

The Annual Report was presented and adopted at the  
Annual General Meeting on 29 June 2018

*Michael Keldsen*

Chairman of the meeting, Michael Keldsen

Financial year: 1 May 2017 – 30 April 2018

Turbinevej 10, DK-5500 Middelfart, company reg. no. 76 95 00 16

# ANNUAL REPORT



USTC head office

# TABLE OF CONTENTS

Key Figures and Financial Ratios .....	4
Management's Review .....	6
Board of Directors .....	18
Executive Board .....	19
Income Statement .....	20
Balance Sheet .....	22
Statement of Changes in Equity .....	24
Cash Flow Statement .....	27
Notes to the Financial Statements .....	28
Management's Statement .....	46
Independent Auditor's Report .....	48

# KEY FIGURES AND FINANCIAL RATIOS



PROFIT BEFORE TAX

**262** DKK  
MILL  
**+34%\***



NUMBER OF EMPLOYEES

**1,649**  
**+5%\***



RETURN ON EQUITY

**8.6%**  
**+46%\***



POSITIVE OPERATING  
CASH FLOW

**1,200** DKK  
MILL

\*Compared with 2016/17

## FIVE-YEAR DEVELOPMENT

DKK mill	2017/18	2016/17	2015/16	2014/15	2013/14
<b>INCOME STATEMENT</b>					
Revenue	53,588	46,051	40,100	51,983	61,935
Profit before financial income and expenses	356	273	570	517	407
Net financials	(98)	(86)	(92)	24*	(72)
Profit before tax	262	195	487	547*	335
Net profit for the year	203	147	413	421*	267
<b>BALANCE SHEET</b>					
Balance sheet total	10,035	9,369	7,269	8,068	8,040
Equity	2,239	2,470	2,471	2,194	1,552
<b>CASH FLOWS</b>					
Cash flows from:					
- operating activities	1,200	(658)	464	535	451
- investing activities	(348)	(210)	(261)	(157)	(165)
hereof investment in property, plant and equipment and intangible assets	(225)	(123)	(131)	(133)	(130)
- financing activities	(360)	(299)	(518)	263	(126)
Change in cash and cash equivalents for the year	492	(1,166)	(316)	640	160
<b>RATIOS (%)</b>					
Gross margin	4.0%	4.6%	5.6%	3.9%	2.6%
Profit margin	0.7%	0.6%	1.4%	1.0%	0.7%
Return on equity	8.6%	5.9%	17.7%	22.5%	18.4%
Liquidity ratio	1.19	1.28	1.46	1.44	1.24
Solvency ratio	22.3%	26.4%	34.0%	27.2%	19.3%
Number of employees	1,649	1,575	1,488	1,376	1,251

For definitions, see notes.

\* Includes a non-recurring financial income of DKK 80 mill before tax (DKK 65 mill after tax) from a legal case.



# MANAGEMENT'S REVIEW

*View from USTC Headquarter*

## ACTIVITIES

The Group has activities within four segments:

- » Bunkers
- » Ship owning
- » Shipping and logistics
- » IT services

### Bunkers

Purchase, sale, mediation and supply of bunkers and lubricating oil for ships as well as various naturally related services. The activities take place on a worldwide basis with customers primarily within the ship owning, shipping and transport industries. Within bunkers, the Company is clearly one of the world's biggest players in the industry.

### Ship owning

The Company operates a global fleet of modern and flexible product and chemical tankers with focus on high security and quality in sizes up to 20,000 dwt. The fleet comprises 17 own ships as well as chartered ships.

At the end of the financial year, the fleet at disposal comprised a total of 39 ships, and the tonnage available under the Company's activities totals 319,000 dwt with an average age of 8.6 years, which places the fleet among the youngest in Company's core markets.

### Shipping and logistics

Main activities include stevedoring and providing warehousing, agency, customs clearing, commercial chartering, liner services, cruise services and freight forwarding (road, air, sea). The logistics services are performed on the basis of more than 100,000 m<sup>2</sup> multi harbor terminals in Denmark and Sweden. The Company operates a fleet of coasters

and has approximately 350 lorries on the roads daily. Moreover, the company has a number of offices abroad.

### IT services

The Group's IT activities comprise a wide range of high-end services within infrastructure and hosting including cloud-based solutions, operation of complex and international software solutions as well as Microsoft SQL competencies for operation and optimisation of database performance.

The main object of the Parent Company is as a holding company to hold shares in the subsidiaries and to contribute to the continued development of these.

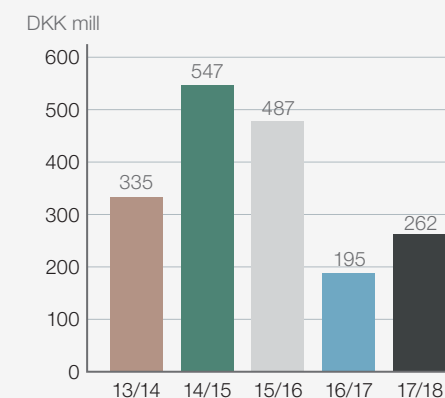
## DEVELOPMENT IN THE YEAR

The USTC Group achieved revenue of DKK 53,588 million and a profit after tax of DKK 203 million corresponding to a 39% growth compared to last year. At the end of the year, equity amounted to DKK 2,239 million equalling a solvency ratio of 22.3%.

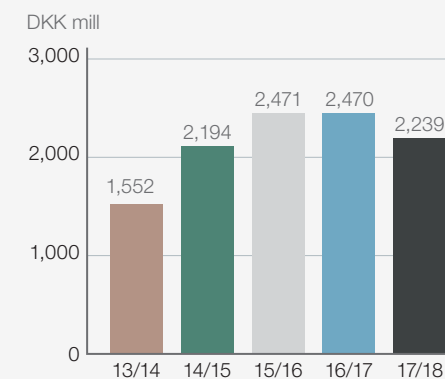
Compared to last year, revenue of the year shows an increase of 16%, primarily from increased revenues in the bunker segment that makes out the vast part of the Group's revenue. The increase in revenues is caused by a combination of increasing oil prices and higher volume traded. In total, the revenue of bunkers has outperformed last financial year by 26%. The growth, however, has been reduced with a third due to a lower USD rate.

The improved profit after tax has been anchored in bunkers, ship owning and shipping and logistics, which all have been able to outperform the performance from last year.

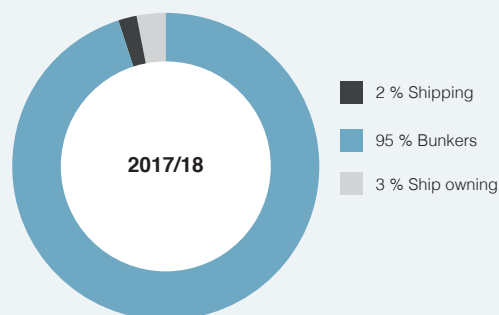
### Profit before tax



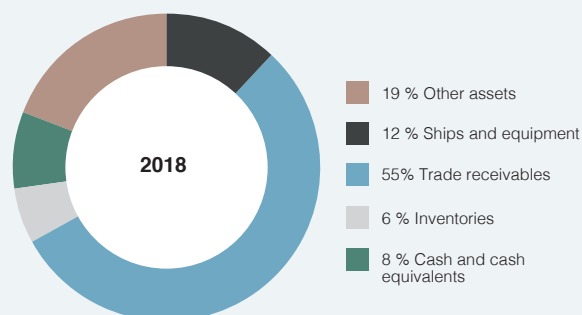
### Equity



### Segments' share of revenue



### Division of assets



Bunkers and the ship owning activities have experienced a shipping market struggling with imbalance between supply and demand. Despite the challenges, they have improved their results through a strong focus on the strategic goals. Shipping and logistics have also improved their result with a strong focus on optimizing synergies with their acquisitions.

The USTC Group still has a very strong financial position with positive cash flow from operating activities of DKK 1,200 million and a solid equity base and solvency ratio. The Group's funding is based on solid agreements with its banks by which the Group has had a close relation for many years.

The USTC Group achieved revenue of DKK 53,588 million and a profit after tax of DKK 203 million corresponding to a 39% growth compared to last year. Thus demonstrating the Group's strength in a challenging market.

The profit for the year is in line with the expected performance ahead of the financial year. In light of the continuously fierce competition within the bunker segments as well as the rate

levels in the tanker operator market, the result is considered acceptable.

### Bunkers

The bunker business area achieved revenue of DKK 51,055 million and a profit before financial items of DKK 317 million.

In line with the last financial years, the business area has seen shipping demand declining combined with an overcapacity of tonnage, underlining another tough year for shipping. The bunker industry as well has had a challenging year resulting in deficits for a number of large competitors.

Simultaneously with challenges in the bunker industry the business area has seen a 17% increase in the average oil price for the year. The increased level in prices has put additional pressure on the bunker industry in general. However, the Group's bunker business demonstrated its strength and agility through a strong performance in a challenging market.

In a year with changing dynamics in the shipping industry and where many bunker companies struggled, the business area achieved solid and satisfactory results that were in line with the expectation. A positive characteristic of the year has been that the Company's three divisions; bunker trading, risk management and physical operation all have contributed positively to the result meaning that the satisfactory financial performance is broadly anchored.

A strong and continuous access to capital is essential for a working capital-intensive business like bunkering. The 3-year committed financing facility with a strong syndicate of Danish and international banks assures the bunker activities' ability to stay in the market and react to changes in financing requirements despite volatility in quantities sold and oil prices.



