DSV Miljø Group A/S

c/o Harbour House

Sundkrogsgade 21, DK-2100 Copenhagen Ø, Denmark

CVR no. 38 51 38 34

Annual report 1 May 2017 – 30 April 2018

Approved at the Company's annual general meeting on 6 July 2018

Chairman:

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Contents

Statement by Management

The Board of Directors and the Executive Board have today discussed and approved the annual report of DSV Miljø Group A/S for the financial year 1 May 2017 – 30 April 2018.

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act, and the Parent Company financial statements are prepared in accordance with the Danish Financial Statements Act.

It is our opinion that the consolidated financial statements and the Parent Company's financial statements give a true and fair view of the Group's and the Parent Company's financial position at 30 April 2018 and of the results of the Group's and the Parent Company's operations and cash flows for the financial year 1 May 2017 – 30 April 2018.

Further, In our opinion, the Management's Review includes a true and fair review of the development in the Group's and the Parent Company's operations and financial conditions, of the results for the year and of the financial position of the Group and the Parent Company, as well as a description of the more significant risks and uncertainty facing the Group and the Parent Company.

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

Copenhagen, 6 July 2018

Executive Board:

Peter Korsholm

Board of Directors:

Kent Arentoft
Chairman

Peter Korsholm

Robin Basse

Independent auditor's report

To the shareholders of DSV Miljø Group A/S

Opinion

We have audited the consolidated financial statements and the parent company financial statements of DSV Miljø Group A/S for the financial year 1 May 2017 – 30 April 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies, for the Group and the Parent Company, and a consolidated statement of comprehensive income and a consolidated cash flow statement. The consolidated financial statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act and the parent company financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group at 30 April 2018 and of the results of the Group's operations and cash flows for the financial year 1 May 2017 – 30 April 2018 in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act.

Further, in our opinion, the parent company financial statements give a true and fair view of the financial position of the Parent Company at 30 April 2018 and of the results of the Parent Company's operations for the financial year 1 May 2017 – 30 April 2018 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 consolidated financial statements and the parent company financial statements" (hereinafter collectively referred to as "the financial statements") section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the 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 of the Management's review.

Independent auditor's report

Management's responsibilities for the financial statements

Management is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act and for the preparation of parent company financial statements that give a true and fair view in accordance with the Danish Financial Statements Act.

Moreover, Management is responsible 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 Group's and the Parent 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 Group or the Parent 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 as to whether the financial statements 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 scepticism throughout the audit. We also:

- Identify and assess the risk 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 Group's and the Parent 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 Group's and the Parent 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 Group and the Parent Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

Independent auditor's report

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.

Copenhagen, 6 July 2018
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Mogens Andreasen	Peter Jensen
state authorised public accountant	state authorised public accountant
MNE-nr.: mne28603	MNE-nr.: mne33246

Management's review

Company details

Name	DSV Miljø Group A/S
Address, P.O. Box, city	Sundkrogsgade 21, DK-2100 Copenhagen Ø, Denmark
CVR no.	38 51 38 34
Registered office	Copenhagen
Financial year	1 May 2017 – 30 April 2018
Website	www.dsvm.dk
E-mail	post@dsvm.dk
Board of Directors	Kent Arentoft, Chairman Peter Korsholm Robin Basse
Executive Board	Peter Korsholm
Parent company	DSVM Invest A/S, 100% owner
Auditor	Ernst & Young P/S Osvald Helmuths Vej 4, Postboks 250, DK-2000 Frederiksberg, Denmark

Management's review

Group chart at 30 April 2018

Company	Country	Business area
DSV Miljø Group A/S		
- Nymølle Stenindustrier A/S	Denmark	Raw materials
- RGS Nordic A/S	Denmark	Soil & Recycling
- - RGS Nordic AB	Sweden	Soil & Recycling
- - RGS Nordic AS	Norway	Soil & Recycling
- - Stigsnæs Vandindvinding I/S (31%)	Denmark	Soil & Recycling
- DSV Transport A/S	Denmark	Total solutions
- Totalleveranser Sverige AB	Sweden	Other
- - RGS 90 Rönnarp AB	Sweden	Soil & Recycling
- - GDL Transport Holding AB	Sweden	Total solutions
- - - GDL Transport AB	Sweden	Total solutions
- - - - Helsingsborgs Transport och Logistik AB	Sweden	Total solutions
- - - - Svensk Logistikpartner AB	Sweden	Total solutions
- - - - - Jalog AB (51%)	Sweden	Total solutions
- - - - - Katrineholm Rail Point AB (66%)	Sweden	Total solutions
- - - GDL Logistik AB	Sweden	Total solutions
- - - LBC-Bolagen Nordöstra Götaland Fastighets AB	Sweden	Total solutions
- - - ÖF Fastighetsbolag Linköping AB	Sweden	Total solutions
- - - ÖF Fastighetsbolag Norrköping AB	Sweden	Total solutions
- - - GDL Fastigheter i Kristianstad AB	Sweden	Total solutions
- - - GDL Transport Öst AB	Sweden	Total solutions
- - - Industrisortering i Sydost AB	Sweden	Total solutions
- - - C-R Johanssons Åkeri AB*	Sweden	Total solutions
- - - - Väröbacka Transport AB*	Sweden	Total solutions

*Entities audited by other audit firm(s) than Ernst & Young.

All companies are wholly-owned subsidiaries unless otherwise stated.

The group was established on 10 May 2017, when DSV Miljø Group A/S acquired the shares in Nymølle Stenindustrier A/S, RGS Nordic A/S incl. subsidiaries, DSV Transport A/S and Totalleveranser Sverige AB incl. subsidiaries (collectively the "DSVM-entities").

Management's review

Financial highlights for the Group

DKKm	2017/18
Key figures	
Revenue	4,143
Gross profit	650
Result before special items and other income (EBITDA before special items etc.)	292
Result before net financials (EBIT)	138
Financial income and expenses, net	-113
Result before tax	25
Tax for the year	-16
Result for the year	9
Comprehensive income	-39
Total assets	3,537
Investments in property, plant, equipment and intangibles	228
Net interest-bearing debt	1,694
Equity	675
Cash flows from operating activities	170
Total cash flows	-40
Financial ratios	
Gross margin	15.7%
Profit margin (EBITDA before special items margin)	7.0%
Solvency ratio	19.1%
Average number of full-time employees	839

The company was established on 23 March 2017 and was dormant until 10 May 2017. On 10 May 2017 the company acquired the shared in Nymølle Stenindustrier A/S, RGS Nordic A/S incl. subsidiaries, DSV Transport A/S and Totalleveranser Sverige AB incl. subsidiaries. Consequently, there are no comparative financial information prior to 10 May 2017.

Financial ratios are calculated in accordance with the Danish Finance Society's guidelines on the calculation of financial ratios for terms and definitions, please see the accounting policies.

Management's review

Operating review

Establishment of the DSV Miljø Group

DSV Miljø Group A/S was established on March 23, 2017 and on May 10, 2017 the Company acquired 100% of the shares in the entities below from the affiliated company Leonora Ejendomme A/S (formerly DSV Miljø A/S):

- Totalleveranser Sverige AB, Sweden (including subsidiaries)
- RGS Nordic A/S, Copenhagen (including subsidiaries)
- DSV Transport A/S, Roskilde
- Nymølle Stenindustrier A/S, Roskilde

The entities were acquired in connection with the Company issuing senior secured floating rate bonds on 10 May 2017 of EUR 210 million.

Business concept

DSV Miljø Group A/S is an investment company with activities within transport, logistics and environmental solutions as well as raw materials for the building and construction industry, primarily in Denmark and Sweden. The activities are organised in four independent portfolio companies operating within three main business areas:

► **Transport & Logistics:** Transport and logistics solutions in Denmark and Sweden.

► **Soil, Recycling and Water:** Receipt of contaminated soil for clean-up and recycling as well as receipt of industrial waste water, compost, concrete, asphalt and wood waste, etc., for processing and recycling, primarily in Denmark and Sweden.

► **Raw materials:** Extraction and sale of raw materials from national network of gravel pits in Denmark.

Group highlights for the financial year 2017/18

► Despite tough competition and weakening of the Swedish krone in second half 2017/18, the companies experienced high levels of activity which together with business combinations contributed to total revenues of DKK 4,143 million in 2017/18.

► Further, the Swedish transport and logistics business was strengthened through acquisitions of the transportation activities of SCT Transport in August 2017, the transport and logistics company C-R Johanssons Åkeri AB in December 2017 and the shareholdings in Helsingborgs Transport och Logistic AB was increased to 100% in April 2018.

► EBITDA before special items amounted to DKK 292 million in 2017/18 which was slightly lower than 2016/17 (proforma). EBITDA after special items amounted to DKK 291 million in 2017/18. The slight decline was to some degree attributable by margin pressure in some major infrastructure projects and expenses associated with personnel redundancies. In addition, Q4 was impacted by the relatively long winter.

► Cash flows from operating activities amounted to DKK 170 million and net cash flow to DKK -40 million and was impacted by the add-on acquisitions in Sweden and the construction of a warehouse in Kristianstad.

► NIBD amounted at 30 April 2018 to DKK 1,694 million and represents an increase since bond issue at 10 May 2017 largely attributable to the investments mentioned above.

Results in 2017/18

Group revenue amounted in 2017/18 to DKK 4,143 million positively affected by business combinations and negatively affected by a decrease in the exchange rate in for Swedish kroner against Danish kroner.

EBITDA before special items etc. amounted to DKK 292 million (DKK 291 after special items) corresponding to margin of 7%. The realized EBITDA before special items etc. was slightly below last year proforma EBITDA before special items etc. and slightly below expectations.

Management's review

Gross profit

Gross profit amounted to DKK 650 million corresponding to a gross margin of 15.7% in 2017/18.

Special items

Special items amounted to DKK 1 million and relates to acquisition expenses in business combinations.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses for the year amounted to DKK 157 million and included amortisation of intangible assets (rights, brands and customer relations) of DKK 66 million.

Parent company results

The Parent Company's income statement for 2017/18 shows a loss of DKK 2,721 thousand (net of other external expenses, dividends and interest) against a net loss of DKK 4 thousand last year (1 month).

