

FIG Holding A/S

Amaliegade 15, 2. sal, 1256 København K

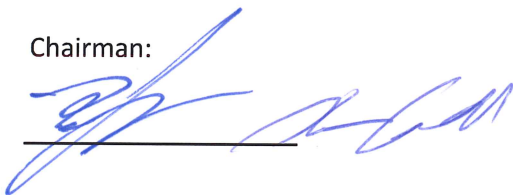
CVR No. 37 68 32 48

Annual report

For the year ended 31 December 2016

Approved at the annual general meeting, on / 2017

Chairman:



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Statement by Management on the annual report

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of FIG Holding A/S for the financial year 12 May 2016 – 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 Company's financial position at 31 December 2016 and of the results of the Company's operations for the financial year 12 May 2016 – 31 December 2016.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend the adoption of the annual report at the annual general meeting.

Copenhagen, 11 May 2017

Executive Board:

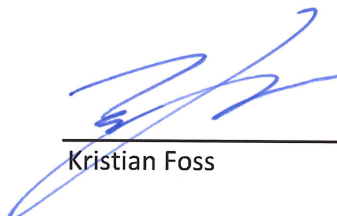


Kristian Foss

Board of Directors:



Kevin Jeremiah Cahill
Chairman



Kristian Foss



Henrik Ljø

Independent auditors' report

To the shareholders of FIG Holding A/S

Opinion

We have audited the financial statements of FIG Holding A/S for the financial year 12 May 2016 – 31 December 2016, which comprise an income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are 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 company at 31 December 2016, and of the results of the company operations for the financial year 12 May 2016 – 31 December 2016 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of 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 rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility for the financial statements

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with the Danish Financial Statements Act. Further, Management is responsible for such internal control as it determines in 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 responsibility

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 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 the financial statements.

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement 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.

Independent auditors' report

- 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 conclusion is 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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on 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 the Management's review and, in doing so, consider whether the 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, we conclude that 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 of Management's review.

Odense, 11 May 2017

Ernst & Young

Godkendt Revisionspartnerselskab

CVR No. 30 70 02 28



Morten Schougaard Sørensen

State Authorised Public Accountant

Management's review

Company details

Name FIG Holding A/S
Address, Postal code, City Amaliegade 15, 2. sal, 1256 København K

CVR No. 37 68 32 48
Established 12 May 2016
Registered office Copenhagen
Financial year 1 January – 31 December

Board of Directors: Kevin Jeremiah Cahill
Kristian Foss
Henrik Liö

Executive Board: Kristian Foss

Auditors Ernst & Young Godkendt Revisionspartnerselskab
Englandsgade 25, P O Box 200, 5100 Odense C, Denmark

Management's review

The company's business review

The object of the Company is to be a holding company and to hold shares in subsidiaries.

Financial review

The income statement for 2016 shows a profit of DKK 11,885 thousand and the balance sheet at 31 December 2016 shows equity of DKK 87,666 thousand. Management considers the Company's financial performance in the year satisfactory.

Post balance sheet events

No significant events have occurred subsequent to the financial year.

Financial statements for the period 12 May 2016 - 31 December 2016

Income statement

Notes	DKK	<u>2016</u>
	Gross profit/loss	-25.000
	Income from investments in subsidiaries	12.215.502
2	Financial income	638.282
3	Financial expenses	<u>-955.024</u>
	Profit/loss before tax	11.873.760
	Tax for the year	<u>11.388</u>
	Profit/loss for the year	<u>11.885.148</u>
	Recommended appropriation of the profit/loss for the year	
	Reserve for net revaluation according to the equity method	12.215.502
	Retained earnings	<u>-330.354</u>
		<u>11.885.148</u>

Financial statements for the period 12 May 2016 - 31 December 2016

Balance sheet

Notes	DKK	<u>2016</u>
	Assets	
	Non-current assets	
4	Investments	
	Investments in subsidiaries	166.978.044
	Total non-current assets	<u>166.978.044</u>
	Current assets	
	Receivables from group entities	28.876.828
	Tax receivable	11.388
	Other receivables	1.116.131
	Receivables	<u>30.004.347</u>
	Total current assets	<u>30.004.347</u>
	Total assets	<u><u>196.982.391</u></u>
	Equity and liabilities	
	Equity	
5	Share Capital	75.781.000
	Retained earnings	-330.354
	Reserve for net revaluation according to the equity method	12.215.502
	Total equity	<u>87.666.148</u>
	Current liabilities	
	Bank loans	9.597.955
	Payables to group entities	13.501.120
	Other payables	86.217.168
	Total current liabilities	<u>109.316.243</u>
	Total liabilities	<u>109.316.243</u>
	Total equity and liabilities	<u><u>196.982.391</u></u>
6	Security for loans	
7	Contractual obligations and contingencies, etc.	
8	Related parties	

Financial statements for the period 12 May 2016 - 31 December 2016

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Reserve for net revaluation according to the equity method</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 12/5 2016	500.000	0	0	500.000
Increase of the capital	75.281.000	0	0	75.281.000
Profit/loss for the year	0	12.215.502	-330.354	11.885.148
Equity at 31/12 2016	<u>75.781.000</u>	<u>12.215.502</u>	<u>-330.354</u>	<u>87.666.148</u>

Financial statements for the period 12 May 2016 - 31 December 2016

Notes

1. Accounting policies

The annual report of FIG Holding A/S has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Referring to section 112(1) of the Danish Financial Statement Act, consolidated financial statements have not been prepared as FIG Holding A/S and group enterprises are included in the consolidated financial statements of the parent company.