Both bunker trading, risk management and physical operations showed a strong second half of the financial year. This along with a positive start of the new year and a solid execution of the strategic initiatives causes expectations of a better result for the financial year 2018/19.

### Ship owning

On the back of a very difficult year in 2016/17 and a strong focus on the segment's core business the net result for 2017/18 was significantly improved by DKK 48 million compared to last year.

Revenue declined approximately 11% compared to last year, however, the profit before financial items increased by DKK 39 million driven by increased earnings and a significant reduction of operating costs.

The result before financial items is a profit of DKK 11 million. The result is below expectations prior to the beginning of the year, as the market conditions remained difficult during the year with overcapacity and volatile bunker prices keeping the freight rates under pressure.

The fleet has continuously been adjusted to adapt to the current market conditions – and to the best fit of the needs of the customers. The activity measured in ship days decreased by 9% to 14,320 ship days in 2017/18.

To further develop an agile business approach and meet our vision: *'We set world standards in efficient and safe shipping to become the no. 1 oil and chemical tanker operator in our core markets'*, efforts on implementing the new strategy continued during 2017/18.

Initiatives to implement the strategy throughout the organisation has thus been conducted at workshops on all

organisational levels and at all offices and vessels during 2017/18.

By continued strong focus on deliveries according to the strategy, the ship owning activities expects to further position itself as a leading operator of intermediate and small tanker vessels in the year to come.

During the last month of the financial year 2017/18, the freight market slightly increased and the management expects the market conditions for transport of chemicals and oil products to further gradually improve during the financial year 2018/19.

Based on the current market conditions and outlook expectations for next year, the result for 2018/19 is expected to improve significantly compared to the result achieved in 2017/18.

### Shipping and logistics

The shipping and logistics activities achieved revenue of DKK 1,005 million and a profit before financial items of DKK 24 million.

Compared to last year, the profit before tax has increased by DKK 3 million corresponding to a 14% increase. The increased profit comes from both organic growth/optimisation of existing activities and new business (acquisitions).

The growing profitability is considered a result of a continued strong and focused implementation of the strategy together with a very strong performing and motivated staff of employees.

As part of the business area's strategy plan is clear objectives for the segment as a whole and for the individual enterprises to support growth in activities and earnings.

During the year, four new acquisitions took place and already in the first year of operation they have managed to contribute positively to the profit.

The shipping and logistics activities focus on organic growth as well as growth through acquisitions and based on the current market conditions, the result for 2018/19 is expected to grow moderately compared with the result for this year.

### IT activities

The IT activities achieved revenue of DKK 98 million and profit before financial items of DKK 4 million. The IT activities improved their revenue through growth in activities and focus on synergies, despite a tough competition in the market.

In 2016/17, two companies were acquired adding areas such as managed services, operation of software and high-end operation and performance optimization of databases to the product portfolio.

The expansion of new products has paid off as customers are benefitting from the broader portfolio and during this year, increasing cross sales has been achieved.

With the new companies in the portfolio, the IT activities are able to attract larger companies within the SMB segment. This positive development in the activities is expected to continue in the year to come. Combined with the acquisition of companies with a strategic fit, this will put the IT activities in a unique market position.

### Strategy and objective

The objective of the USTC Group is, on a continuous basis, to develop its business in line with the customers' wishes and requirements. The Group wants to be known



Outforce data center  
(part of the Group's IT activities)

for its high-quality services and deliveries, and trading must comply with the highest Danish and international standards.

The Group focuses on strong organic growth but is ready to enter strategic alliances and make acquisitions when the opportunities arise.

## FINANCIAL AND OPERATIONAL RISKS

### Foreign exchange risks

The Group hedges against commercial foreign exchange exposure on a current basis and moreover assesses the need to hedge against foreign exchange exposure of future cash flows. Hedging mainly takes place by means of forward exchange contracts. Future expected cash flows are hedged for a maximum period of the first succeeding 12 months.

### Credit risks

The Group is exposed to credit risk relating to its customers, and all customers and other business partners are credit rated regularly in accordance with the Group's policy for assuming credit risks. Thorough international procedures are in place to minimise the credit risks and the international conventions for obtaining maritime lien for bunker deliveries mitigates the negative impact from defaulting payers. In addition, the Group insures the credit risk on certain receivables where considered adequate due to the credit worthiness of the counter party or the size of the credit exposure.

### Interest rate risks

The Group's interest-bearing debt is mainly based on variable interest rates, and therefore earnings are affected by any changes in the level of interest. The Group monitors

and assesses on a current basis the financial consequences of interest rate changes and hedges the interest rate risk if considered adequate.

### Oil price risk

The Group's trading activities are back-to-back trading, where sale and purchase are done simultaneously and thus without any open positions. As for the physical activities, the Group possesses stocks but as the oil price is hedged, the Group has almost no exposure to deviations in the oil price. When the Group enters fixed price agreements the oil price exposure from such contracts is also hedged to reduce the price risk.

### Trading risks

The Group's trading activities are widely spread on the various shipping segments and no single customer or supplier has a significant part of the Group's sales or purchases. Deliveries take place widely spread over the world and as such geographical or political uncertainty in specific parts of the world should not affect the Group's activities significantly.

The Group is exposed to the commercial risks that follow from the general freight market fluctuations. The commercial risk for the Group's vessels operated in a time charter equivalent sharing (TCE) pool is considered reduced compared to operating the vessels in the spot market. Focus is on maintaining a healthy balance between spot business and covered business, being by Contracts of Affreightment, time charters etc.

The Group's fleet of 39 vessels consists of 45% own vessel and 55% time chartered vessels. As the time charter hire is fixed over the charter period, the Group is exposed to the commercial risk of a falling market, as well as other commercial risks. The Group's policy is to balance the risk between short-term, medium-term and long-term charter hire periods.

## COMPLIANCE

USTC Group regards it as a fundamental principle to always act in full compliance with competition laws and anti-corruption laws. The Group has taken steps to ensure that we have the adequate procedures to prevent fraudulent behaviour among individuals within the Group or persons associated with the Group. We ensure that everyone in the company – board members, managers, employees – each possesses a general understanding of competition and anti-corruption laws. This is achieved through specific programmes on the subjects, including manuals, recurring training, and the staff's mandatory annual completion of compliance e-learning. At the same time, our activities are subject to several strict anti-corruption laws: The Danish Criminal Code, the UK Bribery Act, and the US foreign Corrupt Practices Act.

On top of this, a representative of the subsidiaries is chairman of the Ethics Committee of The International Bunker Industry Association's (IBIA) and also plays an active role in the Maritime Anti-Corruption Network (MACN) working towards the vision of a maritime industry free of corruption.

USTC Group manages its businesses responsibly and regards it as an imperative that the Group complies with all applicable rules and legislation in each country in which we operate. We see compliance as legally and ethically impeccable conduct by all employees in their daily work because the way they carry out their duties affects our company's reputation. This includes observing all international trade sanctions. The Group is regarded as one of the most compliant companies in our industry, and we constantly work to safeguard this reputation by updating systems and procedures to make all information on sanctions as easily accessible to all employees as possible.

Personal data protection is an increasingly important focus area. Legislation and regulations are being rolled out worldwide also in the EU and Denmark to ensure that companies are in compliance with ever stricter requirements on protection of personal data. In Denmark, new legislation has entailed requirements for internal training, preparation of policies and guidelines as well as risk and impact assessments.

USTC Group is unreservedly committed to compliance and works proactively with these and related matters to remain best-in-class and at the forefront of new regulations.

## CORPORATE SOCIAL RESPONSIBILITY

(cf. Section 99 a of the Danish Financial Statements Act)

USTC Group perceives corporate social responsibility as a necessity to reduce negative and increase positive impacts on the individual, society and environment.

### Health & Safety

The Group focuses on continuously enhancing the health and safety of our employees as well as our premises on a global scale to be up to date on the safety requirements and best practices. In the financial year, we have continued to plan and perform our work with the highest possible consideration and care for our staff's well-being.

### Staff Development

USTC is a people's business, and the dedication and expertise of our staff is one of our greatest assets. The Group strives to create an engaging workplace and optimal working conditions for our staff giving due consideration to diversity, health and safety and staff development.

Staff development is a key element in future growth and retention. In 2017/18 employees from our global workforce attended more the 10,000 hours of internal training either locally, internationally or in our internal academy at the headquarters in Middelfart, Denmark.

During the financial year, one of our subsidiaries has launched its new, ambitious talent programme. We aim at creating and always keeping a strong pipeline of talents that are ready to take on exciting opportunities and responsibilities in our Group.

### Environment

Being a Group specialising in oil trading, operation of ships, logistics services and IT services, we do whatever in our capacity to reduce the impact on the environment. USTC acknowledges the influence of the climate changes, along with the role that transportation and energy play in assisting people travelling and goods being transported by road, sea and air. A key role for society and for us is to combine knowledge on how to have the lowest impact on nature and at the same time facilitate the ability to journey. A particularly important area of focus is the prevention of oil spills. We have a constant focus on finding new ways of improving our operational and environmental performance with the 2020 sulphur cap just around the corner.

For our vessels, we have again this year introduced new initiatives, such as encouraging our crew to use best practice behavior with regard to power consumption and thereby fuel consumption. Further we continued to work on and improve the positive impact we have seen from energy optimization projects implemented during the latest years by adding new procedures for whether routing and vessel trim during sea passage. All the energy improving projects have focus on reducing the average fuel consumption per tonne mile.

”

We have a constant focus on finding new ways of improving our operational and environmental performance with the 2020 sulphur cap just around the corner.



