Report on review of the accounting ledgers and the financial statements

executed as at December 31, 2018

ECU WORLDWIDE Polska sp. z o.o. a limited liability company with its registered seat in Gdynia,

I. General information about the Company

1. Name and address

ECU WORLDWIDE POLSKA¹ spółka z ograniczoną odpowiedzialnością, a limited liability company with its registered seat in Gdynia, postcode 81-335, street address: Janka Wiśniewskiego 31.

2. Registration of the company

The Company was registered by the District Court for Gdańsk – Północ² in Gdańsk, VIII Commercial Division of the National Court Register with number KRS 0000143467 on 2003-01-02.

The basis of registration was the Articles of Association of the Company, executed on 2000-05-22 at a Notarial Firm in Poznań, Repertory A 2373/2013.

3. Operating activities:

- freight transport by rail (49,20,Z);
- freight transport by road (49,41,Z);
- sea and coastal freight water transport (50,20,Z);
- freight transport by air (51,21,Z);
- warehousing and storage of other goods (52,10,B);
- cargo handling at sea ports (52,24,A);
- cargo handling at inland ports (52,24,B);
- cargo handling at other cargo handling terminals (52,24,C);
- maritime transport agencies (52,29,A);
- other maritime transport agencies (52,29,C);
- business and other management consultancy activities (70,22,Z);
- other professional, scientific and technical activities n.e.c. (74,90,Z);
- agents involved in the sale of a variety of goods (46,19,Z).

4. Capital

Share capital of the company amounts to PLN 50,000 and was divided into 100 shares with a total value of PLN 50,000. ECU-HOLD N.V. of Antwerp, Belgium, is the sole shareholder.

5. Bodies of the Company

1. Meeting of Shareholders

2. Management Board – every management board member is allowed to represent the company internally and manage the company's affairs, give binding statements and sign documents.

Members of the Management Board:

Thomas Heydorn	Management Board Member			
Magdalena Bielawska	Management Board Member.			

6. Tax registration

Statistical number Regon	639805849
Tax ID	7781382536

 $^{^{1}}$ / On 2016-03-02, the Extraordinary General Meeting of Shareholders passed Resolution 1 under repertory number A 273/2016 on amending the name and the Articles of Association of the Company.

 $^{^2}$ / the company was previously registered by the District Court in Poznań, XIV Commercial Division with number 14066 RHB

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7. Employment

Employment as at 2018-12-31: 14 persons.

II. Objects of review

- 1) balance sheet executed as at December 31, 2018, where the balance total of assets and liabilities is 2.325,0 kPLN;
- 2) income statement for the financial year from January 01, 2018 to December 31, 2018, showing a net profit amounting to **857.8 kPLN**;
- 3) notes.

The following statements were not mandatory:

- statement of changes in equity;
- cash flow statement.

III. General findings of the chartered accountant

- **1.** The financial year is equal to a calendar year and covers the period from January 01, 2018 to December 31, 2018.
- 2. The review of the financial statements for the financial year is conducted pursuant to a contract executed between Zespół Ekspertów Finansowych "Auditor" spółka z o.o. ["Auditor" Financial Experts' Team Limited Liability Company], incorporated and operating in Sopot, Poland, Al. Niepodległości 792/6, registered as an auditor firm with number 914, and the Management Board of the Company. The review was carried out at the Company's registered office from January to March 2019.
- **3.** The scope of our review did not include uncovering or disclosure of any events prosecuted by law or inconsistencies that had or might have occurred outside the accounting system.
- **4.** The financial statements were prepared with the going concern assumption, i.e. continuation of activities by the Company for at least 12 consecutive months.
- **5.** In the course of the review, the Company presented all the required information, explanations and statements. Cooperation between the officers and employees of the audited company with the chartered accountants ran smoothly and without objections.
- 6. The Company keeps its accounting books on the basis of the accounting policy approved by the Management Board, covering the principles set out in Article 4(3) of the Accounting Act. The audited transactions were documented in a full and transparent manner and were correctly posted to the accounting books. Accounting records were made correctly, on the basis of verified and approved source documents (accounting evidence), as per the requirements of the Accounting Act. The financial statements were prepared on the basis of true and fair accounting books. Accounting books and records are stored at the registered office of the company in a manner preventing unauthorized access of persons outside the accounting department.
- **7.** The system of internal controls was audited to the extent required for the review. It was not the objective of the audit to give any guarantee of correctness of construction or functioning of the system of internal controls.
- **8.** With respect to all significant aspects, the closing balance as at the end of the preceding accounting period was correctly carried over to the accounting books as the opening balance of the current period. In the perspective of the financial statements as a whole, presentation of assets and liabilities of the balance sheet is true and fair in all the essential aspects.

