

National Assist Fond "NAF"

Walgerholm 13, Jonstrup, 3500 Værløse

Company reg. no. 38 74 46 07

Annual report

1 January - 31 December 2018

The annual report was submitted and approved by the general meeting on the 21 June 2019.

Wyatt Harding

Notes to users of the English version of this document:

- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points remain unchanged from the Danish version of the document. This means that for instance EUR 146.940 is the same as the English amount of EUR 146,940, and that 23,5 % is the same as the English 23.5 %.

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Management's report

The board of directors have today presented the annual report of National Assist Fond "NAF" for the financial year 1 January to 31 December 2018.

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

We consider the accounting policies used appropriate, and in our opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position at 31 December 2018 and of the company's results of its activities in the financial year 1 January to 31 December 2018.

We are of the opinion that the management's review includes a fair description of the issues dealt with.

Værløse, 21 June 2019

Board of directors

Rolf Skinner

Yves Chastagnier

Pierre-David Picq

Matthias Lauber

Dennis Adrian

Mats Werner Lidbeck

Wyatt Harding

Independent auditor's report

To the board of directors of National Assist Fond "NAF"

Auditor's report on the annual accounts

Opinion

We have audited the annual accounts of National Assist Fond "NAF" for the financial year 1 January to 31 December 2018, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2018 and of the results of the company's operations for the financial year 1 January to 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the below section "Auditor's responsibilities for the audit of the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

The management's responsibilities for the annual accounts

The management is responsible for the preparation of annual accounts that give a true and fair view in accordance with the Danish Financial Statements Act. The management is also responsible for such internal control as the management determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the management is responsible for evaluating the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the annual accounts, unless the management either intends to liquidate the company or to cease operations, or if it has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements may arise due to fraud or error and may be considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions made by users on the basis of the annual accounts.

Independent auditor's report

As part of an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark, we exercise professional evaluations and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used by the management and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's preparation of the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the annual accounts, including the disclosures in the notes, and whether the annual accounts reflect the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on the management's review

The management is responsible for the management's review.

Our opinion on the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

Independent auditor's report

In connection with our audit of the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.

Furthermore, 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 believe that the management's review is in accordance with the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

Violation of the Act on Commercial Funds

The company has, in contravention of the Act on Commercial Funds, made distributions without an intermediate balance having been prepared, which shows that sufficient funds were available for the distribution, whereby management can incur liability.

Hillerød, 21 June 2019

Grant Thornton

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

Bo Lysen

State Authorised Public Accountant
mne32109

Company data

The company

National Assist Fond "NAF"

Walgerholm 13

Jonstrup

3500 Værløse

Company reg. no. 38 74 46 07

Financial year: 1 January - 31 December

Board of directors

Rolf Skinner

Yves Chastagnier

Pierre-David Picq

Matthias Lauber

Dennis Adrian

Mats Werner Lidbeck

Wyatt Harding

Auditors

Grant Thornton, Statsautoriseret Revisionspartnerselskab

Nordstensvej 11

3400 Hillerød

Management's review

The principal activities of the foundation

The principal activities of the foundation is to support schools which are economically weak, students in Europe and other continents. The support can be granted as:

1. Individual support to students who are economically weak, the support could be payment for education, study visits and study trips.
2. Contribution to associations, institutions, organizations or other foundations, that works for improvements in the level of education
3. Other forms of support, for example contributing to institution building of schools or churches.

Good foundation management

The Board of Directors shall account for good foundation management in accordance with the "Recommendations for Good Foundation Management". This covers a statement of the Board's openness and communication, duties and remuneration, which are listed below:

1. Transparency and communication

- 1.1 We recommend that the Board of Directors The Chair has the authority to represent the Board adopt guidelines for external communication, including guidelines regarding the person authorised to conduct public relations on behalf of the commercial foundation's behalf and the relevant conditions in that respect.

2. Duties and responsibilities of the Board of Directors

2.1 Overall duties and responsibilities

- 2.1.1 We recommend that the Board of Directors, at least once a year, assess the Foundation's overall strategy and dividend distribution policy of Procedure for the Board of Directors. This based on its Articles of Association in order to ensure that the commercial foundation operates in accordance with the Foundation's objectives and interests.

