

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

Annual report for 2016

3rd financial year

The Annual General Meeting adopted the annual report on 31 May 2017

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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General Partner

Scandlines Participation Management ApS

Company auditors

Deloitte
Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S, Denmark

Statement by General Partner on the annual report

The General Partner have today considered and approved the annual report of Scandlines Participation K/S for the financial year 1 January 2016 to 31 December 2016.

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

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

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

Copenhagen, 31 May 2017

General Partner

Stephen Blakeney Ridgway on behalf of
Scandlines Participation Management ApS

Independent auditor's reports

To the shareholders of Scandlines Participation K/S

Opinion

We have audited the financial statements of Scandlines Participation K/S for the financial year 01.01.2016 - 31.12.2016, which comprise the income statement, balance sheet 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 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016 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, 31.05.2017

Deloitte

Statsautoriseret Revisionspartnerselskab
Business Registration No 33 96 35 56

Kirsten Aaskov Mikkelsen
State Authorised
Public Accountant

Management commentary

Primary activities

Scandlines Participation K/S primary activity is to own investments in Scandferries Holding UK Ltd.

Development in activities and finances

The Company was established on 27 November 2013 with the purpose to own investments in Scandferries Holding UK Ltdh. There have been no significant developments in the company's financial situation.

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.

It is the first financial year for the company.

Recognition and measurement

Assets are recognized 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 recognized 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 interim report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognized in the income statement when earned, whereas costs are recognized 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.

Equity

Dividend is recognized as a liability at the time of adoption at the general meeting. Dividend proposed for the financial year is disclosed as a separate item in equity.

Other financial liabilities

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

Income statement

| | <u>Notes</u> | <u>Year ended 31 December 2016 TEUR</u> | <u>Year ended 31 December 2015 TEUR</u> |
|--|--------------|---|---|
| Income from investments in group enterprises | | 0 | 3.486,5 |
| Administrative expenses | | <u>-6,5</u> | <u>-4,2</u> |
| Result from ordinary activities | | <u>-6,5</u> | <u>3.482,3</u> |
| Tax on loss for the period | | <u>0,0</u> | <u>0,0</u> |
| Result for the period | | <u>-6,5</u> | <u>3.482,3</u> |
| Proposed distribution of result for the period: | | | |
| Retained earnings | | <u>-6,5</u> | <u>3.482,3</u> |
| | | <u>-6,5</u> | <u>3.482,3</u> |
| Income from investments in group enterprises | | | |

Balance sheet at 31 December

| Notes | 31 December 2016 TEUR | 31 December 2015 TEUR |
|-------------------------------------|--------------------------------------|--------------------------------------|
| Assets | | |
| Non-current assets | | |
| Investments in affiliated companies | 1.350,0 | 1.350,0 |
| | 1.350,0 | 1.350,0 |
| Total assets | 1.350,0 | 1.350,0 |

| Notes | 31 December 2016 TEUR | 31 December 2015 TEUR |
|--------------------------------|--------------------------------------|--------------------------------------|
| Equity and liabilities | | |
| Paid-in capital | 1.356,8 | 1.356,8 |
| Retained earnings | 3.463,2 | 3.469,7 |
| Distributed capital | -3.486,5 | -3.486,5 |
| Total equity | 1.333,5 | 1.340,0 |
| Current liabilities | | |
| Other liabilities | 16,5 | 10,0 |
| Net current liabilities | 16,5 | 10,0 |
| Net liabilities | 1.350,0 | 1.350,0 |

Statement of changes in equity, TEUR

| | Share capital | Retained earnings | Distributed Capital | Total |
|-----------------------------------|------------------|----------------------|------------------------|----------------|
| Equity at 27 November 2013 | 1,0 | 0,0 | 0,0 | 1,0 |
| Result for the period | 0,0 | -12,6 | 0,0 | 0,0 |
| Capital increase 10 March 2014 | 451,2 | 0,0 | 0,0 | 451,2 |
| Capital increase 10 March 2014 | 351,8 | 0,0 | 0,0 | 351,8 |
| Capital increase 15 October 2014 | 100,5 | 0,0 | 0,0 | 100,5 |
| Capital increase 15 October 2014 | 100,5 | 0,0 | 0,0 | 100,5 |
| Capital increase 15 October 2014 | 351,8 | 0,0 | 0,0 | 351,8 |
| Equity at 31 December 2014 | 1.356,8 | -12,6 | 0,0 | 1.344,2 |
| | Share capital | Retained earnings | Distributed Capital | Total |
| Equity at 31 December 2014 | 1.356,8 | -12,6 | 0,0 | 1.344,2 |
| Distribution to partners | 0,0 | 0,0 | -3.486,50 | -3.486,5 |
| Result for the period | 0,0 | 3.482,3 | 0,0 | 3.482,3 |
| Equity at 31 December 2015 | 1.356,8 | 3.469,7 | -3.486,5 | 1.340,0 |
| | Share capital | Retained earnings | Distributed Capital | Total |
| Equity at 31 December 2015 | 1.356,8 | 3.469,7 | -3.486,5 | 1.340,0 |
| Distribution to partners | 0,0 | 0,0 | 0,0 | 0,0 |
| Result for the period | 0,0 | -6,5 | 0,0 | -6,5 |
| Equity at 31 December 2016 | 1.356,8 | 3.463,2 | -3.486,5 | 1.333,5 |

Share capital consists of 1.350 shares at € 1. The shares have not been divided into classes.

Notes, TEUR

1. Financial assets

| | Investments |
|--|--------------------|
| Cost at 31 December 2015 | 1.350,0 |
| Additions | 0,0 |
| Disposals | 0,0 |
| Cost at 31 December 2016 | 1.350,0 |
| | |
| Carrying amount at 31 December 2016 | 1.350,0 |
| | |
| Investments in subsidiaries | Ownership |
| Scandferries Holding UK Ltd. | 0,4% |