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# ***Herlev - Big Shopping Park ApS***

Frederiksgade 17, DK-1265 Copenhagen

## **Annual Report for 23 March - 31 December 2016**

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CVR No 37 56 17 03

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
8 /3 2017

Henrik Tilsted Knudsen  
Chairman



**pwc**

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## **Management's Statement**

The Executive Board has today considered and adopted the Annual Report of Herlev - Big Shopping Park ApS for the financial year 23 March - 31 December 2016.

The Annual Report is 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 at 31 December 2016 of the Company and of the results of the Company operations for 2016.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

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

Copenhagen, 8 March 2017

### **Executive Board**

Peter James Todd  
Director

Christian Ulrich Brandt Birger-  
Christensen  
Director

# Independent Auditor's Report

To the Shareholder of Herlev - Big Shopping Park ApS

## 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 operations for the financial year 23 March - 31 December 2016 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Herlev - Big Shopping Park ApS for the financial year 23 March - 31 December 2016, 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 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 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.

## 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.

Hellerup, 8 March 2017

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Jesper Wiinholt  
State Authorised Public Accountant

Maj-Britt Nørskov Nannestad  
State Authorised Public Accountant

## **Company Information**

### **The Company**

Herlev - Big Shopping Park ApS  
Frederiksgade 17  
DK-1265 Copenhagen

CVR No: 37 56 17 03

Financial period: 23 March - 31 December

Incorporated: 23 March 2016

Financial year: 1st financial year

Municipality of reg. office: Copenhagen

### **Executive Board**

Peter James Todd  
Christian Ulrich Brandt Birger-Christensen

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

# Management's Review

## Main activity

The main activity of the Company is direct - or by investing in or owning assets and investments in other companies - to conduct business in the property sector and other related activities.

## Development in the year

The income statement of the Company for 2016 shows a profit of DKK 43,630,481, and at 31 December 2016 the balance sheet of the Company shows equity of DKK 476,680,481.

It has not been possible to make up the incorporation expenses directly, as they have been incurred by other group entity in connection with the takeover of a property.

Management estimates the expenses to be DKK 10k.

## Subsequent events

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



## Income Statement 23 March - 31 December

	Note	2016 10 Months DKK
<b>Gross profit/loss</b>		<b>-239.206</b>
Income from investments in subsidiaries	1	44.271.576
Financial expenses		-582.711
<b>Profit/loss before tax</b>		<b>43.449.659</b>
Tax on profit/loss for the year	2	180.822
<b>Net profit/loss for the year</b>		<b>43.630.481</b>

## Distribution of profit

### Proposed distribution of profit

Proposed dividend for the year	25.000.000
Reserve for net revaluation under the equity method	44.271.576
Retained earnings	-25.641.095
	<b>43.630.481</b>

# Balance Sheet 31 December

	Note	2016 10 Months DKK
<b>Assets</b>		
Investments in subsidiaries	3	464.104.599
<b>Fixed asset investments</b>		<b>464.104.599</b>
<b>Fixed assets</b>		<b>464.104.599</b>
Other receivables		1.636.834
Corporation tax		180.822
<b>Receivables</b>		<b>1.817.656</b>
<b>Cash at bank and in hand</b>		<b>15.799.899</b>
<b>Currents assets</b>		<b>17.617.555</b>
<b>Assets</b>		<b>481.722.154</b>
<b>Liabilities and equity</b>		
Share capital		5.050.000
Reserve for net revaluation under the equity method		44.271.576
Retained earnings		402.358.905
Proposed dividend for the year		25.000.000
<b>Equity</b>	4	<b>476.680.481</b>
Trade payables		1.771.164
Payables to group enterprises		1.404.075
Other payables		1.866.434
<b>Short-term debt</b>		<b>5.041.673</b>
<b>Debt</b>		<b>5.041.673</b>
<b>Liabilities and equity</b>		<b>481.722.154</b>
Contingent assets, liabilities and other financial obligations	5	

## Statement of Changes in Equity

	Share capital	Share premium account	Reserve for net revaluation under the equity method	Retained earnings	Proposed dividend for the year	Total
	DKK	DKK	DKK	DKK	DKK	DKK
Equity at 23 March	50.000	0	0	0	0	50.000
Cash capital increase	5.000.000	428.000.000	0	0	0	433.000.000
Net profit/loss for the year	0	0	44.271.576	-25.641.095	25.000.000	43.630.481
Transfer from share premium account	0	-428.000.000	0	428.000.000	0	0
<b>Equity at 31 December</b>	<b>5.050.000</b>	<b>0</b>	<b>44.271.576</b>	<b>402.358.905</b>	<b>25.000.000</b>	<b>476.680.481</b>

# Notes to the Financial Statements

	2016 10 Months <u>DKK</u>
<b>1 Income from investments in subsidiaries</b>	
Share of profits of subsidiaries	60.406.120
Amortisation of goodwill	-2.923.323
Net effect from acquisition	<u>-13.211.221</u>
	<b><u>44.271.576</u></b>
<b>2 Tax on profit/loss for the year</b>	
Current tax for the year	0
Deferred tax for the year	<u>-180.822</u>
	<b><u>-180.822</u></b>

## Notes to the Financial Statements

	2016 10 Months DKK
<b>3 Investments in subsidiaries</b>	
Cost at 23 March	0
Additions for the year	419.833.023
Cost at 31 December	<u>419.833.023</u>
Value adjustments at 23 March	0
Net effect from acquisition	-13.211.221
Net profit/loss for the year	60.406.120
Amortisation of goodwill	-2.923.323
Value adjustments at 31 December	<u>44.271.576</u>
<b>Carrying amount at 31 December</b>	<b><u>464.104.599</u></b>
Positive differences arising on initial measurement of subsidiaries at net asset value	<u>39.512.016</u>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership	Equity	Net profit/loss for the year
Herlev - Big Shopping Propco ApS	Copenhagen	5.080.000	100%	424.592.583	44.010.572

## 4 Equity

The share capital consists of 5,050,000 shares of a nominal value of DKK 1. No shares carry any special rights.

The share capital has developed as follows:

	2016 DKK
Share capital at 23 March	50.000
Capital increase	5.000.000
Capital decrease	0
<b>Share capital at 31 December</b>	<b><u>5.050.000</u></b>

# Notes to the Financial Statements

## 5 Contingent assets, liabilities and other financial obligations

### Contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation and deferred taxes are disclosed in the Annual Report of Herlev - Big Shopping Park ApS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on un-earned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

## **Notes, Accounting Policies**

### **Basis of Preparation**

The Annual Report of Herlev - Big Shopping Park ApS for 2016 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

Financial Statements for 2016 are presented in DKK.

### **Recognition and measurement**

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

## **Notes, Accounting Policies**

### **Income Statement**

#### **Gross profit/loss after value adjustments**

With reference to section 32 of the Danish Financial Statements Act, revenue has not been disclosed in the Annual Report.

#### **Revenue**

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

#### **Income from investments in subsidiaries**

The item “Income from investments in subsidiaries” in the income statement includes the proportionate share of the profit for the year, amortisation of goodwill and other regulations.

#### **Financial income and expenses**

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

#### **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 Danish group companies. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.



# Notes, Accounting Policies

## Balance Sheet

### Investments in subsidiaries

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 any remaining value of positive differences (goodwill) and deduction of any remaining value of negative differences (negative goodwill)

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.

### Other receivables

Other receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value.

### Dividend

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

### Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

### 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 on-account taxation scheme are recognised in the income statement in financial income and expenses.

## **Notes, Accounting Policies**

### **Financial debts**

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