

Independent auditor's report

To: the shareholders of FCL Marine Agencies B.V.

We have audited the accompanying financial statements of FCL Marine Agencies B.V., which comprise the balance sheet as at 31 March 2019, the profit and loss account for the year then ended and the notes, comprising a summary of the accounting policies and other explanatory information.

Management's responsibility

Management is responsible for the preparation and fair presentation of these financial statements and for the preparation of the management board report, both in accordance with accounting policies selected and disclosed by the entity. Furthermore management is responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the International Standards on Auditing ("ISAs") which are in line with the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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



Opinion

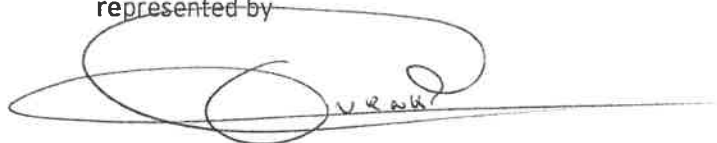
In our opinion, the financial statements give a true and fair view of the financial position of FCL Marine Agencies B.V. as at 31 March 2019 and of its result for the year then ended in accordance with the accounting policies selected and disclosed by the entity, as set out in the financial statements.

Basis of accounting and restriction on distribution and use

We draw attention to the financial statements, which describes the basis of accounting. The accounting policies used are selected and disclosed by the entity. Our opinion is not qualified in this respect. The financial statements as at 31 March 2019 and our auditor's report thereon are intended solely for the shareholders and should not be used for other purposes.

Antwerp, 24 May 2019

Ernst & Young Bedrijfsrevisoren CVBA
represented by



Ömer Turna
Partner*
* Acting on behalf of a BVBA

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FCL Marine Agencies B.V.
Rotterdam

Annual Report

For the year ending on March 31, 2019

Report on the annual accounts April 1, 2018 up to March 31, 2019

Company: FCL Marine Agencies B.V.

Place: Rotterdam

Date: May 24, 2019

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To: FCL Marine Agencies B.V.
Kralingseweg 213-217
3062CE Rotterdam

Compilation report

Introduction

In accordance with the instructions of the directors of the company, we have compiled the financial statements of FCL Marine Agencies B.V., Rotterdam for the year April 1, 2018 up to March 31, 2019. The accuracy and completeness of the information, and the financial statements based thereon, are the responsibility of the directors of the company.

Responsibility of the management

In the execution of our work we have based ourselves on the information provided by the management of the company. The responsibility for the correctness and completeness of that data and for the annual accounts based thereon lies with the management of the company.

Scope

We have compiled the financial statements in accordance with generally accepted standards for compilation engagements in the Netherlands. Our procedures were limited primarily to gathering, processing, classifying and summarizing financial information. These procedures do not provide the same level of assurance as to whether the financial statements are free of material misstatement as that provided by an audit or a review by an Accountant.

Confirmation

We have compiled the financial statements in accordance with accounting principles generally accepted in the Netherlands and with the financial reporting requirements as included in Part 9, Book 2 of the Netherlands Civil Code.

Rotterdam, May 24, 2019

Tjeerd Administratie en Belastingadvies B.V.


G.T. Sterkenburg

Annual Report March 31, 2019 - Financial position

Below we provide an analysis of your company's financial position. Note that balance sheet items can fluctuate during the year and the value as of the balance sheet date could deviate considerably from any randomly chosen date in the financial year. (This might have influenced the impact on ratios, had another date been selected).

