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***BMS United Bunkers S.A.  
ApS***

Strandvejen 5, DK-5500 Middelfart

**Annual Report for 2021/22**  
(financial period 1/5 - 30/4)

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CVR No 87 19 21 13

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
28/6 2022

Casper Dybdahl  
Chairman of the General  
Meeting



**pwc**

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## **Management's Statement**

The Executive Board has today considered and adopted the Annual Report of BMS United Bunkers S.A. ApS for the financial year 1 May 2021 - 30 April 2022.

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

In my opinion the Financial Statements give a true and fair view of the financial position at 30 April 2022 of the Company and of the results of the Company operations for 2021/22.

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

Middelfart, 28 June 2022

### **Executive Board**

Peter Kaae Damsgaard  
Managing Director

# Independent Auditor's Report

To the Shareholder of BMS United Bunkers S.A. ApS

## Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 30 April 2022 and of the results of the Company's operations for the financial year 1 May 2021 - 30 April 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of BMS United Bunkers S.A. ApS for the financial year 1 May 2021 - 30 April 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the 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 Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. 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 Financials Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

# Independent Auditor's Report

## Management's responsibilities for the Financial Statements

Management is responsible for the preparation of 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 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 these Financial Statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism 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.

## Independent Auditor's Report

- 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 conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the 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.

Trekantområdet, 28 June 2022

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Lasse Berg

statsautoriseret revisor

mne35811

## **Company Information**

### **The Company**

BMS United Bunkers S.A. ApS  
Strandvejen 5  
DK-5500 Middelfart

Telephone: + 45 79 21 27 00  
Facsimile: + 45 79 21 27 01

CVR No: 87 19 21 13  
Financial period: 1 May - 30 April  
Municipality of reg. office: Middelfart

### **Executive Board**

Peter Kaae Damsgaard

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Herredsvej 32  
DK-7100 Vejle

# **Management's Review**

## **Key activities**

The Company is a holding company of BMS United Bunkers (Cyprus) Ltd., whose activities constitute the purchase, sale and mediation of, among other things, bunkers and lubricating oil for ships on a worldwide basis, as well as agency activities and various naturally related services.

## **Development in the year**

The income statement of the Company for 2021/22 shows a profit of TUSD 7,029, and at 30 April 2022 the balance sheet of the Company shows equity of TUSD 23,329.

## **Subsequent events**

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



## Income Statement 1 May - 30 April

	Note	2021/22 TUSD	2020/21 TUSD
<b>Gross profit/loss</b>		<b>1</b>	<b>553</b>
Income from investments in subsidiaries		7,016	3,719
Financial income	1	31	76
Financial expenses	2	-14	-15
<b>Profit/loss before tax</b>		<b>7,034</b>	<b>4,333</b>
Tax on profit/loss for the year	3	-5	-145
<b>Net profit/loss for the year</b>		<b>7,029</b>	<b>4,188</b>

## Distribution of profit

### Proposed distribution of profit

Extraordinary dividend paid	4,000	12,000
Reserve for net revaluation under the equity method	3,316	-8,281
Retained earnings	-287	469
	<b>7,029</b>	<b>4,188</b>

# Balance Sheet 30 April

## Assets

	Note	2022 TUSD	2021 TUSD
Investments in subsidiaries	4	21,461	18,145
<b>Fixed asset investments</b>		<b>21,461</b>	<b>18,145</b>
<b>Fixed assets</b>		<b>21,461</b>	<b>18,145</b>
Trade receivables		2,012	1,270
Receivables from group enterprises		338	1,177
<b>Receivables</b>		<b>2,350</b>	<b>2,447</b>
<b>Cash at bank and in hand</b>		<b>27</b>	<b>74</b>
<b>Currents assets</b>		<b>2,377</b>	<b>2,521</b>
<b>Assets</b>		<b>23,838</b>	<b>20,666</b>

# Balance Sheet 30 April

## Liabilities and equity

	Note	2022 TUSD	2021 TUSD
Share capital		236	236
Reserve for net revaluation under the equity method		5,836	2,520
Retained earnings		17,257	17,544
<b>Equity</b>		<b>23,329</b>	<b>20,300</b>
Trade payables		422	225
Payables to group enterprises		82	2
Corporation tax		4	139
Other payables		1	0
<b>Short-term debt</b>		<b>509</b>	<b>366</b>
<b>Debt</b>		<b>509</b>	<b>366</b>
<b>Liabilities and equity</b>		<b>23,838</b>	<b>20,666</b>
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## Statement of Changes in Equity