*SDK Cruise (part of the Group's shipping and logistics activities)*

All the initiatives proved to have significant positive impact on energy consumption on board our vessels. Together with the full-year effect of actions taken in previous years, we have again this year achieved a significant reduction in average fuel consumption per tonne mile. In the terms of developing and supporting alternative fuels in the shipping industry in the Northern part of Europe we are continually taking active part in developing the availability for use of LNG as bunker fuel.

### Community Engagement

Our focus on the individual human being reflects our own organisation with subsidiaries across the globe actively engaged in community projects of various kinds.

Throughout 2017/18, the Group's entities have been engaged and supported in various non-profit projects around the globe with the aim of making a difference in their local community and support development of the social standards. Some of the initiatives we have been involved in during the financial year 2017/18 are:

- » Kenya: Funding a primary school to build new class rooms as well as improving sanitary conditions and giving access to electricity
- » Denmark: Supporting one of the largest fundraising events in Denmark
- » Greece: Donation for the acquisition of dental clinic equipment for the refugee camp in Piraeus
- » China: Supporting accessories for visually impaired children
- » India: Raising funds for kidney dialysis aid
- » India: Providing aid for poor and orphaned children
- » Norway: Donation for incest centre that gives aid to victims of sexual abuse and families of victims
- » USA: Supporting local hunger relief system
- » United Kingdom: Raising money for people struggling with mental health issues

### Human Rights

USTC Group has the responsibility and is committed to respect human rights. We do not tolerate any kind of discrimination based on nationality, gender, religion, skin colour or sexual orientation.

The Group celebrates diversity, and we actively seek to be a workplace with a multitude of different cultural backgrounds in our staff composition and at our management levels. As of 30 April 2018, the Group employed more than 50 nationalities.

## REPORT ON GENDER COMPOSITION IN MANAGEMENT

(cf. Section 99 b of the Danish Financial Statements Act)

### Targets for the underrepresented gender on the Board of Directors

USTC Board of Directors is the supreme management body in the company. In August 2017, a new female member was admitted to the board meaning that the gender composition of the Board of Directors changed for 2017/18. Today, USTC's Board of Directors consists of eight board members. Seven male and one female.

As for now, the percentage of underrepresented board members elected by the shareholder's committee is 12.5%. The target for the underrepresented gender is set as 20% for 2019 and 35% for 2020.

To achieve the target, USTC Group will ensure to have the underrepresented gender on the list of candidates. USTC Group does, however, reserve the right to decide on the most qualified candidate regardless of gender.

The following subsidiaries are subject to section 99B of the Danish Financial Statements Act, and have the following targets:

Company	Under-represented gender, today*	Target for the under-represented gender
A/S Dan-Bunkering Ltd	0%	Year 2020: 35%
A/S Global Risk Management Ltd Fondsmæglerselskab	0%	Year 2020: 35%
A/S Global Risk Management Ltd Holding	0%	Year 2020: 35%
Unioil Supply A/S	0%	Year 2020: 35%
Bunker Holding A/S	13%	Year 2020: 35%
Uni-Tankers A/S	13%	Year 2020: 35%
SDK A/S	17%	Year 2020: 40%

\* Except for Bunker Holding the gender composition in the Board of Directors did not change in 2017/18 as the members were re-elected at the general assembly.

**Policy for the underrepresented gender at other management levels**

We recruit reliable, respectful and competent professionals of any orientation. Our policy is that all employees, irrespective of gender, nationality, skin colour, sexual orientation and religion, must have equal career and management opportunities. This philosophy is supported by our openminded, unprejudiced culture which allows each individual employee to make the best possible use of his/her skills.

Likewise, USTC Group's internal management training programs are available to anyone with the right skills. When recruiting new colleagues, we evaluate the professional and personal skills of candidates. In our view, gender says nothing about a person's competencies, level of commitment or ability to cooperate with others which is why it is no decisive factor for us. In the USTC Group offices across the world, our highly skilled staff – male and female – work together in making the most of their talents.

The industry in which we operate is characterised by a high degree of multiplicity – and so is USTC Group. We believe that as an international group with business partners across the globe it is not just a great advantage to be represented by employees with different cultural backgrounds and nationalities. It is an absolute must.

We have a mobility programme allowing our employees with the best competencies to always be hired for the right positions irrespective of nationality, gender, religion, skin colour or sexual orientation. During the year, we have not experienced any significant changes in the gender composition among other management levels.

**EXPECTATIONS FOR THE YEAR AHEAD**

The Group's level of activity, revenues and earnings are affected by a number of external factors, such as the development on the global freight market, the oil price development and the general structure of the oil market.

In the financial year 2018/19, the management expects to strengthen the Group's position within the four business areas. Based upon the present market conditions and outlook expectations for the year, the earnings are expected to increase slightly compared to the year just ended.



# BOARD OF DIRECTORS



## KLAUS NYBORG

Chairman

Born in 1963.  
Board member since 2012  
and Chairman since 2014.  
Professional board member  
and investor.

### Special competences

Global experience with  
management of listed shipping  
companies incl. CEO of Pacific  
Basin Shipping, Hong Kong.  
Strategic and financial expertise as  
well as in-depth knowledge of risk  
management.

### Other directorships

Chairman of the boards in Norden  
A/S, Bawat A/S, and Dliiver Group  
ApS. Vice Chairman of the boards  
in Uni-Tankers A/S and Bunker  
Holding A/S. Member of the  
boards in Odfjell SE, Karen og Poul  
F. Hansens Familiefond, X- Press  
Feeders Ltd. and DFDS A/S.

### Education

MSc in Business & Law,  
Copenhagen Business School  
supplemented with management  
courses at London Business  
School and IMD.

## TORBEN ØSTERGAARD- NIELSEN

Board member

Born in 1954.  
Board member since 1994.  
CEO, founder and owner of the  
USTC Group (A/S United Shipping  
& Trading Company).

### Special competences

Extensive background and global  
experience within the shipping  
industry.

### Other directorships

Chairman and member of the  
boards in most USTC Group  
companies. Member of the boards  
in FAYARD Holding A/S, Fiberline  
Composites A/S, H.J. Hansen  
Holding A/S, Gottfred Petersen  
Holding A/S and Selected Car  
Leasing A/S. Chairman of the  
board in Middelfart Bycenter A/S.

### Other

German Honorary Consul since  
1988, member of Corps Consulaire  
since 1988. Member of Nykredit  
Regionsråd and member of  
Danske Bank Erhvervsråd.

## MORTEN H. BUCHGREITZ

Board member

Born in 1967.  
Board member since 2014.  
Member of the Group Executive  
Management of Ørsted A/S  
(Distribution and Customer  
Solutions).

### Special competences

Extensive and in-depth knowledge  
and experience within economics  
and finance, including credit and  
risk management.

### Other directorships

Chairman and member of the  
boards in several Ørsted Group  
companies. Vice Chairman of  
the board in Danish Energy  
Association. Member of the boards  
in Bunker Holding A/S and  
Uni-Tankers A/S.

### Education

MSc in Business Administration  
and Computer Science.

## PETER FREDERIKSEN

Board member

Born in 1963.  
Board member since 2012.  
Professional board member.

### Special competences

Extensive experience within the  
shipping industry from leading  
global positions in liner shipping at  
A.P. Møller Mærsk for more than  
25 years and Hamburg Süd for  
9 years. Broad management and  
strategy skills as well as financial  
experience.

### Other directorships

Chairman of the boards in Sund  
& Bælt Holding A/S, A/S Storebælt,  
A/S Øresund, Oeresundsbro  
Konsortiet, Femern A/S and A/S  
Femern Landanlæg. Member of the  
boards in Bunker Holding A/S and  
Uni-Tankers A/S.

### Education

Shipping education at A.P. Møller  
Mærsk supplemented with  
management training at INSEAD  
and Cornell University.

## TORBEN JANHOLT

Board member

Born in 1946.  
Board member since 2010.  
CEO, Pioneer Marine.

### Special competences

Extensive background and global  
experience within the shipping  
industry, primarily through his 28  
years with J. Lauritzen A/S, the last  
14 years as CEO, and as chairman  
of the Danish Shipowners'  
Association from 2005-2009.

### Other directorships

Chairman of the board in Otto  
Suenson A/S. Member of the  
boards in Bunker Holding A/S,  
Uni-Tankers A/S, Torm A/S and  
Pioneer Marine Pty.

### Education

Bachelor of Commerce  
supplemented with executive  
management training at IMD and  
IESE.

## EXECUTIVE BOARD



### MICHAEL KELDSSEN

Board member

Born in 1950.  
Board member since 1991.  
Chairman of the board from 2004-2014.  
Of Counsel, Gorrissen Federspiel law firm.

#### Special competences

In-depth knowledge and experience within corporate and foundation/trust law as well as mergers and acquisitions and shipbuilding contracts.

#### Other directorships

Member of the boards in Bunker Holding A/S, Uni-Tankers A/S, SDK A/S, Iron Pump A/S, Nemco Machinery A/S, Autronica Fire & Security A/S, Stanley Nordic Aps and Better CPH A/S.

#### Education

LL.M. (Master of Law), Copenhagen.

### PETER KORSHOLM

Board member

Born in 1971.  
Board member since 2014.  
Professional board member and investor.

#### Special competences

Extensive experience from private equity and developing international companies, as well as mergers & acquisitions, financing and management of financial risks.

#### Other directorships

Chairman of the boards in Lomax A/S, GDL Transport AB, Nymølle Stenindustrier A/S and the Investment Committee of Zoscales Partners. Member of the boards in Bunker Holding A/S, Uni-Tankers A/S, DSV Invest A/S and certain subsidiaries, Bones Restauranter A/S and Ørsted A/S.

