

# **Unimed Feeder Services A/S**

Hveensgade 1, 8000 Aarhus C

CVR No 36 96 13 92

Annual Report for 10.07.15 – 31.12.16

1st Financial Year

The Annual Report has been presented and adopted at the Annual General Meeting of the Company on 23 / 5 2017

Mie Letager Kjeldsen Chairman

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab, CVR-nr. 33 77 12 31 Nobelparken, Jens Chr. Skous Vej 1, DK-8000 Aarhus C T: +45 8932 0000, F: +45 8932 0010, www.pwc.dk

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### **Management's Statement on the Annual Report**

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Unimed Feeder Services A/S for the financial year 10 July 2015 - 31 December 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, of the results of the Company operations.

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 as well as a description of the most significant risks and elements of uncertainty facing the Company.

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

Aarhus, 4 May 2017

**Executive Board** 

Jesper Bøgh Uldbjerg

**Board of Directors** 

Jesper Kristensen Chairman Christian Gunnar Retbøll

Jesper Bøgh Uldbjerg



## **Independent Auditor's Report**

To the Shareholder of Unimed Feeder Services A/S

### Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2016, and of the results of the Company's operations for the financial year 10 July 2015 - 31 December 2016 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Unimed Feeder Services A/S for the financial year 10 July 2015 - 31 December 2016, which comprise income statement, balance sheet, statements of changes in equity and notes, including a summary of significant accounting policies, for the Company ("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 Financials 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 Statement Act. We did not identify any material misstatement in Management's Review.



# **Independent Auditor's Report**

### Management's Responsibilities for the Financial Statements

Management is responsible for the preparation 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.



## **Independent Auditor's Report**

- 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.

Aarhus, 4 May 2017 **PricewaterhouseCoopers** Statsautoriseret Revisionspartnerselskab *CVR No 33 77 12 31* 

Michael Nielsson State Authorised Public Accountant Lars Greve Jensen State Authorised Public Accountant

# **Company Information**

The Company's name	Unimed Feeder Services A/S
Address	"Shipping Huset" Hveensgade 1 DK-8000 Aarhus C
	CVR No: 36 96 13 92
	Financial Period: 10 July 2015 – 31 December 2016 Financial Year: 1st Financial Year Municipality of reg. office: Aarhus
Board of Directors	Jesper Kristensen (Chairman) Christian Gunnar Retbøll Jesper Bøgh Uldbjerg
Executive Board	Jesper Bøgh Uldbjerg
Auditors	PricewaterhouseCoopers Nobelparken Jens Chr. Skous Vej 1 DK-8000 Aarhus C

# **Financial Highlights for the Group**

The company's financial highlights are shown below. As it is the Company's first financial year, no comparative figures for previous years have been included.

	10.07.15 – <u>31.12.16</u> DKK '000
Key figures	
Profit/loss	
Revenue Operating profit/loss	731 865
Profit/loss before financial in-	61 807
come and expenses	61 807
Net financials	-2 574
Profit/loss before tax	59 234
Profit/loss for the year	58 570
Balance Sheet	
Equity Investments in property, plant	152 586
and equipment	902
Current assets	223 419
Short-term debt	71 735
Balance sheet total	224 321
Ratios	
Profit margin	8.4%
Return on assets	27.6%
Return on equity	38.4%
Liquidity ratio	311.4%
Solvency ratio	68.0%



# **Financial Highlights for the Group**

### **Explanation of financial ratios**

The ratios have been prepared in accordance with the recommendations issued by the Danish Society of Financial Analysts and are calculated as follows:

Profit Morgin	_	Profit before financials x100	
Profit Margin	=	Revenue	
Return on assets	=	Profit before financials x 100 Total assets	
Return on equity	=	Net profit for the year x 100 Average equity	
Liquidity ratio	=	Current assets x 100 Short - term debt	
Solvency Ratio	=	Equity at year end x 100 Total assets	



### Review

The main activities of Unimed Feeder Services A/S are international freight transport services such as Container Feeder Services. The Company is driven by the asset light and agile business model.