A summary of the balance sheet as of March 31, 2019 with comparative figures for March 31, 2018

	March 31, 2019		March 31, 2018	
	EUR	%	EUR	%
Assets				
Fixed assets	287.336	5,6%	221.065	4,8%
Short term loans	814.126	15,9%	1.060.938	23,1%
Receivables, prepayments and accrued income	3.942.613	77,1%	3.260.883	71,1%
Cash at bank and in hand	68.142	1,3%	44.062	1,0%
	<u>5.112.217</u>	<u>100%</u>	<u>4.586.948</u>	<u>100,0%</u>
Equity and liabilities				
Shareholders' equity	662.496	13%	1.044.210	23%
Long-term liabilities	<u>0</u>	<u>0%</u>	<u>0</u>	<u>0%</u>
Total of long-term liabilities and equity	662.496	13%	1.044.210	23%
Current liabilities, accruals and deferred income	4.449.721	87%	3.542.738	77%
	<u>5.112.217</u>	<u>100%</u>	<u>4.586.948</u>	<u>100,0%</u>

Annual Report - Working capital

On the basis of this summary, a statement of the working capital has been provided. Working capital is defined as all current assets less current liabilities.

	March 31, 2019	March 31, 2018	Movement
Short term loans	814.126	1.060.938	-246.812
Receivables, prepayments and accrued income	3.942.613	3.260.883	681.730
Cash at bank and in hand	68.142	44.062	24.080
Total current assets	<u>4.824.881</u>	<u>4.365.883</u>	<u>705.810</u>
Less: Current liabilities, accruals and deferred income	<u>4.449.721</u>	<u>3.542.738</u>	<u>906.983</u>
Working capital	<u>375.160</u>	<u>823.145</u>	<u>-447.985</u>

FCL Marine Agencies B.V.
Rotterdam
(Financial position)

Annual Report - Solvency

From the solvency – defined as the ratio of the equity divided by the liabilities (and also defined as the ratio of equity divided by the sum of equity and liabilities) – the resilience of the company may be deduced.

The level of solvency depends on the nature of the company. No general principles can be given for this. By means of the ratios presented below insight can be gained into the solvency of the company.

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
Ratio equity / sum of equity and liabilities	12,96%	22,76%
Ratio equity / liabilities	14,89%	29,47%

Annual Report - Liquidity

From the liquidity – defined as the ratio of current assets divided by current liabilities – it may be deduced to what extent the company can settle its financial liabilities in the short-term.

By means of the ratios presented below, insight can be gained into the liquidity of the company.

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
Annual Report - Quick ratio:		
Ratio receivables, securities and cash / current liabilities	1,08	1,23

Annual Report - Current ratio:

Ratio current assets / current liabilities	1,08	1,23
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Annual Report - Earning capacity

The earning capacity of the liabilities indicates the rate of expenses compared to liabilities operative in the company. By means of the ratios presented below insight can be gained into the earning capacity of the company.

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
Interest expenses / average liabilities	0,00%	0,00%

Employees

On March 31, 2019 the Company employs/contracted 30 staff (March 31, 2018: 30). The average count of employees/contractors in 2018/2019 is 30 (2017/2018: 29).

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
Average turnover per employee (turnover / average number of employees)	1.134.661	1.020.490
Average personnel expenses per employee (personnel expenses / average number of employees)	61.467	58.472
Personnel expenses per EUR 100 turnover (personnel expenses / turnover x EUR 100)	5,42%	5,73%

FCL Marine Agencies B.V.
Rotterdam

Fiscal position

Taxable amount and tax for the financial year

The taxation according to the profit and loss account can be calculated as follows.

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
Result before taxation	1.010.528	902.457
Fiscal non-deductible expenses	4.500	4.500
	<u>1.015.028</u>	<u>906.957</u>
Investment allowance	-4.058	-7.450
Taxable amount	<u>1.010.970</u>	<u>899.507</u>
 Total corporate taxes	 242.242	 214.877

