

# **GUTBURG IMMOBILIEN S.A.**

**CONSOLIDATED FINANCIAL STATEMENTS  
AS AT  
DECEMBER 31, 2017**

**GUTBURG IMMOBILIEN S.A.****Consolidated financial statements as at December 31, 2017****Content**

Board of directors' report	3-5
Report of the Réviseur d'Entreprises agréé	6-8
Consolidated statement of financial position	9-10
Consolidated statement of comprehensive income	11
Consolidated statement of changes in equity	12
Consolidated statement of cash flows	13
Notes to the consolidated financial statements as at December 31, 2017	14-42

## **GUTBURG IMMOBILIEN S.A.**

**Consolidated financial statements as at December 31, 2017**

### **BOARD OF DIRECTORS' REPORT**

The board of directors' report accompanies the information in the consolidated financial statements, prepared in accordance with IFRS adopted by the European Union and illustrates and explains the main aspects of the Group's economic and financial situation.

#### **Overview**

The Group's purpose is to directly or indirectly take ownership in participating interests in any enterprise in whatever form to administrate, manage, control or develop these ownerships and participating interests.

During the year 2017, the entities, in which the Group has participating interests, continued their strategy to renovate and lease the apartments and to enhance the attractiveness of the buildings and outdoor space to support the overall leasing activities.

During the financial year 2017, the Group generated rental and operating income of EUR 36,449 thousands. The Group's consolidated profit for the financial year ended at December 31, 2017 is EUR 22,626 thousands.

For management purposes, other important measurements are the adjusted equity ratio and the adjusted profit. The adjusted equity ratio is outlined in Note 4.2 of the consolidated financial statements.

The adjusted equity ratio adds to equity the deferred income tax liabilities, the accounting value of the subordinated instrument and adjusts for the fair value of derivative financial instruments.

- The deferred income tax liabilities on subordinated instrument are added back to equity as there is no situation which would lead to an actual tax payment. The deferred income tax liabilities on the fair value of investment properties would only lead to actual tax payments if a potential disposal was to be structured as an asset sale which is not of the intention of the management.
- The accounting value of the subordinated instrument is added because it represents subordinated capital.
- The adjustment for the fair value of the derivative financial instruments is made, because such instruments are entered into for hedging purposes and any gain or loss will revert to zero towards the maturity of the instrument. The management intends to hold these derivative financial instruments to maturity.

**GUTBURG IMMOBILIEN S.A.****Consolidated financial statements as at December 31, 2017**

The adjusted equity ratio at December 31, 2017 and at December 31, 2016 was as follows:

	As at December 31,	
	2017	2016
	€'000	
Total equity	177,642	155,016
Subordinated instrument	1,797	1,595
Deferred income tax liabilities	43,681	40,450
Derivative financial instrument	3,883	5,735
<b>Adjusted equity</b>	<b>227,003</b>	<b>202,796</b>
 Total assets	 415,997	 406,863
<b>Adjusted equity ratio</b>	<b>54,57%</b>	<b>49,84%</b>

The adjusted profit shows an operating result after interest and taxes, but before value adjustments from investment properties and derivative financial instruments, before refurbishments and investments and before deferred income tax expenses.

- The refurbishments and investments included under property operating expenses in the consolidated financial statements are mainly renovations of apartments in connection with new leasing activities.
- The value adjustments from investment properties and derivative financial instruments are excluded, because the value changes are – at least in the short term – determined by external market forces and not under control of the management.
- The deferred income tax expenses are excluded due to the same reasons as explained in the paragraph above.

The adjusted profit for the years 2017 and 2016 was as follows:

	For the year ended December 31,	
	2017	2016
	€'000	
Profit for the year	22,626	48,101
Net unrealized gain from change in fair value of investment properties	(11,000)	(49,995)
Net unrealized loss / (gain) from change in fair value of derivative financial instruments	(1,852)	273
Deferred income tax expenses	3,231	9,179
Expenses for refurbishments and investments	365	609
<b>Adjusted profit for the year</b>	<b>13,370</b>	<b>8,167</b>

## **GUTBURG IMMOBILIEN S.A.**

**Consolidated financial statements as at December 31, 2017**

### **Future development outlook**

Going forward, the Group continues to build on its solid and stable cash flows to further develop its operational activities. Management intends to further grow net rental income through the re-letting of cancellations, the reduction of existing vacancies and selective rental increases. A continuous refurbishment and investment program on investment properties is applied to attract high quality tenants and to further increase the values of existing assets.

### **Activities in the field of research and development**

During the year under review, the Group did not have any activity in the field of research and development.

### **Own shares**

During the period under review, none of the Group's entities owned, directly or indirectly, any shares of Gutburg Immobilien S.A..

### **References to the notes of the consolidated financial statements**

Information about the interest rate swaps can be found in note 12 'Derivative financial instruments'. The risk management and hedging is outlined in note 4 'Financial risk management'. Risks such as price risk, interest rate risk, credit risk, liquidity risk and foreign exchange risk are described in note 4.1 'Financial risk factors'.

### **Other events occurred during the year**

- The Group's investment property increased during the year to EUR 407,093 thousands (2016: EUR 390,931 thousands).
- The Swiss Franc has decreased during the year and as a result an exchange gain of EUR 4,556 thousands (2016: exchange loss of EUR 768 thousands) was recorded.

Luxembourg, on the April 19, 2018



**Refael Zamir**

**Director**



**Nico Hansen**

**Director**



## **Audit report**

To the Shareholders of  
**Gutburg Immobilien S.A.**

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## **Report on the audit of the consolidated financial statements**

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### *Our opinion*

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of Gutburg Immobilien S.A. (the “Company”) and its subsidiaries (the “Group”) as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

### *What we have audited*

The Group’s consolidated financial statements comprise:

- the consolidated statement of financial position as at 31 December 2017;
- the consolidated statement of income and comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

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### *Basis for opinion*

We conducted our audit in accordance with the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the “Commission de Surveillance du Secteur Financier” (CSSF). Our responsibilities under those Law and standards are further described in the “Responsibilities of the “Réviseur d’entreprises agréé” for the audit of the consolidated financial statements” section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the consolidated financial statements. We have fulfilled our other ethical responsibilities under those ethical requirements.



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#### *Other information*

The Board of Directors is responsible for the other information. The other information comprises the information stated in the consolidated Management report but does not include the consolidated financial statements and our audit report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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#### *Responsibilities of the Board of Directors for the consolidated financial statements*

The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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#### *Responsibilities of the "Réviseur d'entreprises agréé" for the audit of the consolidated financial statements*

The objectives of our audit are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit 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 the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF 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 consolidated financial statements.

