

**MPC Capital AG**  
Annual Report 2015



**MPC Capital**

# Profile of MPC Capital

MPC Capital is an independent asset and investment manager specialising in real asset investments and investment products, as well as their management and administration, in the three core areas Real Estate, Shipping and Infrastructure.

Together with its subsidiaries, the company develops, markets and manages real asset investments for national and international institutional investors, family offices, third-party businesses and private investors.

MPC Capital offers all its services from a single source. These encompass launching and structuring an investment in real assets, its management and then the development and implementation of an exit strategy that serves the best interests of investors and shareholders.

MPC Capital AG has been quoted on the stock exchange since 2000 and has been listed in the Entry Standard segment of Deutsche Börse in Frankfurt since June 2012.

## MPC Capital Group in figures

	2015	2014
<b>P&amp;L</b>		
Revenues in EUR '000	47,763	34,518
EBIT in EUR '000	11,380	6,160
Consolidated net income in EUR '000	7,468	4,220
<b>Balance Sheet</b>	<b>31 Dec 15</b>	<b>31 Dec 14</b>
Total assets in EUR '000	80,169	60,484
Equity in EUR '000	33,898	12,621
Equity ratio in EUR '000	42.3	20.9
<b>Share</b>	<b>2015</b>	<b>2014</b>
Earnings per share in EUR '000	0.34	0.24
<b>Employees</b>	<b>2015</b>	<b>2014</b>
Average for the year	220	165
Personnel expenses in EUR '000	20,693	16,126
Personnel expenses ratio	43.3	46.7

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# Mission Statement

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Real estate, ships, wind farms and industrial plants are real, tangible, enduring assets. They play an essential part in finding long-term answers to the challenges of modern megatrends such as population growth, rising energy consumption and growing prosperity. The need for investment is therefore huge.

Investing in real assets is an opportunity to participate in this exciting and positive development. Meanwhile there is potential to profit from value gains and regular returns over the coming decades, while remaining almost unaffected by fluctuations in the value of money. We enable investors to access long-term, efficient real asset investments.

The primary objective of our activities is to identify and increase the value of appropriate assets and investment strategies. Our central area of expertise involves introducing investors to investment opportunities, along with the management of the assets from their development right up to the end of their respective service life. Depending on their requirements, investors can accompany us throughout the entire investment and value creation process – or participate flexibly in individual phases. Our role is to manage real asset investments optimally, from their selection and (ongoing) development to a successful exit, with a view to maximising their value.

We focus on long-term trends in demand when selecting the assets. This is how we have identified market niches such as micro living in the Real Estate segment, feeder container ships in the Shipping sector, and plant engineering in certain emerging economies, and have already successfully moved into many of these areas.

We are creating good-quality, affordable housing for students in Germany, playing a part in the energy revolution and helping developing countries to achieve higher industrial value added. Our investors enjoy opportunities to realise above-average returns compared to the market as a whole.

How do we achieve all this? We have been active in the alternative asset sector for over 20 years and have put down deep roots over that period. We have a deep knowledge of the individual markets, sound judgement of their development potential, exclusive access to interesting assets, an extensive network of renowned partners and the expertise needed for the structuring, financing, management and administration of real asset investments and investment products.

Our experience is built on over 300 projects and real assets with a total investment volume of around EUR 19 billion that we have realised since the establishment of MPC Capital in 1994. We want to win you over on the strength of our experience, quality, professionalism, reliability and uniqueness, and become Germany's biggest independent investment manager for real asset investments and investment products in the three core segments of Real Estate, Shipping and Infrastructure.



# Your Management Board







# Your Management Board



**ULF HOLLÄNDER**

**CEO, Chief Executive Officer**

Ulf Holländer joined MPC Capital in early 2000 and was appointed to the Management Board in July 2000 and in April 2015 as CEO. Previously he held executive positions at the shipping company Hamburg-Süd and its subsidiaries in Australia and the USA.



**DR. ROMAN ROCKE**

**CSO, Chief Sales and Product Officer**

Dr. Roman Rocke is member of the Management Board since June 2013. He has been active in the field of M&A and international financing advisory as well as strategic consulting for institutional clients. Dr. Rocke holds a PhD in Business Administration. Before he joined MPC Capital he has been CEO at KBR Finance Group in Frankfurt/Main.



**CONSTANTIN BAACK**

**CFO, Chief Financial Officer**

Constantin Baack was appointed to the management board of MPC Capital AG as CFO in April 2015. He joined MPC Capital in April 2008 and has held various executive positions since then. Recently as managing director of Ahrenkiel Steamship he was responsible for the consolidation of the MPC group's shipping activities. Mr. Baack holds a Master`s Degree in international business from the University of Sydney. Before joining MPC Capital he has worked for Hamburg Süd in Sydney and for one of the Big-4 Accounting firms.

# Foreword of the Management Board

Dear Shareholders,

we achieved significant initial success last year in refocusing our business on institutional customers. Our micro-living platform Staytoo, various real estate transactions in the Netherlands, the integration of the shipping company Ahrenkiel Steamship and the chartering company Contchart, as well as the Ancora wind farm in Portugal exemplify the successful relaunch of the MPC Capital Group with significantly broader value added in the three asset categories Real Estate, Shipping and Infrastructure.

The key financial data for the past financial year, too, confirms that the chosen direction is the right one: Revenue for the 2015 financial year rose 38 % to EUR 47.8 million, consolidated earnings grew by 77 % to EUR 7.5 million and the equity ratio was doubled to 42 %. Furthermore, 2015 saw us complete the restructuring of the MPC Capital Group with the repayment of the final bank liabilities that were raised in the course of restructuring, and we are now able to focus all our energy on expanding our new business model.

So what are the cornerstones of this new business model?

- **We link up asset and investor.**

We have over 20 years' experience in committing assets. We are active in market niches in which we can maximise our competitive edge. In these high-growth, high-yield niches, we structure projects that are tailored to the needs of the investors.

- **We are a service provider.**

Through our services, we participate in as many sections of the value chain as possible for a real asset investment. Whether in the development phase of a real estate project, the technical management of a container ship or the sale of a wind farm, our goal is to generate stable income streams over the long term.

- **We offer a sound basis.**

We possess the requisite expertise and all the necessary licences for setting up an appropriate structure for a real asset investment. For every asset strategy we have developed a platform that enables the scaling of our services. We can consequently make use of our resources efficiently.

- **Our balance sheet is asset-light.**

We avoid inflating our balance sheet with assets; at most, we take out a co-investment averaging 1-2 %. That makes us less exposed to market fluctuations that can influence the valuation of the assets. This separation brings the lasting benefit of stabilising our earnings.

We are entering the 2016 financial year with a well-filled project pipeline. We expect the Real Estate and Infrastructure areas to provide a particular stimulus for growth. In the course of refocusing our company, we will also take our dialogue with the capital market to another level. The healthy development in the share price over recent months is a source of ample encouragement.

We all look forward to the tasks of the coming months and view the prospects of MPC Capital AG with considerable confidence.

Kind regards,

The Management Board of MPC Capital AG



Ulf Holländer  
Chairman



Dr. Roman Rocke



Constantin Baack



# Your Supervisory Board





# Your Supervisory Board



**DR. AXEL SCHROEDER**  
**Chairman of the Supervisory Board**

Axel Schroeder is a businessman and managing partner in the company MPC Münchmeyer Petersen & Co. GmbH (the holding company of the MPC Group), Hamburg, the fate of which he has controlled for more than three decades. Axel Schroeder has been the Chairman of the Supervisory Board of MPC Capital AG since 25 November 1999.



**JAMES KIRK**

James Kirk has a degree in economics from Princeton University and has now worked at Corsair Capital for eight years. As the director for the acquisition, selection and assessment of investments, he has several years of market and corporate expertise. James Kirk was elected to the Supervisory Board of MPC Capital AG by the Annual General Meeting on 11 June 2013.



**JOACHIM LUDWIG**

Joachim Ludwig is member of the board at Ferrostaal AG (today: Ferrostaal GmbH). Since joining in 2007 he was in executive positions for various companies of the Ferrostaal Group. Previous to his board membership he was managing director of MAN Ferrostaal Piping Supply GmbH und Senior Vice President of the Ferrostaal AG. Joachim Ludwig was appointed to the supervisory board of MPC Capital AG in April 2015.

# Report of the Supervisory Board

Dear Shareholders,

MPC Capital AG is able to report major successes in its strategic reorientation during the past financial year of 2015. Through the integration of the shipping activities of Ahrenkiel Steamship and the chartering company Contchart, MPC Capital AG has significantly increased its added value in the shipping asset class. With a healthy net profit, the repayment of all bank loans from the restructuring phase and an improvement in the equity ratio to 42 %, the company has moreover put itself in a good position to achieve further growth, which will be driven by its repositioning as an asset and investment manager in the institutional environment.

## **Report on the activities of the Supervisory Board for the 2015 financial year**

In the 2015 financial year, the Supervisory Board fulfilled the control and advisory duties required of it by law and the Articles of Association of MPC Capital AG with considerable diligence. The Supervisory Board advised the Management Board on its management of the company and monitored and examined its work and actions on a regular basis. The Supervisory Board maintained a continuous dialogue with the Management Board and received regular, timely and comprehensive verbal and written reports about the current position of the company. The Supervisory Board also received comprehensive information on time-critical measures and decisions between meetings. Furthermore, the Management Board regularly discussed the current business situation and material transactions within the company with the Chairman of the Supervisory Board.

A total of four Supervisory Board meetings were held in the presence of the Management Board in the period under review. The Management Board was available to the Supervisory Board to discuss and answer further questions at these meetings. Regular topics of discussion included business development and the net assets, financial position and results of operations of the Group, the capital increase for contribution in kind to acquire controlling interests in the shipping company Ahrenkiel Steamship GmbH & Co. KG and the chartering company Contchart Hamburg / Leer GmbH & Co. KG, the organisational and company law adjustments following the reorientation of the MPC Capital Group, as well as risk management. The Supervisory Board moreover considered the measures to revive MPC Capital AG's access to the capital market. The Supervisory Board approved individual transactions to the extent required by law or the Articles of Association.

## **Personnel changes on the Supervisory Board**

The composition of the Supervisory Board changed in the period under review. Axel Schroeder sen., and Dr Michael Lichtenauer, surrendered their positions on the Supervisory Board with effect from 1 April 2015 and have now left the Supervisory Board. Their regular term of office would have ended with the close of the Annual General Meeting that is to grant discharge of the



Supervisory Board for the 2017 financial year. Upon the application of the Management Board, the Hamburg District Court appointed Dr Axel Schroeder and Joachim Ludwig as Supervisory Board members, each for a limited term up until the 2015 Annual General Meeting of Shareholders, by rulings dated 15 April 2015. Dr Axel Schroeder was elected new Supervisory Board Chairman.

Dr Axel Schroeder and Joachim Ludwig were elected to the Supervisory Board of MPC Capital AG in by elections held at the Annual General Meeting on 25 June 2015.