#### Education

MBA from INSEAD, MSc from London School of Economics, BA from University of Copenhagen.

### NINA ØSTERGAARD BORRIS

Board member

Born in 1983.  
Board member since 2014.  
Executive Assistant, Bunker Holding A/S.

#### Special competences

Company evaluations, mergers and acquisitions, financial due diligence, business restructuring, reorganization, turnarounds.

#### Other directorships

Member of the boards in Uni-Tankers A/S and SDK A/S.

#### Education

Master degree in applied economics and finance (Cand. merc. AEF)

### TORBEN ØSTERGAARD-NIELSEN

CEO

Born in 1954.  
Board member since 1994.  
CEO, founder and owner of the USTC Group (A/S United Shipping & Trading Company).

#### Special competences

Extensive background and global experience within the shipping industry.

#### Other directorships

Chairman and member of the boards in most USTC Group companies. Member of the boards in FAYARD Holding A/S, Fiberline Composites A/S, H.J. Hansen Holding A/S, Gottfred Petersen Holding A/S and Selected Car Leasing A/S. Chairman of the board in Middelfart Bycenter A/S.

#### Other

German Honorary Consul since 1988, member of Corps Consulaire since 1988. Member of Nykredit Regionsråd and member of Danske Bank Erhvervsråd.

### JESPER KLOKKER HANSEN

CFO

Born in 1964.  
Joined the USTC Group in 2004.  
Member of the Executive Board and Group CFO in A/S United Shipping & Trading Company since 2014.

#### Special competences

Strong experience and in-depth knowledge within financial management, funding, risk management, IT and strategy.

#### Other directorships

Chairman and member of the boards in several Bunker Holding Group companies. Member of the boards in FJ Industries A/S and TOGT Ejendomsudvikling A/S.

#### Education

Holds a Diploma in Business Administration and Economics supplemented by executive management training at INSEAD and Columbia Business School.



STAT  
MENTS

# CONSOLIDATED AND PARENT COMPANY FINANCIAL STATEMENTS

# INCOME STATEMENT

1 MAY - 30 APRIL

DKK '000	Note	Group		Parent Company	
		2017/18	2016/17	2017/18	2016/17
<b>Revenue</b>	1	53,587,704	46,051,217	0	0
Direct expenses		(51,421,240)	(43,930,027)	0	0
<b>Gross profit</b>		<b>2,166,464</b>	<b>2,121,190</b>	<b>0</b>	<b>0</b>
Other operating income		6,216	2,718	0	0
Other external expenses		(651,461)	(695,628)	(860)	(595)
Staff expenses	2	(957,528)	(928,729)	0	0
Depreciation, amortisation and impairment losses	3	(208,103)	(226,693)	0	0
<b>Profit before financial income and expenses</b>		<b>355,588</b>	<b>272,858</b>	<b>(860)</b>	<b>(595)</b>
Profit from investments in group enterprises and associates		4,653	7,443	196,624	138,688
Financial income	4	79,051	60,847	2,531	3,026
Financial expenses	5	(177,165)	(146,450)	(2,546)	(1,469)
<b>Profit before tax</b>		<b>262,127</b>	<b>194,698</b>	<b>195,749</b>	<b>139,650</b>
Tax on profit for the year	6	(58,838)	(47,976)	193	(223)
<b>Net profit for the year</b>		<b>203,289</b>	<b>146,722</b>	<b>195,942</b>	<b>139,427</b>

Proposed distribution of profits

12

# BALANCE 30 APRIL

## ASSETS

DKK '000	Note	Group		Parent Company	
		2018	2017	2018	2017
Software		57,132	30,739	0	0
Development projects		2,556	3,994	0	0
Acquired rights		36,610	690	0	0
Goodwill		305,099	310,485	0	0
<b>Intangible assets</b>	7	<b>401,397</b>	<b>345,908</b>	<b>0</b>	<b>0</b>
Land and buildings		165,951	160,261	0	0
Ships and equipment		1,240,733	1,435,059	0	0
Fixtures and fittings, tools and equipment		97,766	35,397	0	0
Leasehold improvements		401	218	0	0
Prepayments for property, plant and equipment		48,611	388	0	0
<b>Property, plant and equipment</b>	8	<b>1,553,462</b>	<b>1,631,323</b>	<b>0</b>	<b>0</b>
Investments in subsidiaries		0	0	2,047,686	2,216,116
Securities and other investments		23,849	20,320	0	0
Other receivables		2,986	2,604	0	0
<b>Fixed asset investments</b>	9	<b>26,835</b>	<b>22,924</b>	<b>2,047,686</b>	<b>2,216,116</b>
<b>Fixed assets</b>		<b>1,981,694</b>	<b>2,000,155</b>	<b>2,047,686</b>	<b>2,216,116</b>
<b>Inventories</b>		<b>642,031</b>	<b>699,874</b>	<b>0</b>	<b>0</b>
Trade receivables		5,551,770	5,456,822	0	0
Other receivables	10	709,303	507,913	240	1,040
Receivables from associates		65,947	17,694	0	0
Prepayments		50,434	64,530	49	47
Corporation tax		93,939	59,690	193	0
Deferred tax asset	13	52,641	44,644	0	0
<b>Receivables</b>		<b>6,524,034</b>	<b>6,151,293</b>	<b>482</b>	<b>1,087</b>
<b>Securities</b>		<b>36,982</b>	<b>118,631</b>	<b>33,133</b>	<b>117,093</b>
<b>Cash at bank and in hand</b>		<b>849,763</b>	<b>399,094</b>	<b>1,056</b>	<b>154</b>
<b>Current assets</b>		<b>8,052,810</b>	<b>7,368,892</b>	<b>34,671</b>	<b>118,334</b>
<b>Assets</b>		<b>10,034,504</b>	<b>9,369,047</b>	<b>2,082,357</b>	<b>2,334,450</b>

# BALANCE 30 APRIL

## LIABILITIES AND EQUITY

DKK '000	Note	Group		Parent Company	
		2018	2017	2018	2017
Share capital	11	4,900	4,900	4,900	4,900
Reserve for net revaluation under the equity method		21,103	18,245	1,255,603	1,441,533
Reserve for development costs		0	732	0	0
Retained earnings		2,009,804	2,131,134	775,304	708,578
Proposed dividend for the year		0	100,000	0	100,000
<b>Shareholders part of equity</b>		<b>2,035,807</b>	<b>2,255,011</b>	<b>2,035,807</b>	<b>2,255,011</b>
Minority interests		202,778	214,754	0	0
<b>Total equity</b>		<b>2,238,585</b>	<b>2,469,765</b>	<b>2,035,807</b>	<b>2,255,011</b>
Provision for deferred tax	13	32,282	22,752	0	0
Pension obligations		0	184	0	0
Other provisions	14	5,035	9,668	0	0
<b>Provisions</b>		<b>37,317</b>	<b>32,604</b>	<b>0</b>	<b>0</b>
Mortgage debt		72,477	80,049	0	0
Credit institutions		890,022	1,003,905	0	0
Lease payables		29,427	0	0	0
Deposits		43	43	0	0
Other payables		3,000	4,000	0	0
<b>Long-term debt</b>	15	<b>994,969</b>	<b>1,087,997</b>	<b>0</b>	<b>0</b>
Short-term part of long-term debt		62,768	86,825	0	30,334
Credit institutions		2,053,920	2,183,124	32,534	22,009
Trade payables		3,516,056	2,870,482	47	138
Prepayments received		712,958	196,733	21	3
Payables to associates		888	9,317	0	0
Payables to group enterprises		0	88	13,948	26,728
Deferred income		10,141	15,565	0	0
Corporation tax		72,008	85,263	0	212
Other payables	10	334,894	331,284	0	16
<b>Short-term debt</b>		<b>6,763,633</b>	<b>5,778,681</b>	<b>46,550</b>	<b>79,440</b>
<b>Debt</b>		<b>7,758,602</b>	<b>6,866,678</b>	<b>46,550</b>	<b>79,440</b>
<b>Liabilities and equity</b>		<b>10,034,504</b>	<b>9,369,047</b>	<b>2,082,357</b>	<b>2,334,450</b>

Security etc. 16

Related parties 17

Fee to auditors appointed at the general meeting 18

Subsequent events 19

Accounting Policies 20

# EQUITY

## GROUP

<b>2017/18</b>								
DKK '000	Share capital	Reserve under the equity method	Reserve for development costs	Retained earnings	Proposed dividend	Total	Minority interests	Total equity
Equity at 1 May	4,900	18,245	732	2,131,134	100,000	2,255,011	214,754	2,469,765
Dividend paid	0	0	0	(145,000)	(100,000)	(245,000)	0	(245,000)
Net profit for the year	0	4,653	(732)	192,021	0	195,942	7,347	203,289
Change in minority	0	0	0	0	0	0	754	0
Capital adjustments	0	(1,795)	0	(168,351)	0	(170,146)	(20,077)	(189,469)
<b>Equity at 30 April</b>	<b>4,900</b>	<b>21,103</b>	<b>0</b>	<b>2,009,804</b>	<b>0</b>	<b>2,035,807</b>	<b>202,778</b>	<b>2,238,585</b>