	Share capital	Reserve for net revaluation under the equity method	Retained earnings	Total
	TUSD	TUSD	TUSD	TUSD
Equity at 1 May	236	2,520	17,544	20,300
Extraordinary dividend paid	0	0	-4,000	-4,000
Net profit/loss for the year	0	3,316	3,713	7,029
<b>Equity at 30 April</b>	<b>236</b>	<b>5,836</b>	<b>17,257</b>	<b>23,329</b>

# Notes to the Financial Statements

	2021/22 TUSD	2020/21 TUSD
<b>1 Financial income</b>		
Interest received from group enterprises	31	36
Other financial income	0	40
	<b>31</b>	<b>76</b>
<b>2 Financial expenses</b>		
Interest paid to group enterprises	12	15
Exchange loss	2	0
	<b>14</b>	<b>15</b>
<b>3 Tax on profit/loss for the year</b>		
Current tax for the year	4	139
Adjustment of tax concerning previous years	1	6
	<b>5</b>	<b>145</b>
<b>4 Investments in subsidiaries</b>	2022 TUSD	2021 TUSD
Cost at 1 May	15,625	15,625
Cost at 30 April	15,625	15,625
Value adjustments at 1 May	2,520	10,801
Net profit/loss for the year	7,016	3,719
Dividend to the Parent Company	-3,700	-12,000
Value adjustments at 30 April	5,836	2,520
<b>Carrying amount at 30 April</b>	<b>21,461</b>	<b>18,145</b>
Positive differences arising on initial measurement of subsidiaries at net asset value	683	683

Investments in subsidiaries are specified as follows:

## Notes to the Financial Statements

Name	Place of registered office	Share capital	Votes and ownership
BMS United Bunkers Cyprus Ltd.	Cyprus	TUSD 600	100%

### 5 Contingent assets, liabilities and other financial obligations

#### Contingent liabilities

BMS United Bunkers S.A. ApS is an obligor in respect of the bank loans of the group companies.

As at 30 April 2022, these obligations were limited to USD 23,329k, which is equal to BMS United Bunkers S.A. ApS' equity and BMS United Bunkers S.A. ApS' and its subsidiary's intra-group liability to Bunker Holding A/S as at 30 April 2022.

In the event that these obligations in respect of the bank loans of the group companies materialize, Bunker Holding A/S will cancel any claim it may have against BMS United Bunkers S.A. ApS in an amount equaling the parts of the obligations which relate to BMS United Bunkers S.A. ApS' intra-group liability to Bunker Holding A/S.

The Danish group companies are jointly and severally liable for tax on the consolidated jointly taxed income etc. The total corporation tax payable is shown in the Annual Report of SelfGenerations T ApS, which is the management company of the joint taxation. The Danish group enterprises are moreover jointly and severally liable for Danish withholding taxes. Any subsequent adjustments of corporation tax and withholding taxes may imply that the Company is liable for a higher amount.

### 6 Related parties

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

The Company is included in the Consolidated Financial Statements of the immediate Parent Company, Bunker Holding A/S, Middelfart, Denmark.

Controlling interest is exercised through the Company's immediate Parent Company, Bunker Holding A/S. The Company's ultimate Parent Company which prepares Consolidated Financial Statements is SelfGenerations T ApS, in which Torben Østergaard-Nielsen, CEO, exercises control.

# Notes to the Financial Statements

## 7 Accounting Policies

The Annual Report of BMS United Bunkers S.A. ApS for 2021/22 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

### Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of Bunker Holding A/S, the Company has not prepared consolidated financial statements.

### Recognition and measurement

The Financial Statements have been prepared under the historical cost method.

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 Company, 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 Company, 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 predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

### Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences 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.

# Notes to the Financial Statements

## 7 Accounting Policies (continued)

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.

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

## Income Statement

### Revenue

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

### Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

### Other external expenses

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

### Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, expenses for raw materials and consumables and other external expenses.

### Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement of the Parent Company includes the proportionate share of the profit for the year less goodwill amortisation.

### Financial income and expenses

Financial income and expenses comprise interest, realised and unrealised exchange gains and losses and changes in the fair value of financial statements.



# Notes to the Financial Statements

## 7 Accounting Policies (continued)

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

Tax for the year consists of current tax for the year and changes in 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 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 joint taxed enterprises have adopted the on-account taxation scheme.

## **Balance Sheet**

### **Investments in subsidiaries**

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

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at USD 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Gains and losses on disposal or liquidation of subsidiaries are calculated 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 and losses are recognised in the income statement.

### **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.

### **Dividend**

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

# Notes to the Financial Statements

## 7 Accounting Policies (continued)

### **Deferred tax assets and liabilities**

Deferred income tax is recognised in respect of 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.

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 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 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 liability, respectively.

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

### **Financial debts**

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