Joachim Ludwig is an excellent addition to our committee with his expertise, because he possesses a deep knowledge of the infrastructure sector by virtue of having served on the Management Board of Ferrostaal GmbH for many years. This market segment will be increasingly important for MPC Capital AG in future. Joachim Ludwig has held senior positions at various companies of the Ferrostaal Group since 2007 including, prior to his current role, as Managing Director of MAN Ferrostaal Piping Supply GmbH and Senior Vice President of the former Ferrostaal AG.

#### **Audit of the financial statements**

BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, was appointed as the auditor of the single-entity and consolidated financial statements by resolution of the Annual General Meeting on 25 June 2015 and mandated by the Supervisory Board accordingly. BDO AG Wirtschaftsprüfungsgesellschaft audited the single-entity financial statements of MPC Capital AG and the consolidated financial statements of the MPC Capital Group, including the bookkeeping and the combined management report, and issued them with an unqualified audit opinion. The single-entity and consolidated financial statements were prepared in accordance with the German Commercial Code (HGB). The auditor conducted the audit in accordance with the German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW – Institute of Public Auditors in Germany) and additionally the provisions of the International Standards on Auditing (ISA). The single-entity financial statements, the combined management report and the full audit reports by BDO AG Wirtschaftsprüfungsgesellschaft for the 2015 financial year were provided to all of the members of the Supervisory Board, enabling the Supervisory Board to fulfil its auditing and supervisory duties in full.

At its meeting to approve the annual accounts on 05 February 2016, the Supervisory Board discussed the audit reports and the single-entity and consolidated financial statements in detail in the presence of the Management Board and the auditor. The auditor provided a comprehensive report on the findings of its audit and was available to answer additional questions.

Following its detailed examination, the Supervisory Board of MPC Capital AG approved the single-entity and consolidated financial statements including the combined management report and the corresponding audit report and endorsed the single-entity and consolidated financial statements for the year ended 31 December 2015. The financial statements have thereby been adopted.

**Dependent company report by the Management Board in accordance with Section 312 of the German Stock Corporation Act (Aktiengesetz)**

In accordance with Section 312 of the German Stock Corporation Act (AktG) the Management Board of MPC Capital AG submitted a report on its relationships with dependent companies for the past financial year. This report has been unreservedly approved by the independent auditor, which has filed the following audit opinion:

“On the basis of our duly performed audit and assessment, we confirm that

- 1) the factual statements made in the report are correct;
- 2) the company’s consideration in respect of the transactions listed in the report was not inappropriately high.”

The dependent company report was examined by the Supervisory Board. Based on the results of its examination, the Supervisory Board concurs with the assessment of the auditor and does not raise any objections with respect to the report itself or the concluding declaration of the Management Board on relationships with dependent companies.

The Supervisory Board would like to thank the members of the Management Board and all employees for their huge dedication and outstanding work in the past financial year.

Hamburg, 5 February 2016



The Supervisory Board  
Dr. Axel Schroeder, Chairman

**The 2015  
financial year →**



# MICRO LIVING

In the Real Estate segment, MPC Capital participates in all value chain stages of a real estate investment. Micro living is an apt illustration: from the idea, through its execution and management, to the sale of a STAYTOO real estate project, MPC Capital is a one-stop shop for all services. First, the project preparation phase involves the decision on whether to acquire or build a STAYTOO apartment block. The property is then developed; for existing properties, this involves their financing and structuring, and for new buildings also their construction. The investment property is then actively managed and administrated over the life of the investment vehicle, before it is finally sold. Even then, MPC Capital continues to offer its services as asset manager. Every stage of the value chain yields its own revenue streams, which consequently span the full investment cycle.

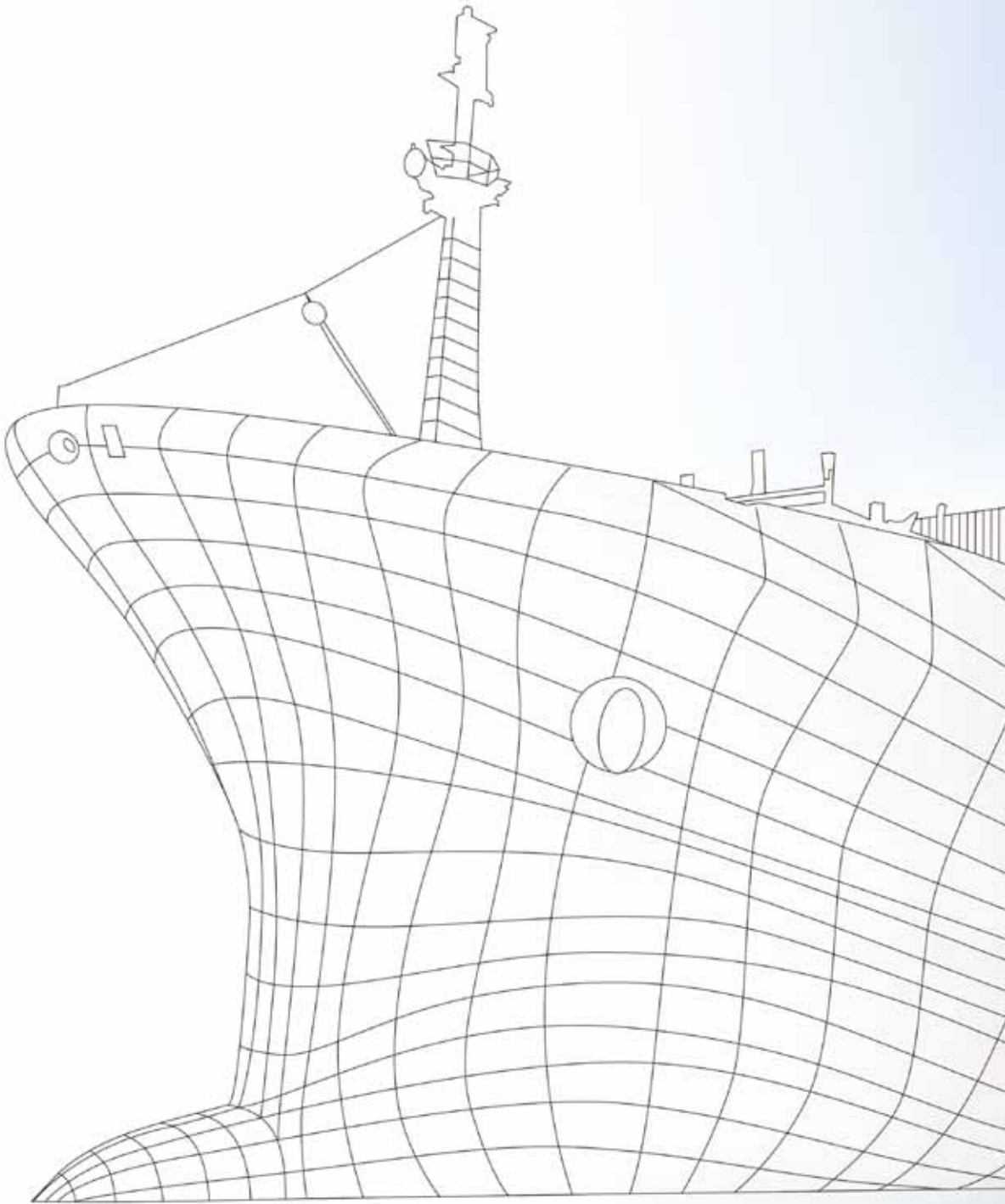


# NETHERLANDS

MPC Capital boasts a long and successful track record in the Real Estate segment, and especially in the office property area. Via an independent real estate subsidiary in the Netherlands, MPC Capital provides all links in the value chain for real estate investments in office properties in the neighbouring country. From the identification of a property or complex, through its financing and management, to its eventual sale, the local experts draw on the expertise of the MPC Capital Group. Whether as single investor or together with strategic partners, the combination of attractive buildings in strategically advantageous, busy locations and a sound letting structure delivers good investment opportunities across all value creation stages.









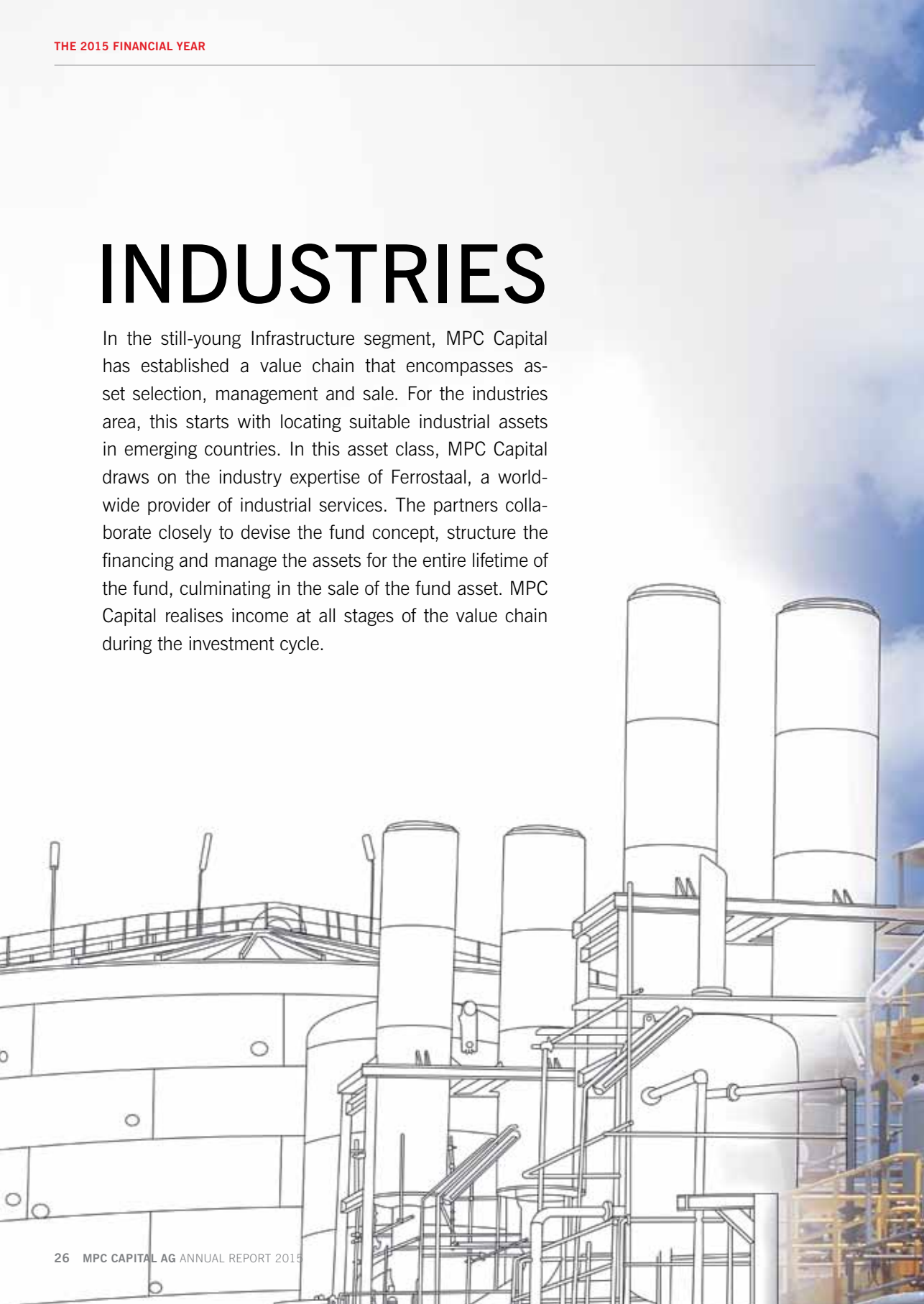
# SHIPPING

MPC Capital has secured a stake in the entire value chain in the Shipping sector through strategic investments and takeovers. From the starting point of investment management, MPC Capital takes charge of selecting the assets and structuring the financing. Following the integration of Ahrenkiel Steamship in 2015, the MPC Capital Group now has an experienced ship manager to take care of the technical and commercial management of the fleet. The chartering company Contchart maintains the revenue situation of the vessels. Income is thus generated right along the value chain, over the entire course of the investment.



