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PERSONLIGT ENGAGEMENT

STATSAUTORISERET  
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# Roden Holdings ApS

c/o Christensen Kjarulff Statsautoriseret Revisionsaktieselskab, Store Kongensgade 68,  
1264 København K

Company reg. no. 38 74 97 49

## Annual report

1 March 2018 - 28 February 2019

The annual report has been submitted and approved by the general meeting on the

29/7 2019

Chairman of the meeting

Notes:

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



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## Management's report

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The board of directors and the managing director have today presented the annual report of Roden Holdings ApS for the financial year 1 March 2018 to 28 February 2019.

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 28 February 2019 and of the company's results of its activities in the financial year 1 March 2018 to 28 February 2019.

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

The annual report is recommended for approval by the general meeting.

Copenhagen, 29 July 2019

**Managing Director**

John Stuart Ross

**Board of directors**

Douglas Garth Ross

John Stuart Ross



## **Independent auditor's report**

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### **To the shareholders of Roden Holdings ApS**

#### **Opinion**

We have audited the annual accounts of Roden Holdings ApS for the financial year 1 March 2018 to 28 February 2019, 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 28 February 2019 and of the results of the company's operations for the financial year 1 March 2018 to 28 February 2019 in accordance with the Danish Financial Statements Act.

#### **Basis for opinion**

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the 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.

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:



## **Independent auditor's report**

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- 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.

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.



## **Independent auditor's report**

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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.

Copenhagen, 29 July 2019

### **Christensen Kjarulff**

Statsautoriseret Revisionsaktieselskab  
Company reg. no. 15 91 56 41

Iver Haugsted  
State Authorised Public Accountant  
mne10678



## Company data

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<b>The company</b>	Roden Holdings ApS c/o Christensen Kjørulff Statsautoriseret Revisionsaktieselskab Store Kongensgade 68 1264 København K
	Company reg. no. 38 74 97 49 Established: 28 June 2017 Domicile: Copenhagen Financial year: 1 March - 28 February
<b>Board of directors</b>	Douglas Garth Ross John Stuart Ross
<b>Managing Director</b>	John Stuart Ross
<b>Auditors</b>	Christensen Kjørulff Statsautoriseret Revisionsaktieselskab Store Kongensgade 68 1264 København K
<b>Subsidiaries</b>	Greve Ejendomme ApS, Copenhagen Romark Proterties ApS, Copenhagen



## **Management's review**

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### **The principal activities of the company**

The principal activities of the company are ownership of the shares in Greve Ejendomme ApS and from 28 November 2018 also Romark Properties ApS.

### **Development in activities and financial matters**

The gross loss for the year is DKK -46.750 against DKK -31.033 last year. The results from ordinary activities after tax are DKK -233.002 against DKK -141.917 last year. The management consider the results satisfactory.





## Profit and loss account

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All amounts in DKK.

<u>Note</u>	<u>1/3 2018 - 28/2 2019</u>	<u>28/6 2017 - 28/2 2018</u>
<b>Gross loss</b>	<b>-46.750</b>	<b>-31.033</b>
Other financial income from group enterprises	101.350	0
1 Other financial costs	<u>-353.303</u>	<u>-148.372</u>
<b>Results before tax</b>	<b>-298.703</b>	<b>-179.405</b>
Tax on ordinary results	<u>65.701</u>	<u>37.488</u>
<b>Results for the year</b>	<b><u>-233.002</u></b>	<b><u>-141.917</u></b>
<b>Proposed distribution of the results:</b>		
Allocated from results brought forward	<u>-233.002</u>	<u>-141.917</u>
<b>Distribution in total</b>	<b><u>-233.002</u></b>	<b><u>-141.917</u></b>



## Balance sheet 28 February

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All amounts in DKK.

<b>Assets</b>			
<u>Note</u>		<u>2019</u>	<u>2018</u>
<b>Fixed assets</b>			
2	Equity investment in group enterprises	33.210.458	29.485.907
	Financial fixed assets in total	<u>33.210.458</u>	<u>29.485.907</u>
	<b>Fixed assets in total</b>	<b><u>33.210.458</u></b>	<b><u>29.485.907</u></b>
<b>Current assets</b>			
	Amounts owed by group enterprises	7.347.251	0
	Deferred tax assets	103.189	37.488
	Other debtors	<u>0</u>	<u>1.204.234</u>
	Debtors in total	<u>7.450.440</u>	<u>1.241.722</u>
	<b>Current assets in total</b>	<b><u>7.450.440</u></b>	<b><u>1.241.722</u></b>
	<b>Assets in total</b>	<b><u>40.660.898</u></b>	<b><u>30.727.629</u></b>



## Balance sheet 28 February

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All amounts in DKK.