Tax losses available for set-off

There are no tax losses available for set-off

Balance sheet as of March 31, 2019, with comparative figures for March 31, 2018

	Note	<u>March 31, 2019</u>	<u>March 31, 2018</u>
		EUR	EUR
Assets			
Fixed assets			
Intangible fixed assets	1	700	4.500
Tangible fixed assets	2	174.136	216.565
Financial fixed assets	3	<u>112.500</u>	<u>0</u>
Total fixed assets		287.336	221.065
Current assets			
Short term loans	4	814.126	1.060.938
Receivables, prepayments and accrued income	5	3.942.613	3.260.883
Cash at bank and in hand	6	<u>68.142</u>	<u>44.062</u>
Total current assets		4.824.881	4.365.883
Total		<u>5.112.217</u>	<u>4.586.948</u>
Equity and liabilities			
Shareholders' equity			
Registered capital	7	18.160	18.160
Capital reserves		0	0
Revenues reserves and result previous years		500.000	351.050
Dividend to be paid		144.336	675.000
Net profit/loss for the year		<u>0</u>	<u>0</u>
Total equity		662.496	1.044.210
Long-term liabilities	8	0	0
Short term liabilities			
Liabilities credit institutions short term	9	0	0
Accounts payable for deliveries and services	10	2.284.713	2.253.428
Other accounts payable	11	<u>2.165.008</u>	<u>1.289.310</u>
Total short term liabilities		4.449.721	3.542.738
Total		<u>5.112.217</u>	<u>4.586.948</u>

Profit and loss account 2018 /2019, with comparative figures for 2017 /2018

		March 31, 2019	March 31, 2018
		EUR	EUR
Net-turnover		34.039.817	29.594.209
Cost of sales		-29.937.301	-25.901.004
Gross margin	15	4.102.516	3.693.205
Wages, salaries and social security	16	1.843.995	1.695.701
Amortisation/depreciation of intangible/tangible fixed assets	17	55.833	65.816
Impairment in value of current assets	18	1.458	-26.519
Other operating expenses	19	1.221.312	1.195.988
Total expenses		3.122.599	2.930.985
Operating result		979.917	762.220
Financial income and expense	20	-35.501	-141.496
Extraordinary result	21	4.890	1.259
Result on ordinary activities before taxation		1.010.528	902.457
Taxation on result of ordinary activities	22	242.242	214.877
Result on ordinary activities after taxation		768.286	687.580
Extraordinary result after taxation		0	0
Result after taxation		768.286	687.580

FCL Marine Agencies B.V.
Rotterdam

General notes and principles

Activities

The activities of FCL Marine Agencies B.V., having its legal seat at Rhoon, primarily consist of:
National and International forwarding including sea-, air- and trucktransport, storage of cargoes, courier services, custom clearance and all other logistical services and consultancy.

Group structure

The company is part of a group, the mother company of FCL Marine Agencies B.V. is Ecuhold N.V. at Antwerpen, Belgium which is for 100% shareholder.

General accounting principles for the preparation of the financial statements

The financial statements have been prepared in accordance with generally accepted accounting standards in the Netherlands

Valuation of assets and liabilities and determination of the result takes place under the historical cost convention. Unless presented otherwise, the relevant principle for the specific balance sheet item, assets and liabilities are presented at face value.

Income and expenses are accounted for on accrual basis. Profit is only included when realized on balance sheet date. Losses originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements.

Conversion of foreign currency

Receivables, liabilities and obligations denominated in foreign currency are converted at the exchange rates prevailing at balance sheet date.

Transactions in foreign currency during the financial year are recognised in the financial statements at the exchange rates prevailing at transaction date. The exchange differences resulting from the conversion as of balance sheet date, taking into account possible hedge transactions, are recorded in the profit and loss account.

Principles of valuation of assets and liabilities

Intangible fixed assets

Intangible fixed assets are presented at cost less accumulated depreciation. Depreciation is based on the estimated useful life and calculated as a fixed percentage of cost, taking into account any residual value. Depreciation is provided from the date an intangible asset comes into use.

Tangible fixed assets

Tangible fixed assets are presented at cost less accumulated depreciation and, if applicable, less impairments in value. Depreciation is based on the estimated useful life and calculated as a fixed percentage of cost, taking into account any residual value. Depreciation is provided from the date an asset comes into use. Land is not depreciated.