The balance sheet as at December 31, 2018 and the income statement for the period from January 01, 2018 to December 31, 2018 were prepared correctly in terms of

formal and accounting requirements. All balance sheet and income statement items are consistent with the balances or turnovers disclosed in relevant accounting books.

- **9.** The financial statements for 2017 were reviewed by a chartered accountant on behalf of Zespół Ekspertów Finansowych "Auditor" sp. z o.o. of Sopot, a certified auditor firm registered with number 914.
- **10.** On May 15, 2018, the Ordinary General Meeting of Shareholders approved of³ the financial statements for the preceding year, including the balance sheet and income statement for 2017, showing a balance total of assets and liabilities of **2.450,5 kPLN** and a net profit of **975.6 kPLN**.

The Meeting of Shareholders⁴ decided that the net profit in its entirety be allocated to payment of dividend.

- **11.** Balance sheet for 2017 with the remaining documents was submitted to:
- the National Court Register on July 07, 2018,
- Tax Office of Pomorskie Voivodeship on May 18, 2018.
- **12.** Inventory was taken without a formal decision.

13. Legislation involved in the course of review:

- Accounting Act of September 29, 1994 (Journal of Laws of 2019, item 351);
- Act of May 11, 2018 on Certified Public Accountants, Auditor Firms and Public Supervision (Journal of Laws of 2018, item 1089);
- the Articles of Association of the Company;
- the Polish auditing standards issued by the National Board of Expert Auditors in Poland:
- the International Accounting Standards and International Auditing Standards;
- the Polish Code of Commercial Partnerships and Companies and the Polish Civil Code.

IV. General evaluation of the financial standing of the Company

The analysis below covers the last three reporting periods, namely:

- from January 01, 2016 to December 31, 2016;
- from January 01, 2017 to December 31, 2017;
- from January 01, 2018 to December 31, 2018.

There were no significant changes during the period covered by the review (2018) that would be relevant for interpretation of information presented in financial statements.

All data presented in the table are determined in thousand PLN, to the accuracy of one decimal place.

The structure of individual items in the tables presented below is calculated as follows:

- for balance sheet items as compared to the balance total,
- for incomes and expenses in the income statement as compared to the value of incomes.

 $^{^3}$ / Resolution 2/2018 of the Meeting of Shareholders of ECU WORLDWIDE POLSKA Sp. z o.o. of May 15, 2018

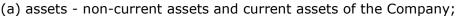
 $^{^4}$ / Resolution 3/2018 of the Meeting of Shareholders of "ECU-LINE POLSKA" Sp. z o.o. of May 15, 2018

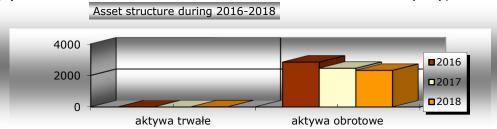
The following analysis was prepared on the basis of the financial statements prepared and approved for the preceding periods.

1. Synthetic balance sheet for 2016-2018 (data in kPLN)

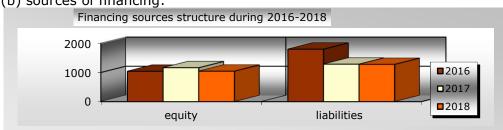
1. Synthictic balance	Conce	IOI ZOIC	LOTO	uata III KI LIV)		
	As at the	end of 2016	As at the	end of 2017	As at the	end of 2018
Specification	amount	%	amount	%	amount	%
1	2	3	4	5	6	7
Assets						
Non-current assets	0.3	0.0%	0.0	0.0%	5.5	0.2%
Tangible fixed assets	0.3	0.0%	0.0	0.0%	5.5	0.2%
Current assets	2,843.7	100.0%	2,450.6	100.0%	2,319.5	99.8%
Short-term receivables	1,371.9	48.2%	1,299.2	53.0%	1,533.9	66.0%
Short-term investments	1,237.8	43.5%	842.1	34.4%	490.9	21.1%
Prepayments	23.0	8.3%	309.3	12.6%	294.7	12.7%
Assets total	2,844.0	100.0%	2,450.6	100.0%	2,325.0	100.0%
Liabilities						
Capitals	1,042.7	36.7%	1,163.7	47.5%	1,045.9	45.0%
Share capital	50.0	1.8%	50.0	2.0%	50.0	2.2%
Supplementary capital	138.1	4.9%	138.1	5.6%	138.1	5.9%
Loss carried forward	0.0	0.0%	0.0	0.0%	0.0	0.0%
Result of period	854.6	30.0%	975.6	39.8%	857.8	36.9%
Liabilities and provisions	1,801.2	63.3%	1,286.9	52.5%	1,279.1	55.0%
Provisions	42.2	1.5%	0.0	0.0%	0.0	0.0%
Short-term payables	1,740.0	61.2%	1,277.2	52.1%	1,259.4	54.2%
Accruals	19.1	0.6%	9.7	0.4%	19.7	0.8%
Liabilities total	2,844.0	100.0%	2,450.6	100.0%	2,325.0	100.0%

The structure of assets and sources of financing during 2016-2018 are presented below.





