GAC NETHERLANDS LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018



COMPANY INFORMATION

Directors

Mr I R M Verheyen

Mr B A Ekstrand Mr H Zwerus

Secretary

Mr E J Graham

Company number

03117475

Registered office

Christine House Sorbonne Close

Thornaby

Stockton on Tees TS17 6DA

Auditor

Baldwins Audit Services Wynyard Park House

Wynyard Avenue

Wynyard TS22 5TB

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their annual report and financial statements for the year ended 31 December 2018.

Principal activities

The principal activity of the company continued to be that of shipping and forwarding agents.

Although the company is registered in England it carries out all of its activity in the Netherlands. The financial statements are therefore prepared in its functional currency, Euros (€), and not Sterling.

The directors refer to the notes to the financial statements 1.2 for details on going concern.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr I R M Verheyen Mr H T B Wester Mr B A Ekstrand Mr H Zwerus

(Resigned 25 January 2019)

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

Mr H Zwerus

Director 73/9/19

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- · select suitable accounting policies and then apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GAC NETHERLANDS LIMITED

Opinion

We have audited the financial statements of GAC Netherlands Limited (the 'company') for the year ended 31 December 2018 which comprise the profit and loss account, the balance sheet, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
 and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter in respect of going concern

In carrying out our audit work on the financial statements, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the company's ability to continue as a going concern. The company incurred net losses of €538,666 during the year ended 31 December 2018 and at 31 December 2018 the company's net liabilities were €8,186,006. These conditions indicate the existence of a material uncertainty which may cast doubt about the company's ability to continue as a going concern. However, we have obtained sufficient assurances that the company will be supported for the foreseeable future. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Conclusions relating to going concern

Other than drawing attention to the issue noted in the emphasis of matter section above, we have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF GAC NETHERLANDS LIMITED

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies
 regime and take advantage of the small companies' exemption in preparing the directors' report and take
 advantage of the small companies exemption from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company'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 directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF GAC NETHERLANDS LIMITED

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Graham Fitzgerald BA FCA DChA (Senior Statutory Auditor) for and on behalf of Baldwins Audit Services

Baldwins Archit Services

23/9/19

Statutory Auditor

Wynyard Park House Wynyard Avenue Wynyard TS22 5TB

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2018

	€
10,281,944	10,248,559
	
3,436,469	3,771,985
(3,734,688)	(4,100,838)
(298,219)	(328,853)
(240,447)	(245,804)
(538,666)	(574,657)
(538,666)	(574,657)
	3,436,469 (3,734,688) (298,219) (240,447) (538,666)

BALANCE SHEET AS AT 31 DECEMBER 2018

	2018		20	17	
	Notes	€	€	€	€
Fixed assets					
Tangible assets	6		53,733		72,804
Investments	7		10		10
			53,743		72,814
Current assets					
Debtors	8	2,603,659		2,648,844	
Cash at bank and in hand		945,472		641,260	
		3,549,131		3,290,104	
Creditors: amounts falling due within	•	(2.542.990)		(2.465.259)	
one year	9	(3,543,880)		(3,165,258)	
Net current assets			5,251		124,846
Total assets less current liabilities			58,994		197,660
Creditors: amounts falling due after more than one year	10		(8,245,000)		(7,845,000)
Net liabilities			(8,186,006) ======		(7,647,340) =====
Capital and reserves					
Called up share capital	11		38,946		38,946
Profit and loss reserves		,	(8,224,952)		(7,686,286)
Total equity			(8,186,006)		(7,647,340)
· · · · · · · · · · · · · · · · · · ·	`.				

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 2319/19 and are signed on its behalf by:

Mr H Zwerus Director

Company Registration No. 03117475

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Share capital €	Profit and loss reserves €	Total
Balance at 1 January 2017	38,946	(7,111,629)	(7,072,683)
Year ended 31 December 2017: Loss and total comprehensive income for the year Balance at 31 December 2017	38,946	(574,657) 	(574,657) (7,647,340)
Year ended 31 December 2018: Loss and total comprehensive income for the year	-	(538,666)	(538,666)
Balance at 31 December 2018	38,946	(8,224,952)	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

Company information

GAC Netherlands Limited is a private company limited by shares incorporated in England and Wales. The registered office is Christine House, Sorbonne Close, Thornaby, Stockton on Tees, TS17 6DA.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest €.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' Reconciliation of the opening and closing number of shares:
- Section 7 'Statement of Cash Flows' Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' —
 Carrying amounts, interest income/expense and net gains/losses for each category of financial
 instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details
 of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive
 income;
- Section 26 'Share based Payment' Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures' Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of the Gulf Agency Company Limited. These consolidated financial statements are available from its registered office, P.O. Box 18006, Jebel Ali Free Zone, Dubai, United Arab Emirates.