As part of an audit in accordance with the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated 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 internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;
- conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting 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 ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the consolidated 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 audit report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities and 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## **Report on other legal and regulatory requirements**

The consolidated Management report is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

PricewaterhouseCoopers, Société coopérative  
Represented by

Luxembourg, 19 April 2018

Marie-Elisa Roussel



**GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

		As at December 31,	
	Note	2017	2016
		€'000	
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment property	6	407,093	390,931
<b>Total non-current assets</b>		<b>407,093</b>	<b>390,931</b>
<b>Current assets</b>			
Trade and other receivables	7	3,580	2,653
Cash and cash equivalents		5,324	13,279
<b>Total current assets</b>		<b>8,904</b>	<b>15,932</b>
<b>TOTAL ASSETS</b>		<b>415,997</b>	<b>406,863</b>

The notes on pages 14 to 42 are an integral part of these consolidated financial statements.

**GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)**

		As at December 31,	
	Note	2017	2016
		€'000	
<b>EQUITY</b>			
<b>Equity attributable to equity holders of the Company</b>			
Share capital	9	5,437	5,437
Share premium and other reserves	9	(9,194)	(9,194)
Retained earnings		174,780	153,308
<b>Total equity attributable to equity holders of the Company</b>		<b>171,023</b>	<b>149,551</b>
Non-controlling interest		6,619	5,465
<b>TOTAL EQUITY</b>		<b>177,642</b>	<b>155,016</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Subordinated instrument	10	1,797	1,595
Loans and borrowings	11	134,888	146,557
Straight bond	11	-	50,870
Deferred tax liabilities	13	43,681	40,450
Derivative financial instruments	12	3,883	5,735
<b>Total non-current liabilities</b>		<b>184,249</b>	<b>245,207</b>
<b>Current liabilities</b>			
Straight bond	11	46,853	-
Current portion of long term loans	11	637	940
Trade and other payables	8	5,540	4,449
Provisions and other liabilities		1,076	1,175
Current income tax liabilities		-	76
<b>Total current liabilities</b>		<b>54,106</b>	<b>6,640</b>
<b>TOTAL LIABILITIES</b>		<b>238,355</b>	<b>251,847</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>415,997</b>	<b>406,863</b>

The Board of Directors of Gutburg Immobilien S.A. authorized these consolidated financial statements to be issued on April 19, 2018



Refael Zamir  
Director



Nico Hansen  
Director

The notes on pages 14 to 42 are an integral part of these consolidated financial statements.

**GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017****CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

	Note	For the year ended December 31,	
		2017	2016
		€'000	
<b>Revenue</b>	14	36,449	36,020
Unrealised gain on Investment Properties	6	11,000	49,995
Property operating expenses	15	(17,159)	(16,925)
Administrative and other expenses	16	(474)	(529)
<b>Operating profit</b>		<b>29,816</b>	<b>68,561</b>
Finance expenses	17a	(7,182)	(7,585)
Other financial results	17b	4,618	(1,989)
<b>Net Finance expenses</b>		<b>(2,564)</b>	<b>(9,574)</b>
<b>Profit before tax</b>		<b>27,252</b>	<b>58,987</b>
Current tax expenses	13	(1,395)	(1,707)
Deferred tax expenses	13	(3,231)	(9,179)
<b>Tax and deferred tax expenses</b>		<b>(4,626)</b>	<b>(10,886)</b>
<b>Profit for the year</b>		<b>22,626</b>	<b>48,101</b>
Other comprehensive income for the year		---	---
<b>Total comprehensive income for the year</b>		<b>22,626</b>	<b>48,101</b>
<b>Attributable to:</b>			
Equity holders of the Company		<b>21,472</b>	<b>45,648</b>
Non-controlling interest		<b>1,154</b>	<b>2,453</b>
		<b>22,626</b>	<b>48,101</b>

The notes on pages 14 to 42 are an integral part of these consolidated financial statements

**GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	Share capital	Share premium and other reserves	Retained earnings	Total equity attributable to equity holders	Non-controlling interest	Total equity
	€'000					
Balance as at January 1, 2016	5,437	(9,194)	107,660	103,903	3,012	106,915
Profit for the year	---	---	45,648	45,648	2,453	48,101
Total comprehensive income for the year	---	---	45,648	45,648	2,453	48,101
Balance as at December 31, 2016	5,437	(9,194)	153,308	149,551	5,465	155,016
Balance as at January 1, 2017	5,437	(9,194)	153,308	149,551	5,465	155,016
Profit for the year	---	---	21,472	21,472	1,154	22,626
Total comprehensive income for the year	---	---	21,472	21,472	1,154	22,626
Balance as at December 31, 2017	5,437	(9,194)	174,780	171,023	6,619	177,642

The notes on pages 14 to 42 are an integral part of these consolidated financial statements.

**GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

**CONSOLIDATED STATEMENT OF CASH FLOWS**

	For the year ended December 31,	
	2017	2016
	€'000	
<b>Cash flows from operating activities</b>		
Profit for the year	22,626	48,101
<u>Adjustments:</u>		
Unrealised Gain on Investment Properties	(11,000)	(49,995)
Net finance expenses	2,564	9,574
Tax and deferred tax expenses	4,626	10,886
	18,816	18,566
<u>Changes in working capital:</u>		
Trade and other receivables	(762)	(922)
Trade and other payables	1,091	2,750
	19,145	20,394
Tax paid	(1,636)	(1,847)
<b>Cash flows from operating activities</b>	<b>17,509</b>	<b>18,547</b>
<b>Cash flows from investing activities</b>		
Capitalized expenditures	(5,162)	(1,486)
<b>Cash flows from investing activities</b>	<b>(5,162)</b>	<b>(1,486)</b>
<b>Cash flows from financing activities</b>		
Repayments of loan and borrowings, net	(13,071)	(5,519)
Net finance expenses paid	(7,179)	(7,579)
<b>Cash flows used by financing activities</b>	<b>(20,250)</b>	<b>(13,098)</b>
<b>Net increase in cash and cash equivalents</b>	<b>(7,903)</b>	<b>3,963</b>
Cash and cash equivalents at beginning of year	13,279	9,324
Exchange losses on cash and cash equivalents	(52)	(8)
<b>Cash and cash equivalents at end of year</b>	<b>5,324</b>	<b>13,279</b>

The notes on pages 14 to 42 are an integral part of these consolidated financial statements.

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

##### **1. GENERAL INFORMATION**

Gutburg Immobilien S.A. (hereafter the “Company”) was incorporated on May 30, 2013. Its registered office is established in Grand-Duchy of Luxembourg at the following address: 681, rue de Neudorf, L-2220 Luxembourg.