(b) sources of financing:



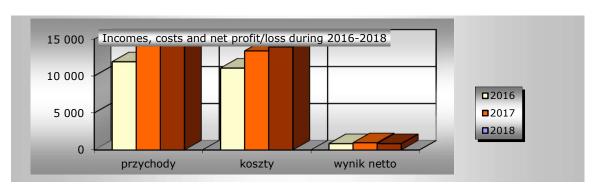
Synthetic assessment of the financial situation on the basis of the presented balance sheet of the Company indicates that:

- the values of the Company's assets are maintained on a similar level during the consecutive periods; current assets represent the key group of assets;

- current assets mainly include receivables and liquid cash at bank;
- as a result of net profit in the financial year, the value of capitals (funds) as at the balance date was accomplished above the nominal value; the absolute values of capitals are lower, as a consequence of allocation of past year's net profit to payment of dividend, and their percentage in the financing of assets is 2.5% lower than in the preceding year; and the net result of the year under review is 117.8 kPLN lower than that of the preceding year;
- liabilities continue to be the primary source of assets financing, exceeding 55.0% the absolute value of liabilities decreased below the value of the preceding period by 7.8 kPLN (0.6%);
- the amount of short-term payables is 254.8 kPLN lower than the amount of receivables as at the balance date;
- during the period under review, the net profit was achieved below that of the preceding period by 117.8 kPLN.

2. Synthetic income statement (data presented in kPLN)

Specification	2016	structur	2017	structur	2018	struct
		е		е		ure
1	2	3	4	5	6	7
A. Core business revenues	11,905.5	100%	14,301.5	100%	14,744.6	100%
B. Costs of operating activities	10,830.4	91.0%	13,170.6	92.1%	13,708.2	93.0%
C. Sales profit margin	1,075.1	9.0%	1,130.9	7.9%	1,036.4	7.0%
D. Other operating incomes	13.9	0.1%	37.6	0.3%	39.9	0.3%
E. Other operating expenses	12.7	0.1%	0.0	0.0%	0.0	0.0%
F. Gains/losses on operating activities	1,076.3	9.0%	1,168.5	8.2%	1,076.3	7.3%
G. Finance incomes	7.1	0.1%	30.2	0.2%	14.0	0.1%
H. Finance costs	29.2	0.2%	0.0	0.0%	26.9	0.2%
I. Earnings before tax	1,054.2	8.9%	1,198.7	8.4%	1,063.4	7.2%
J. Mandatory deductions	199.6	1.7%	223.1	1.6%	205.6	1.4%
K. Net profit (loss)	854.6	7.2%	975.6	6.8%	857.8	5.8%



Synthetic assessment of economic information presented in the income statement for the period from January 01, 2018 to December 31, 2018 and on the above diagram shows the following conclusions:

- incomes earned in the preceding periods continued at similar levels incomes earned during the period under review increased slightly, by 443.1 kPLN, above the value of 2017, and by 2,839.1 kPLN above the value of 2016;
- operating expenses grew at a slightly higher rate than the growth of income, which affects management efficiency during the financial year under consideration, the

amount of costs increased by 537.6 kPLN above that of 2017, and by 2,877.8 kPLN above that of 2016;

- current operating expenses were sufficient to cover current costs, the increase of incomes in the financial year in comparison to the preceding period is 1.0% lower than the decrease of expenses (income growth - 3.1%, expenses growth - 4.1%);

- the following partial positions affected the final EBIT (data in kPLN):

	2016	2017	2018
core activity	1,075.1	1,130.9	1,036.4
other operating activities	1.2	37.6	39.9
financing activities	-22.1	30.2	-12.9
earnings before tax	1,054.2	1,198.7	1,063.4
charges	199.6	223.1	205.6
net profit/loss	854.6	975.6	857.8
rate of return	7.2%	6.8%	5.8%

According to the above table:

- other operating incomes and expenses had a positive impact on the overall profit in a total of PLN 39.9 thousand;
- finance incomes and costs had a negative effect on the overall profit in a total of 12.9 kPLN;
- the returns earned during the audited period are slightly lower than those earned in the preceding years: 1.0% as against 2017, and 1.4% as against 2016.