Unimed Feeder Services A/S has operationally been challenged by an increased amount of imbalanced cargo with significant majority of heavy export cargo from the outports, which puts limitations on utilizing the vessels to the full extent. The situation has improved over the year as customers have positioned more empty containers to export countries, however the weight imbalance continues to be a challenge.

The macroeconomic situation in Egypt changed considerably during 2016, as a financial and currency crisis has impacted the activities in ports of Egypt. As a consequence of this the company activities has been negatively affected.

The operating profit of Unimed Feeder Services A/S is lower than expected. Taking the overall volume development in the beginning of the year and the general health of our clients into consideration, the result is acceptable.

For 2017, overall market volumes are expected to grow. The logic arguments of a continued outsourcing trend of feeder requirements by the deep sea lines are expected to increase the overall feeder volume in 2017. Profits for 2017 are expected to be at a higher level compared to 2016.

Currency exposure is continuously being assessed; sales and most significant cost items are concentrated in markets and products linked to USD. Customers and procurement agreements are, in all materiality, seen to set off possible foreign exchange risks.

For description of Corporate Social Responsibility (Danish Financial Statements Act §§ 99a), please see the Annual Report for Unicorn ApS, Aarhus.

#### Policy - equal opportunities

Equal opportunities and focus on diversity are an integrated part of the Group's policy for Employee well-being and working conditions.

Opportunities for development and career must be available for everybody possessing skills and showing intention and shall in no way be restricted by the person's gender, nationality, age, sexual orientation and religion or other like factors.

The Company has for the time being no female board members. The board is cognisant of this under-representation and wants to contribute to increasing the number of female board members, mind bearing that within the logistics sector there is traditionally a low ratio of women on board level and also on top and middle management levels.



### Review

The members of the board are appointed by the Group's shareholders at the general assembly. As and when the board nominates new candidates, the board will include gender as a parameter. When appointing candidates to the Group's board, it is, however, important that the members represent professional competencies which are relevant for the Group's activities within feeder and short sea. Finding the member with the right qualifications will always take priority over gender. In 2016 all members of the board were re-elected and therefore no increase in female members of the board was achieved. The Group's ambition is to have one female member of the board within 5 years.

In the Company's management team, there are currently no women. Due to the limited recruiting possibilities for leading women within logistics, the current level is seen as satisfactory. Meanwhile, it is the Group's aim to increase the ratio of women in the management team. In 2016 we have continued to

- Seek to have candidates of both gender when recruiting for new management positions
- Consider women when making career and succession planning

Both to be done without compromising on the qualifications need to hold the position in question. No change in the gender composition of the management group has been registered since the foundation in 2015.

### **Income Statement**

	Note	10.07.15 - 31.12.16
		DKK '000
Revenue	1	731 865
Cost of sales		- 639 026
Gross profit/loss		92 839
Administrative expenses	2	- 31 032
Profit/loss before financial income and expenses		61 807
Income from investments in subsidiaries	7	0
Financial income	3	1 287
Financial expenses	4	- 3 860
Profit/loss before tax		59 234
Tax on profit/loss for the year	5	- 664
Net profit/loss for the year		58 570

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### **Balance Sheet**

### Assets

Other fixtures and fittings, tools and equipment	016
Property, plant and equipment       6         Investments in subsidiaries	K '000
Investments in subsidiaries Fixed asset investments Fixed assets Fixed assets Bunker inventories Bunker inventories Trade receivables Receivables from group enterprises Other receivables Prepayments 8 Receivables	336
Fixed asset investments 7   Fixed assets	336
Fixed assets   Bunker inventories   Bunker inventories   Trade receivables   Receivables from group enterprises   Other receivables   Prepayments   8   Receivables	566
Bunker inventories   Bunker inventories   Trade receivables   Receivables from group enterprises   Other receivables   Prepayments   8	566
Bunker inventories	902
Trade receivables Receivables from group enterprises Other receivables Prepayments 8 Receivables	11 984
Receivables from group enterprises         Other receivables         Prepayments       8         Receivables	11 984
	86 521 79 673 193 1 814
Cash at hand and in bank	168 201
	43 234
Current assets	223 419
Assets	224 321

