

Overseas Transport Company ApS

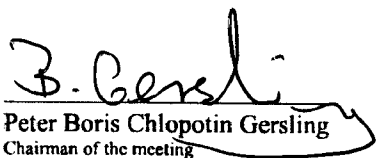
Middelfartvej 15, 1, 2100 København Ø

Company reg. no. 37 93 64 64

Annual report

1 January - 31 December 2019

The annual report was submitted and approved by the general meeting on the 8 April 2020.



Peter Boris Chlopotin Gersling
Chairman of the meeting

Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS British English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance USD 146.940 means the amount of USD 146,940, and that 23,5 % means 23.5 %.

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Management's report

Today, the managing director has presented the annual report of Overseas Transport Company ApS for the financial year 1 January - 31 December 2019 of Overseas Transport Company ApS.

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

I consider the accounting policies appropriate and, in my opinion, the financial statements provide a fair presentation of the company's assets, equity and liabilities, and financial position at 31 December 2019 and of the company's results of activities and cash flows in the financial year 1 January – 31 December 2019.

I am of the opinion that the management commentary presents a fair account of the issues dealt with.

We recommend that the annual report be approved by the general meeting..

København Ø, 7 April 2020

Managing Director


Peter Boris Chlopotin Gersling

Independent auditor's report

To the shareholders of Overseas Transport Company ApS

Opinion

We have audited the financial statements of Overseas Transport Company ApS for the financial year 1 January - 31 December 2019, which comprise accounting policies, income statement, statement of financial position, statement of changes in equity, statement of cash flows and notes. The financial statements have been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements present a fair view of the company's assets, equity and liabilities, and financial position at 31 December 2019 and of the results of the company's activities and cash flows for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the section "Auditor's responsibilities for the audit of the financial statements". We are independent of the company in accordance with international ethical requirements for auditors (IESBA's Code of Ethics), 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.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation of financial statements that provide a fair view in accordance with the Danish Financial Statements Act. Management is also responsible for such internal control as the 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 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 including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing, 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.

Independent auditor's report

As part of an audit conducted in accordance with international standards on auditing, and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional scepticism 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 the 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 preparation of the financial statements using the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists arising from 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 disclosures in notes, and whether the financial statements reflect the underlying transactions and events in a manner that presents a 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 the internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on and the financial statements does not cover the management commentary, and we express no assurance opinion thereon.

Independent auditor's report

In connection with our audit of the financial statements, it is our responsibility to read the management commentary and to consider whether the management commentary is materially inconsistent with the financial statements or the evidence obtained during the audit, or whether it otherwise appears to contain material misstatement.

Furthermore, 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 believe that management commentary is consistent with the financial statements and that it has been prepared in accordance with the provisions of the Danish Financial Statement Act. We did not discover any material misstatement in the management commentary.

Copenhagen, 7 April 2020

Grant Thornton

State Authorised Public Accountants
Company reg. no. 34 20 99 36



Ulrik Bloch-Sørensen
State Authorised Public Accountant
mne2913

Company information

The company

Overseas Transport Company ApS
Middelfartvej 15, 1
2100 København Ø

Company reg. no. 37 93 64 64
Established: 27 July 2016
Domicile: Copenhagen
Financial year: 1 January - 31 December

Managing Director

Peter Boris Chlopotin Gersling

Auditors

Grant Thornton, Statsautoriseret Revisionspartnerselskab
Stockholmsgade 45
2100 København Ø

Financial highlights

USD in thousands.	2019	2018	2017	2016
Income statement:				
Gross profit	1.275	1.032	563	0
Profit from ordinary operating activities	1.275	1.032	563	0
Net financials	-45	-68	131	0
Net profit or loss for the year	960	752	532	0
Statement of financial position:				
Balance sheet total	6.932	7.214	6.840	0
Equity	967	759	539	0
Cash flows:				
Operating activities	412	500	4.322	0
Financing activities	-752	-532	0	0
Total cash flows	-341	-32	4.322	0
Key figures in %:				
Acid test ratio	116,2	111,8	108,6	-
Solvency ratio	13,9	10,5	7,9	-
Return on equity	111,2	115,9	197,4	-

Calculations of key figures and ratios do, in all material respects, follow the recommendations of the Danish Association of Finance Analysts, only in a few respects deviating from the recommendations.

The key figures and ratios shown in the statement of financial highlights have been calculated as follows:

Acid test ratio	$\frac{\text{Current assets} \times 100}{\text{Short term liabilities other than provisions}}$
Solvency ratio	$\frac{\text{Equity, closing balance} \times 100}{\text{Total assets, closing balance}}$
Return on equity	$\frac{\text{Net profit or loss for the year} \times 100}{\text{Average equity}}$

Management commentary

The principal activities of the company

The principal activities is shipping, performing this role as NVOCC, primarily from South America to port destinations in Europe.

