

**Scandlines Participation K/S**  
**Business Registration no: 25 09 56 26**

**Annual report for 2018**

**5<sup>th</sup> financial year**

The Annual General Meeting adopted the annual report on

**Chairman of the Annual General Meeting**



Stephen Blakeney Ridgway  
Scandlines Participation Management ApS

**THERE IS SOMETHING ABOUT SAILING**

 **Scandlines**

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## **Company details**

### **Company**

Scandlines Participation K/S

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Registered in: City of Copenhagen, Denmark

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### **General Partner**

Scandlines Participation Management ApS

### **Company auditors**

Deloitte

Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S, Denmark

## Statement by the General Partner on the annual report

The General Partner has today considered and approved the annual report of Scandlines Participation K/S for the financial year 1 January 2018 to 31 December 2018.

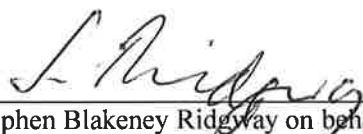
The annual report is presented in accordance with the Danish Financial Statements Act.

In my opinion, the financial statements give a true and fair view of the financial position and results. Also, I believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

I recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 7 June 2019

### General Partner



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Stephen Blakeney Ridgway on behalf of  
Scandlines Participation Management ApS

## Independent auditor's report

### To the shareholder of Scandlines Participation K/S

#### Opinion

We have audited the financial statements of Scandlines Participation K/S for the financial year 01.01.2018 - 31.12.2018, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018 in accordance with the Danish Financial Statements Act.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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.

#### 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

#### **Statement on the management commentary**

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 of the management commentary.

Copenhagen, 07.06.2019

**Deloitte**

Statsautoriseret Revisionspartnerselskab  
Business Registration No 33 96 35 56



Kirsten Aaskov Mikkelsen  
State Authorised Public Accountant  
Identification No (MNE) mne21358



Bjarne Iver Jørgensen  
State Authorised Public Accountant  
Identification NO (MNE) mne35659

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## **Management commentary**

### **Primary activities**

Scandlines Participation K/S' primary activity is to own investments in Scandlines Holding ApS.

### **Development in activities and finances**

The Company was established on 27 November 2013 with the purpose to own investments in Scandferries Holding UK Ltd. There has been an "exchange of shares" in order that the shares in Scandferries Holding UK Ltd have been exchanged with shares in Scandlines Holding ApS. There has not been any regulation of the percent of ownership.

### **Events after the balance sheet date**

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

## **Accounting policies**

The annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B with addition of certain provisions for reporting class C.

### **Recognition and measurement**

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Company has a legal or constructive obligation as a result of a prior event and it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is made as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to the financial year.

### **Income statement**

#### **Administrative expenses**

These expenses comprise expenses incurred for audit and law expenses.

### **Balance sheet**

#### **Investments**

Investments are measured at cost and are written down to the lower of recoverable amount and carrying amount.

#### **Other liabilities**

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

**Income statement**

	<u>Notes</u>	<b>Year ended 31 December 2018 EUR'000</b>	<b>Year ended 31 December 2017 EUR'000</b>
Income from investments in group enterprises		49,913.4	878.3
Administrative expenses		<u>-381.9</u>	<u>-8.2</u>
<b>Result for the year</b>		<b><u>49,531.5</u></b>	<b><u>870.1</u></b>
<b>Proposed distribution of result for the year:</b>			
Retained earnings		<u>49,531.5</u>	<u>870.1</u>
		<b><u>49,531.5</u></b>	<b><u>870.1</u></b>

**Balance sheet at 31 December**

	<u>Notes</u>	<u>31 December 2018 EUR'000</u>	<u>31 December 2017 EUR'000</u>
<b>Assets</b>			
<b>Non-current assets</b>			
Investments in affiliated companies	1	0	1,350.0
		<u>0</u>	<u>1,350.0</u>
<b>Total assets</b>		<u>0</u>	<u>1,350.0</u>
	<u>Notes</u>	<u>31 December 2018 EUR'000</u>	<u>31 December 2017 EUR'000</u>
<b>Equity and liabilities</b>			
Paid-in capital		1,350.0	1,350.0
Retained earnings		53,871.6	4,340.1
Distributed capital		-55,250.5	-4,364.8
<b>Total equity</b>		<u>-28.9</u>	<u>1,325.3</u>
<b>Current liabilities</b>			
Other liabilities		28.9	24.7
<b>Net current liabilities</b>		<u>28.9</u>	<u>24.7</u>
<b>Net liabilities</b>		<u>0.0</u>	<u>1,350.0</u>

**Statement of changes in equity, EUR'000**

	Share capital	Retained earnings	Distributed Capital	Total
Equity at 31 December 2017	1,350.0	4,340.1	-4,364.8	1,325.3
Value adjustments	0.0	0.0	0.0	0.0
Distribution to partners	0.0	0.0	-50,885.7	-50,885.7
Result for the year	0.0	49,531.5	0.0	49,531.5
<b>Equity at 31 December 2018</b>	<b>1,350.0</b>	<b>53,871.6</b>	<b>-55,250.5</b>	<b>-28.9</b>

The share capital consists of 1,350,000 shares at EUR 1. The shares have not been divided into classes.

**Notes, EUR'000****1. Financial assets**

	<b>Investments</b>
Cost at 31 December 2017	1,350.0
Additions	0.0
Disposals	-1,350.0
<b>Cost at 31 December 2018</b>	<b>0.0</b>
<b>Carrying amount at 31 December 2018</b>	<b>0.0</b>