

NTG Ocean International A/S

Hammerholmen 47
2650 Hvidovre

Annual report
1 January 2019 - 31 December 2019

**The annual report has been presented and
approved on the company's general meeting the**

21/04/2020

Johan Lønberg
Chairman of general meeting

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Company information

Reporting company NTG Ocean International A/S
Hammerholmen 47
2650 Hvidovre

CVR-nr: 38472232
Reporting period: 01/01/2019 - 31/12/2019

Auditor PRICEWATERHOUSECOOPERS STATS AUTORISERET
REVISIONSPARTNERSELSKAB
Strandvejen 44
2900 Hellerup
DK Denmark
CVR-nr: 33771231
P-number: 1016959517

Statement by Management

Management has today considered and approved the annual report for the financial year 01. January 2019 - 31. December 2019 for NTG Ocean International A/S.

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

Management believes that the financial statements give a true and fair view of the company's assets, liabilities and financial position and of the result.

The annual report is submitted for approval by the General Assembly.

Hvidovre, the 17/04/2020

Management

Jeroen Diederik Schuering

Board of directors

Mikkel Fruergaard
Chairman

Jesper Ellegaard Petersen

Christian Paul Dyander Jakobsen

Jeroen Diederik Schuering

The independent auditor's report on financial statements

To the Shareholders of NTG Ocean International 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 2019, and of the results of the Company's operations for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of NTG Ocean International A/S for the financial year 1 January - 31 December 2019, 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.

Responsibilities of management 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 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 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.
- 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.

Statement on the 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 Financial 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 Statements Act. We did not identify any material misstatement in Management's Review.

Hellerup, 17/04/2020

Flemming Vang Eghoff , mne30221
 State Authorized Public Accountant
 PRICEWATERHOUSECOOPERS
 STATS AUTORISERET
 REVISIONSPARTNERSELSKAB
 CVR: 33771231

Morten Jørgensen , mne32806
 State Authorized Public Accountant
 PRICEWATERHOUSECOOPERS
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Management's Review

Key activities

The company's purpose is to operate international freight forwarding and transportation.

Development in the year

The income statement of the company for 2019 shows a profit of DKK -274.602 and at 31 December 2019 the balance sheet of the Company shows equity of DKK -4.740.575.

Capital Resources

The Company has 31 December 2019 lost half of its Share Capital, why the company is subject to capital loss rules in the Companies Act. The Company expect to reestablish the Share Capital on future earnings or alternatively through debt conversion.

Subsequent events

The situation surrounding COVID-19 has caused a high degree of uncertainty in the macroeconomic environment at the beginning of 2020. Although a negative impact on the Company's results in 2020 is to be expected, it is not possible to precisely quantify the effects. This is a non-adjusting event with relation to the 2019 Financial Statements.

Accounting Policies

The annual report has been prepared in accordance with the regulation applying to Reporting class B. There have been options of certain rules in reporting class C.

The accounting policies applied remain unchanged from last year.

The Company's Financial Statements for 2019 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, 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.

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.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Translation policies

On Initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

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. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Revenue comprises sale of services and is recognised in the income statement provided that delivery and transfer of risk have been made to the purchaser by year end, and provided that the revenue can be measured reliably, and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Direct expenses

Direct expenses comprise expenses incurred to achieve revenue for the year.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, expenses for raw materials and consumables and other external expenses

Staff costs

Staff expenses include wages and salaries, including compensated absence and pensions, as well as other social security contributions etc. Made to the entity's employees. The item is net of refunds made by public authorities.

Other operating Income and Expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company.

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

Financial income and costs

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 NTG Nordic Transport Group A/S. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

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.

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.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Fixed asset investments

Fixed assets investments are measured at cost. If there is any indication of impairment, investments are tested for impairment. If the cost exceeds the recoverable amount, the investment is written down to the lower value.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Equity - 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 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 or in equity if the deferred tax relates to items recognised in equity.