Management's review

2.2 Chair and Deputy Chair of the Board of Directors

2.2.1 We recommend that the Chair convene and The Board's Rules of Procedure address this chair board meetings in order to ensure that the matter.

Board works effectively and to create the best possible conditions for the individual and collective work of the board members.

2.2.2 We recommend that, if the Board of Directors The Board's chair does not perform assignments — in addition to the presiding role — asks the for the Foundation over and above the role of Chair to carry out specific operational tasks for Chair. The Board of Directors has a Vice Chair. the commercial foundation in exceptional cases, the Board take a decision to ensure that it retains its independence in terms of management and control. A proper division of duties between the Chair, Vice-Chair, other members of the Board of Directors, and executives, if any, should be ensured.

2.3 Composition and organisation of the Board of Directors

2.3.1 We recommend that the Board of Directors Four out of seven appointments to the Board of continuously assess and determine the Directors are made externally. The Board of competencies that the Board should exercise so Directors establishes a nomination committee as todischarge optimally the duties incumbent for the two members elected by the Board. on the Board.

Once a year, the Board of Directors draws up a competency profile for the Board as a whole and for each of its members.

2.3.2 We recommend that, in respect of any right of Four out of seven appointments to the Board of appointment laid down in the Articles of Directors are made externally. The Board of Association, the Board of Directors ensure a Directors establishes a nomination committee thorough, structured, and transparent process for for the two members elected by the Board. the selection and nomination of candidates to the Board

Management's review

2.3.3 We recommend that Board members be The Board of Directors establishes a nomination appointed based on their personal qualities and committee for the two members elected by the competencies, taking into account the Board's Board. The members of the Board of Directors overall competencies, and that, when the new discuss and draw up a Board competency profile Board is composed and new appointments to it once a year. The competency profile shows that are recommended, account be taken of the need these considerations are included in the decision. for renewal — as weighed against the need for continuity — and the need for diversity with respect to business experience and experience with dividend distribution, age, and gender, among other factors.

2.3.4 We recommend that a statement on the Information about the members of the Board of composition, including diversity, of the Board Directors is provided in the management report, of Directors, be included in the annual which forms part of the annual report. management report and posted on the commercial foundation's website, if indeed one should exist, and that the following information be provided for each of the members of the Board of Directors:

- name and position,
- age and gender,
- date of taking a seat on the Board of Directors, any re-elections, and the expiry date of the current term,
- the member's special competencies, if any,
- the member's other directorships, including posts in management boards, boards of directors, and supervisory boards, including governance committees, of Danish and overseas foundations, companies, and institutions, as well as his/her achievements in challenging organisational roles,
- names of members appointed by public/grant-awarding authorities, etc., and
- the member's independence or lack thereof.

Management's review

2.3.5 We recommend that most directors in the The Foundation has UBT Marketing A/S and commercial foundation not accept concurrent UBT France as subsidiaries. The recommendation seats on the boards of directors or the are not followed. management boards of the foundation's subsidiary(ies) unless the company in question is a wholly-owned holding company.

2.4 Independence

2.4.1 We recommend that an adequate number of In assessing independence, the Board of Directors Board members bindependent. If the Board of has specifically examined each member's position Directors(excluding employee-elected members) against the aforesaid points. We believe that all is composed of up to four members, at least one members of the Board of Directors are member should be independent. If the Board of independent. Directors is composed of five to eight members, at least two members should be independent. If the Board of Directors is composed of nine to eleven members, at least three members should be independent, and so forth. In this context, a member of the Board of Directors is not considered independent, if he/she:

Management's review

- in the past five years has received significant emoluments, including dividends or other benefits, from the Foundation/Group or the Foundation's subsidiary or associated company in a capacity other than as a member of the Foundation's Board of Directors or Management Board,
 - in the past year has conducted a significant business relationship (e.g. personal or indirect, as a partner or employee, shareholder, customer, supplier, or management member of companies with a similar connection) with the Foundation/Group or with a subsidiary or associated company that is part of the Foundation,
 - in the past three years is or has been an employee or partner of an external audit firm,
 - has been member of the Foundation's Board of Directors or Management Board for more than 12 years,
 - is closely related to or is otherwise particularly close to persons who are not considered independent,
-
- is a founder or a substantial donor in the event the Foundation aims to provide support to his/her family members or others particularly close to him/her, or
 - is a member of the management of an organisation, another foundation, or the like that receives or repeatedly in the past five years has received substantial donations from the Foundation.