The Company and its subsidiaries (hereafter the “Group”) hold a portfolio of residential investment properties in Germany.

In July 2015, 100% of the Company’s shares and nPECs were purchased by Gutburg Holding Limited (hereafter the “Parent Company”).

The consolidated financial statements of the Group as at and for the year ended December 31, 2017 have been approved for issue by the Board of Managers on April 19, 2018.

##### **2. ADOPTION OF NEW AND REVISED STANDARDS**

###### **2.1 Amendments to IFRS that are endorsed by the EU and are mandatorily effective for the current year**

The following standards and amendments have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2017:

###### **Amendments to IAS 7 Disclosure Initiative**

The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior period. Apart from the additional disclosure, the application of these amendments has had no impact on the Group’s consolidated financial statements.

###### **Amendments to IAS 12 Recognition of Deferred Tax Assets for Unrealized Losses**

The amendments clarify how an entity should evaluate whether there will be sufficient future taxable profits against which it can utilize a deductible temporary difference.

The application of these amendments has had no impact on the Group’s consolidated financial statements as the Group already assesses the sufficiency of future taxable profits in a way that is consistent with these amendments.

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

##### **2.2 New, revised IFRS that are in issue and endorsed by the EU but not yet effective for the current year**

###### **IFRS 9 - Financial Instruments**

IFRS 9 introduces new requirements for (i) the classification and measurement of financial assets and financial liabilities (ii) general hedge accounting and (iii) impairment requirements for financial assets.

Key requirements of IFRS 9 which are relevant for the Group:

- All recognized financial assets that are within the scope of IAS 39 are now required to be subsequently measured at amortized cost or fair value. Specifically, debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at fair value through other comprehensive income (FVTOCI). All other debt instruments and equity investments are measured at FVTPL at the end of subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election, at initial recognition, to measure an equity investment (that is not held for trading) at FVTOCI, with only dividend income generally recognized in profit or loss. The Group's management estimates that the initial application of IFRS 9 will have no impact on the Group's classification and measurement categories of its financial assets.
- In respect of financial liabilities, all IAS 39 requirements have been carried forward to IFRS 9. The only change introduced by IFRS 9 in respect of financial liabilities is that for those designated at FVTPL, fair value changes attributable to own credit risk are presented in other comprehensive income (OCI), unless doing so would introduce an accounting mismatch. The Group's management estimates that the initial application of IFRS 9 will have no impact on the Group's classification and measurement of its financial liabilities.
- In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

necessary for a credit event to have occurred before credit losses are recognized.

As of December 31, 2017 the Group's financial assets that are in scope for the Expected Credit Loss impairment model according to IFRS 9 are cash and cash equivalents, trade receivables and other financial assets. The potential impact of estimated exposure for credit risk and expected credit loss is expected to be not material.

- In respect of hedge accounting, the new requirements will align more closely with an entity's risk management policies, with generally more qualifying hedging instruments and hedged items. As at the reporting date, the Group does not apply hedge accounting.

Additional disclosures including any significant judgement and estimation made will also be made with respect of these financial assets.

The Group will apply IFRS 9 initially on January 1 2018, retrospectively with no restatement of comparative information. Any difference between previous carrying amounts and those determined under IFRS 9 at the date of initial application will be included in opening retained earnings.

#### **IFRS 15 - *Revenue from Contracts with Customers***

IFRS 15 specifies how and when revenue is recognized as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard provides a single, principles based five-step model to be applied to all contracts with customers.

- Rental and operating income

Lease contract are scoped out of IFRS 15, and are accounted for under IAS 17 (from 2019: IFRS 16), and therefore the application of the new standard does not have any impact in terms of amounts on the recognition of rental income.

Any other components of contract which are not lease components should be accounted for under IFRS 15, except for property tax and building insurance which will be accounted for under IFRS 16 from 2019.

The Group's assessment indicates that the application of IFRS 15 will not change the timing and amounts in which revenue is currently recognized and therefore there is no impact expected on the retained earnings or any other items in the consolidated financial statements as at January 1, 2018, and therefore there is no need select a transitional approach.



## **GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

#### **IFRS 16 - Leases**

IFRS 16 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items.

In addition, the nature of expenses related to those leases will now change as IFRS 16 replaces the straight-line operating lease expense with a depreciation charge for the right-of-use assets and interest expenses on lease liabilities.

Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases.

No significant impact is expected for the Group's finance leases.

The Group plans to apply IFRS 16 initially on January 1 2019.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

The Group has considered the above new standards, interpretations and amendments to published standards and will continue to evaluate the impact on the Group's consolidated financial statements. At this time, the impact of the above publications is not expected to be material to the Group's consolidated financial statements.

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies used in the preparation of these consolidated financial statements are as follows:

#### **3.1 Basis of preparation**

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS) and interpretations issued by IFRS Interpretations Committee (IFRIC).

The consolidated financial statements of the Group have been prepared on a going concern basis. As of the reporting date, the Group's current liabilities exceed its current assets due to the scheduled repayment of its Swiss Franc 55 million straight bond in July 2018. The Parent Company will provide the Group with adequate financial support, either in the form of a contribution, a loan or any other form of support, so as to ensure its business continuity.

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

The consolidated financial statements of the Group are applying the historical cost convention, except for the measurement of investment property and derivative financial instruments that have been measured at fair value.

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

#### **3.2 Statement of comprehensive income**

The Group has elected to present a single statement of comprehensive income and presents its income and expenses by nature.

#### **3.3 Cash flows statement**

The Group reports cash flows from operating activities using the indirect method. Interest received is presented within investing cash flows; interest paid is presented within financing cash flows. The acquisitions of investment properties are disclosed as cash flows from investing activities because this most appropriately reflects the Group's business activities.

#### **3.4 Consolidation**

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

For acquisitions of subsidiaries not meeting the definition of a business, the Group allocates the cost between the individual identifiable assets and liabilities in the Group based on their relative fair values at the date of acquisition. Such transactions or events do not give rise to goodwill.

The consolidated financial statements include the accounts of the Company and its subsidiaries. All the Group companies have 31 December as their year end. Consolidated financial statements are prepared using uniform accounting policies for like transactions.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated when necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

##### **3.5 Operating segments**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is the person or group that allocates resources to and assesses the performance of the operating segments of an entity. The Group has determined that its chief operating decisions-maker is the Management of the Group.

The Group holds properties located in Germany and rents out flats, parking spaces, basements and utility rooms. The rental units are mainly private tenancies. The Group manages its portfolio as only one segment as the investment properties are very homogeneous and all located in Germany. Therefore no information on sub-segments is presented in the consolidated financial statements.

##### **3.6 Investment property**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

After initial recognition, investment property is carried at fair value. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow projections.