Receivables

Receivables are included at face value, less any provision for doubtful accounts. These provisions are determined by individual assessment of the receivables.

Liabilities

These are recorded at face value.

FCL Marine Agencies B.V.
Rotterdam

Principles for the determination of the result

Revenues from services are recognised in proportion to the services rendered. The cost price of these services is allocated to the same period.

Net turnover

The gross operating result consists of the net turnover, other operating income and consumables and the cost of subcontracted work and other external charges. Net turnover represents amounts invoiced for goods and services supplied during the financial year under report, net of discounts and value added taxes.

Cost of sale

The cost of sale contains all direct cost of the net turnover.

Taxation

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the financial statements and profit calculated for taxation purposes.

Notes to the balance sheet of March 31, 2019, with comparative figures for March 31, 2018

1) Intangible fixed assets

The movement in intangible fixed assets is as follows:

	March 31, 2019	March 31, 2018
At cost opening balance	38.000	38.000
Investments	0	0
Desinvestment	0	0
At cost on balance date	38.000	38.000
Depreciation till previous periods	-33.500	-26.800
Depreciation for this year	-3.800	-6.700
Depreciation desinvestment	0	0
Bookvalue at balance date	700	4.500

2) Tangible fixed assets

The movement in tangible fixed assets is as follows:

	March 31, 2019	March 31, 2018
At cost opening balance	390.686	376.648
Investments	14.494	28.641
Desinvestment	-12.274	-14.603
At cost on balance date	392.906	390.686
Depreciation till previous periods	-174.121	-126.163
Depreciation for this year	-52.033	-59.116
Depreciation desinvestment	7.384	11.158
Bookvalue at balance date	174.136	216.565

3) Financial fixed assets

	March 31, 2019	March 31, 2018
Long term loan third party	168.750	0
Redemption within one year	-56.250	0
	112.500	0

A long term loan have been given to a third party, repayment is done yearly in January for EUR 56.250,-. The loan ends in January 2022, no interest is being charged.

4) Short term loans

The movement in short term loans is as follows:

	March 31, 2019	March 31, 2018
ECU International N.V. (Belgium)		
Bookvalue previous periods	0	647.902
Provided and redemption	0	-647.902
Bookvalue at balance date	0	0
ECU Hold N.V. (Belgium)		
Bookvalue previous periods	721.806	873.904
Provided and redemption	-721.806	-152.098
Bookvalue at balance date	0	721.806
Other short term loans		
Redemption long term loan third party due wintin one year	56.250	0
ECU Hold N.V. (Belgium) Cash pool	757.876	339.132
Bookvalue at balance date	814.126	339.132

The loans have been given to affiliated companies from the group. For both short term loans the annual interest rate has been set on 2% since 1th of November 2015. There is no security for repayment given. Redemption or extra providing can be done at any moment.

For the cash pool currently no interest is charged and no security for repayment is given. Redemption or extra providing is done daily with the KBC bank mutations of the cash pool.

FCL Marine Agencies B.V.
Rotterdam

(Notes to the balance sheet of March 31, 2019, with comparative figures for March 31, 2018)

5) Receivables, prepayments and accrued income

Of the total amount of receivables an amount of EUR 0,00 has a remaining term over 1 year. The specification is as follows:

	March 31, 2019	March 31, 2018
Accounts receivable for deliveries and services third	3.004.343	2.719.870
Allowance for doubtful accounts third	-20.613	-19.155
	<u>2.983.730</u>	<u>2.700.715</u>
Receivable from affiliated companies	96.648	88.152
Receivable VAT	58.193	53.903
Prepayments and Accrued Income	707.237	251.467
Prepayment pensionfund	94.299	100.938
Other receivables	2.506	65.708
Total	3.942.613	3.260.883

6) Cash at bank and in hand

The cash at bank and in hand are freely disposable by the company.