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 onaccount taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

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

Income statement 1 Jan 2019 - 31 Dec 2019

	Disclosure	2019 kr.	2018 kr.
Gross Result		-234,762	1,775,835
Employee expense	1	-326,883	-2,529,266
Profit (loss) from ordinary operating activities		-561,645	-753,431
Income from investments in group enterprises		301,810	-2,039,105
Other finance income	2	112,192	118,693
Impairment of financial assets		-37,352	0
Other finance expenses	3	-241,191	-169,188
Profit (loss) from ordinary activities before tax		-426,184	-2,843,031
Tax expense		151,582	176,100
Profit (loss)		-274,602	-2,666,931
Proposed distribution of results			
Retained earnings		-274,602	-2,666,931
Proposed distribution of profit (loss)		-274,602	-2,666,931

Balance sheet 31 December 2019

Assets

	Disclosure	2019 kr.	2018 kr.
Receivables from group enterprises		763,329	0
Investments		763,329	0
Total non-current assets		763,329	0
Trade receivables		0	41,369
Receivables from group enterprises		446,835	4,435,731
Tax receivables		151,644	176,100
Other receivables		33,084	11,102
Receivables		631,563	4,664,302
Current assets		631,563	4,664,302
Total assets		1,394,892	4,664,302

Balance sheet 31 December 2019

Liabilities and equity

	Disclosure	2019 kr.	2018 kr.
Contributed capital		500,000	500,000
Retained earnings		-5,240,575	-4,975,992
Total equity		-4,740,575	-4,475,992
Provisions for investments in group enterprises		656,708	2,807,310
Provisions, gross		656,708	2,807,310
Trade payables		46,680	384,983
Payables to group enterprises		5,061,849	5,888,845
Other payables, including tax payables, liabilities other than provisions		370,230	59,156
Short-term liabilities other than provisions, gross		5,478,759	6,332,984
Liabilities other than provisions, gross		5,478,759	6,332,984
Liabilities and equity, gross		1,394,892	4,664,302

Statement of changes in equity 1 Jan 2019 - 31 Dec 2019

	Contributed capital	Retained earnings	Total
	kr.	kr.	kr.
Equity, beginning balance	500,000	-4,975,992	-4,475,992
Increase (decrease) of investments through net exchange differences [Equity]	0	10,019	10,019
Profit (Loss)	0	-274,602	-274,602
Equity, ending balance	500,000	-5,240,575	-4,740,575

Disclosures

1. Employee expense

	2019	2018
	DKK	DKK
Wages and salaries	280.762	2.473.772
Pensions	33.192	42.192
Other social security costs and other staff costs	12.929	13.302
	326.883	2.529.266

2. Other finance income

	2019	2018
	DKK	DKK
Interest paid to Group companies	40.363	0
Other financial income	1.680	118.693
Exchange adjustments	70.149	0
	112.192	118.693

3. Other finance expenses

	2019	2018
	DKK	DKK
Interest paid to Group companies	165.224	106.892
Other financial costs	9.566	62.296
Exchange adjustments	66.401	0
	241.191	169.188

4. Disclosure of uncertainties relating to going concern

During the financial year, the Company has realized a profit of TDKK -275, with an equity as of 31. December 2019 amounts to TDKK -4.741.

The Company has lost its share capital. Management has presented the Annual Report under the going concern assumption as the Company's parent company has given a letter of comfort.

The declaration of support is valid until the annual general meeting is held in 2021.

5. Disclosure of contingent liabilities

Other contingent liabilities:

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

6. Disclosure of ownership

Consolidated Financial Statements

The Company is included in the Group Annual report of the Parent company:

Name: NTG Nordic Transport Group A/S

Place of registered office: Hvidovre, Denmark

All transactions with related parties during the period were carried out at market terms.

7. Information on average number of employees

	2019
Average number of employees	1