Development in activities and financial matters

The gross profit for the year totals USD 1.274.777 against T.USD 1.032 last year. Income or loss from ordinary activities after tax totals USD 959.661 against T.USD 752 last year. Management considers the net profit for the year satisfactory.

Special risks

Operating risks

The company is subject to the fluctuations on the world-wide shipping market but manages this risk in order not to have excess exposure to fluctuations in price.

Financial risks

The company maintains a formalized procedure for following up on over-due invoicing and takes out insurance for default. New clients creditworthiness is accessed.

Procedures are in place to manage liquidity adequately.

Expected developments

The company expects a profit at a lower level for the financial year 2020 due to drought in Chile which negatively affects the country's fruit export. Furthermore it is expected the Corona-virus also will have a negatively affect the result of 2020.

Income statement 1 January - 31 December

Amounts concerning 2019: USD.

Amounts concerning 2018: USD thousand.

<u>Note</u>	<u>2019</u>	<u>2018</u>
Gross profit	1.274.777	1.032
Other financial income	43.684	45
2 Other financial costs	<u>-88.222</u>	<u>-113</u>
Pre-tax net profit or loss	1.230.239	964
Tax on net profit or loss for the year	<u>-270.578</u>	<u>-212</u>
3 Net profit or loss for the year	<u>959.661</u>	<u>752</u>

Statement of financial position at 31 December

Amounts concerning 2019: USD.

Amounts concerning 2018: USD thousand.

Assets		
<u>Note</u>	<u>2019</u>	<u>2018</u>
Current assets		
Trade debtors	3.054.604	2.833
Income tax receivables	3.681	86
Other receivables	115	0
Total receivables	<u>3.058.400</u>	<u>2.919</u>
Cash on hand and demand deposits	<u>3.873.821</u>	<u>4.295</u>
Total current assets	<u>6.932.221</u>	<u>7.214</u>
Total assets	<u>6.932.221</u>	<u>7.214</u>

Statement of financial position at 31 December

Amounts concerning 2019: USD.

Amounts concerning 2018: USD thousand.

<u>Note</u>	<u>2019</u>	<u>2018</u>
Equity and liabilities		
Equity		
Contributed capital	7.391	7
Retained earnings	959.660	752
Total equity	967.051	759
Liabilities other than provisions		
Trade payables	5.954.019	6.442
Other payables	11.151	13
Total short term liabilities other than provisions	5.965.170	6.455
Total liabilities other than provisions	5.965.170	6.455
Total equity and liabilities	6.932.221	7.214

Statement of changes in equity

USD thousand.

	Contributed capital	Retained earnings	Total
Equity 1 January 2018	7	532	539
Profit or loss for the year brought forward	0	220	220
Extraordinary dividend adopted during the financial year	0	532	532
Distributed extraordinary dividend adopted during the financial year.	0	-532	-532
Equity 1 January 2019	7	752	759
Profit or loss for the year brought forward	0	208	208
Extraordinary dividend adopted during the financial year	0	752	752
Distributed extraordinary dividend adopted during the financial year.	0	-752	-752
	7	960	967

Statement of cash flows 1 January - 31 December

Amounts concerning 2019: USD.

Amounts concerning 2018: USD thousand.

<u>Note</u>	<u>2019</u>	<u>2018</u>
Net profit or loss for the year	959.661	752
4 Adjustments	315.116	280
5 Change in working capital	<u>-711.634</u>	<u>-99</u>
Cash flows from operating activities before net financials	563.143	933
Interest received, etc.	37.218	40
Interest paid, etc.	<u>0</u>	<u>-9</u>
Cash flows from ordinary activities	600.361	964
Income tax paid	<u>-188.691</u>	<u>-464</u>
Cash flows from operating activities	<u>411.670</u>	<u>500</u>
Dividend paid	<u>-752.192</u>	<u>-532</u>
Cash flows from investment activities	<u>-752.192</u>	<u>-532</u>
Change in cash and cash equivalents	<u>-340.522</u>	<u>-32</u>
Cash and cash equivalents at 1 January 2019	4.296.100	4.427
Foreign currency translation adjustments (cash and cash equivalents)	<u>-81.757</u>	<u>-100</u>
Cash and cash equivalents at 31 December 2019	<u>3.873.821</u>	<u>4.295</u>
Cash and cash equivalents		
Cash on hand and demand deposits	<u>3.873.821</u>	<u>4.295</u>
Cash and cash equivalents at 31 December 2019	<u>3.873.821</u>	<u>4.295</u>

Notes

Amounts concerning 2019: USD.