	March 31, 2019	March 31, 2018
ABN-Amro EUR account	45.098	41.752
ABN-Amro USD account	22.532	1.226
Petty cash	512	1.084
	<u>68.142</u>	<u>44.062</u>

7) Shareholders equity

Registered capital

The registered share capital of the company is EUR 18.160,- of which EUR 18.160,- have been issued and paid up. The paid up share capital has been increased due to rounding on December 1, 2016 by EUR 9,-. There are no preferred or priority shares.

Capital reserves

No payments were made by the shareholders to raise the capital reserves.

Revenues reserves and result previous years

This is the accumulated loss and/or profit of the company of previous years.

	March 31, 2019	March 31, 2018
Opening balance	351.050	288.520
Movements profit and/of loss	768.286	1.537.530
Rounding share holders capital notary update	0	0
(Interim) dividend payments to shareholders in this year	-475.000	-800.000
Dividend to be paid to shareholders proposal	-144.336	-675.000
Bookvalue at balance date	500.000	351.050

Net profit/loss for the year

This is the net profit or loss of the company for the year 2018/2019 with comparative numbers for 2017/2018.

8) Long-term liabilities

There are no long-term liabilities.

9) Liabilities credit institutions short term

There are no short term liabilities to credit institutions

10) Accounts payable for deliveries and services	March 31, 2019	March 31, 2018
Accounts payable for deliveries and services Third	2.138.719	1.968.530
Accounts payable for deliveries and services Affiliated	145.994	284.898
Total	2.284.713	2.253.428

FCL Marine Agencies B.V.
Rotterdam

(Notes to the balance sheet of March 31, 2019, with comparative figures for March 31, 2018)

11) Other accounts payable	March 31, 2019	March 31, 2018
Accrued expenses	1.867.744	1.035.899
Provision holiday allowance	62.529	63.640
Other staff provisions	79.661	73.079
Payable income taxes and social charges	40.856	38.146
Payable pension contribution	0	0
Payable corporate taxes	34.761	13.705
Other payable	79.457	64.841
Total	2.165.008	1.289.310

Contingent assets and liabilities

12) Income tax

As at balance sheet date of March 31, 2019 the Company has no losses which can be compensated with future profits (March 31, 2018: EUR 0,-). No deferred tax asset is recorded.

13) Other obligations

The amounts due in respect of non-cancellable operating leases are payable as follows:

Rental	March 31, 2019	March 31, 2018
Less than one year	106.245	106.245
Between one and five years	129.684	235.929
Longer than five years	0	0
Total	235.929	342.174
 Operating lease cars		
Less than one year	79.780	127.722
Between one and five years	12.495	94.728
Total	92.275	222.450
 Total (rental and lease cars)		
Less than one year	186.025	233.967
Between one and five years	142.179	330.657
Longer than five years	0	0
Total other obligations	328.204	564.624

14) Guarantees and pledge of company shares

KBC Bank N.V. has provided a bank guarantee for total amount of EUR 100.000,- for customs duties.

All shares of the company have been pledge, by the mother company, in favour of BNP Paribas Fortis SA/NV as per November 4, 2015.

Notes to the profit & loss account 2018 /2019 with comparative figures for 2017 /2018