On 10 May 2017, the Parent Company acquired 100% of the shares in the DSVM entities from the affiliated company Leonora Ejendomme A/S (formerly DSV Miljø A/S). The entities were acquired as part of the Parent Company issuing senior secured floating rate bonds on 10 May 2017 of EUR 210 million (DKK 1,563 million). The purchase price for the shares was financed by means of net bond proceeds as well as an intragroup loan that was settled in May 2017 by converting debt into shares as part of the capital increase of DKK 712 million. As at 30 April 2018, the Parent Company's balance sheet shows and equity of DKK 710 million.

Balance sheet

Total assets amounted to DKK 3,537 million at 30 April 2018.

Equity

Equity amounted to DKK 675 million at 30 April 2018, corresponding to an equity ratio at 19.1%

Interest-bearing debt

At 30 April 2018, net interest-bearing debt amounted to DKK 1,694 million largely comprising senior secured floating rate bonds, credit institutions and financial leases.

Cash flows

Cash flows from operating activities amounted to DKK 170 million.

The investment level in 2017/18 amounted to gross DKK 2,051 million or DKK 1,339 million net of related capital increase and was impacted by the acquisition of the DSVM entities, the add-on acquisitions in Sweden and the construction of a warehouse in Kristianstad.

Net cash flows from financing activities were positive by DKK 1,541 million following issuance of senior secured floating rate bonds.

Cash flows for the year amounted to DKK -40 million.

Outlook for 2018/19

The Group performance is – among other things – affected by the general macroeconomic conditions including the level and timing of infrastructure projects and construction activity. The market conditions are expected to be positive and for the financial year 2018/19 a slight increase in revenue and EBITDA is expected compared to the realized DKK 4,143 million and DKK 292 million. The expectations are based on similar exchanges rates to those realized in 2017/18.

Management's review

Events after the balance sheet date

Subsequent to 30 April 2018, the company's bonds issued 10 May 2017 were listed on Nasdaq, Stockholm.

On 9 May 2018, the Group entered a conditional SPA in respect of sale of shares in GDL Fastigheder i Kristianstad AB (effectively a warehouse and an existing regional GDL office building). The divestment is expected to close in the first quarter 2018/19 at a sales price of DKK 100 million. No material gain/loss is expected.

On 23 May 2018, the Group entered into a sale-and-lease-back agreement with regard to assets which were part of the C-R Johanssons Åkeri AB acquisition. On 1 June 2018 net sales proceeds of DKK 37 million, was received. No material gain/loss was realised.

No other events have occurred after the balance sheet date that materially affect the consolidated and the parent company's financial statements.

Non-financial matters

Risk management

At DSV Miljø Group A/S risk management is an integrated part of the operational activities with a view to reducing the uncertainty of the Group´s strategic objectives being met.

The key risks are summarized by the following main areas:

- Industry and market risks
- Financial risks (currency, interest rates, liquidity)
- Credit risks (financial institutions and commercial receivables)
- Environmental risks

Industry and market risks

A considerable part of the Group's operations is to provide environmental solutions, logistics and transportation solutions and gravel materials to the construction industry, and as a result the demand for the Group's products and services is especially affected by the activity in the construction industry and infrastructure projects. Historically, the construction industry has been a cyclical industry whose performance is closely tied to the economy as whole.

Also, the Group's biological treatment of polluted water within RGS Nordic is dependent on the demand from the oil and gas industry for the treatment of polluted water.

Furthermore, a general trend in society in many geographical markets, including the Nordic region, is a growing interest in environmental issues. For example, there is a strong political focus on recycling of materials and waste management. The prevailing environmental trend has in this way resulted in a positive effect on customer demand, for e.g. RGS Nordic's services. Sustained focus on environmental issues is important for the Group's ability to grow further.

Financial risks (currency, interest rates, liquidity)

Due to the operations, investments and financing structure, the Group is exposed to a number of financial risks, including liquidity risk and market risks (interest rate and exchange risk). A detailed description of the Group´s financial risks is provided in note 21. Financial risks

The Group's ability to successfully refinance its debt in 2021 is dependent on the conditions of the capital markets and its financial condition at such time.

Management's review

Credit risks (financial institutions and commercial receivables)

The Group carries out assessments of the contracting party's creditworthiness and whether it can meet its commitments and, where possible and deemed commercially relevant, covers the financial risk through credit insurance.

A detailed description of the Group´s credit risks is provided in note 21 Financial risks

Control of risk management measures in connection with the presentation of financial statements– according to ÅRL section 107b no. 1 litra 6.

The Company´s internal control and risk management systems in connections with the presentation of the financial statements are outlined below:

Control measures

The Board of Directors and the Executive Board have the overall responsibility for risk management and internal controls in relation to financial reporting. In addition, the Board of Directors have in connection with the bond listing on Nasdaq on 3 May 2018 established an Audit Committee with two members to support the oversight function regarding risk management, financial reporting and compliance.

The Group has established a formal corporate reporting process which includes monthly reporting from each of the three main business areas including budget follow up, performance assessment and compliance of agreed targets. In addition, quarterly reporting from the operating businesses are gathered as basis for preparation of quarterly and annual reports. Consolidation of quarterly and annual reports are prepared by an outsourced function and controlled on central level.

It is not the Board of Directors assessment that the establishment of an internal auditing department is warranted at present in view of the limited complexity of the Group and the transparency in reporting.

Information and communication

The Board of Directors emphasize that whilst observing the confidentiality of a company with a listed bond an open communication exist within the Group and that each relevant individual is familiar with their role in the internal control.

Each operating business has the responsibility for their own strategies, action plans and budgets.

The Group does not have a formal accounting manual in view of the limited complexity of the Group.

Supervision

Ongoing evaluation of management takes place on all levels of the group. The scope and frequency of the periodic evaluation depend largely on a risk assessment and the efficiency of the ongoing evaluation. The elected auditors report significant weaknesses in the internal control measures in connection with presentation of accounts to the Board of Directors through the audit minutes.

Account of the gender composition of Management - according to ÅRL section 99b

As transport, logistics and environmental solutions as well as raw materials for the building and construction industry has traditionally been a male-dominated trade, the management of DSV Miljø Group A/S does not consider it realistic that the DSV Miljø Group can ensure completely equal distribution of women and men in executive positions.

It is however, the intention to increase the number of women in our managerial positions. We acknowledge the value which diversity in management brings to the company and will focus on attracting women to vacant management positions as these arises. The Board of Directors have set a target of having at least one female member on the Board of Directors before 2020.

The Company's Board of Directors consists of three members, who are all men.

On 15 June 2018 Johan Løager Jensen was replaced with Robin Basse as member of the Board of Directors.

Management's review

Management Duties
The Board of Directors consists of the following members:
Kent Arentoft, Chairman
Peter Korsholm
Robin Basse

The main responsibilities of the Board of Directors are outlined below:

1. Provide direction for the organization. The Board has a strategic function in providing the overall vision, mission and goals of the organization. These are determined in cooperation with the management of the four operating entities.
2. Develop a governance and approval system. The governance and approval system includes the interaction between the Board, the CEO and management of the four operating entities. The Board of Directors interacts with management of the operating entities by quarterly board meetings supplemented by monthly performance meeting and ad hoc direct contact as required.
3. Monitor and control. The Board of Directors receives a monthly report from each of the four operating entities outlining the financial results and current state of affairs. In connection with the listing of the bonds on Nasdaq on 3 May 2018, an audit committee was established comprising two members.

Other board positions of the members of the Board of Directors are:

Kent Arentoft

- DSV Miljø Group A/S subsidiaries (Totalleveranser Sverige AB, RGS Nordic A/S (Chairman), Nymølle Stenindustrier A/S and DSV Transport A/S (Chairman))
- DSVM Invest A/S (Chairman) and subsidiary Leonora Ejendomme A/S (Chairman)
- Cembrit Holding A/S (Chairman)
- H+H International A/S (Chairman)
- Solix Group AB
- Kata Group ApS (Chairman)

Peter Korsholm

- DSV Miljø Group A/S subsidiaries (Totalleveranser Sverige AB (Chairman), RGS Nordic A/S, Nymølle Stenindustrier A/S (Chairman) and DSV Transport A/S)
- DSVM Invest A/S and subsidiary Leonora Ejendomme A/S
- Lomax A/S (Chairman), Lion Danmark I ApS (Chairman) and Lion Danmark II ApS (Chairman)
- Ørsted A/S
- DANX Group A/S, DANX Holding I ApS, DANX Holding II ApS og DANX Holding III ApS
- A/S UNITED SHIPPING & TRADING COMPANY, Bunker Holding A/S, Uni Chartering A/S and Uni-Tankers A/S.

Robin Basse

- DSV Miljø Group A/S
- DSVM Invest A/S and subsidiaries Leonora Ejendomme A/S and Gammel Marbjergvej ApS

Statutory report on corporate social responsibility - according to ÅRL section 99a.

The Group's activities are organised in four independent portfolio companies, which have individually addressed their obligations regarding corporate social responsibility.

The Group as a whole has not prepared a common policy for corporate social responsibility, including human rights, climate and environmental impact.

Consolidated financial statements 1 May 2017 – 30 April 2018

Income statement

Note	DKKm	Group 2017/18
3	**Revenue**	4,143
5	Direct expenses	-3,493
	Gross Profit	650
	Other external expenses	-98
6	Staff expenses	-260
	Result before special items and other income (EBITDA before special items etc.)	292
7	Other income	4
8	Special items	-1
	Result before depreciation, amortization, impairment, net financials and tax	295
9	Depreciation on property, plant and equipment	-91
9	Amortization of intangible assets	-66
	Result before net financials (EBIT)	138
10	Financial income	0
11	Financial expenses	-113
	Result before tax	25
12	Tax for the year	-16
	Result for the year	9
	Appropriation:	
	Shareholders in DSV Miljø Group A/S	8
	Non-controlling interests	1
		9

Consolidated financial statements 1 May 2017 – 30 April 2018

Statement of comprehensive income

Note	DKKm	Group 2017/18
	Result for the year	9
	Other comprehensive income	
	Items that may be reclassified to the income statement:	
	Foreign exchange adjustments, foreign subsidiaries	-48
	Other comprehensive income after tax	-48
	Total comprehensive income	-39
	Appropriation:	
	Shareholders in DSV Miljø Group A/S	-40
	Non-controlling interests	1
		-39