Valuations are performed as of the financial position date by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations are performed annually and form the basis for the carrying amounts in the consolidated financial statements.

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of the current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

All repairs and maintenance costs are expensed to the consolidated statement of comprehensive income during the financial period in which they are incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

The fair value of investment property does not reflect future capital expenditure that will improve or enhance the property and does not reflect the related future benefits from this future expenditure other than those a rational market participant would take into account when determining the value of the property.

Changes in fair values are recorded in the consolidated statement of comprehensive income. Investment property is derecognised when it has been disposed.

Where the Group disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in the consolidated statement of comprehensive income as Unrealised gain on Investment Properties.

#### **3.7 Trade and other receivables**

Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the receivable is impaired.

The amount of the provision for impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of impairment is recognised in the consolidated statement of comprehensive income.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the reversal of the previously recognised impairment loss is recognised in the statement of comprehensive income.

#### **3.8 Cash and cash equivalents**

Cash and cash equivalents include cash in hand and deposits held on demand with banks.

#### **3.9 Share capital**

Shares are classified as equity when there is no contractual obligation to transfer cash or other assets.

## **GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

#### **3.10 Trade and other payables**

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. These accounts comprise operating expenses payable and professional fees payable.

#### **3.11 Borrowings and subordinated instrument**

Borrowings and subordinated instrument are recognised initially at fair value, net of transaction costs incurred. They are subsequently stated at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised as finance expenses in the consolidated statement of comprehensive income over the financial period of the borrowings using the effective interest method. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Borrowings and subordinated instrument are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the consolidated balance sheet date.

Interest expense related to the borrowings is reported as finance expenses in the consolidated statement of comprehensive income.

#### **3.12 Current and deferred income tax**

The tax expense for the year comprises current and deferred income tax, property tax and net wealth tax. Income tax is recognised in the consolidated statement of comprehensive income, except to the extent that it relates to items recognised directly in Other Comprehensive Income (OCI) or equity – in which case, the tax is also recognised in OCI or equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the consolidated balance sheet date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation, and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the consolidated balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that the future taxable profit will be available against which the temporary differences can be utilised.

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

A deferred tax asset is recognised for the carry-forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

The carrying value of the Group's investment property is assumed to be realised by sale at the end of use. The capital gains tax rate applied is that which would apply on a direct sale of the property recorded in the consolidated balance sheet regardless of whether the Group would structure the sale via the disposal of the subsidiary holding the asset, to which a different tax rate may apply. The deferred tax is then calculated based on the respective temporary differences and tax consequences arising from recovery through sale.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### **3.13 Leases**

Properties leased out under operating leases are included in investment properties in the consolidated statement of financial position (see Note 6). See Note 3.14 for the recognition of rental income.

#### **3.14 Revenue recognition**

Revenue includes rental income, and income from direct property expense recoverable from tenants.

Rental income from operating leases is recognised on a straight-line basis over the lease term.

The Group does not provide any incentives to its tenants.

#### **3.15 Net finance expenses**

Finance income comprises interest income on funds invested. Finance expenses comprise interest expense on loans and borrowings and bond.

"Other financial results" comprise changes in the time value of liabilities, exchange rate differences, profit or losses on derivative financial instruments, loan arrangement fees and other one-time payments.

Net finance expenses are recognised in the consolidated statement of comprehensive income as they accrue using the effective interest method.

## **GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

#### **3.16 Other expenses**

Administrative expenses include professional fees, advertising and office expenses. They are recognised in the consolidated statement of comprehensive income in the period in which they are incurred on an accrual basis.

Property operating expenses recoverable from tenants or borne by the Group include maintenance and repair costs, utilities, property management fees and other expenses directly associated with the investment properties. They are recognised in the consolidated statement of comprehensive income on an accrual basis in the period in which they are incurred or for property management fees when the services are rendered.

#### **3.17 Derivative financial instruments**

Derivative financial assets and liabilities are classified as financial assets or liabilities at fair value through profit or loss (held for trading). Derivative financial assets and liabilities comprise mainly interest rate swaps for hedging purposes (economic hedge).

The Group does not apply hedge accounting in accordance with IAS 39. Recognition of the derivative financial instruments takes place when the economic hedging contracts are entered into. They are measured initially and subsequently at fair value; transaction costs are included directly in finance expenses. Gains or losses on derivatives are recognised in the statement of comprehensive income in other financial results. Interest income and expense on derivative financial assets are included in the statement of comprehensive income in net finance expenses.

#### **3.18 Foreign currency translation**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (hereafter the "functional currency"). The Group's functional currency and presentation currency is the Euro (hereafter "EUR"). The functional currency of the subsidiaries of the Group is EUR.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income for the year.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented net in the consolidated statement of comprehensive income within other financial results. All other foreign exchange gains and losses are presented net in the consolidated statement of comprehensive income.

## GUTBURG IMMOBILIEN S.A.

### Consolidated financial statements as at December 31, 2017

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017

#### 4. FINANCIAL RISK MANAGEMENT

##### 4.1 Financial risk factors

The Group's activities expose it to a variety of financial risks including market risk (interest rate risk, foreign exchange risk and price risk), credit risk and liquidity risk. The exposure to these risks and the Group's management of them are set out below.

##### *Market risk*

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group's market risks arise from interest-bearing assets and liabilities, to the extent that these are exposed to general and specific market movements. Management sets limits on the exposure to interest rate risk that may be accepted (see details below).

##### *Foreign exchange risk*

Since 2013, the Group is exposed to foreign exchange risk, primarily with respect to the Swiss franc. Foreign exchange risk arises in respect of those recognised monetary financial assets and liabilities that are not in the functional currency of the respective Group entity. The Group has financial liabilities and cash and cash equivalents in Swiss francs. The table below summarises the Group's exposure to foreign currency risk at December 31, 2017 and at December 31, 2016.

	As at December 31,			
	2017	2016	2017	2016
	CHF '000	CHF '000	€'000	€'000
Cash and cash equivalents	233	254	199	237
<b>Financial assets</b>	<b>233</b>	<b>254</b>	<b>199</b>	<b>237</b>
Straight bond (*)	56,260	56,260	48,077	52,476
<b>Financial liabilities</b>	<b>56,260</b>	<b>56,260</b>	<b>48,077</b>	<b>52,476</b>

(\*) Including interest payable and excluding transactions costs.

No other assets or liabilities were denominated in any other currency than EUR at December 31, 2017 and at December 31, 2016.

The Group manages foreign currency risk on a group basis and may enter into currency risk reducing transactions.

The following paragraph presents sensitivities of profit and loss to reasonably possible changes in exchange rates applied at the financial position date, with all other variables held constant.