# INDUSTRIES

In the still-young Infrastructure segment, MPC Capital has established a value chain that encompasses asset selection, management and sale. For the industries area, this starts with locating suitable industrial assets in emerging countries. In this asset class, MPC Capital draws on the industry expertise of Ferrostaal, a world-wide provider of industrial services. The partners collaborate closely to devise the fund concept, structure the financing and manage the assets for the entire lifetime of the fund, culminating in the sale of the fund asset. MPC Capital realises income at all stages of the value chain during the investment cycle.





# RENEWABLES

The renewables area of the Infrastructure segment is another example of MPC Capital's depth of value added. The company identifies attractive renewables projects, such as wind farms or solar plants. The relevant locations tend to be in countries offering above-average development potential. Once again, MPC Capital works in close harness with the Ferrostaal industrial group. Within this partnership, MPC Capital takes charge of the financing structure and investment management. The final stage of the investment cycle involves the sale of the asset. MPC Capital thus generates sustainable income across all stages of the value chain in collaboration with strategic partners.





**MPC**

**Capital share**

**in 2015**



### DAX experiences high market fluctuations

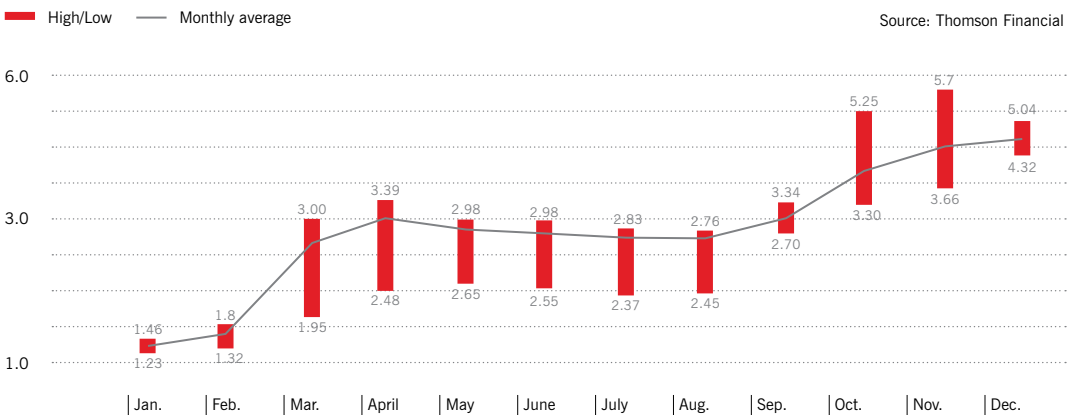
After putting on a slight 2.7% in 2014, German shares achieved a generally better performance in 2015, even if their development was highly volatile. The German share index DAX started the year successfully, rising to a new all-time high of 12,391 points on April 10, 2015. Overshadowed by growing signs of an economic slowdown in China and the sharp drop in oil prices, the DAX then steadily retreated until the end of September to reach a year-low of 9,325 points. It subsequently staged a slight rally to end the 2015 stock market year 9.6% percent up, at 10,743 points.

The second-tier indices MDAX (+22.7%) and SDAX (+26.6%) performed even better.

### MPC Capital shares up 277%

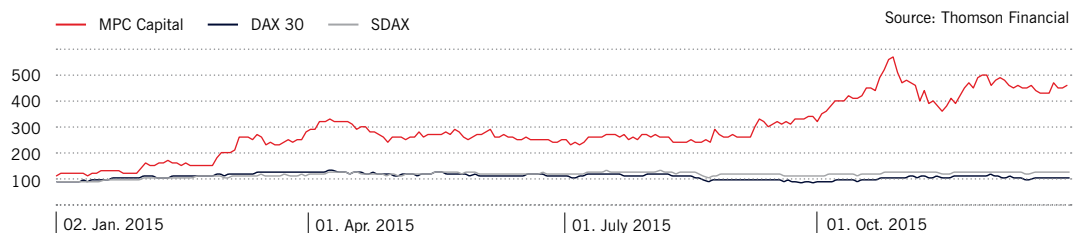
The shares of MPC Capital developed very positively over the course of 2015. Buoyed by a raft of positive announcements and the revival of capital market activities in the autumn, the trading price rose by 277%. The shares opened the 2015 stock market year trading at EUR 1.23, which was also the year-low. At the start of November the trading price reached a year-high of EUR 5.70, closing at EUR 4.63 on the final day of trading. The average trading volume of MPC Capital shares rose slightly compared with the previous year and averaged approx. 5,000 shares per day (previous year: approx. 3,100). The market capitalisation of the company as at 31 December 2015 was around EUR 102 million (previous year: EUR 22 million).

### HIGH, LOW AND AVERAGE PRICES FOR 2015 (XETRA), 1. JANUARY TO 31 DECEMBER 2015 in EUR





## 2015 PERFORMANCE, INDEXED



### Capital increase for contribution in kind

To finance the acquisition of a controlling interest in the shipping company Ahrenkiel Steamship and the chartering company Contchart, by resolution of 26 March 2015 the Management Board, with the approval of the Supervisory Board, carried out a capital increase for contribution in kind from authorised capital, excluding pre-emption rights. 4,518,655 new shares in total were issued. The share capital of MPC Capital AG accordingly increased from EUR 17,610,739.00 to EUR 22,129,394.00. The number of shares went up correspondingly from 17,610,739 to 22,129,394. The capital increase took effect along with registration of its implementation on the Commercial Register for MPC Capital AG on 31 March 2015.

### Changes in the shareholder structure

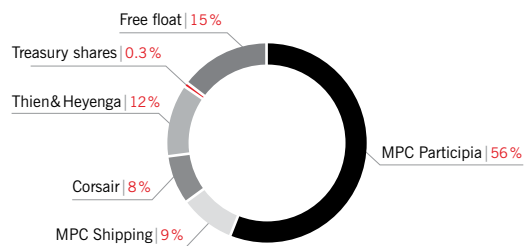
As a result of the contribution of their shares in Ahrenkiel Steamship, Thien & Heyenga Bereederungs- und Befrachtungsges. m.b.H. ("Thien & Heyenga") and MPC Shipping Beteiligungsgesellschaft mbH & Co. KG ("MPC Shipping") are new shareholders of MPC Capital AG with holdings of around 12% and around 9% respectively.

In the course of the reorganisation of the MPC Group – the parent company of MPC Capital AG – all shares held by MPC Münchmeyer Petersen & Co. GmbH in MPC Capital AG were bundled in the newly founded company MPC Participia GmbH at the end of 2015. Since the capital increase for contribution in kind in

March 2015, the MPC Group has moreover had an indirect equity holding in MPC Capital AG via MPC Shipping. The long-standing shareholder Corsair Capital disposed of part of its holding to the MPC Group in 2015 and now holds share of voting rights of around 8%. Overall, the MPC Group holds around 65% of the shares as at the end of February 2016.

MPC Capital AG holds 0.3% treasury shares. The free float is around 15%.

### SHAREHOLDER STRUCTURE OF MPC CAPITAL AG (FEBRUARY 2016)



Shareholders of companies whose shares are listed in the Entry Standard of the Frankfurt Stock Exchange are not subject to the obligation to submit voting rights notifications in accordance with the German Securities Trading Act (WpHG). The shareholder structure is therefore presented to the best of the company's knowledge.

### Resolutions of the Annual General Meeting

The Annual General Meeting of MPC Capital AG was held on 25 June 2015 in Hamburg. All motions were approved by rates of more than 99%. The parties attending and voting results as well as all other documents concerning the Annual General Meeting are permanently available on the Investor Relations web page of MPC Capital AG ([www.mpc-capital.com](http://www.mpc-capital.com)).

### Revival of capital market activities

MPC Capital AG intends to step up its capital market activities once more. After a few years' absence MPC Capital participated in the German Equity Forum in Frankfurt once more in autumn 2015 to present itself to institutional investors and publicise its new business model as an asset and investment manager for alternative investments. In early 2016 the Management

Board discussed the company's repositioning with a large number of fund managers at a roadshow taking in Frankfurt, Zurich and London. Coverage of MPC Capital AG also resumed in February 2016: the renowned stock analysts Baader Helvea and Warburg Research commenced coverage of MPC Capital AG, in each case with a buy recommendation.

The measures to revive capital market activities are already starting to bear fruit: The trading price reached a three-year high of EUR 6.38 at the end of January 2016, taking market capitalisation to around EUR 140 million. The Xetra trading volume, too, has been back up above 20,000 units traded daily since the start of January.

### KEY SHARE DATA OF MPC CAPITAL AG

WKN	A1TNWJ
ISIN	DE000A1TNWJ4
Share class	Bearer shares with notional capital share of EUR 1.00 each
Trading venues	Open market in Frankfurt am Main; electronic trading on Xetra; OTC in Berlin-Bremen, Düsseldorf, Hanover, Munich and Stuttgart
Market segment	Entry Standard
Designated sponsor & listing partner	Oddo Seydler Bank AG
First day of trading	28. September 2000
Reuters code	MPCG.DE
Bloomberg	MPC GR
Datastream	D:MPC

<b>KEY RATIOS OF MPC CAPITAL SHARES</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>
Earnings per share in EUR	-1.37	0.24	0.34
Price at year-end in EUR (Xetra)	1.37	1.26	4.63
High in EUR (Xetra)	8.10	1.70	5.70
Low in EUR	1.00	1.19	1.23
Number of shares	17,610,739	17,610,739	22,129,394
Market capitalisation* in EUR million	24	22	102

\* based on year-end price

### Investor Relations – your contact

MPC Capital AG, Investor Relations  
 Stefan Zenker  
 Palmaille 67  
 22767 Hamburg, Germany  
 Tel.: +49 (0) 40 380 22 4347  
 Fax: +49 (0) 40 380 22 4878  
 e-mail: s.zenker@mpc-capital.com



# Combined Management Report

as at 31 December  
2015





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# 1.