	March 31, 2019		March 31, 2018	
	EUR	EUR	EUR	EUR
15) Gross margin				
Net turnover operational	-33.972.443		-29.584.924	
Other revenues	-67.374		-9.285	
Cost of sales	<u>29.937.301</u>		<u>25.901.004</u>	
Total		-4.102.516		-3.693.205
Margin in percentage		12,1%		12,5%
Operational margin (excl. other revenues)		11,9%		12,5%
16) Wages, salaries and social security				
Wages	1.009.053		922.021	
Holiday/vacation provision mutation	-5.779		10.295	
Social security charges	233.151		220.748	
Contribution towards pension	93.292		91.570	
Outsourcing fees	8.518		2.002	
Travelling expenses employees	5.924		3.998	
Severance pay	17.846		0	
Training and education	3.920		5.290	
Independent contractors	427.945		394.650	
Other staff expenses	<u>50.125</u>		<u>45.127</u>	
Total		1.843.995		1.695.701
Average number of employees/contractors		30		29
17) Amortisation/depreciation				
Intangible fixed assets	3.800		6.700	
Tangible fixed assets	<u>52.033</u>		<u>59.116</u>	
Total		55.833		65.816
18) Impairment in value of current assets				
Bad debts	<u>1.458</u>		<u>-26.519</u>	
Total		1.458		-26.519
19) Other operating expenses				
Housing expenses	160.104		165.481	
Car expenses	208.426		202.897	
Selling expenses	146.207		136.991	
Office expenses	<u>706.575</u>		<u>690.619</u>	
Total		1.221.312		1.195.988
Housing expenses				
Office rent	108.395		106.730	
Services cost and maintenance	39.767		46.501	
Cleaning	11.942		12.133	
Other housing expenses	<u>0</u>		<u>117</u>	
Total		160.104		165.481

19) Other operating expenses (contd.)	March 31, 2019		March 31, 2018	
	EUR	EUR	EUR	EUR
Car expenses				
Lease staff cars	161.001		157.578	
Fuel	30.764		29.832	
VAT privat use cars	14.752		14.851	
Other car expenses	1.908		636	
Total		208.426		202.897
Selling expenses				
Advertising and promotion	19.394		15.141	
Marketing and relation gifts	27.048		29.323	
Representation expenses	47.721		29.454	
Travel and hotel expenses	31.582		43.564	
Trade intelligence	3.055		3.172	
Sponsorship and donations	17.039		15.916	
Other selling expenses	367		420	
		146.207		136.991
Office expenses				
Telephone and data lines	24.337		22.623	
Postage expenses	1.964		2.187	
Office supplies	6.534		5.798	
Legal/notary charges	1.304		5.465	
Consultancy charges	4.243		6.058	
Auditor charges	15.312		14.101	
Software consultancy	39.603		19.247	
Website	1.917		1.654	
Other IT charges	2.099		2.970	
Contribution and subscription	3.642		4.236	
Insurance	2.169		1.415	
Management fee HQ	600.000		600.000	
Archive cost	2.730		4.340	
Other office expenses	721		525	
Total		706.575		690.619
20) Financial income and expense				
Interest revenues	-6.701		-21.455	
Interest cost	8		0	
Exchange differences	-39.624		-131.799	
Financial expenses bank	10.817		11.758	
Total		-35.501		-141.496
21) Extraordinary result				
Loss on disposal/sale fixed assets	4.890		1.259	
Other extraordinary income/expenses	0		0	
		4.890		1.259
22) Taxation				
Corporate taxes	242.242		214.877	
		242.242		214.877
		€ 768.286		€ 687.580

FCL Marine Agencies B.V.
Rotterdam

Other information

Audit

The company has utilized the exemption from an audit by virtue of article 2:396, paragraph 6 of the Netherlands Civil Code.

Statutory rules concerning appropriation of result

Article 24 of the company statutory regulations state the following: Distributions may be made only if the equity is more than the paid-up and redeemed part of the issued capital and reserves, increased with legal reserves.

Proposed appropriation of result for the financial year 2018/2019

The board of directors proposes that the profit for the financial year 2018/2019 amounting to EUR 768.285,- (2017/2018: EUR 687.580,-) should be split as follow:

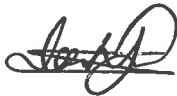
EUR 498.949,- to be added to the reserve

EUR 125.000,- has been paid as interim dividend to the shareholders on 25th of March 2019

EUR 144.336,- proposed to be paid to the shareholders as dividend

Signing of the financial statements

Rotterdam, May 24, 2019



Mohamedhusein, Saleem Mohamed Nazir

R. Rens Holding B.V.



R. Rens