<b>2016/17</b>								
DKK '000	Share capital	Reserve under the equity method	Reserve for development costs	Retained earnings	Proposed dividend	Total	Minority interests	Total equity
Equity at 1 May	4,900	10,064	0	2,037,130	220,000	2,272,094	198,868	2,470,962
Dividend paid	0	0	0	(42,096)	(220,000)	(262,096)	0	(262,096)
Net profit for the year	0	7,388	732	31,307	100,000	139,427	7,295	140,398
Change in minority	0	0	0	0	0	0	6,465	6,465
Capital adjustments	0	793	0	104,793	0	105,586	2,126	114,036
<b>Equity at 30 April</b>	<b>4,900</b>	<b>18,245</b>	<b>732</b>	<b>2,131,134</b>	<b>100,000</b>	<b>2,255,011</b>	<b>214,754</b>	<b>2,469,765</b>

# EQUITY

## PARENT COMPANY

<b>2017/18</b>					
DKK '000	Share capital	Reserve under the equity method	Retained earnings	Proposed dividend	Total
Equity at 1 May	4,900	1,441,533	708,578	100,000	2,255,011
Dividend paid	0	0	(145,000)	(100,000)	(245,000)
Net profit for the year	0	(15,784)	211,726	0	195,942
Capital adjustments	0	(170,146)	0	0	(170,146)
<b>Equity at 30 April</b>	<b>4,900</b>	<b>1,255,603</b>	<b>775,304</b>	<b>0</b>	<b>2,035,807</b>

<b>2016/17</b>					
DKK '000	Share capital	Reserve under the equity method	Retained earnings	Proposed dividend	Total
Equity at 1 May	4,900	1,519,031	528,163	220,000	2,272,094
Dividend paid	0	0	(42,096)	(220,000)	(262,096)
Net profit for the year	0	(183,084)	222,511	100,000	139,427
Capital adjustments	0	105,586	0	0	105,586
<b>Equity at 30 April</b>	<b>4,900</b>	<b>1,441,533</b>	<b>708,578</b>	<b>100,000</b>	<b>2,255,011</b>



*SDK Logistics (part of the Group's shipping and logistics activities)*

# CASH FLOW STATEMENT

1 MAY - 30 APRIL

DKK '000	Group	
	2017/18	2016/17
Profit for the year before tax	262,127	194,698
Amortisation and depreciation for the year	208,103	226,693
Changes in receivables	(330,877)	(1,969,210)
Changes in provisions	(4,817)	9,528
Changes in inventories	57,843	(38,083)
Changes in trade payables, other payables, etc.	1,150,468	949,143
Exchange adjustments and other adjustments	(37,768)	10,481
<b>Cash flows from ordinary activities</b>	<b>1,305,079</b>	<b>(616,750)</b>
Corporation tax paid	(104,809)	(41,426)
<b>Cash flows from operating activities</b>	<b>1,200,270</b>	<b>(658,176)</b>
Business acquisition	(124,477)	(113,781)
Purchase of intangible assets	(77,499)	(21,142)
Sale of intangible assets	1,964	23,308
Purchase of property, plant and equipment	(152,078)	(101,813)
Sale of property, plant and equipment	4,230	3,822
<b>Cash flows from investing activities</b>	<b>(347,860)</b>	<b>(209,606)</b>
Change in debt to mortgage credit institutes and credit institutions	(155,016)	(42,697)
Changes in lease payables	38,931	(283)
Dividend received from associates	0	0
Dividend paid	(245,000)	(262,096)
Minority interests	754	6,465
<b>Cash flows from financing activities</b>	<b>(360,331)</b>	<b>(298,611)</b>
<b>Change in cash and cash equivalents</b>	<b>492,079</b>	<b>(1,166,393)</b>
Net cash and cash equivalents at 1 May	(1,665,399)	(513,781)
Additions through acquisition	6,145	14,775
<b>Net cash and cash equivalents at 30 April</b>	<b>(1,167,175)</b>	<b>(1,665,399)</b>

Net cash and cash equivalents comprise cash at bank and in hand, securities and the portion of the item "Credit institutions" under short-term debt relating to operating activities.



STAT

# NOTES TO THE FINANCIAL STATEMENTS

NTS

## 1. SEGMENT INFORMATION

	Revenue		Profit/loss before financial items		Value of fixed assets		Liabilities	
	2017/18	2016/17	2017/18	2016/17	2018	2017	2018	2017
DKK mill								
<b>GROUP ACTIVITIES</b>								
Sale and mediation of bunkers	51,055	43,737	317	272	371	358	6,309	5,395
Shipping	1,005	629	24	21	240	144	345	202
Ship owning	1,416	1,584	11	(28)	1,308	1,461	1,070	1,202
IT business	98	85	4	9	62	18	31	29
Other businesses	14	16	0	(1)	1	19	4	39
	<b>53,588</b>	<b>46,051</b>	<b>356</b>	<b>273</b>	<b>1,982</b>	<b>2,000</b>	<b>7,759</b>	<b>6,867</b>

## 2. STAFF EXPENSES

DKK '000	2017/18	2016/17
<b>GROUP</b>		
Hire of crew	53,237	75,403
Wages and salaries	780,983	724,674
Pensions	41,907	43,023
Other social security expenses	81,401	85,629
	<b>957,528</b>	<b>928,729</b>

With reference to section 98b(3) of the Danish Financial Statements Act, remuneration to the Executive Board and the Board of Directors is not disclosed.

<b>Number of employees, including hired crew</b>	<b>1,649</b>	<b>1,575</b>
--	--------------	--------------

### PARENT COMPANY

Besides the Executive Board, the Company has no employees.

### 3. DEPRECIATION, AMORTISATION, AND IMPAIRMENT LOSSES

DKK '000	2017/18	2016/17
<b>GROUP</b>		
Software	7,663	7,464
Development projects	1,534	1,226
Acquired rights	149	101
Goodwill	45,718	55,805
Buildings	9,326	10,909
Ships and equipment	119,975	136,161
Fixtures and fittings, tools and equipment	23,644	14,909
Leasehold improvements	94	118
	<b>208,103</b>	<b>226,693</b>

### 4. FINANCIAL INCOME

DKK '000	2017/18	2016/17
<b>GROUP</b>		
Financial income from group enterprises	0	0
Other financial income	79,051	60,847
	<b>79,051</b>	<b>60,847</b>
<b>PARENT COMPANY</b>		
Financial income from group enterprises	117	7
Other financial income	2,414	3,019
	<b>2,531</b>	<b>3,026</b>

### 5. FINANCIAL EXPENSES

DKK '000	2017/18	2016/17
<b>GROUP</b>		
Financial income from group enterprises	0	0
Other financial expenses	177,165	146,450
	<b>177,165</b>	<b>146,450</b>
<b>PARENT COMPANY</b>		
Financial income from group enterprises	195	164
Other financial income	2,351	1,305
	<b>2,546</b>	<b>1,469</b>

### 6. CORPORATION TAX

DKK '000	2017/18	2016/17
<b>GROUP</b>		
Current tax for the year	68,456	75,588
Tax concerning previous years	(1,064)	(611)
Adjustment of provision for deferred tax	(8,554)	(26,771)
Deferred tax, previous years	0	(230)
<b>Total tax for the year</b>	<b>58,838</b>	<b>47,976</b>
<b>PARENT COMPANY</b>		
Current tax for the year	(193)	212
Tax concerning previous years	0	11
Adjustment of provision for deferred tax	0	0
Deferred tax, previous years	0	0
<b>Total tax for the year</b>	<b>(193)</b>	<b>223</b>

## 7. INTANGIBLE ASSETS

DKK '000	Software	Development projects	Acquired rights	Goodwill
<b>GROUP</b>				
Cost at 1 May	48,624	8,245	1,058	608,784
Exchange adjustment	(4,317)	0	(779)	(51,083)
Transfer	0	0	0	(511)
Additions for the year	39,322	95	38,082	60,826
Disposals for the year	(7,228)	0	0	0
<b>Cost at 30 April</b>	<b>76,401</b>	<b>8,340</b>	<b>38,361</b>	<b>618,016</b>
Amortisation at 1 May	17,885	4,251	368	298,299
Exchange adjustment	(1,015)	(1)	1,234	(31,437)
Transfer	0	0	0	337
Amortisation for the year	7,663	1,534	149	45,718
Reversal of amortisation of disposals for the year	(5,264)	0	0	0
<b>Amortisation at 30 April</b>	<b>19,269</b>	<b>5,784</b>	<b>1,751</b>	<b>312,917</b>
<b>Carrying amount at 30 April</b>	<b>57,132</b>	<b>2,556</b>	<b>36,610</b>	<b>305,099</b>

Development projects relate to capitalised software development costs. The software has been developed for the Group's own use and is expected to contribute positively to the Group's earnings in the years ahead through efficiency improvements of processes and more insight into markets, customers, etc.