3. Key economic ratios

		2016	2017	2018
Return ratios				
Gross profit margin (%)	gains on sales of products x 100	9.03%	7.91%	7.03%
	net sales			
Operating profit margin	operating profit x 100	9.04%	8.17%	7.30%
	net sales			
Net profit margin	net profit x 100	7.18%	6.82%	5.82%
	net sales			
Return on assets	net profit x 100	30.05%	39.81%	36.89%
	assets total			
Return on equity	net profit x 100	81.96%	83.84%	82.02%
	equity			
Liquidity ratios				
Current liquidity I	current assets	1.6	1.9	1.8
	total liabilities			
Turnover ratios				
Receivables cycle in days	receivables x 365	40.2	34.1	35.1
	sales revenues			
Liabilities cycle in days	short-term payables x 365	52.7	41.8	33.8
	production cost			
Debt ratios				
Overall debt ratio	liabilities total	0.63	0.53	0.55
	assets total			
Debt to equity ratio	total liabilities	1.73	1.11	1.22
	shareholders' equity			

During the audited period of its operations, the company generated positive results, and all its return ratios of the period are positive, similar to those of the preceding year.

Liquidity ratios are high, meaning that the company is fully capable of repaying its debts and is repaying them on time.

Current cycles demonstrate appropriate relations between amounts due and received and amounts paid, as well as the balance of inventories.

Debt ratio is higher than that of the previous year and applies to current liabilities, thus confirming that the company's financial standing seems to be stable.

4. Going concern

The information presented above, concerning the results of the Company's activities during the consecutive periods, indicate that its performance efficiency is stabilizing. During the last two reporting periods, the company has been achieving positive management results, meaning that its financial situation is slowly stabilizing. The financial statements were prepared on a going concern basis.

B. SPECIFIC INFORMATION

I. Non-current assets - balance in the financial statements - 0.0 kPLN.

No balance of non-current assets is present in the financial statements - all property, plant and equipment items are fully depreciated.

1. Intangible assets - as at the balance date - 0.0 thousand PLN

Analytic records were organized during the present year. Intangible assets used by the company are fully amortized.

2. Tangible fixed assets - as at the balance date - 5.5 thousand PLN

2.1. The value of tangible fixed assets is presented correctly.

II. Current assets. (kPLN)

	2017	2018
Current assets total	2,450.6	2,319.5
Percentage in the balance total	100.0%	100.0%
including:		
short-term receivables	1,299.2	1,533.9
short-term investments	842.1	490.9
Accruals	309.3	294.7

3. Short-term receivables

3.1. Review of true and fair presentation of trade receivables in the balance sheet determined that the values of receivables were realistic. Impairment was written down for uncertain debt receivable. Foreign currency accounts were measured according to the exchange rate as at the end of the year. The presented balance is correct.

4. Short-term investments

Cash in hand and at bank is consistent with bank statements. Cash records are correct.

5. Short-term deferral accounts.

Short-term prepayments/accruals presented in the balance sheet are correctly recognized and measured. This is the amount of expenses, deferred in accordance with the applicable laws, affecting the earnings during the following periods.

III. Shareholders' equity (own funds)

	Previous period	Current period
Equity	1,163.7	1,045.9
percentage of the balance total	47.5%	45.0%
including:		
share capital:	50.0	50.0

supplementary capital	138.1	138.1
net profit	975.6	857.8

- **6.1.** The balance of share capital is consistent with the entry to the National Court Register. No change occurred in the value or structure of share capital during the audited period.
- **6.2. Supplementary capital** this balance has not changed in comparison to the preceding period.
- **6.3. Net profit/loss of the audited year** net loss in the amount of **PLN 857.8 kPLN** was determined in a correct amount.

IV. Liabilities and provisions

	Previous period	Current period
Liabilities and provisions total	1,286.9	1,279.1
percentage of the balance total	52.5%	55.0%
including:		
Short-term payables	1,277.2	1,259.4
Accruals	9.7	19.7

7. Provisions - according to the company's statements, establishment of major provisions is not mandatory.

8. Short-term liabilities

The value of trade payables presented in the balance sheet is consistent with the accounting books and consists of settlements of current accounts with contract parties. Foreign currency accounts were measured as at the end of the year. The presented balance is realistic.