Consolidated financial statements 1 May 2017 – 30 April 2018

Balance sheet

Note	DKKm	Group 2017/18
	ASSETS	
13	**Intangible assets**	
	Goodwill	1,031
	Other intangible assets	1,010
		2,041
14	**Property, plant and equipment**	
	Land and buildings	360
	Plant, equipment and machinery	225
	Fixtures and fittings, tools and equipment	24
		609
	Financial assets	
	Shares in associated companies	4
	Other securities and investments	1
	Other receivables	21
		26
	Total non-current assets	2,676
	Current assets	
	Inventories	25
		25
	Receivables	
21	Trade receivables	633
	Other receivables	12
16	Tax assets	5
	Prepayments	87
		737
	Cash	0
	Total current assets	762
15	Assets held for sale	99
	TOTAL ASSETS	3,537

Consolidated financial statements 1 May 2017 – 30 April 2018

Balance sheet

Note	DKKm	Group 2017/18
	EQUITY AND LIABILITIES	
	Equity	
	Share capital	1
	Share premium	712
	Currency translation reserve	-48
	Retained earnings	8
	Share of equity attributable to the shareholders in DSV Miljø Group A/S	673
	Non-controlling interests	2
	Total equity	675
	Liabilities	
	Non-current liabilities	
18	Bond debt	1,549
16	Deferred tax liabilities	246
18	Vendor loan	21
18	Financial leases	47
17	Provisions	27
		1,890
	Current liabilities	
17	Provisions	18
18	Credit institutions	33
18	Vendor loan	2
18	Financial leases	33
	Trade payables	475
	Corporate income tax	69
	Other payables	300
	Deferred income	33
		963
15	Liabilities related to asset held for sale	9
		972
	Total liabilities	2,862
	TOTAL EQUITY AND LIABILITIES	3,537

Consolidated financial statements 1 May 2017 – 30 April 2018

Statement of changes in equity

DKKm	Share capital	Share premium	Currency translation reserve	Retained earnings	Total	Non-controlling interests	Total equity
Equity at 1 May 2017	0.5	0	0	0	0.5	0	0.5
Comprehensive income in 2017/18:							
Result for the year	0	0	0	9.0	9.0	0.5	9.5
Other comprehensive income:							
Foreign exchange adjustments, foreign subsidiaries	0	0	-47.6	0	-47.6	0	-47.6
Total other comprehensive income	0	0	-47.6	0	-47.6	0	-47.6
Total comprehensive income for the period	0	0	-47.6	9.0	-38.6	0.5	-38.1
Transactions with owners, etc.							
Non-controlling interest in business combinations	0	0	0	-1.3	-1.3	1.3	0
Capital increase by conversion of debt	0,5	711.5	0	0	712.0	0	712.0
Equity at 30 April 2018	1.0	711.5	-47.6	7.7	672.6	1.8	674.4

Share capital

The share capital consists of 1,000,000 shares of nom. DKK 1 each, totalling DKK 1,000,000.

Consolidated financial statements 1 May 2017 – 30 April 2018

Cash flow statement

Note	DKKm	Group 2017/18
	Profit/loss for the year	9
25	Adjustments	282
	Changes in working capital	-17
	Cash flows from operating activities before net financials	274
	Interest payments made	-104
	Interest payments received	5
	Payment of corporate income tax	-5
	Cash flows from operating activities	**170**
	Acquisition of property, plant, equipment and other intangibles	-228
	Disposal of equipment	5
27	Acquisition of activities and group entities	-1,111
	Acquisition of receivable in group companies	-417
	Cash flows from investing activities	**-1,751**
26	Proceeds from insurance of bonds	1,541
	Reduction/increase in interest-bearing debt	0
	Cash flows from financing activities	**1,541**
	Net cash flows	**-40**
	Cash and cash equivalents at 1 May 2017	1
	Net cash flows	-40
	Value adjustment of cash and cash equivalents	6
	Cash and cash equivalents at 30 April 2018	**-33**

Cash and cash equivalents are specified as follows:	
Cash	0
Credit institutions (bank overdraft)	-33
Cash and cash equivalents at 30 April 2018	**-33**

Consolidated financial statements 1 May 2017 – 30 April 2018

List of notes to the consolidated financial statements

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

1 Accounting policies

DSV Miljø Group A/S is a public limited company with its registered office in Denmark.

The financial statements section of the annual report for the period 1 May 2017 – 30 April 2018 comprises both the consolidated financial statements of DSV Miljø Group A/S and its subsidiaries (the Group) and the separate parent company financial statements.

The consolidated financial statements are presented in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU and additional requirements in the Danish Financial Statements Act for reporting class C and elective choice of certain provisions applying to reporting class D entities specifically §104, §105 and §107b, section 1 number 6 in the Danish Financial Statements Act.

On 6 July 2018, the Board of Directors and the Executive Board have discussed and approved the annual report of DSV Miljø Group A/S for 2017/18. The annual report will be presented to the shareholders of DSV Miljø Group A/S for approval at the annual general meeting on 6 July 2018.

Changes in accounting principles

This annual report is the first to be presented in accordance with IFRS. On transition, IFRS 1, First-time Adoption of IFRS has been applied. The annual report is prepared based on the standards applicable at 30 April 2018.

The transition from the Danish Financial Statements Act to IFRS has not affected the profit/loss for 2018 or equity at 30 April 2018 as the parent company was dormant until 10 May 2017.

New accounting regulations

The IASB has issued a number of new standards and amendments not yet in effect or endorsed by the EU and therefore not relevant for the preparation of the 2017/18 consolidated financial statements. The most significant of these are listed in the following; however only IFRS 16 Leases is expected to have an impact on the consolidated financial statements when implemented. The Group expects to implement these standards when they take effect.

IFRS 9 Financial instruments

IFRS 9 will take effect on 1 May 2018. The standard introduces several changes to IAS 39 – including a new impairment framework, new rules for hedge accounting and new requirements and guidance on classifications and measurement of financial assets and liabilities.

Impact assessments of the standard are in progress. Based on current evaluation. The standard is not expected to have any significant impact on the financial statements of the Group. The standard will only result in minor changes to existing accounting practices, mainly in the form of changes to existing credit loss and impairment models applied.

IFRS 9 will be applied following the standards retrospective approach.

IFRS 15 Revenue from contracts with customers

IFRS 15 will take effect on 1 May 2018. The standard introduces a new framework for revenue recognition and measurement.

Impact assessments of the Groups current revenue for services and sale of goods have been performed including analysis of sales contracts and related inco terms. Based on these, the standard is not expected to have any significant impact on the financial statements or the timing of revenue recognition of services and goods delivered. The standard will result in only minor changes to existing accounting practices, mainly in the form of extended external reporting disclosure requirements.

IFRS 15 will be applied following the modified retrospective approach with any cumulative effects recognized in retained earnings as of 1 May 2018 and with no restatement of the comparison period.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

1 Accounting policies (continued)

IFRS 16 Leases

IFRS 16 Leases will take effect on 1 May 2019 and will be applied following the retrospective approach with full restatement for the comparison period, when implemented in the financial year 2019/20.

The standard broadens the criteria for recognition of lease assets and liabilities and will have an impact on the Groups financial statements, as off-balance operating leases will be capitalized and accounted for similar to our current finance lease accounting policies. Reported operating profit will increase, as operating lease expenses will be replaced by depreciation and interest expenses. Reported cash flow from operating activities will increase but be offset by an increase cash outflow from financing activities, and, accordingly, there will be no change in the underlying cash flow for the year.

Impact assessments and implementation strategies are in progress. Based on current estimates, the standard will, if the standard was implemented in 2018/19, have an effect on the Group's consolidated balance sheet at 1 May 2018, where the leased assets and liabilities are expected to increase by approximately DKK 450 - 500 million, corresponding to an increase in total assets and liabilities by around 13%. The estimated impact on the consolidated income statement for 2018/19 is an expected increase in operating profit before amortization, depreciation and special items of around DKK 175 million. The expected effect on the result will be DKK 0 million. The expected effect on cash flow will be an increase in operating cash flow of approximately DKK 150 million and similar reduction in cash flow from financing activities. The estimated effects are provisional and subject to uncertainties, and are based on analysis of our current contract portfolio and therefore do not take any future significant changes in activities or contracts in 2018/19 into account.

We continue our work with the implementation of the standard as well as the underlying accounting processes and will follow up on the impact assessment in the financial statement for 2018/19.

Presentation and functional currencies

The annual report is presented in DKK.

The functional currencies are DKK and SEK.

Consolidated financial statements

Consolidation practice

The consolidated financial statements comprise the Parent Company DSV Miljø Group A/S and entities in which the Parent Company directly or indirectly holds the majority of the voting rights or which the Parent Company controls through its shareholdings or otherwise. Entities in which the Group holds between 20% and 50% of the voting rights and over which it exercises significant influence, but which it does not control, are considered associates.

On consolidation, items of similar nature are aggregated. Intra-group income and expenses, shareholdings, dividends and balances as well as realised and unrealised intra-group gains and losses on intra-group transactions are eliminated.

The Parent Company's equity investments in consolidated subsidiaries are eliminated by the Parent Company's share of the subsidiaries' net asset values determined at the time when the group structure was established.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

1 Accounting policies (continued)

Business combinations

Acquisitions of subsidiaries and associates are accounted for using the purchase method, and on initial recognition, assets, liabilities and contingent liabilities acquired are measured at fair value at the date of acquisition. Identifiable intangible assets are recognised if they are separable, and the fair value can be reliably measured. Deferred tax on fair value adjustments are recognised. Any remaining excess of the expense over the fair value of the assets, liabilities and contingent liabilities acquired is recognised as goodwill under intangible assets in the statement of financial position. Positive differences on acquisition of associates are recognised under equity investments in associates in the statement of financial position. Goodwill is not amortised but is tested annually for impairment.

Acquired entities are recognised in the consolidated financial statements from the acquisition date, whereas divested entities are recognised until the date of disposal.

Gains or losses on disposal of subsidiaries and associates are stated as the difference between the selling price less selling expenses and the carrying amount of net assets plus goodwill and accumulated value adjustments recognised in equity at the date of disposal.

Leases

Leases that transfer substantially all the risks and rewards incident to ownership to the Company (finance leases) are recognised in the statement of financial position at the lower of the fair value of the asset and the present value of the lease payments calculated using the interest implicit in the lease or an approximation thereof as the discount factor. Assets held under finance leases are depreciated and written down in accordance with the same practice as for the Company's other fixed assets.

The capitalised residual lease obligation is recognised in the balance sheet as a liability, and the interest element of the lease payment is recognised in the income statement on a current basis over the term of the lease.