## 8. PROPERTY, PLANT AND EQUIPMENT

DKK '000	Prepay- ments for fixed assets	Land and buildings	Ships and equipment	Fixtures and fittings, tools and equipment	Leasehold improve- ments
<b>GROUP</b>					
Cost at 1 May	388	242,741	2,093,221	182,513	1,054
Exchange adjustment	(36)	(3,193)	(193,671)	(6,608)	(137)
Additions for the year through business acquisition	0	6,045	0	94,460	0
Transfer	0	0	0	(2,154)	0
Additions for the year	48,259	10,545	58,640	34,319	315
Disposals for the year	0	(4,193)	(66,164)	(16,974)	0
<b>Cost at 30 April</b>	<b>48,611</b>	<b>251,945</b>	<b>1,892,026</b>	<b>285,556</b>	<b>1,232</b>
Depreciation at 1 May	0	81,725	658,162	147,116	836
Additions for the year through business acquisition	0	0	0	36,854	0
Exchange adjustment	0	(1,021)	(60,680)	(6,923)	(99)
Depreciation and impairment losses for the year	0	9,326	119,975	23,644	94
Reversal of impairment and depreciation of sold assets	0	(4,036)	(66,164)	(12,901)	0
<b>Depreciation at 30 April</b>	<b>0</b>	<b>85,994</b>	<b>651,293</b>	<b>187,790</b>	<b>831</b>
<b>Carrying amount at 30 April</b>	<b>48,611</b>	<b>165,951</b>	<b>1,240,733</b>	<b>97,766</b>	<b>401</b>
Hereof assets under finance leases	0	0	0	42,858	0

## 9. FIXED ASSET INVESTMENTS

DKK '000	Investments in associates	Other receivables
<b>GROUP</b>		
Cost at 1 May	2,075	2,604
Exchange adjustment	(145)	(321)
Additions for the year	198	3
Additions for the year through business acquisition	621	1,067
Disposals for the year	(3)	(367)
<b>Cost at 30 April</b>	<b>2,746</b>	<b>2,986</b>
Value adjustments at 1 May	18,245	0
Exchange adjustment	(1,795)	0
Value adjustments for the year	4,653	0
<b>Value adjustments at 30 April</b>	<b>21,103</b>	<b>0</b>
<b>Carrying amount at 30 April</b>	<b>23,849</b>	<b>2,986</b>

DKK '000	Investments in subsidiaries
<b>PARENT COMPANY</b>	
Cost at 1 May	774,583
Additions for the year	139,488
Disposals for the year	(121,988)
<b>Cost at 30 April</b>	<b>792,083</b>
Value adjustments at 1 May	1,441,533
Exchange adjustment	(190,130)
Shares of profit for the year	195,445
Dividend	(212,408)
Fair value adjustment of hedging instruments for the year	23,983
Other equity movements	(3,999)
Amortisation of goodwill	1,179
<b>Value adjustments at 30 April</b>	<b>1,255,603</b>
<b>Carrying amount at 30 April</b>	<b>2,047,686</b>

Remaining positive differences (goodwill) included in the above carrying amount at 30 April 2018 2,522

### THE PARENT COMPANY'S INVESTMENTS IN SUBSIDIARIES COMPRISE:

	Place of reg. office	Votes and ownership
Bunker Holding A/S	Middelfart	100 %
IT Holding A/S	Middelfart	100 %
SDK A/S	Fredericia	100 %
Rederiaktieselskabet Nyborg	Nyborg	100 %
Uni-Tankers A/S	Middelfart	50.0001 %
Rechnitzer A/S	Middelfart	100 %

For a list of subsidiaries owned by subsidiaries please see the Annual Report of the individual Companies.

## 10. DERIVATIVE FINANCIAL INSTRUMENTS

DKK '000	2017/18	2017/18	2016/17	2016/17
GROUP	Assets	Liabilities	Assets	Liabilities
The items other receivables and other payables include fair value adjustment of derivative financial instruments specified as follows:				
Commodity swaps	2,196,600	(2,402,852)	1,097,412	(2,321,308)
Commodity futures	1,899,109	(1,627,300)	2,098,159	(855,881)
Fixed Price Physical	4,052	(882)	7,139	0
Commodity options	37,241	(33,960)	38,940	(23,928)
Forward foreign exchange contracts	0	(29,716)	15,959	0
	<b>4,137,002</b>	<b>(4,094,710)</b>	<b>3,257,609</b>	<b>(3,201,117)</b>
<b>BALANCES QUALIFYING FOR OFFSETTING</b>				
Commodity swaps, -futures and -options	(3,790,804)	3,829,532	(3,154,725)	3,021,285
Margin deposits	98,087	(444,335)	147,323	(12,516)
<b>Amounts included in the balance sheet</b>	<b>444,285</b>	<b>(709,513)</b>	<b>250,207</b>	<b>(192,348)</b>

## 11. EQUITY

The share capital consists of 1 share of DKK 4,900k.

*The Group's head office*



## 12. PROPOSED DISTRIBUTION OF PROFITS

DKK '000	2017/18	2016/17
<b>GROUP</b>		
Proposed dividend	0	100,000
Extraordinary dividend	145,000	42,096
Assurance engagements equity method	2,858	8,181
Reserve for development costs	(732)	732
Minority interests' share of profit in group enterprises	7,347	7,295
Retained earnings	48,816	(11,582)
	<b>203,289</b>	<b>146,722</b>
<b>PARENT COMPANY</b>		
Proposed dividend	0	100,000
Extraordinary dividend	145,000	42,096
Assurance engagements equity method	(15,784)	(183,084)
Retained earnings	66,726	180,415
	<b>195,942</b>	<b>139,427</b>

## 13. DEFERRED TAX

DKK '000	2017/18	2016/17
<b>GROUP</b>		
Deferred tax at 1 May	(21,892)	6,901
Correction deferred tax, previous years	0	(231)
Exchange adjustment	10,087	(1,791)
Change for the year	(8,554)	(26,771)
<b>Deferred tax at 30 April</b>	<b>(20,359)</b>	<b>(21,892)</b>
Deferred tax is recognised in the Annual Report as follows:		
Deferred tax asset	(52,641)	(44,644)
Deferred tax liability	32,282	22,752
	<b>(20,359)</b>	<b>(21,892)</b>

Deferred taxes relate to temporary differences of intangible assets and property, plant and equipment, which are essentially expected to be recirculated in the tax statement within the next three to five years. Deferred tax assets arising from tax losses are also expected utilised within the next three to five years based on an assessment of the plans and budgets of the companies concerned.

## 14. OTHER PROVISIONS

Other provisions relate to restructuring liabilities concerning severance pay and leases not utilized. All other provisions fall due within 1 year.

## 15. LONG-TERM DEBT

### GROUP

Of the long-term debt, DKK 54,252k falls due after more than 5 years.

## 16. SECURITY, CONTINGENT LIABILITIES AND LEASE AND CONTRACTUAL OBLIGATIONS

DKK '000	2017/18	2016/17
<b>GROUP</b>		
<b>Guarantees</b>		
Payment guarantees issued through credit institutions in respect of commitments	0	61
<b>Security</b>		
As security for long-term debt, letters of indemnity have been provided in ships and equipment	915,610	1,830,876
At the balance sheet date, the carrying amount of the assets provided as security was	1,240,234	1,435,122
Secured bank debt at 30 April	909,788	1,056,178
As security for bank facility, a mortgage deed registered to the mortgagor has been issued secured on the Company's ships	20,000	20,000
At the balance sheet date, the carrying amount of the assets provided as security was	500	2,402
As security for bank facility, a charged has been granted on the Company's ships under construction	7,034	0
At the balance sheet date, the carrying amount of the assets provided as security was	48,259	0
Carrying amount of land and buildings provided as security for debt to mortgage credit institutes	134,601	138,471
Deposited owner's mortgage on buildings on owned and leased land provided as security for balance with mortgage credit and credit institutions	20,661	20,661
Mortgage deed registered to the mortgagor with charge on buildings on owned and leased land has been provided as security for debt to credit institutions	45,993	47,193
At the balance sheet date, the carrying amount of the assets provided as security was	53,217	55,587
Mortgage deed on movable property with charge on fixtures and fittings, tools and equipment has been provided as security for debt to credit institutions	4,300	4,300
Carrying amount of motor vehicles provided as security for debt to credit institutions	0	112
<b>Contingent liabilities</b>		
Deferred tax concerning shipowning company registered under the Tonnage Tax Scheme	19,145	21,124
<b>Lease and rent obligations</b>		
Lease and rent obligations	540,970	502,728

### Other liabilities

The Group's Danish companies are jointly and severally liable for the tax on the Group's jointly taxed income etc. Total accrued corporation tax appears from the Annual Report of Selfinvest ApS which acts as management company in the jointly taxed group. Moreover, the Group's Danish enterprises are jointly and severally liable for Danish withholding tax. Any subsequent adjustments to the corporation tax or withholding tax may result in an increase of the Company's liability.

Parts of the Group's activities are performed with basis in storage halls situated on leased sites. As is usual practice and according to the leases, the Group is obliged to surrender and yield up the sites in the state and condition in which they were taken over. It has not been possible to reliably calculate the amount which the Group may have to pay upon vacation of the storage halls as this is subject to material uncertainty. The possible restoration costs etc may be considerable. The leased sites are all subject to a long period of non-terminability on the part of the lessor (15-30 years) and are not expected to be vacated.

DKK '000	2017/18	2016/17
----------	---------	---------

### PARENT COMPANY

#### Security

The Company has provided subsidiary shares as security for the Company's obligations towards credit institutions.

At the balance sheet date, the security provided amounted to	306,139	352,550
--	---------	---------



Uni-Tankers m/t Feo Swan  
(part of the Group's ship owning activities)

## 17. RELATED PARTIES

Related parties comprise the Board of Directors, the Executive Board and senior executives in group enterprises as well as companies in which these persons have significant interests.

With reference to section 98 C(7) of the Danish Financial Statements Act, related party transactions details are not disclosed.

The Company is included in the Consolidated Financial Statements of the immediate Parent Company, Selfinvest ApS.

Controlling interest is exercised through the Company's immediate Parent Company, Selfinvest ApS, in which Torben Østergaard-Nielsen, Gl. Strandvej 171, 5500 Middelfart, CEO, exercises control.