## Basis of the Group and of MPC Capital AG

### BUSINESS MODEL

The MPC Münchmeyer Petersen Capital Group (“MPC Capital”, “MPC Capital Group”) is an independent asset and investment manager for real investment products. MPC Münchmeyer Petersen Capital AG (“MPC Capital AG”) is the Group parent. It has been listed on the stock exchange since 2000 and has been listed in the Entry Standard of Deutsche Börse in Frankfurt since June 2012.

Together with its subsidiaries, MPC Capital develops and manages real investments and investment products for international institutional investors, family offices and professional investors.

MPC Capital offers all of its services from a single source. This encompasses selecting, launching and structuring an investment in real assets, its active management as well as the development and implementation of an exit strategy that serves the best interests of investors.

Its product and service offering focuses on the three core segments of **real estate, shipping and infrastructure**. Thanks to a comprehensive international network of partners and its many years of expertise, MPC Capital has excellent market access that enables it to identify market opportunities and bring investment projects and investors together.

MPC Capital also offers a **comprehensive range of services** for the management of newly launched and existing investments. In addition to its long-standing, deep knowledge of fiduciary services for investors, MPC Capital also holds a licence to operate as a regulated investment fund manager through its subsidiary DSC Deutsche SachCapital GmbH.

MPC Capital Group acquired majority shareholdings in the shipping company Ahrenkiel Steamship GmbH & Co. KG (“Ahrenkiel Steamship”) and the chartering company Contchart Hamburg / Leer GmbH & Co. KG (“Contchart”) in March 2015. This expanded its value chain in the shipping segment to include technical and commercial ship management, thereby strengthening its position in the shipping asset class. At the same time, incorporating the shipping company into the MPC Capital Group gives it access to the capital market to finance further growth.

### ORGANISATIONAL AND MANAGEMENT STRUCTURES

The business activities of the MPC Capital Group are divided into product generating units (“asset units”) and service and management units (“support units”). The parent company, MPC Capital AG, handles the central functions of corporate management and of the staff departments (“corporate centre”). These, along with the Regulation & Investment Services unit and the Sales & Trading unit, are shared functions serving all asset units.

#### Asset units

##### Real Estate

The **Real Estate** asset unit is the centre of competence for real estate within the MPC Capital Group. It is responsible for identifying promising investment targets and market opportunities, as well as designing and structuring them as investments and investment products. The unit also manages and administers a large number of existing funds.



## MPC Capital Group organisational structure (simplified)



It focuses on three key investment strategies: German office properties (core/core+), Dutch office properties (manage to core/core) and micro living (student housing).

In addition, MPC Capital manages distressed funds through GFR Geschlossene Fonds Restrukturierung GmbH & Co. KG. Using a detailed appraisal and evaluation, GFR draws up various courses of action for optimising a fund.

### Shipping

The **Shipping** asset unit bundles the MPC Capital Group's project financing and conceptual expertise in the shipping sector. The unit develops maritime investments for institutional investors, family offices and other professional investors. It benefits from a team with many years of experience, excellent market access and a comprehensive worldwide partner network. The unit also manages and administers a large number of existing funds.

MPC Capital AG acquired the majority of shares of shipping company Ahrenkiel Steamship and chartering company Contchart at the end of March 2015. In order to finance the transaction, the Management Board carried out a capital increase for contributions in kind out of authorised capital by way of a resolution dated 26 March 2015 with the consent of the Supervisory Board. In this connection, Thien & Heyenga Bereederungs- und Befrachtungsges. m.b.H. and MPC Shipping Beteiligungsgesellschaft mbH & Co. KG contributed their shares in Ahrenkiel Steamship, including the shares in Contchart previously contributed to that company, as a contribution in kind in return for the issue of new shares in MPC Capital AG.

A total of 4,518,655 new no-par value ordinary bearer shares were issued, each with a notional interest of EUR 1.00 in the share capital. As a result, the share capital of MPC Capital AG increased from

EUR 17,610,739.00 to EUR 22,129,394.00. The number of shares increased accordingly from 17,610,739 to 22,129,394. Thien & Heyenga Bereederungs- und Befrachtungsges. m.b.H. now holds 11.5% and MPC Shipping Beteiligungsgesellschaft mbH & Co. KG holds 8.9% of the shares of MPC Capital AG.

The capital increase became effective upon the entry of its implementation in the commercial register of MPC Capital AG on 31 March 2015.

#### Infrastructure

MPC Capital and Ferrostaal GmbH, Essen, formed MPC Ferrostaal Infrastructure Holding GmbH to handle investments in **renewables and industrial facilities**.

The Ferrostaal Group is an international industrial service provider with approximately 3,600 employees and companies in around 40 countries. The holding company currently holds two key investments: Ferrostaal Capital GmbH and MPC Industrial Projects GmbH. By bundling the resources of Ferrostaal and MPC Capital, the companies not only draw on the wide range of attractive assets and expertise of a global industrial service provider – they also benefit from access to investors and the financing and structuring capabilities of an experienced investment manager.

#### **Regulation & Investment Services**

Since the German Investment Code (*Kapitalanlagegesetzbuch*, "KAGB") came into effect in July 2013, fund-based real investments – for both institutional and retail investors – must be issued and managed by a regulated investment fund manager as "alternative investment funds". Within the MPC Capital Group, this function is performed by DSC Deutsche SachCapital GmbH.

MPC Investment Services GmbH and TVP Treuhand- und Verwaltungsgesellschaft für Publikumsfonds mbH & Co. KG provide investment and investment product-related services and fiduciary activities within the

MPC Capital Group. These units operate together as the key interface between investor, investment company and the respective initiator. Their tasks include investor support and communications work for German and international funds, as well as compiling trustee and annual reports for the fund companies.

#### **Sales & Trading**

The Sales & Trading unit at MPC Capital devises suitable sales concepts according to the nature and structure of the asset. An international team of experienced investment specialists continually analyses market conditions with the goal of pairing investor requirements with suitable assets.

In light of the MPC Capital Group's repositioning in the institutional environment over the course of 2015, the sales team was expanded to cover a greater geographical area and enable more personalised investor support.

## **GOALS AND STRATEGIES**

MPC Capital's goal is to become one of the leading independent asset and investment managers for real investments and investment products. As at 31 December 2015, MPC Capital had assets under management (AUM) totalling approximately EUR 5.5 billion. The objective is to increase AUM to EUR 10 billion in the medium to long term by implementing new investment projects.

The cornerstones of the corporate strategy are to generate sustained cash flows, to guarantee solid corporate financing and in particular to ensure healthy liquidity and capitalisation.

#### **Link between asset and investment**

MPC Capital's activities focus on identifying and increasing the value of suitable investment targets. Its core expertise lies in bringing together investors and invest-

ment opportunities, and in managing assets through to exit. Customers can participate in the entire investment and value creation process with MPC Capital, or flexibly use individual services for their investment and business activities in line with their own needs. MPC Capital's role is to optimally manage real investments from the three asset categories throughout the selection, active development and successful exit phases, with a view to maximising their value. The aim is to continue to manage the asset and capital in whole or in part after an exit.

MPC Capital has consistently expanded its value added in the core asset categories in recent years. With the acquisition of majority shareholdings in Ahrenkiel Steamship and Contchart, MPC Capital recently opened up additional sources of revenue that generate stable and sound cash flows in the shipping segment.

#### **Asset selection based on market requirements (needs-based)**

In selecting assets, MPC Capital focuses on current market requirements and works hard to identify market trends at an early stage. In doing so, MPC Capital has identified and already begun to successfully occupy market niches such as micro living in the real estate segment, feeder ships in the maritime sector or plant construction in emerging markets. All of these niches offer the opportunity to outperform yields in the market as a whole.

#### **Co-investment: MPC Capital contributes equity**

MPC Capital contributes part of the equity itself (co-investment) to ensure that the interests of the investors are in line with those of the fund manager. Depending on the volume and type of asset, the co-investment amounts to a maximum of 10% of the equity of the investment vehicle concerned, and is recognised in other equity investments under financial assets.

#### **Investment vehicle based on the investor's strategy**

The type of investment vehicle (German alternative investment fund (AIF), Luxembourg AIF or other legal form) is based on the strategy pursued by the investor. The investment vehicle is structured by Group company DSC Deutsche SachCapital GmbH where necessary.

MPC Capital's sales activities are primarily focused on international institutional investors, family offices and other professional investors. Its customers also include third-party companies and high net worth retail investors, existing customers and sales partners. The various phases of the asset's life cycle are suited to investors with different risk profiles: for example, the development phase of a project is appropriate for investors with expectations of higher returns and a pronounced risk profile, while investors with expectations of lower returns and a balanced risk profile generally participate in established projects with stable cash flows.

#### **Competitive advantage – asset expertise and access to real investments**

MPC Capital's competitive advantages stem not just from its comprehensive, long-standing expertise in its core asset categories, but also from a broad network of partners that affords excellent access to attractive real assets. Of particular note is the partnership with Ferrostaal GmbH, Essen.

## **MANAGEMENT SYSTEM**

The management of the MPC Capital Group is geared to long-term value added. The key management performance indicators are **revenue**, which comprises recurring income from the management and administration of existing funds, asset management, advisory and agency for real investments, as well as project and transaction income and income generated as part of exit strategies for existing funds and investments. The **result from ordinary activities** is a further financial performance in-

dicator. The operating result, which was still used as a financial performance indicator in the prior-year period, does not include income from equity investments and the share of profit of associates, which will gain increasing significance in the future.

The foundations for solid and sustainable business planning also include adequate **capitalisation** and maintaining sufficient **liquidity** in the company over an appropriate planning period.

Non-financial performance indicators are not used for internal management.

At Group level, the Management Board is responsible for the initiation, management, compliance and monitoring of business activities; at operating level, this function is assigned to the managing directors of the individual subsidiaries. The management system is also part of the controlling and planning processes within the MPC Capital Group.

The consolidated financial statements and annual financial statements of MPC Capital AG have been prepared on the basis of the German Commercial Code (*Handelsgesetzbuch*, "HGB").

## 2. Economic Report

### MACROECONOMIC AND INDUSTRY-SPECIFIC ENVIRONMENT

The global financial system faced two significant stress situations in 2015. Uncertainty about Greece's future in the eurozone increased among market participants over the course of the year. Another challenge came from scrutiny surrounding the growth outlook for China and other significant emerging economies following the sharp corrections on the Chinese stock market and the global commodities markets. However, the situation on the financial markets quickly calmed in both cases without any destabilising trends towards a crisis.

In its winter forecast dated 14 December 2015, the Kiel Institute for the World Economy (*Institut für Weltwirtschaft*, "IfW") expects global economic growth of 3.1 % for 2015.

The combination of moderate global economic growth and the continuing expansionary monetary policy pursued by the US Federal Reserve (Fed) and the European Central Bank (ECB) provide a boost for riskier asset classes such as shares. However, market observers believe that the valuations for many companies have already reached a fair level.