Management's review

2.5 Period of appointment

- 2.5.1 We recommend that members of the Board of Directors be elected for a minimum term of two years and a maximum term of four years. In accordance with the Foundation's Articles of Association and Rules of Procedure, members are appointed to the Board of Directors for a term of 1 year.
- 2.5.2 We recommend that an age limit be set for members of the Board of Directors, to be published in the management report or on the Foundation's website. In accordance with the Foundation's Articles of Association and Rules of Procedure, no member may be appointed if he/she reaches the age of 70 within the first year of an election term.

2.6 Evaluation of the work carried out by the Board of Directors and the Management Board

- 2.6.1 We recommend that the Board of Directors put an annual evaluation procedure in place to assess the contributions and results of the Board, the Chair, and each member, and that the Board discuss the assessment. Work carried out by the Board of Directors is to be evaluated at least once a year.
- 2.6.2 We recommend that the Board of Directors annually assess the work carried out and the work carried out by the Management Board at results achieved by a management board, if least once a year. According to the Board of Directors evaluates the any, and/or by an administrator, in accordance with clear predefined criteria

3. Management remuneration

- 3.1.1 We recommend that the members of the Board of Directors and the of Directors of the commercial foundation Management Board receive fixed remuneration, and that the remuneration/pay. Remuneration and pay details members of the Management Board, if any, are given in the management report and in the receive fixed remuneration, possibly combined notes to the annual report. with a bonus unrelated to financial results. Remuneration should be proportional to the work and responsibilities associated with their roles

Management's review

- 3.1.2 We recommend that the annual report provide This information is given in the annual report at information on total emoluments paid to each page 12.
member of the Board of Directors and Management Board, if any, by the commercial foundation and other Group companies. Moreover, information should be provided on other emoluments received by members of the Board of Directors, excluding employee representatives on the Board, for the duties they discharge for the Foundation or its subsidiaries or associated companies.

Management's review

Information about the members of the Board of Directors

	Rolf Skinner	Yves Chastagnier	Pierre-David Picq	Mats Lidbeck	Matthias Lauber	Dennis Adrian	Wyatt Harding
Profession	Managing Director	Managing Director for SWANN Group Sarl	Business Owner and General Manager of KRÖMM GROUP	General Manager in Paper Business	Business Owner Fortdress Int. KG	CEO of CARELIN E GmbH & Co. KG	Business Owner of Milford P/S
Age	49	59	37	41	56	33	38
Gender	Male	Male	Male	Male	Male	Male	Male
Appointed to the Board of Directors	2017	2017	2017	2017	2017	2017	2017
Re-election has taken place	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Expiry of electoral term	2019-12-31	2019-12-31	2019-12-31	2019-12-31	2019-12-31	2019-12-31	2019-12-31
The member's special skills	Business Development and Coaching	Accountancy and financial analysis	Marketing and Business Development	Sales and Finance	HR and Finance	Sales & Marketing	Compliance, IT
Other management profession	Sales and Marketing Director	No	No	General Manager for family Business	No	Business Development	CEO of Milford
Selected by authorities	No	No	No	No	No	No	No
Is the member independent	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Salary in the foundation	0	0	0	0	0	0	0

The distribution policy of the foundation

The foundation will distribute money to entities that are aligned with our purpose. The purpose is support schools which are economically weak, students in Europe and other continents. It will be independently assessed by a panel.

Events subsequent to the financial year

No events have occurred subsequent to the balance sheet date, which would have material impact on the financial position of the association.

Accounting policies used

The annual report for National Assist Fond "NAF" is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises with the adjustments as a result of the company is a foundation.

The accounting policies used are unchanged compared to last year, and the annual report is presented in euro (EUR).