At December 31, 2017, if the Swiss franc had weakened (strengthened) by 1%, profit (loss) before income tax would have been higher (lower) by EUR 474 thousand (EUR 484 thousands).



## **GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

#### ***Price risk***

The Group has no significant exposure to price risk as it does not hold any equity securities or commodities.

The Group is exposed to price risk other than in respect of financial instruments, such as property price risk including property rentals risk (see note 5).

#### ***Cash flow and fair value interest rate risk***

As the Group has no significant interest-bearing assets at December 31, 2017 and at December 31, 2016, the Group's income and operating cash flows are substantially independent of changes in market interest rates.

Trade and other receivables as well as trade payables are interest free and with a term of less than one year, so it is assumed that there is limited interest rate risk associated with these financial assets and liabilities.

The Group's interest rate risk used to arise from borrowings (see note 11). The senior loans issued at variable rates expose the Group to cash flow interest rate risk. The Group manages this risk by assessing the interest rate environment and using interest rate swaps. Such interest rate derivatives have the economic effect of exchanging floating rates for fixed rates. At December 31, 2017 and December 31, 2016, after taking into account the effect of interest rate swaps, nearly 100% of the senior loans with variable rates are at a fixed rate.

The senior loan issued at fixed rates as well as the straight bond expose the Group to fair value interest rate risk (see note 11).

#### ***Credit risk***

Credit risk arises from the Group's contracts with tenants and banks and their possible failure to pay rent or advance loans.

At December 31, 2017, the Group holds properties located in Germany including flats, parking spaces, basements and utility rooms. The rental units are mainly private tenancies.

The Group is managing the credit risk in limiting the amount of rental credit exposure from any single source. The Group has policies in place to ensure that services are made to customers with an appropriate credit history and the Group monitors the aging profile of its accounts receivables on a continuous basis. The Group writes off specific collection losses and establishes a general allowance for impairment in respect of receivables once it has no longer expectation for such collection. The significant number of rented flats implies a very low concentration of credit risk.

Loan and finance transactions are only transacted with high credit quality financial institutions.

**GUTBURG IMMOBILIEN S.A.****Consolidated financial statements as at December 31, 2017****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

The Group's maximum exposure to credit risk by class of financial asset other than derivatives is as follows:

	As at December 31,	
	2017	2016
	€'000	
Cash and cash equivalents	5,324	13,279
Trade and other receivables	3,580	2,653

The fair value of the cash and cash equivalents, trade and other receivables as at December 31, 2017 and as at December 31, 2016 approximates their carrying values.

The major banks involved in the Group's operations are only high credit quality and reputable financial institutions.

No credit limits were exceeded during the years presented, and management does not expect any losses from non-performance of these counterparties.

***Liquidity risk***

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities. The Group's liquidity risk management ensures that it meets its obligations as they fall due.

The Group's liquidity position is monitored on a monthly basis by management and is reviewed quarterly by the Board of Directors. The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period between the balance sheet and the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

The following are the remaining contractual maturities at the end of the reporting period and at the end of 2017 of financial liabilities, including estimated interest payments, the impact of derivatives and excluding the impact of netting agreements:

**GUTBURG IMMOBILIEN S.A.****Consolidated financial statements as at December 31, 2017****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

As at December 31, 2017 is as follows:

	Carrying amount	Total	Less than 1 year	After 1 year and within 5 years	After more than 5 years
			€'000		
Subordinated instrument	1,797	41,106	---	---	41,106
Loans and borrowings	135,525	150,814	5,679	145,135	---
Straight bond	47,929	49,233	49,233	---	---
Trade and other payables	5,540	5,540	5,540	---	---
<b>Total:</b>	<b>190,791</b>	<b>246,693</b>	<b>60,452</b>	<b>145,135</b>	<b>41,106</b>

As at December 31, 2016 is as follows:

	Carrying amount	Total	Less than 1 year	After 1 year and within 5 years	After more than 5 years
			€'000		
Subordinated instrument	1,595	41,106	---	---	41,106
Loans and borrowings	147,497	167,233	5,417	142,781	19,035
Straight bond	52,045	56,175	2,437	53,738	---
Trade and other payables	4,449	4,449	4,449	---	---
<b>Total:</b>	<b>205,586</b>	<b>268,963</b>	<b>12,303</b>	<b>196,519</b>	<b>60,141</b>

## **GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

#### **4.2 Capital risk management**

During 2017, the Group's strategy was to focus on deleveraging and to maintain the adjusted equity ratio above 25%.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of an adjusted equity ratio. This ratio is calculated as adjusted equity divided by total assets. Adjusted equity is calculated as total equity (as shown in the consolidated statement of financial position) plus subordinated instrument, plus derivative financial instruments and net deferred income taxes liabilities.

Deferred income tax liabilities on investment property are included in the adjusted equity calculation, because in a share deal the deferred income tax liability would not materialise. Deferred income tax liabilities on subordinated instrument are included in the adjusted equity calculation, because while these deferred taxes represent a difference between the instrument tax basis and carrying value as per the consolidated balance sheet, they will never lead to any actual tax payments or tax benefits but will reverse over time. Derivative financial instruments are included in adjusted equity, because such instruments are used to reduce the interest rate risk of the portfolio. Any positive or negative market value would reverse upon the maturity of the instrument.

The adjusted equity ratios at December 31, 2017 and December 31, 2016 are as follows:

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
Total equity	177,642	155,016
Subordinated instrument	1,797	1,595
Deferred income tax liabilities	43,681	40,450
Derivative financial instruments	3,883	5,735
<b>Adjusted equity</b>	<b>227,003</b>	<b>202,796</b>
Total assets	415,997	406,863
<b>Adjusted equity ratio</b>	<b>54.57%</b>	<b>49.84%</b>

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

##### **4.3 Fair value estimation**

The level in the fair value hierarchy within which the fair value measurement is categorised is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose significance of the inputs is assessed against the fair value measurement in its entirety. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs or any other significant unobservable inputs, that measurement is a Level 3 measurement.

Disclosure of fair value measurements by level is according to the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2);
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The Group's financial assets and liabilities that are measured at fair value as at December 31, 2017 are classified as follows:

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
		€'000	
Derivative financial liabilities	---	3,883	---

The Group's financial assets and liabilities that are measured at fair value as at December 31, 2016 are classified as follows:

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
		€'000	
Derivative financial liabilities	---	5,735	---

The fair value of the derivative financial instruments is calculated using the discounted cash flow method based on observable yield curves.

The carrying values of trade receivables less impairment provision, other receivables and trade and other payables are assumed to approximate their fair values (Level 2).

For the fair value of the subordinated instrument (level 3), see note 10.