The historically low interest rates and increasing cash reserves present significant challenges for investors. Institutional investors are increasingly in need of alternatives to meet their target returns. Between 2008 and 2014, assets under management (AUMs) in Europe increased by approximately 75 % to EUR 19 trillion.

The majority of institutional investors are rethinking their asset allocation in order to safeguard the performance of

their portfolios. According to a current study by Towers Watson, pension funds have reduced their fixed-income and cash allocations since 1995, with the alternative investments asset class increasing significantly from 5 % to 25 % over the same period. A study by Invesco states that sovereign wealth funds are also contemplating taking significant overweight positions in alternative investments such as real estate or infrastructure.

### BUSINESS PERFORMANCE

Overall performance in the 2015 financial year was in line with management's expectations. Revenue was up 38 % year on year to EUR 47.8 million. Equally, consolidated earnings in the amount of EUR 7.5 million are in line with the forecast of at least EUR 5.0 million in net profit for the year.

#### Real Estate

MPC Capital further expanded its student housing partnership with a Danish pension fund in the 2015 financial year. The joint venture was formed in July 2014 and raised approximately EUR 66 million in equity for the MPC Student Housing I special AIF in 2015. The aim is to attain a total investment volume of approximately EUR 150 million. The first properties were acquired in Nuremberg, Bonn and Kaiserslautern, and the plan is for the first apartments to be ready for occupation by the winter semester 2016/17 under the Staytoo brand. MPC Capital is also analysing further locations throughout Germany and is eyeing expansion into other European countries including Austria, Switzerland and the Netherlands.

In the German office property market, MPC Capital is developing an AB-BA fund that will invest in prime

properties in secondary locations and secondary properties in prime locations. The intention is for the special AIF to be aimed exclusively at professional investors.

This strategy is being supplemented by a joint venture with the Hamburg-based BECKEN Group, which structures regulated investment funds with a core/core+ investment strategy focusing on the German office properties. Real estate specialist BECKEN provides the joint venture with approximately 30 years of experience in identifying and developing real estate projects in Germany's top seven locations. MPC Capital is contributing its structuring and regulation expertise, as well as access to investors.

The MPC Capital team has further expanded the business in the Netherlands. Examples include the acquisition of an office property in Amsterdam on behalf of a Spanish investor. In addition, two retail centres from an ABN AMRO portfolio and a further office property with over 50,000 square metres of space were sold.

MPC Capital also benefited from the growth in the Japanese and US real estate markets in 2015. Co-investments in opportunistic funds have generated significant income in the seven-digit euro range.

### Shipping

Shipping company Ahrenkiel Steamship took over the management of eight container ships from HSH Nordbank's loan portfolio at the end of February 2015. The overall transaction volume was in the triple-digit million US dollar range. The portfolio originates from HSH Nordbank AG's Nautilus financing model and comprises four "baby" Panamax vessels with a capacity of 4,300 TEU and four feeder ships with capacities ranging from 1,300 to 2,500 TEU. To finance the deal, MPC Capital secured institutional investors who are providing the majority of the equity. Ahrenkiel Steamship is involved in the transaction as co-investor and ship manager for the fleet.

At the end of September, Ahrenkiel Steamship and Hamburg-based shipping company H. Vogemann began work on establishing a pool of Supramax class bulk carriers. The pool partners are aiming to create a significantly more efficient cost structure through this alliance: on the basis of synergy effects and many years of experience in the chartering and ship management business, the partners anticipate charter income significantly above the figures quoted for the relevant routes in the Baltic Supramax Index (BSI).

### Infrastructure

One of Europe's largest renewable energy infrastructure projects is currently being launched in Portugal. The ANCORA project comprises the installation of four wind farms with a combined output of approximately 172 MW. The plan is for all 84 wind turbines to be brought online by the end of 2016. The project financing is being structured by Ferrostaal Capital, a subsidiary of MPC Ferrostaal Infrastructure Holding GmbH, which was formed by MPC Capital and Ferrostaal. The total investment volume for the ANCORA project amounts to EUR 220 million. In addition, Ferrostaal Capital is currently negotiating financing for a range of other renewable energy projects.

MPC Capital AG and Ferrostaal GmbH further expanded their partnership in the 2015 financial year. The companies laid the groundwork to finance a wide range of industrial projects with the formation of another company, MPC Industrial Projects GmbH. The team is currently working to structure a special AIF aimed at financing oil, gas and petrochemical plants and refineries, predominantly in emerging markets. The aim is for the fund to invest in both existing plants and new projects.

### Regulation & Investment Services

In addition to its long-standing, deep knowledge of fiduciary services for investors, MPC Capital also holds a licence to operate as a regulated investment

fund manager through its subsidiary DSC Deutsche SachCapital GmbH. Deutsche SachCapital manages the products of three external customers as a regulated investment fund management service provider. It

also manages own funds of the MPC Capital Group that conform to the German Investment Code (*Kapitalanlagegesetzbuch*, "KAGB").

### 3. Net assets, financial position and results of operations

#### RESULTS OF OPERATIONS OF THE GROUP

The MPC Capital Group's revenue increased by 38 % to EUR 47.8 million in the 2015 financial year (2014: EUR 34.5 million), due in particular to the integration of Ahrenkiel Steamship and Contchart, as well as high-volume real estate transactions. As expected, fund management and administration income decreased by 21 % to EUR 20.1 million (2014: EUR 25.4 million) on the back of the decline in the former portfolio business. Asset management and transaction services income rose again, increasing by 205 % from EUR 9.0 million in 2014 to EUR 27.3 million in 2015. Some EUR 8.6 million of this figure is due to fees for the technical and commercial ship management services provided by Ahrenkiel Steamship and Contchart, which were fully consolidated for the first time as at 1 April 2015. The successful implementation of real estate projects in North America and Japan also contributed to this significant increase.

Other operating income amounted to EUR 9.0 million in the 2015 financial year (2014: EUR 20.6 million), due chiefly to the sale of receivables that had been written off and changes in exchange rates, in particular the sharp appreciation of the US dollar and Canadian dollar. In the prior year, other operating income had

been driven by deconsolidation gains in the amount of EUR 9.3 million.

Personnel expenses rose to EUR 20.7 million (2014: EUR 16.1 million), primarily due to the integration of Ahrenkiel Steamship and Contchart (EUR 5.5 million). A total of 93 employees were added. The Group's personnel expenses ratio decreased to 43 % (2014: 47 %) on the back of revenue growth, despite the integration of the personnel-intensive shipping and charter business.

Other operating expenses grew by 24 % to EUR 29.5 million (2014: EUR 23.8 million). This was due on the one hand to the overall increase in costs resulting from the integration of Ahrenkiel Steamship and Contchart (EUR 4.2 million), and on the other to higher consultancy expenses in connection with the reorientation of the business model, write-downs on receivables, exchange rate changes and costs arising on completion of the restructuring.

The income from equity investments increased significantly from EUR 1.2 million in the previous year to EUR 5.9 million in the 2015 financial year. This strong growth primarily resulted from the positive performance of the co-investments in real estate funds in the USA and Japan. The share of profit of associates

also rose significantly, climbing from EUR -1.3 million in the prior-year period to EUR 3.6 million in the 2015 financial year, chiefly due to the positive performance of the equity investments.

At EUR 11.4 million in the 2015 financial year, the result from ordinary activities was up 85 % on the prior-year figure of EUR 6.2 million.

Consolidated earnings increased by 77 % from EUR 4.2 million in the previous year to EUR 7.5 million in the 2015 financial year.

Earnings per share amounted to EUR 0.34 in 2015 (2014: EUR 0.24).

## RESULTS OF OPERATIONS OF THE GROUP PARENT

MPC Capital AG generated revenue from charges allocated among Group companies in the amount of EUR 8.2 million in the 2015 financial year (2014: EUR 8.0 million), mainly in respect of administrative services performed on behalf of the subsidiaries by MPC Capital AG in its capacity as holding company.

Other operating income amounted to EUR 8.4 million in 2015 (2014: EUR 5.4 million) and was primarily attributable to valuation allowances and write-downs on receivables, as well as changes in exchange rates.

In addition, MPC Capital AG generated income from equity investments in the amount of EUR 1.7 million (2014: EUR 11.3 million), income from profit and loss transfer agreements in the amount of EUR 2.5 million (2014: EUR 7.2 million) and interest and similar income in the amount of EUR 1.6 million (2014: EUR 1.1 million). MPC Capital AG's headcount increased from 39 to 49 employees due to the Group's reorientation. Personnel expenses rose accordingly to EUR 6.7 million (2014: EUR 5.6 million).

Other operating expenses again declined slightly year on year to EUR 14.4 million in the 2015 financial year (2014: EUR 15.4 million). These mainly comprised valuation allowances and write-downs on receivables totalling EUR 4.2 million (2014: EUR 8.3 million) and legal and consultancy costs in the amount of EUR 2.3 million (2014: EUR 2.6 million).

MPC Capital AG's operating result was again negative, at EUR -4.6 million (2014: EUR -7.8 million). This is mainly attributable to the nature of the business model, since the Group parent is generating an increasing proportion of its income through equity investments and profit and loss transfers.

Overall, MPC Capital AG generated net profit for the year of EUR 573 thousand in the 2015 financial year, as against EUR 73 thousand in the prior-year period. The net accumulated losses were offset against capital reserves, leading to a net result of EUR 0.00 in the 2015 financial year.

## NET ASSETS AND FINANCIAL POSITION OF THE GROUP

The following table shows the assets and liabilities recognised for the first time on initial consolidation of Ahrenkiel Steamship and Contchart as at 1 April 2015:

Additions due to the initial consolidation of Ahrenkiel Steamship/Contchart	1 Apr. 2015 EUR thousand
A. Fixed assets	11,207
B. Current assets	2,622
<b>Assets</b>	<b>13,829</b>
A. Fixed assets	12,640
B. Current assets	527
C. Liabilities	662
<b>Equity and liabilities</b>	<b>13,829</b>



The Group's total assets increased from EUR 60.5 million as at 31 December 2014 to EUR 80.2 million as at 31 December 2015, mainly due to the consolidation of Ahrenkiel Steamship and Contchart. Goodwill in the amount of EUR 10.7 million was recognised as part of the initial consolidation, and amounted to EUR 9.8 million as at 31 December 2015.

Fixed assets increased to EUR 35.2 million as at 31 December 2015 (31 December 2014: EUR 26.5 million). Financial assets, which mainly comprise investments in joint ventures, associates and other equity investments, amounted to EUR 25.0 million, down some EUR 1 million year on year (31 December 2014: EUR 26.0 million).

Current assets rose from EUR 33.9 million as at the end of 2014 to EUR 44.9 million as at 31 December 2015. Receivables from other long-term investees and investors were reduced in the amount of EUR 6.1 million. The increase in dedicated bank balances from EUR 3.1 million to EUR 7.5 million was due to income from equity investments already generated that cannot be recognised as cash due to third-party security interests.

The Group's liquidity (cash in hand and bank balances) improved by EUR 9.6 million to EUR 16.9 million (31 December 2014: EUR 7.3 million) due to the positive cash flow in the 2015 financial year and the consolidation of Ahrenkiel Steamship and Contchart.