1.2 Going concern

Over the past years, including 2018, the company suffered severe losses. As a consequence the company's shareholders' equity are negative. Management is confident in the company's future ability to generate positive cashflows and profits. The shareholder shares this confidence and recognises the importance of the company's activities in the Rotterdam harbour. Gulf Agency Company Limited has shown her support to the company by issuing a subordinated loan amounting to €8,245,000.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

1.3 Turnover

Turnover represents commission, charges and related income (excluding interest) in respect of amounts invoiced to customers, after deducting directly attributable expenses excluding VAT. GAC Netherlands Limited trades as a disclosed agent and only recognises its own commission as revenue in the profit and loss account.

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Fixtures and fittings 20% straight line
Computers 20% straight line
Motor vehicles 20% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.5 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.7 Cash and cash equivalents

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

(Continued)

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.10 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.11 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.12 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Going concern

The company believes that the major judgement applied is the use of the going concern principle which supports the valuation of assets included in the Balance Sheet.

2017

2018

3 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2018 €	201,7 €
Turnover analysed by class of business		
Fees	3,436,469	3,771,985
	2018	2017
	2010	2017
Turnover analysed by geographical market	•	_
United Kingdom	1,604,246	1,760,876
Europe	626,296	687,444
Rest of the world	1,205,927	1,323,665
	3,436,469	3,771,985
4 Operating loss		
	2018	2017
Operating loss for the year is stated after charging/(crediting):	€	€
Fees payable to the company's auditor for the audit of the compar		
financial statements	7,250 ========	7,250

5 Employees

The average monthly number of persons (including directors) employed by the company during the year was 36 (2017 - 37).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

6	Tangible fixed assets		Plant and machinery etc €
	Cost		
	At 1 January 2018		780,520
	Additions		10,802
	At 31 December 2018		791,322
	Depreciation and impairment		
	At 1 January 2018		707,716
	Depreciation charged in the year		29,873
	At 31 December 2018		737,589
	Carrying amount		
	At 31 December 2018		53,733
	At 31 December 2017		72,804
7	Fixed asset investments		
		2018	2017
		€	€
	Investments	10	10
			======
	Movements in fixed asset investments		
			Shares in
		u	group ndertakings
	Cost or valuation		• €
	At 1 January 2018 & 31 December 2018		10
	Carrying amount		
	At 31 December 2018		10
	A4.04 Days when 0047		, ====
	At 31 December 2017		10

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

8	Debtors	2018	2017
	Amounts falling due within one year:	€	2017
	Trade debtors	1,276,438	1,179,302
	Amounts owed by group undertakings	239,414	211,142
	Other debtors	1,087,807	1,258,400
		2,603,659	2,648,844
9	Creditors: amounts falling due within one year	2042	224
		2018 €	2017 €
	Trade creditors	1,768,972	1,603,106
	Amounts owed to group undertakings	203,144	185,908
	Taxation and social security	127,079	131,672
	Other creditors	1,444,685	1,244,572
		3,543,880	3,165,258
10	Creditors: amounts falling due after more than one year		
		2018 €	2017 €
	Other creditors	8,245,000	7,845,000
11	Called up share capital		
•••	Canca ap onare suprair	2018	2017
		€	€
•	Ordinary share capital		
	Issued and fully paid	22.222	60.000
	33,982 (2017: 33,982) ordinary A shares of €1 each	33,982	33,982
	4,964 (2017: 4,964) ordinary A shares of €1 each	4,964 ————	4,964
		38,946	38,946
		=======================================	

12 Financial commitments, guarantees and contingent liabilities

At the balance sheet date the company had contingent liabilities of €714,192 (2017: €515,765) in respect of bank guarantees. For this facility an all asset debenture is held by the Rabobank.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

13 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

· · · · · · · · · · · · · · · · · · ·	2018 €	2017 €
Within one year	498,502	505,386
Between two and five years	815,227	169,384
	1,313,729	674,770

14 Parent company

As in the previous year, the immediate parent company is GAC Services (UK) Ltd (formerly GAC Shipping (UK)Limited), a company registered in Scotland.

The ultimate parent company is the Gulf Agency Company Limited, a company registered in Lichstenstein.

The company is ultimately controlled by the Stablehold Foundation, which is situated in Lichstenstein.

The only group in which the results of the company are consolidated is that headed by the Gulf Agency Company Limited. The consolidated accounts of Gulf Agency Company Limited can be obtained from Gulf Agency Company Limited, P.O. Box 18006, Jebel Ali Free Zone, Dubai, United Arab Emirates.