### **Balance Sheet**

### Liabilities and equity

Liabilities and equity	Note	2016
		DKK '000
Share capital	9	5 000
Retained earnings Proposed dividend		67 586 80 000
Equity	-	152 586
Trade payables		30 969
Payables to group enterprises Corporation tax		3 720 535
Other payables		36 511
Short-term debt	-	71 735
Debt	-	71 735
Liabilities and equity	-	224 321
Contingent liabilities and other financial obligations Fee to auditors appointed at the general meeting	10 11	
Material events after balance sheet date	12	

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# **Statement of Changes in Equity**

	Note	Share capital	Proposed dividend DKK '000	Retained earnings DKK '000	Total
Equity 10 July 2015		500	0	0	500
Capital increase		4 500	0	82 620	87 120
Exchange rate adjustment Proposed distribution of		0	0	6 396	6 396
profit	13	0	80 000	- 21 430	58 570
Equity 31 December 2016		5 000	80 000	67 586	152 586

## Notes to the Annual Report

#### 1 Revenue

The companys activities only comprise Feeder Services. Geographically the company operates in the Mediterranean.

	2016
	DKK '000
Administrative expenses	
Administrative expenses include the following:	
Wages, salaries and remuneration	19 821
Pensions	895
Social security expenses	2 832
	23 548
Average number of employees exclusive crew on chartered vessels	43

Remuneration to the executive Board and Board of Directors have not been disclosed in accordance with section 98 b of the Danish Financial Statements Act.

### 3 Financial income

	Interest income Interest received from group enterprises Other financial income	110 946 231
		1 287
4	Financial expenses	
	Interest expenses Interest paid to group enterprises	27 27
	Exchange rate adjustments Other financial expenses	3 564 242
		3 860
5	Tax on profit/loss for the year	
	Current tax for the year	664
	Total tax for the year	664

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### Notes to the Annual Report

### 6 Property, plant and equipment

	Other fixtures and fittings, tools and equipment
	DKK '000
Cost at 10 July 2015 Additions from acquisition of activities	0 3 756
Exchange rate adjustments	- 15
Additions for the year	93
Cost at 31 December 2016	3 834
Depreciation at 10 July 2015	0
Additions from acquisition of activities	3 295
Exchange rate adjustments	- 13
Depreciation for the year	216
Depreciation at 31 December 2016	3 498
Carrying amount at 31 December 2016	336
Carrying amount at 10 July 2015	0

### 7 Fixed asset investments

		Investments in subsidiaries	
		DKK '000	
Cost at 10 July 2015		0	
Additions for the year		87 120	
Disposals for the year		- 86 554	
Cost at 31 December 2016		566	
Value adjustments 10 July 2015		0	
Value adjustments 31 December 201	6	0	
Carrying amount at 31 December 2	2016	566	
Carrying amount at 10 July 2015		0	
Investments in subsidiaries are speci	ified as follows:		
Name	Place of registered office	Ownership	

Name

Alkion Shipmanagement Ltd.

Cyprus

100%

### Notes to the Annual Report

#### 8 Prepayments (assets)

Prepayments consist of expenses in relation to charter of ships and other transport expenses.

#### 9 Share Capital

The share capital consists of 500.000 shares of a nominal value of DKK 1 per share. No shares carry any special rights.

Changes in share capital since the funding of the company:

	2016
	DKK '000
Share capital	500
Capital increase	4 500
	5 000

#### 10 Contingent liabilities and other financial obligations

At the balance sheet date the Company has rent obligations and lease commitments amounting to DKK

The Company currently enters into contracts for charter of vessels for periods of up to 5 years. The charter obligation amounts to DKK 245.2m at 31 December 2016.

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

Please see note 12 of the Consolidated Annual Report for Unicorn ApS, Aarhus

#### 12 Material events after balance sheet date

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

		2016
13	Proposed distribution of profit	DKK '000
	Proposed dividend for the year	80 000
	Retained earnings	- 21 430
		58 570

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### **Basis of Preparation**

The Annual Report of Unimed Feeder Services A/S for 2016 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

It is the first financial period for the Company.

According to the Danish Financial Statements Act § 112 Unimed Feeder Services A/S does not prepare consolidated financial statements. Unimed Feeder Services A/S is included in the consolidated financial statements of the parent company Unicorn ApS and the ultimate Group Annual Report of Holdingselskabet af 10. januar 2013 II A/S, Aarhus.