On the equity and liabilities side, equity increased significantly from EUR 12.6 million as at 31 December 2014 to EUR 33.9 million as at 31 December 2015 as a result of the capital increase for contributions in kind to acquire majority shareholdings in Ahrenkiel Steamship and Contchart, as well as the positive consolidated earnings. The equity ratio rose accordingly

from 20.9 % to 42.3 %, providing further significant scope to finance MPC Capital's continued growth.

Provisions in the amount of EUR 32.7 million were recognised as at 31 December 2015 (31 December 2014: EUR 27.6 million). Of this figure, the largest share was attributable to provisions for legal and consultancy expenses connected with the Group's reorientation and the integration of the shipping activities in the amount of EUR 7.3 million (31 December 2014: EUR 3.9 million), provisions for costs associated with the completed restructuring in the amount of EUR 6.8 million (31 December 2014: EUR 8.1 million) and provisions for expected losses in the amount of EUR 6.7 million (31 December 2014: EUR 5.7 million).

Liabilities were significantly reduced by EUR 6.5 million to EUR 12.1 million (31 December 2014: EUR 18.6 million) due to the repayment of loans. Liabilities to banks declined from EUR 8.8 million to EUR 2.2 million and comprise bank loans for non-recourse project financing. Liabilities to other long-term investees and investors in the amount of EUR 5.0 million (31 December 2014: EUR 4.6 million) primarily comprise capital commitments to co-investments not yet called down, as well as distributions received.

The MPC Capital Group reported cash flow from operating activities of EUR 13.7 million in the 2015 financial year (2014: EUR -1.3 million). The increase was primarily driven by a substantial rise in consolidated net profit and changes in other provisions. The cash flow from investing activities amounted to EUR 0.6 million in the reporting period (2014: EUR 1.9 million). Payments for investments in financial assets amounted to EUR 3.5 million (2014: EUR 5.7 million), while proceeds from the disposal of financial assets amounted to EUR 4.2 million (2014: EUR 4.7 million).

Net cash used in financing activities amounted to EUR 6.2 million in 2015 (2014: net cash from financing activities of EUR 0.3 million) due to the repayment of loans.

Total cash and cash equivalents amounted to EUR 16.9 million as at the end of the year (2014: EUR 7.3 million).

## NET ASSETS AND FINANCIAL POSITION OF THE GROUP PARENT

MPC Capital AG's total assets increased to EUR 62.6 million as at 31 December 2015 (31 December 2014: EUR 56.8 million), mainly due to the initial consolidation of Ahrenkiel Steamship and Contchart. Fixed assets, which mainly comprise shares in affiliated companies and equity investments (financial assets) and, to a lesser extent, tangible assets, increased to EUR 38.5 million (31 December 2014: EUR 28.1 million).

Current assets comprise receivables in the amount of EUR 17.1 million (31 December 2014: EUR 27.0 million), for the most part from affiliated companies and from other long-term investees and investors. Cash in hand and bank balances rose from EUR 1.7 million in the previous year to EUR 7.0 million as at 31 December 2015.

On the equity and liabilities side of the balance sheet, equity increased to EUR 28.9 million (31 December 2014: EUR 15.9 million) as a result of the capital increase for contributions in kind to acquire majority shareholdings in Ahrenkiel Steamship and Contchart, as well as the net profit for the year. The equity ratio improved from 28.0% to 46.2%.

There were only minor changes in provisions, which amounted to EUR 18.8 million as at the balance sheet

date (31 December 2014: EUR 19.1 million). These mainly relate to provisions for taxes, as well as provisions for expected losses and restructuring costs. There was a notable reduction in liabilities to EUR 14.8 million, down from EUR 21.7 million in the previous year. In particular, liabilities to banks decreased significantly from EUR 8.8 million in the prior year to EUR 2.2 million as at 31 December 2015 due to the repayment of loans.

## PRINCIPLES AND GOALS OF FINANCIAL MANAGEMENT

The goal of financial management at MPC Capital AG is to safeguard the Group's financial stability and business flexibility. Liquidity management within the MPC Capital Group maps the Group's short- and long-term liquidity requirements based on a planning model. Liquidity planning and the liquidity situation are key factors within the MPC Capital Group's risk management approach.

## FINANCIAL AND NON-FINANCIAL PERFORMANCE INDICATORS

The financial performance indicators developed as follows in the reporting period:

Financial performance indicators	2015	2014	Change in %
	in EUR thousands		
Revenue	47,763	34,518	+38%
Results from ordinary activities (EBT)	11,380	6,160	+85%
Consolidated earnings	7,468	4,220	+7%
Equity ratio	42%	21%	+21 pp

No analysis of non-financial performance indicators is carried out as they are not used for internal management purposes.

## SUMMARY OF THE ECONOMIC SITUATION

The MPC Capital Group generated revenue growth of approximately 38 % to EUR 47.8 million in the 2015 financial year. Consolidated earnings were up significantly, climbing at a significantly higher rate of 77 % to EUR 7.5 million. Balance sheet quality improved again: the equity ratio increased to 42 % as at the reporting date compared with 21 % in the prior year.

Overall, the MPC Capital Group's economic situation continued to see significant improvement in the 2015

financial year. In addition, the Company regained a high level of flexibility to finance its further growth due to the repayment of the last outstanding restructuring loans financed by banks.

The key challenge for the MPC Capital Group is to continue to compensate for the decline in income from the portfolio business with revenue from its repositioning in the institutional environment. That said, the projects completed and launched in 2015 and a healthy project pipeline point towards continuing positive growth.

## 4. Other Disclosures

### EMPLOYEES

The employees of the MPC Capital Group contributed to the successful business performance in the 2015 financial year through their high level of dedication. A long-term commitment on the part of highly qualified employees is the basis for the long-term successful development of the MPC Capital Group. MPC Capital's goal is to retain employees even more effectively and keep them performing at a high level by offering both performance-related remuneration components and non-financial incentives. Non-monetary instruments include flexible working hours and the scope to achieve a work-life balance.

The MPC Capital Group had an average of 220 employees in the 2015 financial year (2014: 165 employees). A total of 93 employees were transferred as part of the integration of Ahrenkiel Steamship and Contchart; the two companies had 95 employees as at the end of the year.

MPC Capital AG had an average of 45 employees in the financial year (2014: 39 employees).

### CHANGES IN THE COMPOSITION OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

Changes were also made in the composition of the Management Board and Supervisory Board on 1 April 2015 as part of the strategic reorientation of MPC Capital AG.

Dr. Axel Schroeder resigned as Chairman and stepped down from the Management Board. Ulf Holländer, who had served as CFO of MPC Capital AG since 2000, was appointed as the new CEO and Chairman of the Management Board. He was replaced as CFO by Constantin Baack, who as Managing Director of Ahrenkiel Steamship recently oversaw the integration

of the shipping activities. Constantin Baack has held various senior executive positions for the MPC Group since 2008. He previously worked for one of the Big Four audit firms.

The co-founders of MPC Capital AG, Axel Schroeder, Sr. and Dr. Michael Lichtenauer, stepped down from their positions on the Supervisory Board effective 1 April 2015. Their regular terms of office would have ended as at the end of the Annual General Meeting ratifying the actions of the members of the Supervisory Board for the 2017 financial year. At the request of the Management Board, the Local Court (Amtsgericht) of Hamburg issued resolutions dated 15 April 2015 appointing Dr. Axel Schroeder and Joachim Ludwig as members of the Supervisory Board for the period up to the 2015 Annual General Meeting. Dr. Axel Schroeder was elected as the new Chairman of the Supervisory Board.

Dr. Axel Schroeder and Joachim Ludwig were subsequently elected to the Supervisory Board of MPC Capital AG at the General Meeting on 25 June 2015.

Joachim Ludwig is a Managing Director of Ferrostaal GmbH. Prior to his current roles, in which he has held senior executive positions for various Ferrostaal Group companies since 2007, he served as Managing Director of MAN Ferrostaal Piping Supply GmbH and Senior Vice President of what was then Ferrostaal AG.

## **DEPENDENT COMPANY REPORT BY THE MANAGEMENT BOARD IN ACCORDANCE WITH SECTION 312 OF THE GERMAN CORPORATION ACT (AKTIENGESETZ, "AKTG")**

In the 2015 financial year, MPC Capital AG was a dependent company of MPC Münchmeyer Petersen & Co. GmbH, Hamburg, Germany, within the meaning of

section 312 AktG. The Management Board of MPC Capital AG has therefore prepared a dependent company report in accordance with section 312 (1) AktG, containing the following closing statement:

"The Management Board of MPC Capital AG hereby declares that, based on the circumstances known to the Management Board at the time when the transactions were entered into, the company received appropriate consideration for each transaction listed in the dependent company report for the period 1 January to 31 December 2015 and was not disadvantaged in any way. No actions were undertaken or omitted at the instructions or in the interests of the controlling company or a dependent company."

## **CORPORATE SOCIAL RESPONSIBILITY: THE ELBSTIFTUNG FOUNDATION**

In 2005, the company established a foundation that works to enhance the educational prospects for young people in Hamburg and to improve the conditions for them to begin their working lives. The MPC Capital Foundation was renamed the Elbstiftung Foundation on 1 January 2016 to give more prominence to the initiative. In addition to a range of learning and advisory services spanning education, training and career guidance, the foundation's Elbstation Academy programme supports and promotes in particular the language, social and intercultural skills and abilities of young people.

## 5. Report on Post-Balance Sheet Date Events

Since 31 December 2015, there have been no further significant transactions that would have a material effect

on the net assets, financial position or results of operations of the MPC Capital Group.

## 6. Report on Risks and Opportunities

### BASIC PRINCIPLES

Our risk policy reflects our efforts to ensure sustainable growth and to increase our enterprise value, while managing or avoiding excessive risks. Risk management is an integral part of the planning and implementation of our business strategies; the fundamental risk policy is determined by the Management Board.

#### Risk management system

Risk management works to identify, analyse, assess, monitor and control risks in the MPC Capital Group.

A Group-wide risk inventory is carried out at regular intervals, at least once per year, as part of risk management. The risk inventory is performed by the individual units in line with a bottom-up approach. The risk management officers within the respective units are responsible for this procedure; they have to assign a probability of occurrence and amount of loss to the potential risks. This information is aggregated by the Group Controlling department, and recorded and passed on in reporting.

Integrated, regular reporting ensures that the business areas, staff departments and the Management Board

are informed about developments in the risk situation of the individual units and the MPC Capital Group as a whole. In addition, the Management Board must be informed without delay of extraordinary and unplanned changes in the risk position; the Management Board must also keep the Supervisory Board up to date about changes in the risk situation.

The MPC Capital Group's risk management system enables Group-wide, systematic risk management and early and adequate risk provisioning. Risk management is a dynamic, evolving process. Lessons learned from the daily handling of risks and risk provisioning make an important contribution to the system's continuous optimisation.

