Bulgaria	100%
Polar Logistics Bel OOO	Belarus	86%
NTG Holding AG	Switzerland	100%
Gondrand International AG	Switzerland	100%
NTG Gondrand Customs AG	Switzerland	100%
NTG Gondrand Road AG	Switzerland	100%
NTG Air & Ocean AG	Switzerland	100%
Go-Trans (Shanghai) Ltd.	China	100%
Go-Trans (Shenzen) Ltd.	China	100%
Gondrand a.s.	Czech Republic	100%
NTG Road Czech s.r.o.	Czech Republic	100%
NTG Transport Oü	Estonia	51%
NTG Air & Ocean Oü	Estonia	80%
Go Trans SAS	France	100%
Go-Trans (Hong Kong) Ltd.	Hong Kong	100%
Neptune Logistics (Worldwide) Limited	Hong Kong	100%
Go Speed Limited (Hong-Kong)	Hong Kong	100%
Golden Ocean Line	Hong Kong	100%
NTG Air & Ocean Croatia	Croatia	51%
Gondrand Kft.	Hungary	100%
NTG Transport SRL	Italy	100%
NTG Air & Ocean Japan Inc.	Japan	82%
Polar Eurasia TOO	Kazakhstan	86%
NTG Lithuania UAB	Lithuania	52%
NTG Logistics LT UAB	Lithuania	26%
NTG Latvia Sia	Latvia	100%
Gondrand Traffic B.V.	Netherlands	100%
NTG Air & Ocean Netherlands B.V.	Netherlands	83%
GT Chemical Logistics B.V.	Netherlands	100%
NTG Road B.V.	Netherlands	75%
NTG Road Norway AS	Norway	100%

NTG Air & Ocean AS	Norway	100%
NTG Polar Road Sp.z.o.o.	Poland	51%
NTG Global Poland sp. z.o.o.	Poland	60%
NTG Air & Ocean SRL	Romania	89%
Polar Logistics Region ZAO	Russia	86%
Polar Logistics Solution OOO	Russia	86%
Polar Logistics OOO	Russia	86%
NTG Services s.r.o	Slovakia	85%
NTG Uluslararası Lojistik Ltd.	Turkey	100%
NTG Air & Ocean Turkey	Turkey	75%
Polar Logistics Ukraine TOO	Ukraine	86%
DAP (UK Holding) Limited	United Kingdom	100%
D.A.P. (UK) Limited	United Kingdom	100%
NTG Air & Ocean USA, Inc.	Unites States	80%
NTG Air & Ocean ATL, LLC	Unites States	78%
NTG Air & Ocean EWR LLC	Unites States	73%
NTG Air & Ocean DTW LLC	Unites States	80%
NTG Air & Ocean ORD LLC	Unites States	80%
<i>Associates</i>		
ATS Air Transport Service AG	Switzerland	26%

Note 7 - Equity

Share capital:

<u>(DKK '000)</u>	<u>A-Shares</u>	<u>B-Shares</u>	<u>Nominal Value</u>
1 January 2018	500	20	520
Capital increase	6	0	6
31 December 2018	506	20	526
Capital increase	240	0	240
31 December 2019	746	20	766

All shares are fully paid up and have a nominal value of DKK 1 each.

A-shares have a pre-emptive right to dividends and liquidation proceeds totalling DKK 799 per A-share.

Note 8 - Proposed distribution of profit

(DKK '000)	2019	2018
Transferred to reserve for net revaluation cf. equity method	30.915	-3.203
Transferred to retained earnings	-9.170	34.047
Proposed dividends for the year	1.161.094	0
Total	1.182.839	30.844

Note 9 - Financial liabilities

(DKK '000)	2019	2018
Due within 1 year from the balance sheet date	6.981	11.392
Due within 5 years from the balance sheet date	18.319	0
Total	25.300	11.392

Note 10 - Provisions

(DKK '000)	invest- ments with negative values	Other provisions	Total provisions
Carrying amount at 1 January	7.345	5.000	12.345
Additional provisions recognized	63.673	0	63.673
Transferred to financial liabilities	0	-5.000	-5.000
Amounts used during the year	0	0	0
Carrying amount at 31 December	71.018	0	71.018

Note 11 - Contingent liabilities, other financial obligations and contingent assets

(DKK '000)	2019	2018
<i>Future lease payments on operating leases:</i>		
Within 1 year	0	17.193
Between 1 and 5 years	0	68.027
After 5 years	0	177.899
Total	0	263.119

Leasing contracts and other contractual liabilities were transferred to NTG Nordic Transport Group A/S subsequent to the transaction on 7 October 2019, described in the Management's review.

Other contingent liabilities:

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

At 31 December 2019, the Company has issues parent company guarantees to subsidiaries for a total of DKK 38,5 million (2018: DKK 0 million). Guarantees are mainly issues as security for subsidiaries' outstanding balances with certain suppliers.

Note 12 - Related parties disclosures

	<u>Basis</u>
Controlling interest	
NTG Nordic Transport Group A/S	Parent Company

Transactions

The company has chosen to only disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent company

<u>Name</u>	<u>Place of registered office</u>
NTG Nordic Transport Group A/S	Hvidovre, Denmark

Note 13 - Events after the balance sheet date

The situation surrounding COVID-19 has caused a high degree of uncertainty in the macroeconomic environment at the beginning of 2020. Although a negative impact on the Company's results in 2020 is to be expected, it is not possible to precisely quantify the effects. The expectations presented in the Management's review for 2020 reflect the best estimate at the time this Annual Report was prepared.

This is a non-adjusting event with relation to the 2019 Financial Statements.