All other leases are considered operating leases. Payments under operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Foreign currency translation

Transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Gains and losses arising from differences between the exchange rate at the transaction date and the rate at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the reporting date are translated using the exchange rate at the reporting date. Differences between the exchange rate at the reporting date and the rate at the transaction date are recognised in the income statement as financial income or financial expenses.

For each of the Group's entities, a functional currency is determined. The functional currency is the currency used in the primary financial environment in which the entity operates. Transactions denominated in other currencies than the functional currency are foreign currency transactions. On consolidation of subsidiaries and associates with another functional currency than the Parent Company, the income statement is translated at the exchange rate at the transaction date or an approximate average exchange rate. Items in the statement of financial position are translated at closing rates. Foreign exchange adjustments arising on translation of the opening balance of equity and foreign exchange adjustments arising on translation of the closing rate income statement are recognised directly in equity under a separate reserve.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

1 Accounting policies (continued)

Income statement

Revenue

Revenue comprises the value of goods and services delivered during the year and is recognised ex VAT and less discounts granted in relation to the sale.

Sale of raw materials is recognised at the date of delivery of the raw materials to the customer.

Income from soil processing is recognised based on the stage of completion as the processing is carried out.

Transport services are recognised as the transport is carried out.

Direct expenses

Production expenses comprise expenses used to generate the revenue for the year. Expense includes payment to carriers, other direct expenses, including wages and salaries and other primary expenses.

Other external expenses

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

The Company has no research activities. The Company's development expenses comprise improvement of production processes. Improvement of production processes is an ongoing process comprising a number of minor improvements that usually cannot be reliably determined. Therefore, all development expenses have been expensed under other external expenses as incurred up until now.

Other income and expenses

Other operating income and expenses comprises items secondary to the primary activities of the company.

Net financials

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, financial expenses relating to finance leases, realised and unrealised capital/exchange gains and losses on securities and foreign currency transactions, amortisation of loan charges and surcharges and allowances under the advance-payment-of-tax scheme, etc.

Taxation

The income tax expense comprises the current tax payable on the year's expected taxable income and any adjustment to deferred tax less the tax expense for the year relating to changes in equity.

Current and deferred tax relating to changes in equity is recognised directly in equity.

The Company is jointly taxed with its Danish group entities and its parent company and its other Danish subsidiaries. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption). Jointly taxed entities entitled to a tax refund are, as a minimum, reimbursed by the administration company based on the current rates applicable to interest allowances, and jointly taxed entities having paid too little tax pay, as a maximum, a surcharge based on the current rates applicable to interest surcharges to the administration company.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

1 Accounting policies (continued)

Balance sheet

Intangible assets

Goodwill

Goodwill is measured at cost less accumulated impairment losses.

Intangible assets excluding goodwill

Intangible assets excluding goodwill are measured at cost less accumulated amortisation and impairment losses. The intangible assets excluding goodwill comprises: customer relations; brands; technology and extraction rights.

Intangible assets excluding goodwill are amortised on a straight-line basis over the expected useful lives, which are as follows:

Customer relations: If no fixed-term agreement with the customer exists	10-20 years
Brands	5-20 years
Technology	5-10 years
Rights: Amortised as resources are extracted based on consumption	

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight-line basis over the expected useful life. The expected useful lives are as follows:

Buildings	20-40 years
Leasehold improvements	10 years
Plant and machinery	3-10 years
Fixtures and fittings, tools and equipment	3-10 years

Gravel pits are depreciated as raw material resources are extracted based on consumption. The residual value is reassessed annually. Land is not depreciated.

Write-down of non-current assets

Intangible assets and property, plant and equipment are tested for impairment when there is an indication of impairment of the assets other than the decrease in value reflected by amortisation or depreciation. Moreover, goodwill and other intangible assets with indefinite useful lives are tested annually for impairment.

Impairment is recognized if the recoverable amount is lower than the carrying amount. The recoverable amount of the asset is determined as the higher of the net selling price and the value in use. If it is not possible to determine the recoverable amount for individual assets, the assets are assessed jointly in the smallest identifiable group of assets to determine a reliable recoverable amount.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

1 Accounting policies (continued)

Impairment losses on goodwill are not reversed. Impairment losses recognised in respect of other assets are reversed in so far as the assumptions and estimates underlying the impairment losses have changed. Impairment is only reversed to the extent that the asset's increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

Inventories

Inventories are measured at cost in accordance with the FIFO method or at the net realisable value if this is lower.

Raw materials and consumables are measured at cost, comprising purchase price plus delivery costs.

Work in progress and finished goods are measured at manufacturing cost, which includes cost of raw materials, consumables and direct payroll expenses plus indirect production overheads.

Goods for resale are measured at cost, comprising purchase price plus delivery expenses.

Receivables

Receivables are measured in the statement of financial position at amortised cost, which is usually equivalent to the nominal value. Write-down is made for bad debt losses. Impairment losses are based on an individual assessment of the individual receivable.

Prepayments

Prepayments include prepaid expenses regarding rent, insurance premiums, subscription fees and interest.

Assets held for sale

Assets held for sale include non-current assets held for sale. Liabilities regarding assets held for sale are liabilities directly associated with those assets that will be transferred in the transaction. Assets are designated as “held for sale” when the carrying amount primarily is recovered by a sale within 12 months in accordance with a plan instead of through continued usage.

Assets held for sale are measured at the lower of the carrying amount at the date when the assets were classified as held for sale and fair value less costs to sell. Assets are not depreciated or amortised as from the date they are classified as “held for sale”.

Impairment losses occurring in connection with the initial classification as “assets held for sale” and gains or losses in relation to subsequent measurement at the lower of the carrying amount and fair value less costs to sell are recognised in the income statement under the items to which they relate.

Equity

Share premium

Share premium comprises amounts in addition to the nominal share capital that have been paid by the shareholders in connection with capital increases and gains and losses from the disposal of treasury shares.

Gains and losses on the sale of treasury shares are recognised in "Share premium".

According to the articles of association, the share premium can be freely used for distribution of dividend and bonus share issue.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

1 Accounting policies (continued)

Dividend

Dividend proposed by Management to be distributed for the year is shown as a separate item under equity in accordance with Danish company legislation. Dividends are recognised as a liability at the date when they are adopted at the general meeting.

Currency translation reserve

The translation reserve comprises foreign currency differences arising upon the translation of financial statements of foreign enterprises from their functional currency to DKK. On realisation of the net investment, the foreign exchange adjustments are recognised in the income statement.

Non-controlling interests

Non-controlling interests are recognised at their share of net assets. Non-controlling interests' share of group equity and results of operations is recognised separately and stated as separate items in equity and the consolidated income statement.

Provisions

Provisions comprise expected costs for restructuring, re-establishment of gravel pits, etc. Provisions are recognised when, as a result of events arising no later than the reporting date, the Group has a legal or a constructive obligation and it is probable that there will be an outflow of resources embodying economic benefits to settle the obligation. There is a legal or constructive obligation for restructuring when a decision in this respect has been made before or on the reporting date and it has been communicated to the parties involved.

When the Group is obligated to re-establish gravel pits, a liability corresponding to the present value of the anticipated future costs is recognised.

The amount recognised as a provision is Management's best estimate of the expenses required to settle the obligation. On measurement of provisions, the costs required to settle the liability are discounted if the effect is material to the measurement of the liability.

Deferred tax assets and liabilities

Current tax receivable and payable is recognised in the statement of financial position at the amount that can be computed based on the anticipated taxable income for the year. Tax receivables and payables are presented as a set-off within the same legal entity.

Financial liabilities

Bond, loans and loans from credit institutions and other loans e.g. vendor loans, are recognised at the time of borrowing at the proceeds received, net of transaction costs incurred. On refinancing of existing loans, refinanced loans are recognised at fair value, and borrowing costs incurred are recognised in the income statement. In subsequent periods, the loans are measured at amortised cost. Accordingly, the difference between the proceeds at fair value and the nominal value is recognised as financial expenses in the income statement over the term of the loan.

Non-financial liabilities are also measured at amortised cost.

Deferred income

Deferred income comprises payments received concerning income in subsequent reporting years.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

1 Accounting policies (continued)

Cash flow statement

The cash flow statement shows the Group's cash flows from operating, investing and financing activities for the year, the year's changes in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities

Cash flows from operating activities are calculated as profit/loss for the year adjusted for changes in working capital and non-cash items such as amortisation, depreciation and impairment losses as well as provisions. The working capital comprises current assets less current liabilities other than provisions excluding the items included in cash and cash equivalents.

Cash flows from investing activities

Cash flows from investing activities comprise payments related to additions and disposals of intangible assets, plant and equipment and investments in activities and group entities.

Cash flows from financing activities

Cash flows from financing activities include cash flows from the raising and repayment of non-current liabilities and securities and payments to and from the shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities with a term of three months or less at the acquisition date which are subject to an insignificant risk of changes in value and bank overdraft.

The cash flow statement cannot be derived exclusively from the published accounting records.

Definition of financial ratios, etc.

Gross margin	$\dfrac{\text{Gross profit/loss x 100}}{\text{Revenue}}$
Profit margin (EBITDA before special items)	$\dfrac{\text{EBITDA (before special items) x 100}}{\text{Revenue}}$
Equity ratio	$\dfrac{\text{Equity x 100}}{\text{Total assets}}$

2 Accounting estimates and judgements

When preparing the financial statements, Management make assumptions and estimates affecting the recognised assets and liabilities, including information on contingent liabilities. Such estimates comprise assessments based on the latest information available at the time of the financial reporting.

The estimates and assumptions applied are based on assumptions that Management finds reasonable but that are inherently uncertain and unpredictable. The assumptions may be incomplete or inaccurate, and unexpected events or circumstances may arise. Furthermore, the Company is subject to risks and uncertainties that may result in actual results differing from these estimates. We base our estimates and assessments on historical data and a number of other factors that, to the best of our knowledge, are reasonable under the given circumstances.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

2 Accounting estimates and judgements (continued)

Special risks for the Group are described in the Management's review. Note disclosures have been made regarding assumptions relating to future events and other judgemental uncertainties at the balance sheet date where there is a considerable risk of changes that may lead to a significant adjustment of the carrying amount of assets or liabilities in the next financial reporting period.

The Management of DSV Miljø Group A/S considers the following areas under the assets and liabilities in the financial statements particularly affected by these risks:

- Acquisitions and disposals of entities and activities
- Intangible assets and property, plant and equipment
- Provisions, deferred income regarding non-processed soil and contingencies.