#### Presentation of opportunities and risks

The principal opportunities and risks to which the MPC Capital Group is exposed are categorised in line with the structure laid down internally for risk management purposes and the gross approach. As the parent company of the MPC Capital Group, MPC Capital AG is included in the risk management system. The disclosures also apply in principle to the annual financial statements of MPC Capital AG.

The following material opportunities and risks for the MPC Capital Group's business were identified:

## OPPORTUNITIES

### **Business environment and market-related opportunities**

The continuing low interest rate policy pursued by the central banks increases the appeal of investing in real assets such as real estate, ships and infrastructure projects. At the same time, demand for interest-linked investment products remains low. In addition, the sharp rise in securities prices on the international stock markets limits the scope for further price increases. Market participants believe that corporate valuations are at a fair level.

By contrast, there is high demand for investment opportunities from institutional investors worldwide and from retail investors. In view of the increased returns being sought, there is an overall increase in the importance of real investments for institutional investors.

MPC Capital therefore sees considerable market potential for real investments and investment products, as well as for services that intelligently bring together investors and investment projects and provide long-term advisory and support.

The material opportunities in the shipping sector include increasing our enterprise value through additional income growth, as well as the recovery on the shipping markets, in particular in the feeder segment – a focus for Ahrenkiel Steamship and its fleet. The combination of the three independent asset units – Real Estate, Shipping and Infrastructure – makes it possible to ma-

nage risks, to exploit economies of scale and, as a consequence, to increase the profitability of MPC Capital.

### **Opportunities from market consolidation and regulation**

With the entry into force of the German Investment Code (*Kapitalanlagegesetzbuch*, "KAGB"), the industry for real investments is almost fully regulated. This means that new sales markets could open up, in particular for institutional investors and family offices that are subject to strict investment criteria or clearly defined investment plans, and that have not previously been able to invest in the unregulated market for real investments and investment products. At the same time, as a company in Deutsche Börse's Entry Standard, MPC Capital meets key transparency requirements that constitute further investment criteria for many of these investors.

### **Competitive opportunities**

Today, MPC Capital is an independent asset and investment manager specialising in real investments and investment products, and their management. Together with various subsidiaries, it develops and offers tailored investment opportunities and services for national and international institutional investors, family offices and third-party companies. Its product and service offering systematically focuses on the three core segments of real estate, shipping and infrastructure. The company has an extensive and proven track record, particularly in the real estate and shipping segments. It also has access to several decades of expertise in infrastructure thanks to its close cooperation with Ferrostaal, a member of the MPC group of companies.

The company can also draw on an extensive international network of business partners and partner companies to secure and implement attractive projects.

It therefore has a clear niche strategy with exclusive market access, proven expertise and years of experience, as well as specialised services along the entire asset and investment management value chain.

## RISKS

### Business environment and market-related risks

#### Market-related risks

The MPC Capital Group's business success is heavily dependent on developments in the global financial and capital markets. Major market disruptions, such as those experienced in the financial crisis following the collapse of Lehman Brothers, can threaten the existence of companies like MPC Capital. Negative developments do not just endanger the launch of new investment projects and services, they can also undermine the performance of existing real investments and cause reputational damage to the MPC Capital brand.

There are currently no discernible indications of a renewed global economic crisis or of disruptions on the financial and capital markets. MPC Capital counters market-related risks by constantly observing the need for diversification and taking into account cyclical patterns when identifying investment targets. Merely by distributing its exposure more evenly across the three asset categories – real estate, shipping and infrastructure, MPC Capital already reduces its market-related risks compared with sector specialists who focus on individual industries.

In addition, MPC Capital Group's restructuring and the way in which it handled the impact of the financial crisis demonstrate that it can also deal with difficult market situations. Consequently, the MPC Capital Group believes that it has acquired a reputation among investors, and

institutional investors in particular, as a reliable partner for real investments and investment products.

#### Availability of real assets

As an investment manager for real investments and investment products, MPC Capital is reliant on a suitable selection of attractive real assets in the core segments of real estate, shipping and infrastructure. Global economic and regulatory changes can have a significant effect on their availability. The risk of a shortage of products is classified as low at MPC Capital thanks to its diversification across three segments, an extensive portfolio of existing funds, a broad network of partners and good market access.

#### Demand for real investment products

The MPC Capital Group is dependent on future demand for real investment products. A drop in demand for real investment products, for example due to an interest rate hike in the US and the eurozone, could have an adverse effect on the MPC Capital Group's growth.

#### Regulatory risks

Regulatory risks have again eased significantly compared with the previous year. Following a lengthy phase of uncertainty surrounding the actual form in which the AIFM Directive would be transposed into German law, the introduction of the German Investment Code (*Kapitalanlagegesetzbuch*, "KAGB") and the granting of the first licences to regulated investment fund managers have restored at least a basic level of planning certainty to the market. There are currently no indications that legislators are planning any further-reaching regulation of the financial markets.

## Operating, organisational and strategic risks to the company

### Market risks and competition

MPC Capital aspires to be one of Germany's leading independent investment managers for real investments and investment products. As such, the company competes with other providers of real asset financial products and services. As a result of orienting its sales activities towards international institutional investors, family offices and third-party companies, MPC Capital's competitors have been joined by similar companies with international reach. By contrast, regulatory changes have removed issuing houses from among its competitors.

There is a fundamental business risk that, following its strategic reorientation, MPC Capital will not be successful enough at repositioning and establishing itself among new customer groups, at offering target group-oriented products and services or at consistently generating income.

MPC Capital is countering this risk by concentrating on real asset products and services in special niche markets within its core segments. By diversifying into various asset classes, it can reduce the risk of cyclical dependence on one single segment. The special expertise and experience within the company, its broad network spanning major shareholders, business partners and the MPC Capital Group, and its targeted recruitment of employees with years of experience, particularly in business with institutional investors, have helped to reduce this risk and enable the company to do business with institutional clients.

### Legal risks

Provisions for legal and consultancy expenses of approximately EUR 7.4 million were recognised in the consolidated financial statements as at 31 December 2015 (31 December 2014: EUR 3.9 million). The provisions

constitute adequate risk provisioning for the MPC Capital Group's pending legal risks.

Private placements, for which no prospectus is required, are associated with the risk of claims for violation of pre-contractual information obligations; however, lower requirements must be assumed in this respect due to the experience of the investor base.

The MPC Capital Group seeks to use insurance protection to cover foreseeable risks, including liability risks arising from its activities as an asset manager. However, this insurance protection may potentially prove insufficient to fully cover the risks to which the MPC Capital Group is exposed.

### Prospectus liability risk

Prospectuses are issued for sales of the funds launched by MPC Capital. In the event of inaccurate or incomplete disclosures, there is a possibility that the MPC Capital Group could be held liable as the publisher of such prospectuses. Furthermore, the higher average placement period required for real asset-based equity investments since the end of 2008 has increased the likelihood of supplements to reflect material changes in the circumstances on which the prospectus is based. Missing, late or incomplete supplements can lead to liability risks.

MPC Capital addresses these risks by carrying out appropriate controls and requiring high quality standards for the preparation of prospectuses and fulfilment of subsequent obligations. The prospectuses are prepared in accordance with the "Standards for the proper assessment of prospectuses for publicly offered investments" (IDW S 4), a standard published by the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer, "IDW"). An auditor reviews the prospectuses with reference to this standard. When compiling the supplements, MPC Capital proceeds with the same care and quality that it applies in preparing the prospectuses themselves.



Since 22 July 2013, the requirements for prospectus and the contents of the key investor information (KII) have been specified in the KAGB. The provisions contained in the KAGB do not constitute any material change in the prospectus requirements for the company.

#### HR risks

MPC Capital's future development and repositioning are particularly dependent on the expertise and experience of the company's employees. Despite a difficult market environment and an ongoing reorganisation process, the company must in particular retain key employees. MPC Capital has achieved this not least through a corporate culture based on partnership and various, essentially non-financial incentives. The company has avoided losing key employees.

#### Operating risks

During planning and development, the MPC Capital Group incurs expenses when seeking out suitable assets, analysing the opportunities and risks of assets and structuring the real investment products. These costs are incurred, in part, through the use of own staff and also through the use of external service providers, consultants and advisers. The majority of these costs incurred by the MPC Capital Group are only compensated for when a certain investment product materialises and the MPC Capital Group has received the corresponding fees. If a real investment product fails to materialise, any costs incurred during planning and development must be borne by the MPC Capital Group itself.

The MPC Capital Group launches projects with well-known and reliable partners, in particular in the real estate and infrastructure sectors, and often participates in these projects as a minority shareholder. Partners could demand a larger co-investment share from the MPC Capital Group, negative project developments could result in losses on the part of the MPC Capital Group, and the loss of such partners could adversely affect the MPC Capital Group's ability to acquire suitable assets.

Because the MPC Capital Group manages investment products in the real estate sector and due to its co-investments in investment products in this sector, it is exposed to construction risks and risks relating to environmental law. Beginning from the planning and implementation stage, real estate projects require compliance with a wide range of rules and regulations and their development is dependent on whether the relevant permissions have been obtained. This process can still be frustrated by statutory or regulatory requirements during the realisation phase, or such requirements can result in delays, the need for modifications and significant cost increases.

For project financing, the MPC Capital Group is sometimes dependent on obtaining financing from lending institutions and, going forward, might not be able to obtain sufficient financing or follow-on financing for expiring financing from credit institutions.

In the shipping asset category, risks arise from operating activities (technical failure, damage, maritime accidents) and the underutilisation of ships, which could lead to lower fees or the loss of the charter/ship management contract. Both risks are assessed as minor based on the long-standing management experience of the teams.

#### **Financial risks**

##### Measurement risks from investments

The MPC Capital Group holds various equity investments in enterprises, companies and assets. As part of its comprehensive and regular risk management, MPC Capital reviews the intrinsic value of these equity investments and/or assets and where necessary adjusts their carrying amounts in the balance sheet of MPC Capital AG.

##### Liquidity risk

Liquidity risk monitoring is managed centrally in the MPC Capital Group. To ensure solvency, sufficient liquidity reserves are maintained so that payment obligations can be satisfied throughout the Group as they mature.

The MPC Capital Group has adequate liquidity. The liquidity available as at the balance sheet date of 31 December 2015 is reported in the notes to the consolidated financial statements, as are the Group's financial liabilities as at the reporting date and their maturity structure.

#### Interest rate risk

Risks from interest rate changes are rated as low for the MPC Capital Group. The company had not entered into any interest rate hedges as at the balance sheet date.

#### Risk of additional tax payments

It is impossible to rule out that the assessment reached by the tax authorities as part of future tax audits may differ from that reached by the MPC Capital Group, and that they may claim additional tax payments in respect of past assessment periods. The same applies to future assessment periods. The risk of additional tax payments is likewise associated with a not inconsiderable interest rate risk, since in principle late additional tax payments in Germany bear interest at 6.0% p.a.

#### Currency risks

The MPC Capital Group is exposed to currency risks as part of its business activities. These arise from changes in exchange rates between the corporate currency (EUR) and other currencies, and mainly relate to the possibility of a significant strengthening in the EUR/USD exchange rate.