The Annual Report for 2016 is presented in DKK thousands.

#### **Recognition and measurement**

The financial statements have been prepared under the historical cost method.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Group, 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 Group, 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.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Revenues are recognised in the income statement as earned. The decision whether revenues are considered earned, is based on the following criteria:

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



### Recognition and measurement (continued)

Based here on revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value are 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.

### **Translation policies**

Transactions in foreign currencies have during the year been translated 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.

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 transaction date rates are recognised in financial income and expenses in the income statement.

The income statements of the Group's foreign subsidiaries and associates are translated at average exchange rates, whereas the balance sheet items are translated at the exchange rates at the balance sheet date.

Exchange adjustments arising on the translation of the opening equity of foreign enterprises and exchange adjustments arising from the translation of the income statements of foreign enterprises at average exchange rates are recognised directly in equity.

### Company tax and deferred tax

Tax for the year consists of current tax for the year and 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's current tax for the year comprises tax calculated under the rules of the Danish Tonnage Taxation Act as regards the part of the activity governed by the Danish Tonnage Taxation Act, and tax calculated under the ordinary tax rules as regards other activities.

The Company is registered under the tonnage taxation scheme. Based on the planned use of chartered vessels, the tonnage taxation scheme does not imply any liability; therefore, deferred tax is not recognised in the balance sheet on assets and liabilities relating to the activity subject to tonnage taxation.



### Company tax and deferred tax (continued)

The Company is jointly taxed with its Danish Parent Company. The tax effect of the joint taxation with the Parent Company is allocated in proportion to the taxable income (full allocation with credit for tax losses).

### **Income Statement**

#### Revenue

The Company's revenue comprises revenue from transport activities for the period as well as the revenue invoiced by the Company's agents where revenue is on the Company's account.

#### **Cost of sales**

Cost of sales comprises variable costs by way of costs related to vessels and containers as well as other transport costs.

#### Administrative expenses

Administrative expenses comprise expenses for Management, administrative staff, office expenses, depreciation, etc.

#### Income from investments in subsidiaries

The items "Income from investments in subsidiaries" in the income statement include the proportionate share of the profit for the year.

### Financial income and expenses

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

### **Balance Sheet**

### Property, plant and equipment

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

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

5 years

Other fixtures and fittings, tools and equipment

### Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and 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 need for writing down is assessed for the smallest group of assets for which a recoverable amount can be determined.

Goodwill, head office buildings and other assets for which a separate value in use cannot be determined as the asset does not on an individual basis generate future cash flows are reviewed for impairment together with the group of assets to which they are attributable.

### Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method. The items "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 any remaining value of positive differences (goodwill) and deduction of any remaining value of negative differences (negative goodwill).



### Investments in subsidiaries (continued)

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 subsidiaries.

Subsidiaries with a negative net asset value are measured at DKK o. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions. An independent assessment of any receivables from these enterprises is made.

Profit or loss upon disposal or winding-up of subsidiaries is calculated as the difference between the selling price or the winding-up proceeds and the carrying amount of net assets at the time of sale and expected expenses for sale or winding-up. The profit or loss is recognised in the income statement.

#### **Bunker** inventories

Bunker inventories comprise inventories for use on chartered vessels. The inventories are measured at average prices.

#### Receivables

Receivables are measured in the balance sheet at the lower of nominal value 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, and in respect of trade receivables, a general provision is also made.

#### Prepayments

Prepayments comprise prepaid expenses in respect of subsequent financial years.

#### Equity

### Dividend

Dividend is recognized as a commitment at the date of approval at the annual general meeting. Dividend, which is expected to be declared for the year, is shown as a separate item under equity.

#### **Financial debts**

Other debts are measured at amortised cost, substantially corresponding to nominal value. Onerous contracts that were concluded in prior years in which the service is delivered within 1 year are classified under short-term debt.



### **Cash Flow Statement**

No cash flow statement has been prepared for the Company with reference to section 86 (4) of the Danish Financial Statements Act, as the Company cash flows are included in the Consolidated Cash Flow Statement for Unicorn ApS, Aarhus.