

## Annual report 3 February - 31 December 2017

Company reg. no. 38 39 88 57

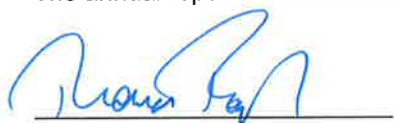
Niels Juels Gade 9-13 Holding ApS

c/o Gefion Group A/S

Østergade 1, 2.

1100 København K

The annual report have been submitted and approved by the general meeting on 31 May 2018.



Thomas Færch  
Chairman of the meeting

Notes to users of the English version of this document:

- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points remain unchanged from the Danish version of the document. This means that for instance DKK 146.940 is the same as the English amount of DKK 146,940, and that 23,5 % is the same as the English 23.5 %.

## Contents

---

	<u>Page</u>
<b>Reports</b>	
Management's report	1
Independent auditor's report	2
<b>Management's review</b>	
Company data	5
Financial highlights	6
Management's review	7
<b>Annual accounts 3 February - 31 December 2017</b>	
Accounting policies used	8
Profit and loss account	12
Balance sheet	13
Notes	15

## **Management's report**

---

The managing director has today presented the annual report of Niels Juels Gade 9-13 Holding ApS for the financial year 3 February to 31 December 2017.

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

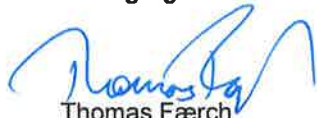
I consider the accounting policies used appropriate, and in my opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position as on 31 December 2017 and of the company's results of its activities in the financial year 3 February to 31 December 2017.

I am of the opinion that the management's review includes a fair description of the issues dealt with.

The annual report is recommended for approval by the general meeting.

Copenhagen, 31 May 2018

**Managing Director**



Thomas Færch

## Independent auditor's report

---

To the shareholders of Niels Juels Gade 9-13 Holding ApS

### Opinion

We have audited the annual accounts of Niels Juels Gade 9-13 Holding ApS for the financial year 3 February to 31 December 2017, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2017 and of the results of the company's operations for the financial year 3 February to 31 December 2017 in accordance with the Danish Financial Statements Act.

### Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the below section "Auditor's responsibilities for the audit of the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

### The management's responsibilities for the annual accounts

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

In preparing the annual accounts, the management is responsible for evaluating the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the annual accounts, unless the management either intends to liquidate the company or to cease operations, or if it has no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the annual accounts

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

## Independent auditor's report

---

As part of an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark, we exercise professional evaluations and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the 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 by the management and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's preparation of the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about 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 annual accounts 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 annual accounts, including the disclosures in the notes, and whether the annual accounts reflect 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 the internal control that we identify during our audit.

### **Statement on the management's review**

The management is responsible for the management's review.

Our opinion on the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

## **Independent auditor's report**

---

In connection with our audit of the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.

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

Based on the work we have performed, we believe that the management's review is in accordance with the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

---

Glostrup, 31 May 2018

PKF Munkebo Vindelev  
State Authorised Public Accountants  
Company reg. no. 14 11 92 99



Peter Krogsrud Eriksen  
State Authorised Public Accountant  
MNE-nr. 34335

## Company data

---

**The company**

Niels Juels Gade 9-13 Holding ApS  
c/o Gefion Group A/S  
Østergade 1, 2.  
1100 København K

Company reg. no. 38 39 88 57  
Established: 3 February 2017  
Domicile: City of Copenhagen  
Financial year: 3 February - 31 December  
1st financial year

**Managing Director**

Thomas Færch

**Auditors**

PKF Munkebo Vindelev, Statsautoriseret Revisionsaktieselskab  
Hovedvejen 56  
2600 Glostrup

**Bankers**

Handelsbanken, Klampenborgvej 221, 1., 2800 Kgs. Lyngby

**Subsidiary**

Niels Juels Gade 9-13 ApS, København

## Financial highlights

---

DKK in thousands.

2017

**Profit and loss account:**

Gross loss	-19
Results from operating activities	-19
Net financials	-1.144
Results for the year	-910

**Balance sheet:**

Balance sheet sum	203.641
Equity	14.140

The financial highlights for 2017 only comprise the period 3 February - 31 December 2017.



## **Management's review**

---

### **The principal activities of the company**

The principal activities of the company are project development within real estate and related activities.

### **Development in activities and financial matters**

The results from ordinary activities after tax are DKK -910.371. The management consider the results satisfactory.