Acquisitions and disposals of entities and activities

On acquisition of entities, the acquired entity's assets and liabilities are recognised in accordance with the acquisition method, which requires that all assets and liabilities are measured at fair value. In connection with the measurement of the fair value of assets and liabilities, Management makes several estimates, of which some will be significant.

On disposal or close-down of entities and activities, usual management estimates are made for settlement of contractual obligations.

On May 10, 2017 DSV Miljø Group A/S was capitalized in connection with the issuance of senior secured floating rate bonds. The funds were partly used to purchase four Companies from another Group Company. Based on this, Management has assessed that DSV Miljø Group A/S is the acquirer according to the definitions of IFRS 3.

Intangible assets and property, plant and equipment

Goodwill and other rights are tested for impairment at least once a year. If special circumstances or events occur, these are used as a basis to assess whether a new impairment test should be performed. For a description of impairment testing of goodwill, reference is made to the information regarding the Group in the accounting policies and to note 13 Intangible assets.

The use, useful life and residual value of property, plant and equipment are assessed on an ongoing basis for any need for impairment testing or adjustment of the useful life.

Reference is made to the accounting policies regarding useful lives and to note 14 Property, plant and equipment.

Provisions, deferred income regarding non-processed soil and contingencies

Provisions and accrual of income regarding non-processed soil are measured based on empirical material for several years and on the Company's own knowledge on handling of these materials. This is compared to management estimates of future trends and makes up the final determination for recognition of provisions.

Moreover, reference is made to note 17 Provisions.

The Company's pending and potential future legal actions, tax matters, etc., are assessed on an ongoing basis. When assessing the likely outcome of significant legal actions, tax matters, etc., Management consults with external legal advisers.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

DKKm	Group 2017/18
3 Revenue	
Sale of goods	267
Sale of services	3,876
	4,143

4 Segment information

DKKm	Soil, Recycling & Water	Transport & Logistics	Raw materials	Intra Group	Total
Revenue	878	3,110	267	-112	4,143
Direct expenses	-653	-2,789	-163	112	-3,493
Gross profit	225	321	104	0	650
Staff expenses	-66	-177	-17	0	-260
Other external expenses	-29	-59	-8	-2	-98
EBITDA (before special items)	130	85	79	-2	292

Segments are monitored at EBITDA level. Intra Group transactions are priced applying the same principles as transactions with external customers (the arm's length principle). Intra Group figures include intra group transactions and group expenses.

No single customer accounts for more than 10 percent of consolidated revenue.

Geographical revenue and non-current assets

DKKm	Revenue	Non-current assets
Denmark	1,554	2,065
Other Nordics	2,589	611
	4,143	2,676

Geographical revenue is recognized based on location on for customers. Revenue in the category “Other Nordics” largely relates to customers in Sweden. Non-current assets are recognized based on physical location of assets and for intangible assets recognized based on ownership and allocation to related activities.

Consolidated financial statements 1 May 2017 – 30 April 2018

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DKKm	Group 2017/18
5 Direct expenses	
Write-down of inventories	0
Transferred from staff expenses	170
Other direct expenses	3,323
	3,493
6 Staff expenses	
Staff expenses are computed as follows:	
Wages and salaries	324
Pensions	28
Other social security	78
	430
Transferred to direct expenses	-170
	260

Members of the Executive Board and Board of Directors did not receive remuneration in 2017/18.

Average number of employees	839
7 Other income	
Gain on the sale of fixed assets	4
8 Special items	
Transaction expenses connection with acquisitions of activities and group entities	-1
	-1

If not recognized as special items the expense would have been recognized and expensed in other external expenses.

9 Depreciation on property, plant and equipment, amortisation of intangible assets	
Depreciation and amortisation:	
Customer relations	53
Brands	4
Technology	7
Rights	2
Property	40
Plant and machinery	43
Fixtures and fittings, tools and equipment	8
	157

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

DKKm	Group 2017/18
10 Financial income	
Interest credit institutions	0
	0

DKKm	Group 2017/18
11 Financial expenses	
Bond interest	91
Amortization of capitalized loan costs	5
Interest credit institutions, financial lease and vendor loan	4
Exchange expenses	9
Other financial expenses	4
	113
Financial expenses related to assets and liabilities measured at amortised cost	104

DKKm	Group 2017/18
12 Tax for the year	
Current income tax, incl. financing surcharge	33
Changes in deferred tax	-16
	17
Other adjustments	-1
Tax for the year	16
Tax on other comprehensive income	0
	16
Tax for the year can be specified as follows:	
Computed 22% tax on profit before tax	6
Tax effect of:	
Tax on non-deductible interest expenses	14
Tax on other non-deductible expenses and non-taxable income	0
Use of tax assets not booked prior years	-3
Other adjustments	-1
	16

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

13 Intangible assets

	Goodwill
2017/18	
Cost	0
Balance at 1 May 2017	-22
Foreign exchange adjustments	0
Additions during the year	0
Additions from business combinations	1,053
Disposals during the year	0
Cost at 30 April 2018	1,031
Amortisation and impairment losses	
Balance at 1 May 2017	0
Foreign exchange adjustments	0
Amortisation during the year	0
Impairment losses for the year	0
Disposals during the year	0
Amortisation and impairment losses at 30 April 2018	0
Carrying amount at 30 April 2018	1,031

	Customer relations	Brands	Technology	Extraction rigths	Total other intangibles assets
2017/18					
Cost					
Balance at 1 May 2017	0	0	0	0	0
Foreign exchange adjustments	-13	-2	0	0	-15
Additions during the year	0	0	8	2	10
Additions from business combinations	946	61	66	8	1,081
Disposals during the year	0	0	0	0	0
Cost at 30 April 2018	933	59	74	10	1,076
Amortisation and impairment losses					
Balance at 1 May 2017	0	0	0	0	0
Foreign exchange adjustments	0	0	0	0	0
Amortisation during the year	53	4	7	2	66
Impairment losses for the year	0	0	0	0	0
Disposals during the year	0	0	0	0	0
Amortisation and impairment losses at 30 April 2018	53	4	7	2	66
Carrying amount at 30 April 2018	880	55	67	8	1,010

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

13 Intangible assets (continued)

Impairment test of goodwill

Management has performed an impairment test of the carrying amount of goodwill for the Group's cash-generating units based on the management structure and internal financial control. Consequently, Management has defined the following cash-generating units where goodwill is allocated as follows:

DKKm	Group 2017/18
RGS Nordic (Soil, Recycling & Water)	694
DSV Transport, Denmark	33
GDL, Sweden	226
Transport & Logistics	259
Nymølle Stenindustrier (raw materials)	78
Total goodwill	1,031

In connection with the impairment testing of the individual business areas, the recoverable amount corresponding to the discounted value of the expected future net cash flow is compared to the carrying amount of the individual business areas.

The Group provides environmental solutions, logistics and transportation and gravel materials to the construction industry. Consequently, the key business drivers are based on the activity in the construction industry and the timing and level of infrastructure projects whereas the biological water treatment activities are driven by the oil industry. Further, the operations are closely tied to the general economic conditions as a whole.

The expected future net cash flow is based on budgets for 2018/19 and projections for 2019/20-2021/22 approved by Management. Significant parameters include development in revenue, EBITDA margin, future investments based on unchanged and stable market conditions and growth expectations in the terminal period. These are based on assessments for the individual business areas.

For the calculation of the discounted net cash flow, discount factors are used that reflect the risk-free interest rate plus the risks associated with the individual business areas.

The most significant assumptions applied to the impairment test for the budget and projection period (2018/19 – 2021/22) include the following:

	Soil & recycling & water	Raw materials	Transport & logistics
Revenue growth per year (weighted average)	0%	0%	0%
EBITDA margin (weighted average)	17.0%	26.8%	3.3%
Growth in the terminal period	1.5%	1.5%	1.5%
Discount rate before tax	10.0%	12.8%	13.9%
Discount rate after tax	8.1%	10.2%	11.1%

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

13 Intangible assets (continued)

Management has determined the expected revenue growth per year and the expected EBITDA margin based on historical experience as well as assumptions for future trends.

The expected growth in the terminal period is not assessed to exceed the long-term average growth rate within the individual business areas.

It is Management's assessment that probable changes to the underlying assumptions will not entail that the carrying amount of goodwill will exceed the recoverable amount for Soil & Recycling (RGS Nordic) or Transport & Logistics (GDL or DSV Transport).

As regards the business area raw materials (Nymølle Stenindustrier), the expected recoverable amount exceeds the carrying amount by DKK 18 million representing a safety margin of ca. 5-6%. A reduction of the EBITDA margin by more than 1.00 percentage point equivalent to a EBITDA margin of 25,8% or lower will result in an impairment of goodwill.

Sensitivity analysis

The sensitivity analysis shows the changes to the EBITDA margins and discount rates after tax respectively by which the applied assumptions can change before goodwill becomes impaired:

	Group
	2017/18
Reduction in EBITDA margin in %	
RGS Nordic	-8.9%
Nymølle Stenindustrier	-3.9%
DSV Transport, Denmark	-12.3%
GDL, Sweden	-16.5%
Corresponding to a EBITDA margin change in percentage points of	
RGS Nordic	-1.5
Nymølle Stenindustrier	-1.0
DSV Transport, Denmark	-0,4
GDL, Sweden	-0,6
Increase in discount factor after tax in %	
RGS Nordic	10.0%
Nymølle Stenindustrier	5.9%
DSV Transport, Denmark	17.1%
GDL, Sweden	20.7%
Corresponding to a discount rate after tax of	
RGS Nordic	8.9%
Nymølle Stenindustrier	10.8%
DSV Transport, Denmark	13.0%
GDL, Sweden	13.4%

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

14 Property, plant and equipment

	Group			
DKKm	**Land and buildings**	**Plant, equipment and machinery**	**Fixtures and fittings, tools and equipment**	**Total**
2017/18				
Cost at 1 May 2017	0	0	0	0
Foreign exchange adjustment	-18	-6	-2	-26
Additions during the year	144	64	10	218
Transferred to "assets available for sale"	-99	0	0	-99
Additions from business combinations	370	210	26	606
Disposals during the year	-2	-2	-2	-6
Cost at 30 April 2018	395	266	32	693
Depreciation at 1 May 2017	0	0	0	0
Foreign exchange adjustment	-5	-2	0	-7
Depreciation for the year	40	43	8	91
Depreciation on assets sold	0	0	0	0
Depreciation at 30 April 2018	35	41	8	84
Carrying amount at 30 April 2018	360	225	24	609
Carrying amount of assets held under finance leases at 30 April 2018 included in the total carrying amount	7	51	9	67

15 Asset held for sale

In the reportable segment "Transportation", the subsidiary GDL has a long-standing transportation relationship with a customer who wanted to optimise its inventory. GDL presented a solution involving a new central warehouse in Kristianstad, Sweden, for both finished goods, raw materials and packaging material. GDL has been constructing a warehouse and will, going forward, attend to inventory management, receipt of goods and delivery of goods. The construction of the warehouse was completed in March 2018 and is now operational. The warehouse and GDL office facilities are expected to be sold to a third party in the first quarter of 2018/19. Based on these facts and circumstances, Management has recognised this property as an asset and the related liability as held for sale.