9. Accruals – this balance covers invoices concerning the preceding year but received after 1 January.

V. Income statement

1. Incomes (kPLN)

	2016	2017	2018
Total incomes	11,926.5	14,369.3	14,798.5
including:			
Sales revenues	11,905.5	14,301.5	14,744.6
Other operating incomes	13.9	37.6	39.9
Finance incomes	7.1	30.2	14.0

- **1.1.** The values of sales of products presented in the income statement are valuated accurately and concerned with the audited period, in accordance with the records presented for audit. Documentation of specific items is correct. The total amount of earnings is higher than in the preceding year 429.2 kPLN increase.
- **1.2. Finance incomes** interest incomes, balance correct.
- **1.3**. All items recognized as **other operating** incomes in the income statement are consistent with the Accounting Act and with the accounting policy.

2. Costs (kPLN)

	2016	2017	2018
Total costs	10,872.3	13,170.6	13,735.1
including:			
Operating expenses	10,830.4	13,170.6	13,708.2

Other operating expenses	12.7	0.0	0.0
Finance costs	29.2	0.0	26.9

- **2.1.** Costs are registered and settled according to the procedure given in the accounting policy. The costs presented in the financial statements are:
- documented correctly,
- prime costs can be considered complete.
- **2.2. Other operating expenses –** none present during the audited period.
- **2.3. Finance costs** interest. The determined amount is correct.

3. Net profit/loss, deductions

Positive EBIT determined in the financial statements at 1,063.4 kPLN is correct, as per the accounting ledgers.

Income tax calculation correct.

C. FINANCIAL STATEMENTS COMPONENT PARTS

1. Introduction to the financial statements

The introduction to the financial statements conforms to the requirements under Annex to the Accounting Act and comprises:

- an indication that the financial statements were prepared with the going concern assumption and whether there are circumstances indicating a hazard to continuation of business activity by the entity;
- description of the applied accounting principles (policy), including assets and liabilities measurement methods (specifically depreciation), profit and loss measurement and method of preparing the financial statements to the extent to which the Company is allowed to act at its sole discretion under the Act of law; presentation of the causes and consequences of any changes of said accounting policy as against the preceding year.

2. Information concerning balance sheet items

Specific numerical data and descriptions concerning the specific balance sheet items are presented in the notes. No material misstatements have been discovered in the measurement or presentation of balance sheet items.

3. Positions defining the net profit/loss

The Company presented the positions determining its net profit/loss in a true and fair manner with regard to all the relevant aspects concerning the entire financial statements. Details of the incomes and expenses are presented in a true and fair manner in the notes to the financial statements.

4. Notes

It was further found through reviewing accuracy of the notes that:

- they comprise relevant data and explanations as stipulated in Article 48 of the Accounting Act,
- the accounting data presented therein is consistent with the accounting records and the balance sheet.

5. Statement of changes in shareholders' equity (fund)

Statement of changes in equity - the company was not under an obligation to prepare this statement.

6. Cash flow statement

Cash flow statement - the company was not under an obligation to prepare this statement.

7. Management Report on the company's activity during the financial year

The management report was not included in the scope of the audit.

D. OTHER INFORMATION

1. Significant violations of the law

We did not determine any breach of the law or the company articles pursuant to our audit procedures.

2. Significant events concerning the preceding years and events after the balance date

No significant events occurred after the balance date, whether advantageous or disadvantageous for the Company, which would distort the presentation of the company in the financial statements had they been omitted.

Significant transactions documented after the end of the financial year and concerning the audited period were presented in the accounting books of the period concerned.

E. REVIEW SUMMARY

- 1. Zespół Ekspertów Finansowych "Auditor" sp. z o.o. did not execute audited partial reports for the audited company during the financial year concerned, and the accounts review contract does not stipulate any further matters which would require a separate report to be executed.
- **2.** We did not use the findings of any third party experts during our audit of the financial statements.
- **3.** The review covered highly randomized verification of accounting documents and records confirming the amounts and information contained in the financial statement,, and items determining the value of budget settlements. Therefore, certain differences can occur between the results of any possible tax inspections, which are normally carried out with the full method and which involve the tax rulings available to tax authorities only.
- **4.** This report consists of 11 consecutively numbered pages.
- **5.** This report was executed in 3 identical counterparts, of which 2 were handed over to the audited organization.

Tomasz Chojnowski

Certified Public Auditor, certificate no. 9635

for

Zespół Ekspertów Finansowych "Auditor" Sp. z o.o. ["Auditor" Financial Experts' Team Limited Liability Company] Address: Sopot, Al. Niepodległości 792/6 registered as an auditor firm with number 914

Sopot, on April 12, 2019