

Clementine Property Holding ApS

Amaliegade 15, 2. sal, 1256 København K

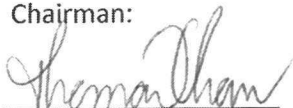
CVR No. 39 18 63 57

Annual report

For the year ended 31 December 2018 (21.12.2017 - 31.12.2018)

Approved at the annual general meeting, on 27/5 2019

Chairman:


Thomas Thomsen

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Statement by Management on the annual report

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Clementine Property Holding ApS for the financial year 21 December 2017 – 31 December 2018.

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

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2018 and of the results of the Company's operations for the financial year 21 December 2017 – 31 December 2018.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

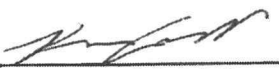
We recommend the adoption of the annual report at the annual general meeting.

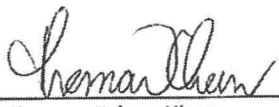
Copenhagen, 27⁵ 2019


Executive Board:


Thomas Esben Khan

Bord of Directors


Kevin Jeremiah Cahill
Chairman


Thomas Esben Khan


Henrik Skriver

Independent auditors' report

To the shareholders of Clementine Property Holding ApS

Opinion

We have audited the financial statements of Clementine Property Holding ApS for the financial year 21 December 2017 – 31 December 2018, which comprise an income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of company at 31 December 2018, and of the results of the company operations for the financial year 21 December 2017 – 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 (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

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

In preparing the financial statements, Management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on Management's review

Management is responsible for Management's review.

Our opinion on the financial statements does not cover Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's review and, in doing so, consider whether Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's review provides the information required under the Danish Financial Statements Act.

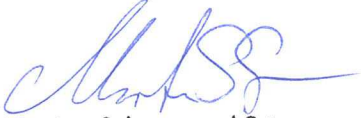
Based on the work we have performed, we conclude that Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of Management's review.

Odense, 27/5 2019

Ernst & Young

Godkendt Revisionspartnerselskab

CVR No. 30 70 02 28



Morten Schougaard Sørensen

State Authorised Public Accountant

mne32129

Management's review

Company details

Name	Clementine Property Holding ApS
Address, Postal code, City	Amaliegade 15, 2. sal, 1256 København K
CVR No.	39 18 63 57
Established	21 December 2017
Registered office	Copenhagen
Financial year	1 January – 31 December
Supervisory Board	Kevin Jeremiah Cahill, chairman Thomas Esben Khan Henrik Skriver
Executive board	Thomas Esben Khan
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Englandsgade 25, P O Box 200, 5100 Odense C, Denmark

Management's review

The company's primary activities and company details

The company's purpose is to conduct business as a holding company, invest in real estate, administrate and manage real estate as well as other related activities.

Significant changes in business and economic conditions

The company has lost its capital. The capital is expected to be regained by the future earnings from subsidiaries. The company has received a letter of support from Pineapple Master II S.a.r.l. to assure that it can continue its operation as a going concern.

Financial statements for the period 21 December 2017 - 31 December 2018

Income statement

Notes	DKK	2018
	Gross profit/loss	<u>-172.856</u>
3	Financial expenses	<u>-411.821</u>
	Profit/loss before tax	-584.677
	Tax for the year	128.629
	Profit/loss for the year	<u><u>-456.048</u></u>
	Recommended appropriation of the profit/loss for the year	
	Retained earnings	<u><u>-456.048</u></u>
		<u><u>-456.048</u></u>

Financial statements for the period 21 December 2017 - 31 December 2018

Balance sheet

Notes DKK	<u>2018</u>
Assets	
Current assets	
Tax receivable	128.629
Other receivables	<u>106.250</u>
Receivables	<u>234.879</u>
Total current assets	<u>234.879</u>
Total assets	<u><u>234.879</u></u>