DKKm	**2017/18**
Tangible assets	99
Asset held for sale	99
Credit institutions	9
Liabilities related to asset held for sale	9

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Notes

DKKm	Group 2017/18
16 Deferred tax	
Provisions, etc.	3
Other payables	6
Property, plant and equipment and intangible assets	-251
Non-current liabilities other than provisions	-1
Tax loss carryforward	2
Total deferred tax	-241
Included under assets	5
Included under liabilities	-246
Total	-241

Deferred tax has been provided for at the current tax rate in the various countries to which the tax relates.

The development from beginning of year to end of year can be specified as follows:

DKKm	Group 2017/18
Balance at 1 May 2017	0
Additions from business combinations	-266
Foreign exchange adjustments	9
Transferred to corporate income tax	16
Balance at 30 April 2018	-241

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

DKKm	Group 2017/18
17 Provisions	
Balance at 1 May 2017	0
Additions from business combinations	47
Foreign exchange adjustments	0
Provision for the year	3
Used and reversed during the year	-5
Balance at 30 April 2018	45
Maturity:	
After 5 years	0
Between 1 and 5 years	27
Long-term portion	27
Short-term portion	18
	45

Several of the Group's soil and recycling plots are leased plots associated with an obligation for restoration to their original state. Expenses for restoration of a plot are an estimate that is also dependent on the intensity of use of the plot.

The amount also includes a restoration obligation related to the gravel pits, which are restored on an ongoing basis. Expenses have been estimated based on excavated volumes.

18 Interest bearing liabilities

The split between interest bearing liabilities into non-current and current liabilities can be specified as follows:

DKKm	Group Falling due between 1 and 5 years	Falling due after more than 5 years	Total non-current liabilities other than provisions at 30 April 2018	Falling due within 1 year	Total
2017/18					
Bond debt	1,565	0	1,565	0	1,565
Capitalised loan costs	-16	0	-16	0	-16
	1,549	0	1,549	0	1,549
Credit institutions	0	0	0	33	33
Financial leases	47	0	47	33	80
Vendor loan	21	0	21	2	23
Liabilities related to assets held for sale	0	0	0	9	9
	1,617	0	1,617	77	1,694

On May 10, 2017 the Company issued senior secured floating rate bonds of EUR 210 million at an interest rate of EURIBOR + 5.9%. Borrowing costs of DKK 21 million were paid in 2017 and will be amortized until 2021. Bond interest are paid quarterly and the bond debt has to be repaid in May 2021. For the issued bonds certain terms and conditions apply regarding negative pledge redemption, change of control and incurrence test and collateral of assets. For information of collateral of assets cf. note 19.

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Notes

18 Interest bearing liabilities (continued)

Credit institutions currently carry variable interest of approx. 3%. Certain terms and conditions apply regarding change of control, financial covenant and incurrence test and collateral of assets. For information of collateral of assets cf. note 19.

The financial leases carry both fixed and variable interest in the range of 2% - 6%.

The vendor loans are related to land (raw materials) and carries fixed interest of 4.5%.

19 Collateral of assets (security for loans)

Shares in subsidiaries with a carrying amount of DKK 1,887 million and part of a group intra receivable of DKK 248 million recognized in the parent company have been provided as collateral for the bond debt and credit institutions (Nordea). RGS Nordic A/S and Totalleveranser AB acts as guarantors in respect of the bond.

	Group
DKKm	**2017/18**

20 Contingencies and other financial commitments

Operating leases

The Group has entered into external operating leases, primarily relating to equipment and premises.

Minimum payments:	
After 5 years	25
Between 1 and 5 years	220
Long-term portion	245
Short-term portion	137
Total minimum payments	382

The operating leases carry to some extent a commitment to enter replacement operating lease contracts as existing contracts expire e.g. trucks as well as commitment to purchase future services of DKK 32 million. Further, the proposed divestment of GDL Fastigheter I Kristianstad AB entails that GDL enters a lease in respect of the properties post transaction. For 2017/18, operating leases of DKK 136 million have been recognised in the consolidated income statement.

Payment guarantees

Payment guarantees have been provided in respect of restoration of gravel pits and third party guarantees with terms exceeding 6 months totaling	186

Pension obligations, Sweden

The Group's Swedish employees are secured by means of an agreement with the insurance company Alecta. The agreement is considered a defined benefit plan. It is not possible for Alecta to provide the necessary information to DSV Miljø Group A/S so that the plan can be included in the financial statements as a defined benefit plan. These pension plans (multi employer plan) are therefore included as defined contribution plans. In 2017/18, DKK 11 million has been expensed, which is included as pension expenses in note 6. It is Management's assessment that there are no significant unfunded pension obligations.

Letter of subordination
The Group has issued a letter of subordination to Group Entities regarding the Group cash pool account with a booked amount of DKK 24 million at 30 April 2018. In case of borrower's bankruptcy, settlement, liquidation or wind up of other reasons, then DSV Miljø Group A/S will resign in favour of external creditors. The letter of subordination is valid until twelve after approval of the annual report for 2017/18.

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21 Financial risks

Due to its operations, investments and financing, the Group is exposed to a number of financial risks, including liquidity risks, credit risks and market risks (interest rate risks and currency risks).

The Group's financial risk management is centralized. The overall financial risks are monitored on a regular basis by the Board of Directors.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its obligations on an ongoing basis due to an inability to generate sufficient cash flows or obtain sufficient financing.

DKKm	2017/18
Undrawn credit facilities amount to	67

The Group's cash resources comprise cash and unused credit facilities. The credit facilities comprise a super senior revolving facility of DKK 50 million which can be and is currently increased to DKK 100 million. The latter DKK 50 million is considered temporary until 30 September 2018 at which point the events subsequent to 30 April 2018 are expected have been converted into cash. The Group strives to hold sufficient cash resources to ensure appropriate room for manoeuvre in case of unforeseen fluctuation in liquidity.

The cash outflow is expected to be covered by the excess liquidity and undrawn credit facilities together with cash proceeds derived on 1 June 2018 following sale-and-lease-back in regard to assets acquired as part of the C-R Johanssons Åkeri AB acquisition and anticipated cash proceeds from divestment (sale of shares), cf. note 15.

Expected maturity analysis of the Group's liabilities other than provisions:

The maturity analysis is broken down by category and class distributed by maturity period. Interest payments on liabilities carrying variable interest are calculated based on the current interest rate at the balance sheet date.

	< 1 year	1-3 years	3-5 years	> 5 years	Total contractual cash flows	Carrying amount	Fair value*
2017/18							
Measured at amortised cost:							
Bond debt	0	0	1,565	0	1,565	1,565	1,574
Bond Interest	92	184	0	0	276	0	0
Credit institutions, leases, etc.	73	52	23	0	148	136	136
Trade payables	475	0	0	0	475	475	475
Financial liabilities	640	236	1,588	0	2,464	2,176	2,185
Measured at amortised cost:							
Trade receivables	633	0	0	0	633	633	633
Other receivables, prepayments and cash and cash quivalents	99	21	0	0	120	120	120
Measured at fair value:							
Securities	1	0	0	0	1	1	1
Financial assets	733	21	0	0	754	754	754
Net cash outflow	-93	215	1,588	0	1,710	1,422	1,431

***The bonds were listed on Nasdaq, Stockholm on 3 May 2018.**
The fair value at 30 April 2018 is based on latest (unlisted) trade price.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

21 Financial risks (continued)

Credit risk

The Group is exposed to credit risks on receivables and bank deposits. The maximum credit risk notwithstanding collateral corresponds to the carrying amount.

DKKm	Group 2017/18
The impairment losses on total receivables can be specified as follows:	
Impairment losses at 1 May (Addition from business combinations)	6
Depreciation for the year, net	0
Impairment losses at 30 April	6
Maturity of total trade receivables:	
Not overdue	553
Overdue by 0-30 days	61
Overdue by 31-60 days	4
Overdue by more than 60 days	21
Receivables before impairment losses	639
Impairment losses	-6
Total receivables	633

It is the Group's credit policy that all debtors in the private sector, except large private debtors with low credit risk, must be subject to credit insurance. The customers are credit rated by the insurance company when taking out insurance.

Cash is not considered associated with credit risks as the counterpart is a bank with a good credit rating.

Market risk

The Group’s bond debt and credit institutions carry a variable interest rates at EURIBOR + 5,9% until expiring of the bond in May 2021and approx. 3.00% respectively which exposes the Group to interest rate fluctuations. An increase in the market rate of 1 percentage point will have an adverse effect on profit/loss for the year by approximately DKK 15 – 20 million before tax.

Currency risks

The Group is somewhat affected by foreign currency fluctuations, primarily fluctuations in Swedish kroner and EURO.

Income and expenses in all the Group's companies are settled in local currencies, and consequently, the risks are limited to the net investments made in activities in Sweden, which amount to DKK 540 million at April 2018. A change of 1% in the exchange rate for SEK compared to DKK, will have an effect in other comprehensive income by approximately DKK 5 million before tax.

The bond debt is a EURO based bond. A change of 1% in the exchange EURO rate compared to DKK, will have an effect in the result by approximately DKK 16 million before tax.

22 Capital structure

The Board of directors regularly evaluates the composition and extent of the Group's equity and loan capital. It is Management's assessment that, with the bond issue expiring in May 2021, the equity and loan capital along with cash proceeds derived from sale-and-lease-back and the anticipated sale of shares (cf. note 15) are adequate relative to the expected development in operations and liquidity in 2018/19.