For the fair value of the straight bond (level 1), loans and borrowings (level 2), see note 11.

For the fair value of the investment properties (level3), see note 5 and 6.

There were no transfers between the levels for the years ended 31 December 2017 and 31 December 2016.

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

##### **5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

Estimates and judgements are continually evaluated and are based on historical experience as adjusted for market conditions and other factors.

Management makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, rarely equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

##### **Principal assumptions underlying management's estimation of fair value of investment properties**

The carrying values of the investment properties was EUR 407,093 thousand as at December 31, 2017 (EUR 390,931 thousand as at December 31, 2016). Movements in investment properties are further detailed in Note 6.

All investment properties were valued as at December 31, 2017 and December 31, 2016 by an independent professionally qualified valuer who holds a recognised relevant professional qualification and has recent experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates to the highest and best use. The management reviews the valuations performed by the independent valuer for financial reporting purposes. Discussions of valuation processes and results are held between the management and the independent valuer at least once every year.

At each financial year end, Company management:

- verifies all major inputs to the independent valuation report;
- assesses property valuation movements when compared to the prior year valuation report;
- holds discussions with the independent valuer.

The fair market value of investment properties is categorised as level 3 in the fair value measurement hierarchy. The Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There have been no transfers between the hierarchy levels during the year 2017 (none in 2016).

The valuation was determined using discounted cash flow projections based on significant unobservable inputs such as estimates of future cash flows, supported by the terms of any existing lease and other contracts and by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates and exit rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The future rental rates were estimated depending on the actual location, type and quality of the properties, and taking into account market data and projections at the valuation date.

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

The following principle assumptions were used in determining the fair value of investment properties:

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
Market rent (per sqm per month)	EUR 4.10 – EUR 5.75	EUR 4.00 – EUR 5.75
Length of vacant periods	Mainly 3-6 months	Mainly 3-6 months
Discount rates	5.50% - 7.00%	5.75% - 7.00%
Exit Cap rates	4.10% - 7.00%	4.50% - 7.00%

Were the market rentals assumed in the discounted cash flow analysis to increase or decrease by 5% from management's estimates, the carrying amount of investment properties that are valued by the discounted cash flow method (hereafter the "DCF method") would be an estimated EUR 27,810 thousand higher or EUR 28,077 thousand lower.

Would the length of vacant periods increase or decrease by one month from management's estimates, the carrying amount of investment properties that are valued by the DCF method would be an estimated EUR 5,377 thousand lower or EUR 5,574 thousand higher.

Would the discount rate used in the DCF analysis increase or decrease by 0.5%, the carrying amount of investment properties would be an estimated EUR 42,670 thousand lower or EUR 53,888 thousand higher.

#### **6. INVESTMENT PROPERTIES**

Movements during the years ended 2017 and 2016 were as follows:

	<b>For the year ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
Balance as at January 1	<b>390,931</b>	<b>339,450</b>
Unrealised gain on Investment Properties	<b>11,000</b>	<b>49,995</b>
Capital expenditures	<b>5,162</b>	<b>1,486</b>
Balance as at December 31	<b>407,093</b>	<b>390,931</b>

All investment properties have been pledged as collateral on the senior loans (see note 19).

The principal assumptions underlying the management's estimation of fair value are further detailed in note 5.

**GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017****7. TRADE AND OTHER RECEIVABLES**

Trade and other receivables are comprised of the following:

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
Trade receivables on rents	2,351	1,036
Amount due from related party, net	129	—
Recoverable amounts from debtors	1,096	841
Trustee bank accounts	4	776
	<b>3,580</b>	<b>2,653</b>

The following table shows the amounts past due but not impaired:

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
Amounts past due between one and three months	217	75
Amounts past due for more than three months	1,151	690

**8. TRADE AND OTHER PAYABLES**

Trade payables are comprised of the following:

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
Accounts payables	1,512	840
Accrued expenses	617	381
Amounts due to tenants	3,411	3,228
<b>Total</b>	<b>5,540</b>	<b>4,449</b>

Amounts due to tenants are composed primarily of tenants deposits received.



## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

##### **9. SHARE CAPITAL, SHARE PREMIUM AND OTHER RESERVES**

The Company was incorporated on May 30, 2013 with share capital of EUR 124 thousand. On June 14, 2013 and July 8, 2013, the share capital of the Company was increased to EUR 4,810 thousand and to EUR 5,437 thousand and a share premium of EUR 41,712 thousand.

In December 2013, share premium amounting to EUR 40,780 thousand was returned to shareholders in the form of non interest bearing preferred equity certificates (see Note 10 'Subordinated instruments'). As at December 31, 2017, remaining share premium amounts to EUR 932 thousand.

In May 2013, as part of a restructuring, the difference between the fair value of the consideration paid and the related carrying value, representing EUR 10,126 thousand has been recognized in the consolidated statements of changes in equity as a reduction under 'other reserves'.

As at December 31, 2017, the subscribed capital of the Company amounts to EUR 5,437 thousand divided into 271,866 shares with a par value of EUR 20 each. All shares have been subscribed and fully paid up. Each share gives its holder the right to one vote and the right to attend any shareholders' meetings. Dividends are distributed pro-rata of the shares outstanding. There were no dividends declared or paid during the years 2017 or 2016.

Until July 2018, the Board of Directors is authorized to increase the share capital, in one or several times, in cash and/or in kind, for a total amount of EUR 500 thousand by the issue of 25,000 new shares having a par value of EUR 20 each and having the same rights as the existing shares.

As at December 31, 2017, there is no conditional capital, no limitations on the transferability of the shares in the Company, no nominee registrations, no voting-rights or representation restrictions and no convertible bonds or options outstanding.

##### **10. SUBORDINATED INSTRUMENT**

The nPECs are non interest bearing and have a mandatory redemption date on the 30<sup>th</sup> (nPECs issued by the Company) and 49<sup>th</sup> (nPECs issued by Perseus Real Estate Investment S.à r.l.) anniversary date of the issuance. At the option of the Company, nPECs can be redeemed in cash and at par value. The holders of the nPECs are not entitled to any voting rights in respect of the Company by reason of their ownership of the nPECs.

The nPECs are not convertible into common stock or any other stock of the Company.

These nPECs, subject to the conditions as described in the Terms and Conditions, with respect to payment rights, redemption and rights of liquidation, winding up and dissolution, rank prior to all subordinated securities (i.e. all shares of the capital stock of the Company, whether outstanding on the date hereof or issued in the future; provided, however, that subordinated securities do not include the nPECs) but are subordinated to all other present and future obligations of the Company whether secured or unsecured.