Amounts concerning 2018: USD thousand.

1. Staff costs

The Managing Director has not received any remuneration during the financial year.

	<u>2019</u>	<u>2018</u>
2. Other financial costs		
Other financial costs, exchange rate differences	88.222	113
	<u>88.222</u>	<u>113</u>
3. Proposed appropriation of net profit		
Extraordinary dividend adopted during the financial year	752.192	532
Transferred to retained earnings	207.469	220
Total allocations and transfers	<u>959.661</u>	<u>752</u>
4. Adjustments		
Other financial income	-43.684	-45
Other financial costs	88.222	113
Tax on net profit or loss for the year	270.578	212
	<u>315.116</u>	<u>280</u>
5. Change in working capital		
Change in debtors	-221.580	-420
Change in trade payables and other payables	-490.054	321
	<u>-711.634</u>	<u>-99</u>

Accounting policies

The annual report for Overseas Transport Company ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class C enterprises (medium sized enterprises).

The accounting policies are unchanged from the previous year, and the annual report is presented in American dollars (USD).

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, writedowns for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of transaction. Exchange rate differences arising between the rate at the date of transaction and the rate at the date of payment are recognised in the income statement as an item under net financials.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

Fixed assets and other nonmonetary assets acquired in foreign currency and not considered to be investment assets are measured using the exchange rate at the transaction date.

Accounting policies

Translation adjustment of balances with foreign group enterprises considered part of the total investment in group enterprises are recognised directly in equity. Likewise, foreign exchange gains and losses on loans and derivatives for the currency hedging of independent foreign group enterprises are recognised directly in equity.

Income statement

Gross profit

Gross profit comprises the revenue, changes in inventories of finished goods, and work in progress, work performed for own account and capitalised, other operating income, and external costs.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Recognition of revenue is exclusive of VAT and taxes and less any discounts relating directly to sales.

Cost of sales comprises costs for rental of space on external owned vessels.

Other operating income comprises items of a secondary nature as regards the principal activities of the enterprise, including profit from the disposal of intangible and tangible assets.

Other external costs comprise costs incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

Financial income and expenses

Financial income and expenses comprise interest, realised and unrealised capital gains and losses concerning financial assets and liabilities, amortisation of financial assets and liabilities, additions and reimbursements under the Danish tax prepayment scheme, etc. Financial income and expenses are recognised in the income statement with the amounts concerning the financial year.

Interest and other costs concerning loans to finance the production of intangible assets and property, plant, and equipment, and relating to production periods are not recognised in the cost of non-current assets.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

Accounting policies

Statement of financial position

Receivables

Receivables are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, they are written down for impairment to the net realisable value.

Cash on hand and demand deposits

Cash on hand and demand deposits comprise cash at bank and on hand.

Income tax and deferred tax

Current tax receivables and tax liabilities are recognised in the statement of financial position with the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivables and tax liabilities are offset to the extent that a legal right of set-off exists and the items are expected to be settled net or simultaneously.

Deferred tax is tax on all temporary differences in the carrying amount and tax base of assets and liabilities measured on the basis of the planned application of the asset and disposal of the liability, respectively.

Deferred tax assets, including the tax value of tax losses eligible for carryforward, are recognised at their expected realisable value, either by settlement against tax of future earnings or by setoff in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisation value.

Deferred tax is measured on the basis of the tax rules and tax rates of applicable legislation at the reporting date and prevailing when the deferred tax is expected to be released as current tax.

Liabilities other than provisions

Liabilities other than provisions are measured at amortised cost which usually corresponds to the nominal value.

Statement of cash flows

The statement of cash flows shows company cash flows for the year divided into cash flows derived from operating activities, investment activities, and financing activities, respectively, changes in cash and cash equivalents, and cash and cash equivalents at the beginning and end of the year, respectively.

The effect on cash flows derived from the acquisition and sale of enterprises appears separately under cash flows from investment activities. In the statement of cash flows, cash flows derived from acquirees are recognised as of the date of acquisition, and cash flows derived from sold enterprises are recognised until the date of sale.

Accounting policies

Cash flows from operating activities

Cash flows from operating activities are calculated as the profit or loss for the year adjusted for noncash operating items, changes in the working capital, and income tax paid.

Cash flows from investment activities

Cash flows from investment activities comprise payments in connection with the acquisition and sale of enterprises and activities as well as the acquisition and sale of intangible assets, property, plant, and equipment, and investments, respectively.

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the share capital and associated costs. Furthermore, cash flows comprise borrowings, repayments of interest-bearing payables, and payments of dividend to the shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits less shortterm bank loans and shortterm financial instruments with a term of less than 3 months which can easily be converted into cash and cash equivalents and are associated with an insignificant risk of value change.