## 18. FEE TO AUDITORS APPOINTED AT THE GENERAL MEETING

	Group		Parent Company	
DKK '000	2017/18	2016/17	2017/18	2016/17
<b>PricewaterhouseCoopers (Global)</b>				
Audit	4,955	4,585	56	69
Assurance engagements	6	7	0	0
Tax services	1,940	1,527	0	0
Non-audit services	1,911	2,524	0	0
<b>Other</b>				
Audit	1,807	2,849	0	0
Assurance engagements	13	41	0	0
Tax services	793	1,554	0	0
Non-audit services	1,700	1,561	0	0
	<b>13,125</b>	<b>14,648</b>	<b>56</b>	<b>69</b>

## 19. SUBSEQUENT EVENTS

No significant events affecting the assessment of the Annual Report have occurred after the balance sheet date.

## 20. ACCOUNTING POLICIES

### Basis of Preparation

The Annual Report of A/S United Shipping & Trading Company for 2017/18 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

The accounting policies applied remain unchanged from previous years.

The Annual Report for 2017/18 is presented in DKK thousands.

### Recognition and measurement

The Financial Statements have been prepared based on the historic cost principle.

Revenues are recognised in the income statement as earned, and all expenses incurred to achieve the earnings for the year are deducted. Expenses include operating expenses, depreciation, amortisation, impairment losses and provisions as well as changes due to changed accounting estimates. Furthermore, value adjustments of financial assets and liabilities measured at fair value are recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Group, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Group, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Recognition and measurement take into account profits, losses and risks occurring before the presentation of the Annual Report which relate to affairs and conditions existing at the balance sheet date.

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

Danish kroner is used as the measurement currency. All other currencies are regarded as foreign currencies.

### Basis of consolidation

The Consolidated Financial Statements comprise the Parent Company, Selfinvest ApS, and enterprises in which the Parent Company directly or indirectly holds more than 50% of the votes or otherwise exercises control.

On consolidation, items of a uniform nature are combined. Elimination is made of intercompany income and expenses, shareholdings, dividends and accounts as well as of realised and unrealised profits and losses on transactions between the consolidated enterprises.

Newly acquired or newly established enterprises are included in the Consolidated Financial Statements from the time of

acquisition. The difference between cost and net asset value of the enterprise acquired is determined at the date of acquisition after fair value adjustment of the individual assets and liabilities (the purchase method). This includes allowing for any restructuring provisions determined in relation to the enterprise acquired. Positive differences (goodwill) are recognised in intangible assets in the balance sheet as goodwill, which is amortised in the income statement on a straightline basis over its estimated useful life; however, not exceeding 20 years.

Changes in the purchase price after takeover result in adjustment of the acquisition value of goodwill. Moreover, goodwill is adjusted where, at the time of takeover, the fair value of the net assets taken over turns out to differ from the value previously assumed. Goodwill is adjusted until the end of the financial year following the year of acquisition.

### Minority interests

In the Consolidated Financial Statements, the items of the subsidiaries are fully recognised. Minority interests' proportionate shares of the profit and equity of the subsidiaries are stated as separate items in the notes and the balance sheet.

In connection with sale of a minority holding in a subsidiary, the Group acquired a right but not an obligation to repurchase the shares at the selling price with addition of an annual rate of return. This minority interest is measured at the repurchase price in accordance with the purchase option if it is considered probable that the purchase option will be exercised. In case of subsequent changes in minority interests, the changed shares are recognised in results as from the time of the change.

## 20. ACCOUNTING POLICIES (CONTINUED)

### Leases

Leases in terms of which the Company assumes substantially all the risks and rewards of ownership (finance leases) are recognised in the balance sheet at the lower of the fair value of the leased asset and the net present value of the lease payments computed by applying the interest rate implicit in the lease or an approximated value as the discount rate. Assets acquired under finance leases are depreciated and written down for impairment under the same policy as determined for the other fixed assets of the Company. The remaining lease obligation is capitalised and recognised in the balance sheet under debt, and the interest element on the lease payments is charged over the lease term to the income statement.

All other leases are considered operating leases. Payments relating to operating leases are recognised in the income statement on a straight line basis over the lease period.

### Translation policies

Transactions in foreign currencies are translated during the year at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement; however, see the paragraph "Hedge accounting".

Upon recognition of financial statements of foreign group enterprises and associates, income statement items are translated into Danish kroner at the average exchange rate and balance sheet items at the exchange rate at the balance sheet date. Exchange differences arising on this translation are recognised directly in equity.

### Derivative financial instruments

Derivative financial instruments are initially recognised in the balance sheet at cost and are subsequently remeasured at their fair values. Positive and negative fair values of derivative financial instruments are recognised in "Other receivables" and "Other payables", respectively. Determination of the amount of offsetting between derivatives and related collateral received and paid has been adjusted so as to better reflect the expected net cash settlement under the contractual agreements.

The fair value of OTC traded derivative oil contracts is determined based on generally accepted forward and option models. Inputs to the models are, when possible, determined based on observable prices for the underlying products. In respect of contracts where the most relevant inputs are not observable, Management makes an estimation based on previous transactions, transactions with similar products, etc.

Changes in the fair values of derivative financial instruments are recognised in the income statement unless the derivative financial instrument is designated and qualify as hedge accounting, see below.

Net fair value adjustments relating to trading in raw materials derivatives are presented under gross profit.

### Hedge accounting

#### *Fair value hedges:*

Changes in the fair values of derivative financial instruments that are designated and qualify as fair value hedges of a recognised asset or a recognised liability are recognised in the income statement as are any changes in the fair value of the hedged asset or the hedged liability.

#### *Hedges of future assets or liabilities:*

Changes in the fair values of derivative financial instruments that are designated and qualify as hedges of expected future transactions are recognised directly in retained earnings under equity. If the hedged transaction results in an asset or a liability, the amount is transferred from equity to the cost of the asset or the liability, respectively. If the hedged transaction results in an income or an expense, the amount is transferred from equity to the income statement in the period in which the hedged transaction is recognised. The amount is recognised in the same item as the hedged transaction.

#### *Hedges of investment in subsidiaries, etc:*

Changes in the fair values of derivative financial instruments that are designated and qualify as hedges of net investments in independent foreign subsidiaries or associates are recognised directly in equity as regards the effective portion of the hedge, whereas the ineffective portion is recognised in the income statement.

### Segment information

Segment information on activities is presented.

## 20. ACCOUNTING POLICIES (CONTINUED)

### INCOME STATEMENT

#### Revenue

Revenue on the sale of goods and services is recognised in the income statement when the sale has been completed. This is considered the case when

- » delivery has been made before year end;
- » a binding sales agreement has been made;
- » the sales price has been determined, and
- » payment has been received or may with reasonable certainty be expected to be received.

Revenue is recognised exclusive of VAT and duties.

Revenue includes income from shipowning activities, which is cut off and recognised over the duration of the voyages. Income from the sale of financial derivatives in respect of crude oil and oilrelated products is recognised in revenue at the time when the contract is concluded.

Gross profit includes net fair value adjustments relating to trading in raw materials derivatives.

#### Direct expenses

Direct expenses include expenses for the purchase of goods for resale, transport services, lease and running of machinery, depots and warehouses as well as fuel for own ships.

#### Other external expenses

Other external expenses include expenses for sales, administration as well as the running of office facilities etc.

#### Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

#### Income from investments in group enterprises and associates

The item "Income from investments in group enterprises and associates" in the income statement of the Parent Company includes the proportionate share of net profit for the year less goodwill amortisation.

#### Financial income and expenses

Financial income and expenses comprise interest, financial expenses in respect of finance leases, realised and unrealised exchange gains and losses and gains and losses on securities, amortisation of mortgage loans, as well as changes in the fair value of financial instruments.

#### Tax on profit/loss for the year

Tax for the year consists of current tax for the year and adjustment of deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Group's shipowning companies are computed according to the provisions of the Danish Tonnage Tax Act. On the basis of the shipowning company's planned shipowning activities, the Tonnage Tax Scheme does not imply recapitulation of depreciation, and therefore deferred tax for these companies is only disclosed in the note "Deferred tax".

The Company is jointly taxed with Danish group enterprises. The tax effect of the joint taxation is allocated to enterprises showing profits or losses in proportion to their taxable incomes (full allocation with credit for tax losses). The jointly taxed enterprises have adopted the on-account taxation scheme.

### BALANCE SHEET

#### Intangible assets

Intangible assets are measured at cost less accumulated amortisation.

Completed development projects consist were the asset is ready for use and measured at cost less accumulated amortisation. Cost for development not meets the requirements for capitalisation are expensed.

The period of amortisation of goodwill is longest for enterprises acquired for strategic purposes with a strong market position and a long earnings profile.

Amortisation based on cost is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Goodwill .....	max 20 years
Software .....	max 5 years
Development projects .....	max 3 years
Acquired rights .....	max 20 years

Residual values and expected useful lives are reassessed on an annual basis.

## 20. ACCOUNTING POLICIES (CONTINUED)

### Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Land is measured at cost. No depreciation is made of land.

Interest paid on loans raised for indirect or direct financing or production of property, plant and equipment is recognised in the income statement.

Owner-occupied flats are measured at market value, if deemed to be of a permanent nature, less accumulated depreciation.

Depreciation based on cost reduced by any residual value is calculated on a straightline basis over the expected useful lives of the assets:

Buildings .....	20-50 years
Fixtures and fittings, tools and equipment .....	3-10 years
Ships (newbuilding) .....	25 years
Ships (used) .....	up to 25 years
Leasehold improvements .....	lease terms

Residual values and expected useful lives are reassessed on an annual basis.

Ships and equipment are measured at cost less accumulated depreciation calculated on a straight-line basis over the period until either the end of the expected useful life or the time of expected phasing out. At the establishment of expected useful life, the condition and age of the ships are

considered. At the establishment of the time of expected phasing out, the provisions of the MARPOL convention are considered.