Recognition and measurement in general

Income is recognised in the profit and loss account concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs, these including depreciation, amortisation, writedown, provisions, and reversals which are due to changes in estimated amounts previously recognised in the profit and loss account are recognised in the profit and loss account.

Assets are recognised in the balance sheet when the company is liable to achieve future, financial benefits and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the company is liable to lose future, financial benefits and the value of the liability can be measured reliably.

At the first recognition, assets and liabilities are measured at cost. Later, assets and liabilities are measured as described below for each individual accounting item.

At recognition and measurement, such predictable losses and risks are taken into consideration, which may appear before the annual report is presented, and which concerns matters existing on the balance sheet date.

The profit and loss account

Gross profit

The gross profit comprises received donations and external costs.

Other external costs comprise costs for administration.

Net financials

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

Dividend from equity investments in group enterprises is recognised in the financial year where the dividend is declared.

Accounting policies used

Interest and other costs concerning loans for financing the production of intangible and tangible fixed assets and concerning the production period are not recognised in the cost of the fixed asset.

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The balance sheet

Financial fixed assets

Equity investments in group enterprises

Equity investments in group enterprises are measured at cost. In case the recoverable amount is lower than the cost, writedown takes place to this lower value.

Debtors

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

Available funds

Available funds comprise cash at bank and in hand.

Equity

The foundations restricted equity consist of the contributed capital including subsequent increases and consolidation of the foundation capital in accordance with the articles of association.

The free equity consists of the allocation framework and result brought forward.

Distributions

The distributions are transferred directly to available capital and comprise payment during the year and provisions to later distribution.

Liabilities

Other liabilities are measured at amortised cost which usually corresponds to the nominal value.

Profit and loss account

All amounts in EUR.

<u>Note</u>	<u>1/1 - 31/12 2018</u>	<u>7/4 - 31/12 2017</u>
Gross profit	1.491.062	661.083
Other financial income from group enterprises	16.593	2.401
Other financial costs	-1.436	0
Results before tax	1.506.219	663.484
Tax on ordinary results	0	0
Results for the year	1.506.219	663.484
 Proposed distribution of the results:		
Adjustment of allocation framework	1.506.219	663.484
Distribution in total	1.506.219	663.484

Balance sheet 31 December

All amounts in EUR.

Assets		
<u>Note</u>	<u>2018</u>	<u>2017</u>
Fixed assets		
Equity investments in group enterprises	134.395	67.184
Financial fixed assets in total	134.395	67.184
Fixed assets in total	134.395	67.184
Current assets		
Amounts owed by group enterprises	571.865	555.272
Debtors in total	571.865	555.272
Available funds	312.902	111.589
Current assets in total	884.767	666.861
Assets in total	1.019.162	734.045

Balance sheet 31 December

All amounts in EUR.

Equity and liabilities			
<u>Note</u>		<u>2018</u>	<u>2017</u>
Equity			
1	Contributed capital	67.203	67.203
2	Allocation framework	948.601	663.484
	Equity in total	<u>1.015.804</u>	<u>730.687</u>
Liabilities			
	Other debts	3.358	3.358
	Short-term liabilities in total	<u>3.358</u>	<u>3.358</u>
	Liabilities in total	<u>3.358</u>	<u>3.358</u>
	Equity and liabilities in total	<u>1.019.162</u>	<u>734.045</u>

3 Related parties

Notes

All amounts in EUR.

	1/1 - 31/12 2018	7/4 - 31/12 2017
	<u> </u>	<u> </u>
1. Contributed capital		
Contributed capital 1 January 2018	67.203	67.203
	67.203	67.203
2. Allocation framework		
Distribution frame 1 January 2018	663.484	0
Share of results	1.506.219	663.484
Appropriations in the year for the distribution framework 2018, paid out	-663.484	0
Appropriations in the year 2018, paid	-557.618	0
	948.601	663.484

3. Related parties

Transactions

In the current year the foundation has interest-bearing receivables at UBT Marketing A/S, the interest is 3%. There has been transactions between the foundation and UBT Marketing A/S in 2018. The outstanding amount per December 31, 2018 is EUR 571.865, of which interest is EUR 16.593.