<b>Equity and liabilities</b>			
<u>Note</u>		<u>2019</u>	<u>2018</u>
	<b>Equity</b>		
3	Contributed capital	51.000	50.000
4	Results brought forward	3.348.632	-141.917
	<b>Equity in total</b>	<b>3.399.632</b>	<b>-91.917</b>
	<b>Liabilities</b>		
	Debt to group enterprises	33.847.251	26.500.000
5	Other debts	3.347.265	4.299.546
	Long-term liabilities in total	37.194.516	30.799.546
	Trade creditors	66.750	20.000
	Short-term liabilities in total	66.750	20.000
	<b>Liabilities in total</b>	<b>37.261.266</b>	<b>30.819.546</b>
	<b>Equity and liabilities in total</b>	<b>40.660.898</b>	<b>30.727.629</b>
6	<b>Mortgage and securities</b>		
7	<b>Contingencies</b>		



## Notes

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All amounts in DKK.

	1/3 2018 - 28/2 2019	28/6 2017 - 28/2 2018
<b>1. Other financial costs</b>		
Financial costs, group enterprises	101.350	0
Other financial costs	251.953	148.372
	<u>353.303</u>	<u>148.372</u>
<b>2. Equity investment in group enterprises</b>		
Acquisition sum, opening balance opening balance	29.485.907	0
Additions during the year	3.724.551	29.485.907
<b>Cost closing balance</b>	<u>33.210.458</u>	<u>29.485.907</u>
<b>Book value closing balance</b>	<u>33.210.458</u>	<u>29.485.907</u>

### The financial highlights for the enterprises according to the latest approved annual report

	Share of ownership	Equity	Results for the year	Book value at Roden Holdings ApS
Greve Ejendomme ApS, Copenhagen	100 %	30.308.199	2.657.475	29.485.907
Romark Properties ApS, Copenhagen	100 %	5.149.368	1.424.657	3.724.551
		<u>35.457.567</u>	<u>4.082.132</u>	<u>33.210.458</u>

### 3. Contributed capital

Contributed capital opening balance	50.000	50.000
Cash capital increase	1.000	0
	<u>51.000</u>	<u>50.000</u>

Within the last 5 years, the following changes in the share capital have been taken place:

- 2018/19, capital increase of 1.000 DKK.



## Notes

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All amounts in DKK.

	<u>28/2 2019</u>	<u>28/2 2018</u>
<b>4. Results brought forward</b>		
Results brought forward opening balance	-141.917	0
Profit or loss for the year brought forward	-233.002	-141.917
Share premium	<u>3.723.551</u>	<u>0</u>
	<b><u>3.348.632</u></b>	<b><u>-141.917</u></b>
<b>5. Other debts</b>		
<b>Other debts in total</b>	<b><u>3.347.265</u></b>	<b><u>4.299.546</u></b>
Share of liabilities due after 5 years	<u>3.347.265</u>	<u>4.299.546</u>

## 6. Mortgage and securities

The company's shares in group enterprises DKK 29,485,907 are pledged for the subsidiary's mortgage to Realkredit Danmark.

The company has issued Letter of subordination and support regarding receivables from its subsidiary, Romark Properties ApS, tDKK 7,344 as at 28 February 2019.



## Notes

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All amounts in DKK.

### 7. Contingencies

#### Joint taxation

The company is the administration company of the group of companies subject to the Danish scheme of joint taxation and, as from the financial year 2012, unlimited jointly and severally liable with the other jointly taxed companies for the total corporation tax.

As from 1 July 2012, the company is unlimited jointly and severally liable with the other jointly taxed companies for any obligation to withhold tax on interest, royalties and dividends.

The liability relating to obligations in connection with withholding tax on dividends, interest and royalties represents an estimated maximum of DKK 0 thousand.

Any subsequent adjustments of corporate taxes or withheld taxes, etc. may cause changes in the company's liabilities.



## **Accounting policies used**

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The annual report for Roden Holdings ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

### **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 loss**

The gross loss comprises the net turnover and external costs.

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received. The net turnover is recognised exclusive of VAT and taxes and with the deduction of any discounts granted in connection with the sale.

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.



## **Accounting policies used**

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Dividend from equity investment in group enterprise is recognised in the financial year where the dividend is declared.

### **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 company is subject to the Danish legislation concerning compulsory joint taxation with the Danish group enterprises. The company acts as an administration company in relation to the joint taxation. This means that the total Danish tax payable of the income of the Danish consolidated companies is paid to the tax authorities by the company.

The current Danish corporate tax is allocated among the jointly taxed companies in proportion to their respective taxable income (full allocation with reimbursement of tax losses).

## **The balance sheet**

### **Financial fixed assets**

#### **Equity investment in group enterprise**

Equity investment in group enterprise is 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.

#### **Corporate tax and deferred tax**

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

Roden Holdings ApS is jointly taxed with the Danish group companies and acts in this respect as the administration company. According to the rules of joint taxation, Roden Holdings ApS is unlimited, jointly and severally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Payable and receivable joint taxation contributions are recognised in the balance sheet as "Receivable corporate tax" or "Payable corporate tax".





## **Accounting policies used**

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Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax assets, including the tax value of tax losses eligible for carry-over, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.

### **Liabilities**

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