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23 Related parties and ownership

Related parties	Basis
DSVM Invest A/S	Parent company
Peter Korsholm	Executive Board and member of the Board of Directors and shareholder in Togu ApS, 50% shareholder in DSVM Invest A/S
Kent Arentoft	Chairman of the Board of Directors and shareholder in KATA Group ApS, 50% shareholder in DSVM Invest A/S
Robin Basse	Member of the Board of Directors

Transactions

No agreements or other transactions have been entered with Board of Directors and the Executive Board, cf. note 6.

On 10 May 2017, the Company acquired 100% of the shares in the entities below from the affiliated company Leonora Ejendomme (formerly DSV Miljø A/S):

► Totalleveranser Sverige AB, Sweden
► RGS Nordic A/S, Copenhagen
► DSV Transport A/S, Roskilde
► Nymølle Stenindustrier A/S, Roskilde

The shares in the entities including an interest-bearing group receivable were acquired for a total amount of DKK 1,887 million, as part of the Company issuing senior secured floating rate bonds on 10 May 2017 of DKK 1,563 million (EUR 210 million). The purchase price for the shares was financed by means of the bond net proceeds as well as an intragroup loan. The intragroup loan was in May 2017 converted into share capital, implying an increase in equity of DKK 712 million.

Key management employees comprise member of Group Management, including CEOs of the portfolio companies. Remuneration of executive employees amounted to DKK 13 million and comprises short term remuneration including bonus schemes.

There are related party transactions in the form of sale of goods and services of DKK 247 million. Moreover, there are intra-group balances regarding cash pool arrangements and loan and trade balances at a gross amount of DKK 419 million, including intra-group interest of DKK 24 million.

The transactions have been eliminated in the consolidated financial statements.

DKKm	Group 2017/18
24 Fees to the Company's auditor appointed by the general meeting	
Fee for statutory audit	2,3
Other assurance engagements	0,0
Tax assistance	0,0
Other assistance	0,7
	3,0
25 Cash flow statement – adjustments	
Financial expenses, net	113
Depreciation and amortisation	157
Tax for the year	16
Gain on the disposal of equipment	-4
	282

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26 Financial liabilities and financing cash flow activities

			Non-cash change		
mDKK	**Cash flow**	**Business combi-naions**	**Foreign exchange movement**	**Amortisati on**	**2017/18**
Bond debt	1,541	-	3	5	1,549
Financial debt and finance leases	1	144	-	-	145
Financial liabilities at 30 April 2018	1,542	144	3	5	1,694

27 Business combinations

DSVM-entities

On May 10, 2017, the Group (DSV Miljø A/S) acquired 100% of the voting shares of Totalleveranser Sverige AB, RGS Nordic A/S, Nymølle Stenindustrier A/S and DSV Transport A/S ("DSVM-entities"). The Group has acquired the four companies as a part of a change in the legal group structure prior to issuing a corporate bond.

The purchase consideration of the shares in the DSVM entities was DKK 1,887 million of which DKK 1,175 million was paid by cash, and the DKK 712 million was financed as an intragroup loan that was settled by converting debt into shares. The total acquisition related expenses comprised DKK 0 million in relation to the group internal change in the group structure. Based on the performed purchase price allocation goodwill amounted to DKK 1,034 million. Goodwill is not expected to be deducted for income tax purposes. Goodwill relate to DSVM Group personnel and related knowhow.

Revenue and profit of DSVM entities since the acquisition data are included in the DSVM Group consolidated statement of consolidated comprehensive income for 2017/18 with respectively DKK 4,085 million and DKK 105 million. The disclosed result has been calculated after recognition of depreciation of intangible assets identified in the purchase price allocation.

Helsingborg Transport og Logistik AB

On May 1, 2017 and on April 27 2018, the Group (GDL Transport AB) acquired respectively further 60% and 20% of the shares of Helsingborg Transport och Logistik AB “HTL” and controls hereafter HTL 100%. HTL is a Helsingborg based transport and logistic company, which in the past to a large extend has based its activity on transport and logistic activities perform in corporation with the GDL Group. The Group has acquired HTL because it would integrate HTL knowledge and expertise in the GDL groups servicing of customers.

The purchase price amounted to DKK 4.8 million has been settled by cash. The total acquisition related expenses comprised DKK 0 million.

Based on the final purchase price allocation of net assets, goodwill amounts to DKK 2.7 million.

The value of the existing 20% non-controlling interest in HTL held by GDL before the business combination corresponded to fair value of the HTL shares at the date when business combination was performed Therefore any gain and loss has been recognized for 20% non-controlling interest.

Consolidated financial statements 1 May 2017 – 30 April 2018

Notes

27 Business combinations (continued)

Revenue and profit of HTL activity since the acquisition date May 1, 2017 are included in the DSVM Group consolidated statement of consolidated comprehensive income for 2017/18 with respectively DKK 97 million and DKK 5.6 million before elimination for group internal transactions. After elimination of group internal revenue DKK 93.6 million, external HTL revenue amounts to DKK 3.6 million in 2017/18.

SCT Transport AB

On August 1, 2017, the Group (GDL Transport AB) acquired 100% of the activities in SCT Transport AB "SCT" a Gothenburg based company that specializes in transportation of goods, and in particular sea containers. The Group has acquired SCT Transport because it expands both its existing product portfolio and customer base.

The purchase price amounted to DKK 14.4 million and has been settled by cash. Acquisition expenses amount to DKK 0.3 million and has been recognized as an expense in the line item "Special items".

After the final recognition of identifiable assets and liabilities at fair value goodwill is recognized at an amount of DKK 12.9 million. Goodwill represent the value of SCT personnel and related knowhow and expected synergies from the business combination. As the transaction is performed as a transfer of activity goodwill is 100% deductible for tax purposes.

The SCT activity has is fully integrated into GDL from the date of the acquisition. Therefore, it is impracticable to disclose amounts of revenue and profit consolidated in the DSVM Group since the acquisition on 1 August 2017 until 30 April 2018. Similarly, it is impracticable to disclose revenue and profit cannot be calculated separately for the period from 1 May 2017 until 30 April 2018. Before the acquisition of the SCT activity the yearly revenue amounted to approximately DKK 200 million.

C-R Johanssons Åkeri AB

On December 5, 2017, the Group (GDL Transport Holding AB) acquired 100% of the shares of C-R Johanssons Åkeri AB, a Varberg based company that specialises in transportation of goods. The Group has acquired C-R Johanssons Åkeri AB because it expands both its existing product portfolio, customer base and geographical presence.

The purchase price amounted to DKK 35.3 million has been settled by cash. The total acquisition related expenses comprised DKK 1 million related to financial and legal assistance and have been recognized as an expense in the line item "Special items"

Based on the final purchase price allocation of net assets, goodwill amounts to DKK 2.9 million. Goodwill represent the value of CRJ personnel and related knowhow and expected synergies from the business combination. Goodwill is not deductible for income tax purposes.

Revenue and profit of CRJ activity since the acquisition data are included in the DSVM Group consolidated statement of consolidated comprehensive income for 2017/18 with respectively DKK 54.4 million and DKK 0.4 million.

All acquisitions have been accounted for using the acquisition method.

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27 Business combinations (continued)

The final fair values of the identifiable assets and liabilities of the acquired companies or activities as at the date of acquisition were:

mDKK	DSVM-entities	SCT	CRJ	HTL
Intangible assets	1,073.2	4.3	3.8	0
Tangible assets	547.9	0	58.1	0.5
Financial assets	16.6	0	0	0
Inventories	25.8	0	0	0
Receivables	703.9	0	27.6	12.3
Cash	116.1	0	0.6	1.6
Financial lease debt	-84.0	0	0	0
Deferred tax	-258.2	0	-7.4	-0.3
Credit institutions and other interest bearing debt	-83.4	0	-28.9	0
Provisions	-47.1	0	0	-0.3
Payables including IC payable	-907.0	0	-7.9	-8.6
Tax payables	-37.9	0	0	0
Other debt	-251.7	-2.8	-13.5	-3.1
Deferred income	-45.6	0	0	0
Total identifiable net assets at fair value	852,6	1.5	32.4	2.1
Goodwill arising on acquisition	1,034.4	12.9	2.9	2.7
Purchase consideration transferred	1,887.0	14.4	35.3	4.8
Net cash acquired with the subsidiary	-116.1	0	-0.6	-1.6
Net cash consideration	1,770.9	14.4	34.7	3.2

28 Events after the balance sheet date

Subsequent to 30 April 2018, the company's bonds issued 10 May 2017 were listed on Nasdaq, Stockholm.

On 9 May 2018, the Group entered a conditional SPA in respect of sale of shares in GDL Fastigheder i Kristianstad AB (effectively a warehouse and an existing regional GDL office building). The divestment is expected to close in the first quarter 2018/19 at a sales price of DKK 100 million. No material gain/loss is expected.

On 23 May 2018, the Group entered into a sale-and-lease-back agreement with regard to assets which were part of the C-R Johanssons Åkeri AB acquisition. On 1 June 2018 net sales proceeds of DKK 37 million, was received. No material gain/loss was realised.

No other events have occurred after the balance sheet date that materially affect the consolidated and the parent company's financial statements.

Parent company financial statements 1 May 2017 – 30 April 2018

Income statement

Note	DKK'000	Parent Company 2017/18	Parent Company 2016/17
	Other external expenses	-1,741	-5
	Result on ordinary activities	-1,741	-5
30	Dividends from subsidiaries	108,500	0
31	Financial income	29,349	0
32	Financial expenses	-141,183	0
	Result before tax	-5,075	-5
33	Tax for the year	2,354	1
	Result for the year	-2,721	-4

Parent company financial statements 1 May 2017 – 30 April 2018

Balance sheet

		Parent Company	
Note	**DKK'000**	**2017/18**	**2016/17**
	ASSETS		
	Non-current assets		
34	Equity investments in group entities	1,887,000	0
35	Receivables in group entities	375,733	0
		2,262,733	0
	Total non-current assets	2,262,733	0
	Current assets		
	Receivables		
	Corporate income tax receivable	2,354	1
	Other receivables	4,253	0
		6,607	1
	Cash	25,984	500
	Total current assets	32,591	501
	TOTAL ASSETS	2,295,324	501

Parent company financial statements 1 May 2017 – 30 April 2018

Balance sheet

		Parent Company	
Note	**DKK'000**	**2017/18**	**2016/17**
	EQUITY AND LIABILITIES		
	Equity		
36	Share capital	1,000	500
	Share premium	0	0
	Retained earnings	708,775	-4
	Total equity	709,775	496
	Liabilities		
	Non-current liabilities		
37	Bond debt	1,548,503	0
		1,548,503	0
	Current liabilities		
38	Credit institutions	15,525	0
	Trade payables	684	0
	Other payables	20,837	5
		37,046	5
	Total liabilities	1,585,549	5
	TOTAL EQUITY AND LIABILITIES	2,295,324	501

Parent company financial statements 1 May 2017 – 30 April 2018

Statement of changes in equity

	Parent Company			
DKK'000	**Share capital**	**Share premium**	**Retained earnings**	**Total**
Equity at 1 May 2017	500	0	-4	496
Capital increase from conversion of debt	500	711,500	0	712,000
Result for the year	0	0	-2,721	-2,721
Equity at 30 April 2018	1,000	711,500	-2,725	709,775

Parent company financial statements 1 May 2017 – 30 April 2018

List of notes to the parent company financial statements

Parent company financial statements 1 May 2017 – 30 April 2018

Notes

29 Accounting policies – Parent Company

The annual report of DSV Miljø Group A/S has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class C entities.

