

KEEP F ApS

c/o Keystone Investment
Management A/S Havnegade 39
1058 Copenhagen K
Central Business Registration No
37001848

Annual report 2016

The Annual General Meeting adopted the annual report on 10.05.2017

Chairman of the General Meeting

Name: Maja Hesselberg

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Entity details

Entity

KEEP F ApS

c/o Keystone Investment Management A/S Havnegade 39
1058 Copenhagen K

Central Business Registration No: 37001848

Registered in: Copenhagen

Financial year: 01.01.2016 - 31.12.2016

Executive Board

Robert David Craig Sim

Hugo Marcus Vernon Black

Morten Sennecker Schultz

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

Postboks 1600

0900 København 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 KEEP F ApS for the financial year 01.01.2016 - 31.12.2016.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 10.05.2017

Executive Board

Robert David Craig Sim

Hugo Marcus Vernon Black

Morten Sennecker Schultz

Independent auditor's reports

To the shareholders of KEEP F ApS

Report on extended review of the financial statements

We have performed an extended review of the financial statements of KEEP F ApS for the financial year 01.01.2016 - 31.12.2016. The financial statements, which comprise the income statement, balance sheet, statement of changes in equity, notes and accounting policies, are prepared in accordance with the Danish Financial Statements Act.

Management's responsibility 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.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements. We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors.

This requires that we comply with the Danish Public Accountants Act and FSR – Danish Auditors' Code of Conduct and plan and perform procedures to obtain limited assurance about our opinion on the financial statements and that we perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our opinion.

An extended review consists of making inquiries, primarily of management and, if appropriate, of other entity personnel, performing analytical procedures and specifically required supplementary procedures as well as evaluating the evidence obtained.

The procedures performed in an extended review are less in scope than in an audit, and accordingly we do not express an audit opinion on the financial statements.

Conclusion

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016 in accordance with the Danish Financial Statements Act.

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 reports

In connection with our extended review 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 extended review 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, 10.05.2017

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556

Lars Andersen

State Authorised Public Accountant

Management commentary

Primary activities

The company's purpose is to operate as holding company by owning investments in enterprises that acquire, see and manage real estate both directly and through a company.

Development in activities and finances

The company realized a loss of 380 thousand which was as expected by the management.

Management expects increased activities and positive result in 2017.

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.

Income statement for 2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
Other external expenses		<u>(86.579)</u>	<u>(22.500)</u>
Operating profit/loss		(86.579)	(22.500)
Other financial expenses		<u>(383.288)</u>	<u>(4.125)</u>
Profit/loss before tax		(469.867)	(26.625)
Tax on profit/loss for the year	1	<u>89.782</u>	<u>5.857</u>
Profit/loss for the year		(380.085)	(20.768)
Proposed distribution of profit/loss			
Retained earnings		<u>(380.085)</u>	<u>(20.768)</u>
		(380.085)	(20.768)

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
Investments in group enterprises		2.006.842	2.054.503
Deferred tax		5.857	5.857
Fixed asset investments	2	<u>2.012.699</u>	<u>2.060.360</u>
Fixed assets		<u>2.012.699</u>	<u>2.060.360</u>
Receivables from group enterprises		344.234	0
Other receivables	3	121.977	0
Joint taxation contribution receivable		89.782	0
Receivables		<u>555.993</u>	<u>0</u>
Cash		<u>21.310</u>	<u>1.979.059</u>
Current assets		<u>577.303</u>	<u>1.979.059</u>
Assets		<u>2.590.002</u>	<u>4.039.419</u>

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK</u>
Contributed capital	4	50.020	50.020
Retained earnings		2.288.731	2.668.816
Equity		2.338.751	2.718.836
Trade payables		21.251	1.320.583
Payables to group enterprises		230.000	0
Current liabilities other than provisions		251.251	1.320.583
Liabilities other than provisions		251.251	1.320.583
Equity and liabilities		2.590.002	4.039.419
Contingent liabilities	5		
Mortgages and securities	6		

Statement of changes in equity for 2016

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	50.020	2.668.816	2.718.836
Profit/loss for the year	0	(380.085)	(380.085)
Equity end of year	50.020	2.288.731	2.338.751

Notes

	2016	2015
	DKK	DKK
1. Tax on profit/loss for the year		
Change in deferred tax for the year	0	(5.857)
Refund in joint taxation arrangement	(89.782)	0
	(89.782)	(5.857)

	Investments in group enterprises DKK	Deferred tax DKK
2. Fixed asset investments		
Cost beginning of year	2.054.503	5.857
Transfers	(47.661)	0
Cost end of year	2.006.842	5.857
Carrying amount end of year	2.006.842	5.857

The additions above are prepayments related to the establishment of a subsidiary in 2017.

3. Other receivables

The Entity has entered into an interest rate cap transaction with a cap rate of 3%. As of 31.12.2016 the notional amount is 97,790,625 DKK, and the fair value is 121,977 DKK in favour of the Entity. The termination date is 30 September 2020.

	Number	Par value DKK	Nominal value DKK
4. Contributed capital			
A-shares	45.018	1	45.018
B-shares	5.002	1	5.002
	50.020		50.020

5. Contingent liabilities

During 2015, a restricted transfer agreement of shares was entered into regarding the acquisition of the shares in a company with expected transfer as of 1. July 2017.

The Entity participates in a Danish joint taxation arrangement in which KEEP GKL 3 ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities and also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities.

Notes

6. Mortgages and securities

Collateral security provided for subsidiaries and other group enterprises

The Entity has guaranteed the group enterprise KEEP P1 ApS' debt to Danske Bank. The subsidiaries' bank loans amount to DKK 0.

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.

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 rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Derivative financial instruments

On initial recognition in the balance sheet, derivative financial instruments are measured at cost and subsequently at fair value. Derivative financial instruments are recognised under other receivables or other payables.

For derivative financial instruments that do not comply with the requirements for being treated as hedging instruments, changes in fair value are recognised currently in the income statement as financial income or financial expenses.

Income statement

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.

Accounting policies

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 other Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocated 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.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Income tax payable or receivable

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

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

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