Balance sheet

Notes DKK	<u>2018</u>
Equity and liabilities	
Equity	
4 Share Capital	50.000
Retained earnings	<u>-456.048</u>
Total equity	<u>-406.048</u>
Short-term liabilities	
Bank debt	119.927
Payables to group entities	516.000
Other payables	<u>5.000</u>
Short-term liabilities	<u>640.927</u>
Total liabilities	<u>640.927</u>
Total equity and liabilities	<u><u>234.879</u></u>
5 Contractual obligations and contingencies, etc.	
6 Related parties	

Financial statements for the period 21 December 2017 - 31 December 2018

Statement of changes in equity

(DKK)	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 21/12 2017	50.000	0	50.000
Profit/loss for the year	<u>0</u>	<u>-456.048</u>	<u>-456.048</u>
Equity at 31/12 2018	<u><u>50.000</u></u>	<u><u>-456.048</u></u>	<u><u>-406.048</u></u>

Financial statements for the period 21 December 2017 - 31 December 2018

Notes

1. Accounting policies

The annual report of Clementine Property Holding ApS has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

It is the company's first financial year. Accordingly the income statement, balance sheet and notes do not contain comparative figures.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Income Statement

Gross profit

With reference to section 32 of the Danish Financial Statements Act, the items 'Revenue', 'Cost of sale', 'Other external expenses' and 'Other operating income' are consolidated into one item designated 'Gross margin'.

Other external expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Financial income and expenses

Financial income and expenses are recognized in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses, etc.

Tax

Tax for the year include current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognized in the income statement, whereas the portion that relates to transactions taken to equity is recognized in equity.

The entity and its Danish group entities are taxed on a joint basis. The Danish income tax charge is allocated between profit-making and loss-making Danish entities in proportion to their taxable income (full allocation method).

Jointly taxed companies entitled to a tax refund are, as a minimum, reimbursed by the management company according to the current rates applicable to interest allowance, and jointly taxed companies having paid too little tax pay, as a maximum, a surcharge according to the current rates applicable to interest surcharges to the management company.

Financial statements for the period 21 December 2017 - 31 December 2018

Notes

1. Accounting policies - continued

Balance sheet

Receivables

Receivables are measured at amortized cost, which usually corresponds to the nominal value. Provisions are made for bad debts on the basis of objective evidence that a receivable or a group of receivables are impaired. Provisions are made to the lower of the net realizable value and the carrying amount.

Cash and cash equivalents

Cash comprises cash balances and bank balances.

Corporation tax

Current tax payable and receivable is recognized in the balance sheet as the estimated tax charge in respect of the taxable income for the year, adjusted for tax on prior year's taxable income and tax paid on account.

Provisions for deferred tax are calculated, based on the liability method, of all temporary differences between carrying amounts and tax values.

Deferred tax is measured according to the taxation rules and taxations rates applicable at the balance sheet date when the deferred tax is expected to crystallize as current tax. Deferred tax assets are recognized at the value at which they are expected to be utilized, either through elimination against tax on future earnings or through a set-off against deferred tax liabilities within the same jurisdiction.

Liabilities

Financial liabilities related to investment properties are measured at amortized cost.
Other liabilities are measured at net realizable value.

Financial statements for the period 21 December 2017 - 31 December 2018

Notes

2. Negative capital and going concern

The company has lost its capital. The capital is expected to be regained by the future earnings from subsidiaries. The company has received a letter of support from Pineapple Master II S.a.r.l. to assure that it can continue its operation as a going concern

DKK	<u>2018</u>
3. Financial expenses	
Interest expenses, affiliated companies	0
Interest expenses, bank and others	-411.821
	<u>-411.821</u>
	<u>2018</u>
4. Share capital	
Balance at 21 December 2017	<u>50.000</u>
Balance at 31 December 2018	<u>50.000</u>

5. Contractual obligations and contingencies, etc.

The company is jointly taxed with Pineapple Odense Residential Komplementarselskab ApS, CVR no 37 15 44 90, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

The company has entered into share agreements in 2018. The company has provided a guarantee of DKK 29 million through credit institutions in relation to the purchase.

6. Related parties

The company is included in the consolidated financial statements of Ares Management, L.P., Los Angeles, California. The consolidated financial statements can be obtained upon request from the parent company.