It is the company's first financial year. Accordingly the income statement, balance sheet and notes do not contain comparative figures.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Income Statement

Gross profit

With reference to section 32 of the Danish Financial Statements Act, the items 'Revenue', 'Cost of sale', 'Other external expenses' and 'Other operating income' are consolidated into one item designated 'Gross margin'.

Other external expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to administration, premises etc.

Profit/losses from investments in subsidiaries

The item includes the entity's proportionate share of the profit/loss for the year in associates after elimination of intra-group income or losses and net of amortisation and impairment of goodwill and other excess values at the time of acquisition.

Financial

Financial income and expenses are recognized in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses, etc.

Tax

Tax for the year include current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognized in the income statement, whereas the portion that relates to transactions taken to equity is recognized in equity.

The entity and its Danish group entities are taxed on a joint basis. The Danish income tax charge is allocated between profit-making and loss-making Danish entities in proportion to their taxable income (full allocation method).

Financial statements for the period 12 May 2016 - 31 December 2016

Notes

1. Accounting policies - continued

Jointly taxed companies entitled to a tax refund are, as a minimum, reimbursed by the management company according to the current rates applicable to interest allowance, and jointly taxed companies having paid too little tax pay, as a maximum, a surcharge according to the current rates applicable to interest surcharges to the management company.

Balance sheet

Investment in subsidiaries

Investments in subsidiaries are measured using the equity method, at the parent's proportionate share of such entities' equity. The equity's proportionate share of a deficit on equity, if any, is set off against receivables from the investment in so far as the deficit is irrecoverable. Amounts in excess thereof are recognised under "Provisions" in so far as the parent has a legal or constructive obligation to cover the deficit.

Gains or losses on disposal of subsidiaries and associates are made up as the difference between the sales price and the carrying amount of net assets at the date of disposal including non-amortised goodwill and anticipated costs of disposal. Gains or losses are recognised in the income statement as financial income or financial expenses.

Receivables

Receivables are measured at amortized cost, which usually corresponds to the nominal value. Provisions are made for bad debts on the basis of objective evidence that a receivable or a group of receivables are impaired. Provisions are made to the lower of the net realizable value and the carrying amount.

Cash and cash equivalents

Cash comprises cash balances and bank balances.

Equity

Proposed dividends

Dividends proposed for the financial year are presented as a separate item under 'Equity'.

Reserve for net revaluation according to the equity method

The net revaluation reserve according to the equity method includes net revaluations of investments in subsidiaries and associates relative to cost. The reserve may be eliminated in case of losses, realisation of investments or a change in accounting estimates. The reserve cannot be recognised at a negative amount.

Financial statements for the period 12 May 2016 - 31 December 2016

Notes

1. Accounting policies - continued

Corporation tax

Current tax payable and receivable is recognized in the balance sheet as the estimated tax charge in respect of the taxable income for the year, adjusted for tax on prior year's taxable income and tax paid on account.

Provisions for deferred tax are calculated, based on the liability method, of all temporary differences between carrying amounts and tax values.

Deferred tax is measured according to the taxation rules and taxations rates applicable at the balance sheet date when the deferred tax is expected to crystallize as current tax. Deferred tax assets are recognized at the value at which they are expected to be utilized, either through elimination against tax on future earnings or through a set-off against deferred tax liabilities within the same jurisdiction.

Liabilities

Other liabilities are measured at net realizable value.

Financial statements for the period 12 May 2016 - 31 December 2016

Notes

DKK		<u>2016</u>			
2. Financial Income					
Interest income, affiliated companies		623.157			
Exchange rate adjustments		15.125			
		<u>638.282</u>			
3. Financial expenses					
Interest expense bank		162.510			
Interest expenses, affiliated companies		201.120			
Other financial expenses		591.394			
		<u>955.024</u>			
4. Investments					
		Investment in group entities			
Cost at 12 May 2016		0			
Additions		154.762.542			
Cost at 31 December 2016		<u>154.762.542</u>			
Value adjustment 12 May 2016		0			
Adjustment for the year		12.215.502			
Value adjustment 31 December 2016		<u>12.215.502</u>			
Carrying amount at 31 December 2016		<u>166.978.044</u>			
	<u>Legal form</u>	<u>Domicile</u>	<u>Interest</u>	<u>Equity</u>	<u>Profit/loss</u>
Subsidiaries					
Familiebolig Holding A/S	A/S	København K, Denmark	100%	166.978.044	59.353.594
5. Share capital					
Balance at 12 May 2016					500.000
Cash capital increase					75.281.000
Balance at 31 December 2016					<u>75.781.000</u>
6. Security for loans					
As security for the company's bank loan, DKK 9,598 thousand, the company has pledged investment in group entities with carrying amount of DKK 166.978.044 DKK.					
7. Contractual obligations and contingencies, etc.					
The Company is jointly taxed with Pineapple Odense Residential Komplementarselskab ApS, CVR no 37 15 44 90, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.					

Financial statements for the period 12 May 2016 - 31 December 2016

Notes

DKK

8. Related parties

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the share capital:

<u>Name</u>	<u>Domicile</u>
Pineapple Master S.a.r.l.	2 rue Albert Borschette 1246 Luxembourg

The company is included in the consolidated financial statements of Ares Management, L.P., Los Angeles, California. The consolidated financial statements can be obtained upon request from the parent company.