### **Events subsequent to the financial year**

No events have occurred subsequent to the balance sheet date, which would have material impact on the financial position of the company.

## Accounting policies used

---

The annual report for Niels Juels Gade 9-13 Holding ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises. Furthermore, the company has chosen to comply with some of the rules applying for class C enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

### Recognition and measurement in general

Income is recognised in the profit and loss account concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs, these including depreciation, amortisation, writedown, provisions, and reversals which are due to changes in estimated amounts previously recognised in the profit and loss account are recognised in the profit and loss account.

Assets are recognised in the balance sheet when the company is liable to achieve future, financial benefits and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the company is liable to lose future, financial benefits and the value of the liability can be measured reliably.

At the first recognition, assets and liabilities are measured at cost. Later, assets and liabilities are measured as described below for each individual accounting item.

At recognition and measurement, such predictable losses and risks are taken into consideration, which may appear before the annual report is presented, and which concerns matters existing on the balance sheet date.

## THE PROFIT AND LOSS ACCOUNT

### Gross loss

The gross loss comprises other external costs.

Other external costs comprise costs for administration.

### Net financials

Net financials comprise interest. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

## Accounting policies used

---

### Results from equity investments in group enterprises

After full elimination of intercompany profit or loss and deduction of amortisation of consolidated goodwill, the equity investment in the individual group enterprises are recognised in the profit and loss account at a proportional share of the group enterprises' results after tax.

### Tax of the results for the year

Taxes have not been recognised in the annual report, as these lie with the individual limited partners.

The company is subject to the Danish legislation concerning compulsory joint taxation with the Danish group enterprises.

The current Danish corporate tax is allocated among the jointly taxed companies in proportion to their respective taxable income (full allocation with reimbursement of tax losses).

---

## THE BALANCE SHEET

### Financial fixed assets

#### Equity investments in group enterprises

Equity investments in group enterprises are recognised in the balance sheet at a proportional share under the equity method, the value being calculated on the basis of the accounting policies of the parent company by the deduction or addition of unrealised intercompany profits and losses, and with the addition or deduction of residual value of positive or negative goodwill measured by applying the acquisition method.

Group enterprises and associated enterprises with negative equity are recognised without any value, and to the extent they are considered irrevocable, amounts owed by these companies are written down by the parent's share of the equity. If the negative equity exceeds the debtors, the residual amount is recognised under liability provisions to the extent the parent has a legal or actual liability to cover the negative equity of the subsidiary.

To the extent the equity exceeds the cost, the net revaluation of equity investments in group enterprises are transferred to the reserves under the equity for net revaluation as per the equity method. Dividends from group enterprises expected to be decided before the approval of this annual report are not subject to a limitation of the revaluation reserves. The reserves are adjusted by other equity movements in group enterprises.

Newly taken over or newly established companies are recognised in the annual accounts as of the time of acquisition. Sold or liquidated companies are recognised at the time of cession.

## Accounting policies used

---

Profit or loss in connection with the sale of group enterprises are measured as the difference between the sales amount and the book value of net assets at the time of the sale, inclusive of remaining consolidated goodwill and expected costs for sale and cession. Profit and loss are recognised in the profit and loss account under net financials.

In connection with the acquisition of new group enterprises and associated enterprises, the acquisition method is applied, by which the acquirees' assets and liabilities are measured at fair value at the time of acquisition. Provisions for payment of costs for decided restructuring activities in the acquirees in relation to the acquisition are recognised. The tax effect of the revaluations carried out is taken into consideration.

Positive differences (goodwill) between cost and fair value of identifiable, acquired assets and liabilities, inclusive of liability provisions for restructuring, are recognised under equity investments in group enterprises, and they are amortised over their estimated useful life. The useful life is determined on the basis of the management's experience with the individual business areas. The amortisation period is maximum 20 years, being the longer for strategical acquirees with a strong market position and a long-range earnings potential. The book value of goodwill is evaluated currently and written down in the profit and loss account in those cases where the book value exceeds the expected future net income from the enterprise or the activity, to which the goodwill is attached.

### Debtors

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

### Available funds

Available funds comprise cash at bank.

### Equity

#### Corporate tax and deferred tax

Current tax receivable and tax 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 previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

According to the rules of joint taxation, Niels Juels Gade 9-13 Holding ApS is unlimited, jointly and severally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

## **Accounting policies used**

---

Deferred tax assets, including the tax value of tax losses eligible for carry-over, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.