The scrap values of ships are determined as the ships' selling value after 25 years of use as estimated by external shipbroker.

Docking expenses are added to the carrying amounts of the ships at the time of payment and are expensed on a straight-line basis over the expected useful lives of the improvements, on average 2.5 years.

Gains and losses on sale of property, plant and equipment are recognised in the income statement under other operating income and other external expenses, respectively.

### Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation. If so, an impairment test is carried out to determine whether the recoverable amount is lower than the carrying amount, and the asset is written down to its lower recoverable amount.

The recoverable amount of the asset is calculated as the higher of net selling price and value in use.

The recoverable amount of ships has been determined on the basis of the value in use as the value in use is considered higher than the fair value.

The value in use is calculated by means of cash flow estimates of the expected useful life of the ship based on approved budgets for the coming financial year as well as the following estimated development. A discount rate of 8% pa after tax and exchange rates at the level of the actual rates of exchange at 30 April 2018 have been applied.

The most material assumptions applied at the calculation of the value in use are as follows:

Cash flows are based on normal earnings over the remaining life of the ship based on the ship's expected total life, of accounting policies applied.

- » Freight rates for the coming years are estimated based on experience, knowledge of the market and input from the Company's business partners. As from the financial year 2018/19, an annual increase in freight rates corresponding to the market having reached the expected level in 2021/22 is estimated. Hereafter, an annual increase in freight rates corresponding to 2.5% is estimated.
- » Operating and administrative expenses are based on experience and expectation of the general development in expenses. As from 2019/20, expenses are expected to increase by 2.5% annually.
- » Docking expenses are estimated based on experience and already planned dockings. Docking expenses are expected to increase by 2.5% annually.

### Investments in subsidiaries and associates

Investments in subsidiaries and associates are recognised and measured under the equity method.

## 20. ACCOUNTING POLICIES (CONTINUED)

The item "Securities and other equity investments" in the balance sheet of the Parent Company and the Group includes investments in associates at the proportionate ownership share of the net asset value of the enterprises calculated under the accounting policies of the Parent Company, adjusted for unrealised intercompany profits or losses and with addition or deduction of goodwill.

The total net revaluation of investments in associates is transferred in the Group to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributions and adjusted for other equity movements.

Associates with a negative net asset value are recognised in the Consolidated Financial Statements at DKK 0. Any legal or constructive obligation of the Group to cover the negative balance of the enterprise is recognised in provisions.

Gains or losses on disposal or liquidation of associates are calculated in the Group as the difference between the sales sum or the liquidation amount and the carrying amount of net assets at the time of sale or liquidation, including unamortised goodwill and expected sales or liquidation expenses. Gains or losses are recognised in the income statement.

### Prepayments

Prepayments recognised as receivable consists of prepayments of costs relating to the coming financial years.

### Securities, equity investments and other investment assets

Securities, equity investments and other investment assets recognised in fixed asset investments are recognised and measured at fair value.

### Inventories

Inventories are measured at the lower of cost under the FIFO method and net realisable value. The net realisable value of inventories is calculated at the amount expected to be generated by sale in the process of normal operations with deduction of selling expenses and costs of completion. The net realisable value is determined allowing for marketability, obsolescence and development in expected sales sum.

The cost of inventories the fair values of which are effectively hedged by a financial transaction is adjusted for changes in the fair value of the hedged risk.

Inventories are measured at landed cost.

### Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable.

### Securities

Securities recognised in current assets are measured at the fair value at the balance sheet date. Fair value is determined on the basis of the latest quoted market price.

### Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

### Provisions

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Company

has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

### Deferred income

Deferred income is recognised as liabilities consists of received payments regarding income in the coming financial years.

### Deferred tax assets and liabilities

Deferred tax is recognised in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised in respect of temporary differences concerning goodwill not deductible for tax purposes and own ships under the Tonnage Tax Scheme.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. In cases where the computation of the tax base may be made according to alternative tax rules, deferred tax is measured on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities.

Deferred tax assets and liabilities are offset within the same legal tax entity.

### Current tax receivables and liabilities

Current tax receivables and liabilities are recognised in the balance sheet at the amount calculated on the basis of the

## 20. ACCOUNTING POLICIES (CONTINUED)

expected taxable income for the year and adjusted for tax on taxable incomes for prior years. Tax receivables and liabilities are offset and presented as a net item if there is a legally enforceable right of set-off and an intention to settle on a net basis or simultaneously.

### Financial debts

Fixed-interest loans, such as mortgage loans and loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

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

### CASH FLOW STATEMENT

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

No cash flow statement has been prepared for the Parent Company as the Parent Company cash flows are included in the Consolidated Cash Flow Statement.

### Cash flows from operating activities

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and noncash operating items such as depreciation, amortisation and impairment losses, and provisions. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents.

### Cash flows from investing activities

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets, property, plant and equipment as well as fixed asset investments.

### Cash flows from financing activities

Cash flows from financing activities comprise cash flows from the raising and repayment of short- and long-term debt as well as payment of dividend to shareholders.

### Cash and cash equivalents

Cash and cash equivalents comprise the items "Cash at bank and in hand" and "Securities" under current assets as well as the operating share of the item "Credit institutions" under short-term debt. "Securities" comprise short-term securities subject to insignificant risk of value changes which can easily be turned into cash.

The cash flow statement cannot be immediately derived from the published financial records.

## DEFINITION OF FINANCIAL RATIOS

$$\text{Gross margin} = \frac{\text{Gross profit} \times 100}{\text{Revenue}}$$

$$\text{Profit margin} = \frac{\text{Profit before financials} \times 100}{\text{Revenue}}$$

$$\text{Return on equity} = \frac{\text{Net profit for the year} \times 100}{\text{Average equity}}$$

$$\text{Liquidity ratio} = \frac{\text{Current assets}}{\text{Short-term debt}}$$

$$\text{Solvency ratio} = \frac{\text{Equity at year end} \times 100}{\text{Total assets}}$$

$$\text{Number of employees} = \text{Employees are converted to annual full-time employees}$$

STATE  
CIVIL  
ENGINEERING  
STATEMENTS

# MANAGEMENT'S STATEMENT



The Board of Directors and the Executive Board have today considered and adopted the Annual Report of A/S United Shipping & Trading Company for the financial year 1 May 2017 - 30 April 2018.

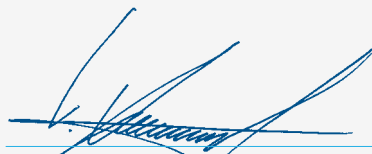
The Annual Report was prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Parent Company Financial Statements and the Consolidated Financial Statements give a true and fair view of the financial position of the Parent Company and the Group at 30 April 2018 and of the results of the Parent Company and Group operations and consolidated cash flows for 2017/18.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Middelfart, 29 June 2018

## EXECUTIVE BOARD



**Torben Østergaard-Nielsen**  
CEO

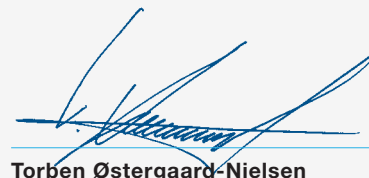


**Jesper Klokke Hansen**  
CFO

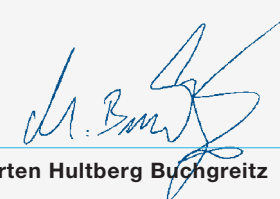
## BOARD OF DIRECTORS



**Klaus Nyborg**  
Chairman



**Torben Østergaard-Nielsen**



**Morten Hultberg Buchgreitz**



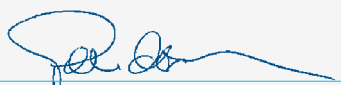
**Peter Frederiksen**



**Torben Jønholt**



**Michael Keldsen**



**Peter Korsholm**



**Nina Østergaard Borris**



AU  
DITOR'S

# INDEPENDENT AUDITOR'S REPORT

## TO THE SHAREHOLDER OF A/S UNITED SHIPPING & TRADING COMPANY

### Opinion

In our opinion, the Consolidated Financial Statements and the Parent Company Financial Statements give a true and fair view of the financial position of the Group and the Parent Company at 30 April 2018, and of the results of the Group's and the Parent Company's operations as well as the consolidated cash flows for the financial year 1 May 2017 - 30 April 2018 in accordance with the Danish Financial Statements Act.

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of A/S United Shipping & Trading Company for the financial year 1 May 2017 - 30 April 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for both the Group and the Parent Company, as well as consolidated statement of cash flows ("financial statements").

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent

of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 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, in our view, Management's Review is in accordance with the Consolidated Financial Statements and the Parent Company Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement in Management's Review.

### Management's Responsibilities for the Financial Statements

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

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

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

- » Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- » Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of

the 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 disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- » Obtain sufficient 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.

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.

Trekantområdet, 29 June 2018

### PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab  
CVR No 33 77 12 31

  
**Jan Bunk Harbo Larsen**  
 State Authorised Public Accountant  
 mne30224

  
**Gert Fisker Tomczyk**  
 State Authorised Public Accountant  
 mne9777



*Uni-Tankers m/t Jutlandia Swan  
(part of the Group's ship owning activities)*



**A/S United Shipping & Trading Company**

Turbinevej 10

DK-5500 Middelfart

Telephone +45 88 13 88 13

Telefax +45 88 13 88 10

Web [ustc.dk](http://ustc.dk)

Company reg. no. 76 95 00 16