## GUTBURG IMMOBILIEN S.A.

### Consolidated financial statements as at December 31, 2017

#### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017

After the date of issuance and as long as any nPEC is outstanding, the Company will not issue any shares of capital stock having, upon or following the liquidation, winding up, dissolution, bankruptcy or insolvency of the Company, any right to payment prior to the payment in full of the par value on each nPEC to the holders.

The table below shows the movements in total number of nPECs and nominal amount for both nPECs issued by Gutburg Immobilien S.A. and Perseus Real Estate Investment S.à r.l.:

	Gutburg Immobilien S.A.			Perseus Real Estate Investment S.à r.l.		
	Number of nPECs	Par value /NPECs (in €)	Total nominal amount of nPECs (in €'000)	Number of nPECs	Par value /NPECs (in€)	Total nominal amount of nPECs (in €'000)
Total outstanding as at 31 December 2015	396,924,360	0.10	39,692	141,368,284	0.01	1,414
Redeemed in 2016	—	—	—	—	—	—
Total outstanding as at 31 December 2016	396,924,360	0.10	39,692	141,368,284	0.01	1,414
Redeemed in 2017	—	—	—	—	—	—
Total outstanding as at 31 December 2017	396,924,360	0.10	39,692	141,368,284	0.01	1,414

The nPECs were initially recognised at fair value. The fair value was estimated by discounting the future contractual cash flows at the market interest rate that would have been available to the Group for similar instruments. The market rate used was 12,7% for the nPECs issued by the Company and 11,0% for the nPECs issued by Perseus Real Estate Investment S.à r. l. The difference between proceeds received and fair value was recognised in equity as a capital contribution. Subsequently, the nPECs were stated at amortised cost with interest expense (finance costs) recognised over the period of the debt using the effective interest method. As at December 31, 2017 the amortised cost value was EUR 1,797 thousand (December 31, 2016: EUR 1,595 thousand).

The fair values (Level 3), estimated by discounting the future contractual cash flows at the market interest rate that would have been available to the Group for similar instruments are as follows:

	As at December 31,	
	2017	2016
	€'000	
Fair value of the subordinated instrument	563	575

The market rate used as at December 31, 2017 was 17.8% (December 31, 2016: 17%)

Would the market rate used increase or decrease by 5%, the fair value of the subordinated instrument would be an estimated EUR 191 thousand lower or EUR 1,745 thousand higher, respectively.

**GUTBURG IMMOBILIEN S.A.****Consolidated financial statements as at December 31, 2017****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017****11. LOANS, BORROWINGS AND STRAIGHT BOND**

As at December 31, 2017 and 2016 borrowings are as follows:

	<i>Maturity</i>	<i>weighted average interest</i>	<b>As at December 31,</b>	
			<b>2017</b>	<b>2016</b>
			<b>€'000</b>	
Bank loans	2020-2022	3.50%	135,525	135,938
Other loans from related parties	2025-2027	2.67%	---	11,559
Straight bond	2018	4.75%	47,929	52,045
<b>Total</b>			<b>183,454</b>	<b>199,542</b>

The fair value of the floating rate loans approximates their carrying values at the dates of the consolidated statement of financial position.

The fair value of the fixed rate bank loan is EUR 46,390 thousand at December 31, 2017 and EUR 46,078 thousand at December 31, 2016.

Based on the closing prices from the Swiss Stock Exchange, the fair value of the bond, with its notional CHF 55,000,000, was 101.81% at December 31, 2017 and 104.10% at December 31, 2016.

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
Fair value of the bond	47,851	53,405

All loans are denominated in Euro. The bond is denominated in CHF.

See note 19 for pledges and guarantees.

**Reconciliation of liabilities arising from financing activities**

	<b>31/12/2016</b>	<b>Cash flows</b>	<b>Non-cash changes</b>			<b>31/12/2017</b>
			<b>Foreign exchange effect</b>	<b>Other (i)</b>	<b>Other changes (ii)</b>	
Subordinated instrument	1,595	---	---	202	---	1,797
Loan and borrowings	147,497	(17,874)	---	247	5,655	135,525
Straight bond	52,045	(2,376)	(4,608)	514	2,354	47,929
Derivative financial instruments	5,735	---	---	(1,852)	---	3,883

(i) Other non-cash changes include the depreciation of transaction costs, unrealized gains on derivatives and other finance cost relates to the time value of the money.

(ii) Other changes include interest accruals.

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

##### **12. DERIVATIVE FINANCIAL INSTRUMENTS**

The derivative financial instruments results during the year amounted to an unrealized gain of EUR 1,852 thousand (2016: unrealized loss of EUR 273 thousand) and recorded as other financial results in the consolidation statement of comprehensive income.

The Group entered into an interest rate swap agreement effective on June 30, 2012 for a notional amount of EUR 10,470 thousand at December 31, 2017 (EUR 10,929 thousand at December 31, 2016) and a maturity of June 30, 2022.

The Group entered into another interest rate swap agreement effective on March 28, 2013 for a notional amount of EUR 83,151 thousand at December 31, 2017 (EUR 83,151 thousand at December 31, 2016) and a maturity of December 31, 2020.

The Group uses interest rate swaps ("hedging instruments") to manage its exposure to interest rate movements on its bank borrowings. All of the Group's derivatives financial instruments are linked to the bank loans maturity (see note 11).

The derivative financial instruments are presented on a fair value basis. The calculation of the fair value is based on discounted cash flows of future anticipated interest payments in place compared with the discounted cash flows of anticipated interest payments at market interest rates based on the hedging instrument agreement at the reporting date.

**GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017****13. CURRENT AND DEFERRED TAX**

	<b>For the year ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
Current income tax expenses	305	643
Property tax and net wealth tax expenses	1,090	1,064
Deferred income tax expenses	3,231	9,179
<b>Total</b>	<b>4,626</b>	<b>10,886</b>

The Company and its subsidiaries are tax payers in Luxembourg and subject to Luxembourg taxation. The applicable tax rate for 2017 was 27.08% (2016: 29.22%). The activity associated with investment properties located in Germany is subject to taxation in Germany. The applicable tax rate for 2017 was 15.825% (2016: the same). Such activity is tax exempt in Luxembourg.

The income tax expense on the Group profit before tax differs from the theoretical amount that would arise using the applicable statutory tax rate as follows:

	<b>For the year ended December, 31</b>	
	<b>2017</b>	<b>(*) 2016</b>
	<b>€'000</b>	
<b>Profit before income tax</b>	<b>27,252</b>	<b>58,987</b>
Statutory tax rate	27.08%	29.22%
<b>Tax computed at the statutory tax rate</b>	<b>7,380</b>	<b>17,236</b>
Effect of different tax rates of subsidiaries operating in other jurisdictions	(3,067)	(7,901)
Property tax and net wealth tax effect	1,090	1,064
Other	(777)	487
<b>Tax and deferred tax expense</b>	<b>4,626</b>	<b>10,886</b>

(\*) reclassified.

**GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

The analysis of deferred tax assets and liabilities is as follows:

	As at December 31,	
	2017	2016
	€'000	
<b>Deferred Tax Asset</b>		
Loss carried forward	1,291	1,132
Loss on derivative financial instruments	614	908
<b>Total</b>	<b>1,905</b>	<b>2,040</b>
<b>Deferred Tax Liability</b>		
Subordinated instrument	11,486	11,545
Fair value of investment properties	34,100	30,945
<b>Total</b>	<b>45,586</b>	<b>42,490</b>
<b>Net Deferred Tax Liability</b>	<b>43,681</b>	<b>40,450</b>

**Unrecognised deferred tax assets**

Deferred income tax assets are recognised for tax losses carried forward only to the extent that realisation of the related tax benefit is probable. In Luxembourg, the Group has accumulated tax losses of EUR 26,184 thousands (2016: EUR 29,890 thousand) to carry forward against future taxable income; these tax losses can be carried forward indefinitely. Deferred tax assets relating to these unused tax losses amounting to EUR 5,781 (2016: EUR 8,734 thousand) have not been recognised in these consolidated financial statements due to uncertainty of their recoverability.

The deferred tax liabilities on subordinated instrument have been recognised as required by IAS 12. However such deferred tax liabilities/assets will never lead to any actual tax payments or tax benefits but will reverse over time as the effective interest is recognised on the Group's consolidated comprehensive income until maturity of the instrument or early repayment of such instrument.

## **GUTBURG IMMOBILIEN S.A.**

### **Consolidated financial statements as at December 31, 2017**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

As required by IAS 12, deferred tax liabilities on the increase in fair value of investment properties have been recognised under the assumption that the carrying value of the Group's investment property would be realised by sale at the end of use. If the Group were to structure the sale of the investment properties via the disposal of the subsidiary holding the investment properties (i.e. through a share deal), no such tax liability would materialise.

The gross movement on the net deferred tax liabilities is as follows:

	<b>For the year ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
<b>Balance as at January 1</b>	40,450	31,271
<b>Charge to profit</b>	3,231	9,179
<b>Balance as at December 31</b>	<b>43,681</b>	<b>40,450</b>

There are no material deferred tax liabilities or deferred tax assets which are recoverable within the 12 month period.

#### **14. REVENUE**

Revenue is comprised of the following:

	<b>For the year ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
<b>Rental and operating income</b>	36,449	36,020

The Group leases out its investment properties under operating leases that can be cancelled by the tenants or the Group with a 3 months' notice.

There are no material future aggregate minimum rental receivable under non-cancellable operating leases.

No tenant or tenant group pays more than 5% of total revenue.

#### **15. PROPERTY OPERATING EXPENSES**

Property operating expenses recoverable from tenants are comprised of expenses for warm and cold water, heating, garbage removal, drainage and other costs.

Property operating expenses borne by the Group are comprised of expenses for property management, maintenance, advertising and marketing, solvency checks and other costs.

**GUTBURG IMMOBILIEN S.A.****Consolidated financial statements as at December 31, 2017****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017****16. ADMINISTRATIVE AND OTHER EXPENSES**

Administrative and other expenses are comprised of the following:

	For the year ended December 31,	
	2017	2016
	€'000	
Salaries and social security fees (**)	157	164
Consulting, legal and tax advisor fees	35	194
Accounting and audit fees (***)	216	171
Office charges and other expenses	66	-
<b>Total</b>	<b>474</b>	<b>529</b>

(\*\*) The Group employed one person as at December 31, 2017 and two persons during the year ended December 31, 2016.

(\*\*\*) Besides the audit fees, EUR 5 thousand (2016: EUR 5 thousand) has been paid to the Group's independent auditor for additional non-audit related services provided.

**17. NET FINANCE EXPENSES**

Net finance expenses are comprised of the following:

	For the year ended December 31,	
	2017	2016
	€'000	
<b>a. Finance expenses</b>		
Finance expenses from financial institutions, net	4,811	4,878
Finance expenses from affiliated undertakings, net	17	310
Finance expenses from straight bond	2,354	2,397
<b>Total</b>	<b>7,182</b>	<b>7,585</b>
<b>b. Other financial results</b>		
Changes in fair value of financial assets and liabilities, net	(1,650)	506
Net loss from foreign currency exchange (a)	(4,556)	768
Other finance expenses	1,588	715
<b>Total</b>	<b>(4,618)</b>	<b>1,989</b>

(a) Net loss from foreign currency exchange derives mainly from the Company's straight bond denominated in swiss francs.



## **GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

#### **18. RELATED PARTIES**

The parent company is Gutburg Holding limited. The parent company is consolidated in Grand City Properties S.A.'s consolidated financial statements.

The balances with related parties as at December 31, 2017 and as at December 31, 2016 are as follows:

	<b>As at December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
Amounts due to related parties (see note 11)	—	11,559
Amounts due from related parties (see note 7)	(129)	—
Subordinated instrument (see note 10)	1,797	1,595

The transactions with related parties for the years ended December 31, 2017 and December 31, 2016 are as follows:

	<b>For the year ended December 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>€'000</b>	
Interest expenses on loans from related party during the year, net	17	310
Finance expenses on Subordinated instrument	202	180

There were no transactions between the Group and its key management during the year.

#### **19. PLEDGES AND GUARANTEES**

The financed properties located in Germany, the Company's subsidiaries bank accounts (as first ranking), rental income and accounts receivables have been pledged in favor of the German credit institutions to secure the senior loans.

## **GUTBURG IMMOBILIEN S.A.**

Consolidated financial statements as at December 31, 2017

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2017**

#### **20. SUBSIDIARIES**

The subsidiaries included in the scope of consolidation are as follows:

*Perseus Real Estate Investment, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 1, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 2, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 3, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 4, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 5, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 6, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 7, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 8, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 9, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 10, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 11, Société à responsabilité limitée*  
*Perseus Immobilien Gesellschaft 13, Société à responsabilité limitée*

The Company owns 94.9% of Perseus Real Estate Investment, S.à r.l. All other subsidiaries are fully owned by Perseus Real Estate Investment S.à r.l. The registered offices of all subsidiaries are established in Grand-Duchy of Luxembourg at the following address: 681 rue de Neudorf, L-2220 Luxembourg.

There were no changes during the year.

#### **21. SUBSEQUENT EVENTS**

There are no subsequent events that need to be disclosed or reflected in the consolidated financial statements as of and for the year ended December 31, 2017.