### **Liabilities**

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

## Profit and loss account 3 February - 31 December

---

All amounts in DKK

<u>Note</u>	<u>3/2 - 31/12 2017</u>
<b>Gross loss</b>	<b>-18.950</b>
<b>Operating profit</b>	<b>-18.950</b>
Income from equity investments in group enterprises	-15.863
Other financial costs	-1.127.855
<b>Results before tax</b>	<b>-1.162.668</b>
1 Tax on ordinary results	252.297
<b>Results for the year</b>	<b>-910.371</b>
 <b>Proposed distribution of the results:</b>	
Allocated from results brought forward	-910.371
<b>Distribution in total</b>	<b>-910.371</b>

## Balance sheet 31 December

---

All amounts in DKK

<b>Assets</b>	<b>31/12 2017</b>
<u>Note</u>	
<b>Fixed assets</b>	
2 Equity investments in group enterprises	15.034.137
Financial fixed assets in total	<u>15.034.137</u>
<b>Fixed assets in total</b>	<b><u>15.034.137</u></b>
<b>Current assets</b>	
Amounts owed by group enterprises	183.171.209
3 Deferred tax assets	252.170
Other debtors	<u>4.767.735</u>
Debtors in total	<u>188.191.114</u>
Available funds	<u>415.463</u>
<b>Current assets in total</b>	<b><u>188.606.577</u></b>
<b>Assets in total</b>	<b><u>203.640.714</u></b>

## Balance sheet 31 December

---

All amounts in DKK

<b>Equity and liabilities</b>	<b>31/12 2017</b>
<u>Note</u>	
<b>Equity</b>	
4 Contributed capital	100.000
6 Results brought forward	14.039.629
<b>Equity in total</b>	<b>14.139.629</b>
<b>Liabilities</b>	
Debt to group enterprises	422.159
Long-term liabilities in total	422.159
Bank debts	3.975
Other debts	189.074.951
Short-term liabilities in total	189.078.926
<b>Liabilities in total</b>	<b>189.501.085</b>
<b>Equity and liabilities in total</b>	<b>203.640.714</b>

### 7 Securities



## Notes

All amounts in DKK

	<u>3/2 - 31/12 2017</u>
<b>1. Tax on ordinary results</b>	
Tax of the results for the year, parent company	-127
Adjustment for the year of deferred tax	-252.170
	<u><b>-252.297</b></u>

	<u>31/12 2017</u>
<b>2. Equity investments in group enterprises</b>	
Acquisition sum, opening balance 3 February 2017	15.050.000
<b>Cost 31 December 2017</b>	<u><b>15.050.000</b></u>
Revaluations, opening balance 3 February 2017	0
Results for the year before goodwill amortisation	-15.863
<b>Revaluation 31 December 2017</b>	<u><b>-15.863</b></u>
<b>Book value 31 December 2017</b>	<u><b>15.034.137</b></u>

### The financial highlights for the enterprises according to the latest approved annual reports

	Share of ownership	Equity	Results for the year	Book value at Niels Juels Gade 9-13 Holding ApS
Niels Juels Gade 9-13 ApS, København	100 %	15.034.137	-15.863	15.034.137

	<u>31/12 2017</u>
<b>3. Deferred tax assets</b>	
Deferred tax assets 3 February 2017	0
Deferred tax of the year	252.170
	<u><b>252.170</b></u>
The following items are subject to deferred tax:	
Losses brought forward from previous years	252.170
	<u><b>252.170</b></u>

## Notes

---

All amounts in DKK

	<u>31/12 2017</u>
<b>4. Contributed capital</b>	
Contributed capital 3 February 2017	100.000
	<u>100.000</u>
<b>5. Share premium account</b>	
Share premium account 3 February 2017	14.950.000
Transferred to results brought forward	<u>-14.950.000</u>
	<u>0</u>
<b>6. Results brought forward</b>	
Results brought forward 3 February 2017	0
Profit or loss for the year brought forward	-910.371
Transferred from share premium	<u>14.950.000</u>
	<u>14.039.629</u>
<b>7. Securities</b>	

As security for debts, DKK 189.059.951, security has been granted on the deposits of a blocked account in Handelsbanken with a deposit of DKK 40.000 at 31 December 2017. Also a security has been granted on the equity investment in Niels Juels Gade 9-13 ApS with a book value of DKK 15.034.137 at 31 December 2017.

A guarantee undertaking has been given for an amount equal to interest on the bonds for the first eighteen months after the issue date, guaranteeing any loss of the bondholders emanating from the company's inability to fulfil its obligations.