Reporting currency

The parent company financial statements are presented in Danish kroner.

Foreign currency translation

Transactions denominated in foreign currencies are translated into Danish kroner at the exchange rates at the date of the transaction.

Receivables, payables and other monetary assets and liabilities denominated in foreign currency are translated into Danish kroner at the exchange rates at the balance sheet date. Realised and unrealised foreign exchange gains and losses are recognised in the income statement as financial income or financial expenses.

Income statement

Other external expenses

Other external expenses include expenses relating to the Company's primary activity that are incurred during the year, including administration and other external expenses.

Dividends from subsidiaries

Dividend from investments in subsidiaries is recognised in the income statement in the year of declaration. Distributions of dividend where the dividend exceeds the profit for the year or where the carrying amount of the Company's investments in the subsidiary exceeds the carrying amount of the subsidiary's net asset value will be evidence of impairment, meaning that an impairment test must be conducted.

Financial expenses and income.

Financial expenses and income are recognised in the income statement at the amounts relating to the financial year. The items comprise interest expenses and income, including from group entities. Financial expense include amortization of loan cost relating to bond debt and credit institutions.

Taxation

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to transactions recognised in equity is recognised in equity.

The company and its Danish group entities are jointly taxed its parent company its other Danish subsidiaries. The Danish income tax charge is allocated between profit making and loss making Danish entities in proportion to their taxable income.

Jointly taxed entities entitled to a tax refund are reimbursed by the administration company based on the rates applicable to interest allowances, and jointly taxed entities that have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the administration company.

Parent company financial statements 1 May 2017 – 30 April 2018

Notes

29 Accounting policies – Parent Company (continued)

Balance sheet

Equity investments in group entities

Investments in subsidiaries are measured at cost. Cost includes the consideration measured at fair value plus direct purchase costs. In case of indication of impairment, an impairment test must be conducted. Investments are written down to the lower of the carrying amount and the recoverable amount.

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value. An impairment loss is recognised based on objective indication that a receivable or a group of receivables is impaired. Impairment write-down is made to the lower of net realisable value and the carrying amount.

Prepayments

Prepayments comprise prepaid expenses concerning subsequent financial years.

Equity

Share premium

Share premium comprises amounts in addition to the nominal share capital that have been paid by the shareholders in connection with capital increases and gains and losses from the disposal of treasury shares.

According to the articles of association, the share premium can be freely used for distribution of dividend and bonus share issue.

Corporate income tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the expected taxable income for the year, adjusted for tax on the taxable income of prior years and for prepaid tax.

Provisions for deferred tax are calculated, based on the liability method, of all temporary differences between carrying amounts and tax values of assets and liabilities, with the exception of temporary differences occurring at the time of acquisition of assets and liabilities neither affecting the results of operations nor the taxable income, as well as temporary differences on non-amortisable goodwill.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date, when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity.

As a company in a joint taxation group, the Company is liable for payment of the subsidiaries' income taxes vis-à-vis the tax authorities as the subsidiaries pay their joint taxation contributions.

Financial liabilities

Loans, such as bond loans and loans from credit institutions, are recognised at the time of borrowing at the proceeds received, net of transaction expenses incurred. On refinancing of existing loans, refinanced loans are recognised at fair value, and borrowing costs incurred are recognised in the income statement. In subsequent periods, the loans are measured at amortised cost. Accordingly, the difference between the proceeds at fair value and the nominal value is recognised and amortised as financial expenses in the income statement over the term of the loan.

Non-financial liabilities are measured at amortised cost.

Parent company financial statements 1 May 2017 – 30 April 2018

Notes

29 Accounting policies – Parent Company (continued)

Cash flow statement

With reference to section 86(4) of the Danish Financial Statements act and to the cash flow statement included in the consolidated financial statements of DSV Miljø Group A/S and DSVM Invest A/S, the Parent Company has not prepared a cash flow statement.

		Parent Company	
	DKK'000	**2017/18**	**2016/17**
30	**Dividends from subsidiaries**		
	Dividends received	108,500	0
		108,500	0
31	**Financial income**		
	Credit institutions	4,472	0
	Exchange income	562	0
	Intra-group interest	24,315	0
		29,349	0
32	**Financial expenses**		
	Bond interest	-91,479	0
	Amortization of capitalized loan costs	-5,450	0
	Interest to credit institutions	-2,616	0
	Exchange expenses	-41,638	0
		-141,183	0
33	**Tax for the year**		
	Computed corporate income tax, incl. financing surcharge	2,354	1
	Changes in deferred tax provided for	0	0
		2,354	1
34	**Investments in subsidiaries**		
	Cost		
	Balance at 1 May 2017	0	0
	Additions for the year	1,887,000	0
	Foreign exchange adjustment	0	0
	Repayment of receivable in the year	0	0
	Cost at 30 April 2018	1,887,000	0
	Carrying amount at 30 April 2018	1,887,000	0

For information regarding collateral for bond debt of shares in group entities, refer to note 38.
For information regarding subsidiaries, domicile and interest refer to group chart in Management's review.

Parent company financial statements 1 May 2017 – 30 April 2018

Notes

DKK'000	Parent Company 2017/18	Parent Company 2016/17

35 Receivable in group entities

	2017/18	2016/17
Cost		
Balance at 1 May 2017	0	0
Additions for the year	480,752	0
Foreign exchange adjustment	-37,545	0
Repayment	-67,474	0
Cost at 30 April 2018	375,733	0
Carrying amount at 30 April 2018	375,733	0

For information regarding collateral for bond debt of receivable in group entities, refer to note 38.

36 Share capital

The share capital of DKK 1,000,000 is composed as follows:

	2017/18	2016/17
1,000,000 shares of DKK 1 each	1,000	500
	1,000	500

37 Interest bearing liabilities

Non-current and current liabilities can be specified as follows:

	Falling due between 1 and 5 years	Total non-current liabilities at 30 April 2018	Falling due within 1 year	Total
Bond debt	1,564,521	1,564,521	0	1,564,521
Capitalised loan costs	-16,018	-16,018	0	-16,018
Credit institutions (bank overdraft)	0	0	15,525	15,525
	1,548,503	1,548,503	15,525	1,564,028

On May 10, 2017 the Company issued senior secured floating rate bonds of DKK 1,565 million (EUR 210 million) at an interest rate of EURIBOR + 5.9%. Borrowing costs of DKK 21 million were paid in 2017 and amortized until 2021. Bond interest are paid quarterly and the bond debt has to be repaid in May 2021. For the issued bonds certain terms and conditions apply regarding negative pledge redemption, change of control and incurrence test and assets placed as collateral for bond debt, cf. note 38.

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Notes

38 Contingent liabilities

All shares in subsidiaries with a carrying amount of DKK 1,887 million and a part of the intro-group receivable with a carrying amount of DKK 248 million, have been provided as collateral for the company's bond debt and credit institutions.

Guarantees whereby the guarantor assumes primary liability has been issued in respect of the subsidiaries' lease and warranty commitments.

The Parent Company has issued a letter of subordination to Group Entities regarding the Group cash pool account with a booked amount of DKK 24 million at 30 April 2018. In case of borrower's bankruptcy, settlement, liquidation or wind up of other reasons, then DSV Miljø Group A/S will resign in favour of external creditors. The letter of subordination is valid until twelve after approval of the annual report for 2017/18.

The administration company DSVM Invest A/S and the Company is jointly taxed with the other Danish group entities and is jointly and severally liable together with the other jointly taxed entities for payment of corporate income tax and withholding tax on interest, royalties and dividends within the joint taxation group.

39 Related parties and ownership

Related parties	Basis
DSVM Invest A/S	Parent company
Peter Korsholm	Executive Board and member of the Board of Directors and shareholder in Togu ApS, 50% shareholder in DSVM Invest A/S
Kent Arentoft	Chairman of the Board of Directors and shareholder in KATA Group ApS, 50% shareholder in DSVM Invest A/S
Robin Basse	Member of the Board of Directors

The company is included in the group annual report of the parent company DSVM Invest A/S. The group annual report may be obtained at the following address:
DSVM Invest A/S
c/o Harbour House
Sundkrogsgade 21
2100 Copenhagen Ø, Denmark

Transactions

No agreements or other transactions have been entered with Board of Directors and the Executive Board.

On 10 May 2017, the Company acquired 100% of the shares in the entities below from the affiliated company Leonora Ejendomme (formerly DSV Miljø A/S):

- ► Totalleveranser Sverige AB, Malmö, Sweden
- ► RGS Nordic A/S, Copenhagen
- ► DSV Transport A/S, Roskilde
- ► Nymølle Stenindustrier A/S, Roskilde.

The shares in the entities including an interest-bearing group receivable were acquired for a total amount of DKK 1,887 million, as part of the Company issuing senior secured floating rate bonds on 10 May 2017 of DKK 1,563 million (EUR 210 million). The purchase price for the shares was financed by means of the bond net proceeds as well as an intragroup loan. The intragroup loan was in May 2017 converted into share capital, implying an increase in equity of DKK 712 million.

The intragroup receivables of DKK 376 million which carries interest of approximately 6%.

Intra-group interest income amounts to DKK 24 million.

Parent company financial statements 1 May 2017 – 30 April 2018

Notes

DKK'000	Parent Company 2017/18	2016/17
40 Proposed distribution of profit/loss		
Retained earnings	-2,721	-4
	-2,721	-4