Ahrenkiel Steamship and Contchart generate a large proportion of their revenues in USD. By contrast, their expenses are mainly incurred in EUR, meaning that exchange rate movements could have a significant impact on their earnings.

An increase or decrease of 10% above or below the EUR/USD exchange rate assumed by the MPC Capital Group would have an effect of roughly 2% on the forecast revenue for the 2016 financial year.

#### Risks relating to section 172 (4) HGB

TVP Treuhand und Verwaltungsgesellschaft für Publikumsfonds mbH & Co. KG (TVP) holds a large volume of limited partner shares in trust for a wide range of funds, and is entered in the commercial register as the limited partner. To the extent that payments not covered by profits under German commercial law were made to investors in the past, this may constitute a liability risk to the trust company. In the case of distressed or insolvent fund companies, creditors can claim such payments not covered by profits back from the companies. They do so by asserting their claims against the trust company by virtue of its trust status. The trust company then bears the risk of having to individually assert its claims for compensation under the trust agreement against the respective fund investors. Cumulative recourse under this liability situation could significantly impair the MPC Capital Group's liquidity position. Although TVP has entered into an agreement with the fund companies' creditors for claims to be asserted primarily against the investors, it cannot be ruled out that the creditors may terminate the agreement. In addition, these agreements are not in place for all fund companies, and it is uncertain whether the creditors of the remaining fund companies will also enter into the respective agreements with TVP.

#### Risk of bad debt and loss of income

The MPC Capital Group's business activities also include financing and management services for fund companies and subsidiaries. MPC Capital has built up receivables in connection with this and regularly conducts impairment testing on them. Write-downs are recognised in the accounts and reported under other operating expenses; they amounted to approximately EUR 1.7 million as at 31 December 2015 (2014: EUR 7.0 million).

Given the persistently difficult economic conditions, in particular on the shipping markets, it cannot be ruled

out that MPC Capital will also have to write down receivables in the future.

#### Contingent liabilities

Contingent liabilities in accordance with section 251 HGB amounted to a total of EUR 24.1 million as at 31 December 2015 (31 December 2014: EUR 20.5 million); these mainly comprised directly enforceable warranties and guarantees. There are currently no indications that contingent liabilities will crystallise. The Management Board of MPC Capital AG therefore classifies the economic risk as low.

If one or more contingent liabilities were to crystallise, contrary to the assessment made by the company's Management Board, this would have a material impact on the financial position of the MPC Capital Group.

#### **Overall assessment of risk and opportunity situation**

The MPC Capital Group's overall risk and opportunity situation is the net result of the individual risks and opportunities presented above. The company has implemented an extensive risk management system to ensure that these risks are controlled. The MPC Capital Group's risk situation has changed significantly as against the prior year due to the integration of Ahrenkiel Steamship and Contchart. This relates in particular to currency risks.

Based on the information available to us today, there are no risks that could present a threat to major Group companies or to the MPC Capital Group overall as going concerns.

#### **Key features of the internal control and risk management system in terms of the accounting process**

In terms of the accounting process, the risk management system is geared towards compliance with legal and industry standards, the correct recognition of items

in the accounts and the appropriate assessment and consideration of accounting risks. Where the accounting process is concerned, therefore, the internal control and risk management system aims to ensure proper bookkeeping and accounting and guarantee the reliability of the financial reporting.

Ongoing monitoring takes place as part of an accounting-related internal control system (ICS), which is an integral part of the risk management system. The ICS contains legal and internal rules and procedures, as well as controls designed for prevention and detection. As an integral component of the Group accounting process, it comprises safeguards and control measures to ensure prevention, monitoring and detection in accounting.

The integrated safeguards are intended to prevent errors. Controls are designed to reduce the probability of errors occurring in workflows and to identify errors that may have occurred. In particular, these measures include the separation of functions, approval processes and the dual-control principle, IT controls, access restrictions and authorisation concepts in the IT system.

Qualified employees, the use of standard industry software and clear internal standards and compliance with statutory provisions form the primary basis for a uniform and continuous accounting process within the MPC Capital Group.

#### **Supplementary information on the annual financial statements of MPC Capital AG**

As the parent company of the MPC Capital Group, MPC Capital AG is included in the accounting-related internal control system presented above. The above disclosures also apply in principle to the annual financial statements of MPC Capital AG.

## 7. Report on Expected Developments

The following forecasts contain assumptions that are not certain to materialise. If one or more of the assumptions fail to materialise, the actual events and developments may differ significantly from the forecasts presented.

### GENERAL ECONOMIC CONDITIONS

The short-term outlook for the global economy deteriorated in autumn 2015. Volatility on the global financial markets increased significantly on the back of growing uncertainties about economic development in China. The global economy's expansion slowed in 2015.

According to the Kiel Institute for the World Economy (Institut für Weltwirtschaft, "IfW"), the global economy will recover gradually over the next two years, although momentum will initially be limited. Global production will increase from 3.1 % in 2015 to 3.4 % in 2016 and 3.8 % in 2017.

The low interest rate policy pursued by the international central banks is not expected to change significantly in the short term. Interest rates are therefore forecast to remain at a low level in 2016, despite actions to the contrary taken by the US Federal Reserve on the back of the recovery in the US economy.

At the beginning of December 2015, the European Central Bank announced that it would extend its quantitative easing programme until at least March 2017 and expand the range of assets it can buy, with the aim of increasing inflation and stimulating economic activity in the EU. The monthly volume of asset purchases remains unchanged at EUR 60 billion but the expanded programme now also includes debt issued by regional and local governments in the monetary union. The focus was previously on blanket purchases of govern-

ment bonds to pump liquidity into the financial system. The combination of persistently low interest rates, fair stock exchange valuations and higher liquidity in the market is almost certain to further boost demand for alternative investments and have a positive effect on MPC Capital's market environment.

### ANTICIPATED BUSINESS PERFORMANCE

MPC Capital has a strong balance sheet thanks to its healthy performance in 2015, the improved equity ratio and loan repayments. In addition, the reorientation into the three asset categories – real estate, shipping and infrastructure – was also completed from a company law perspective in 2015, meaning that the Group can begin the new financial year in 2016 with a structure tailored to market requirements.

From today's perspective, a good two-thirds of the revenue planned for 2016 is already contracted. This includes ongoing asset management fees, income from technical and commercial ship management and project development fees. In addition, MPC Capital has a full pipeline of projects that have already been initiated or are in the preparatory phase.

In the **real estate** segment, for example, the micro living team is currently working to raise a second student housing fund aimed at financing the development of new micro living apartment complexes. The first successful transactions are also expected under the BMF Real Estate Partners joint venture. Further projects planned in the real estate segment relate to office portfolios in Germany and the Netherlands.

In the **shipping** segment, the team is working to structure additional portfolio transactions. The aim is

to further strengthen the fleet managed by Ahrenkiel Steamship and to expand its market position in the feeder class through the acquisition of additional container ships with capacities ranging from 1,000 to 5,000 TEU. In addition, MPC Capital is also reviewing individual opportunistic investment targets that it assumes will generate above-average returns due to the prevailing market conditions.

Particularly strong growth is expected in the **infrastructure** segment in 2016. After the initial successful partnership with Ferrostaal GmbH on the Ancora wind farm project, the pipeline for 2016 includes financing and structuring a range of other projects. In addition to pro-

jects in renewables, MPC Capital and Ferrostaal GmbH are planning to structure a high-volume industrial fund. The intention is for this to invest primarily in green- and brownfield industrial sites in emerging markets generating stable and long-term cash flows.

Overall, the Management Board assumes that revenue will increase by at least 10 % year on year in the 2016 financial year. The result from ordinary activities is expected to see even higher growth due to the improved cost situation and economies of scale.

It is anticipated that the parent company will achieve slightly higher net profit for the year than in 2015.

Hamburg, 4 February 2016



Ulf Holländer  
Chairman



Dr. Roman Rocke



Constantin Baack



# Consolidated Financial Statements







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## 1. Responsibility Statement

To the best of our knowledge, and in accordance with the applicable reporting principles, the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and result of operations of the Group, and the Group management report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Hamburg, 4 February 2016



Ulf Holländer  
Chairman



Dr. Roman Rocke



Constantin Baack

## 2. Consolidated Balance Sheet

Assets	31 Dec 2015 EUR '000	31 Dec 2014 EUR '000
<b>A. Fixed assets</b>	<b>35,246</b>	<b>26,511</b>
<b>I. Intangible assets</b>	<b>9,818</b>	<b>32</b>
1. Purchased concessions, industrial rights and software	45	29
2. Goodwill	9,773	2
<b>II. Tangible assets</b>	<b>415</b>	<b>463</b>
1. Land, land rights and buildings, including buildings on third-party land	39	64
2. Other fixtures and fittings, operating and office equipment	376	399
<b>III. Financial assets</b>	<b>25,013</b>	<b>26,017</b>
1. Shares in affiliated companies	361	462
2. Equity investments	21,474	22,917
3. Other loans	3,179	2,638
<b>B. Current assets</b>	<b>44,870</b>	<b>33,924</b>
<b>I. Inventories</b>		
Work in progress	0	33
<b>II. Receivables and other assets</b>	<b>27,934</b>	<b>26,574</b>
1. Trade receivables	2,792	1,161
2. Receivables from affiliated companies	121	104
3. Receivables from other long-term investees and investors	11,986	17,947
4. Other assets	13,036	7,362
<b>III. Cash in hand and bank balances</b>	<b>16,935</b>	<b>7,317</b>
<b>C. Prepaid expenses</b>	<b>53</b>	<b>48</b>
<b>Total assets</b>	<b>80,169</b>	<b>60,484</b>

Note: Rounding differences may arise.

Equity and liabilities	31 Dec 2015 EUR '000	31 Dec 2014 EUR '000
<b>A. Equity</b>	<b>33,898</b>	<b>12,621</b>
<b>I. Subscribed capital*</b>	<b>22,070</b>	<b>17,551</b>
1. Share capital	22,129	17,611
2. Nominal amount of treasury shares	-59	-59
<b>II. Capital reserves</b>	<b>6,855</b>	<b>11,048</b>
<b>III. Net retained profits/net accumulated losses</b>	<b>2,743</b>	<b>-16,677</b>
<b>IV. Difference in equity from currency translation</b>	<b>65</b>	<b>130</b>
<b>V. Minority interest</b>	<b>2,165</b>	<b>569</b>
<b>B. Negative difference arising on consolidation</b>	<b>1,465</b>	<b>1,465</b>
<b>C. Provisions</b>	<b>32,609</b>	<b>27,626</b>
1. Provisions for taxes	5,549	5,330
2. Other provisions	27,061	22,297
<b>D. Liabilities</b>	<b>12,108</b>	<b>18,644</b>
1. Liabilities to banks	2,195	8,809
2. Trade payables	423	1,153
3. Liabilities to affiliated companies	291	201
4. Liabilities to other long-term investees and investors	5,007	4,639
5. Other liabilities	4,191	3,844
<b>E. Deferred income</b>	<b>89</b>	<b>127</b>
<b>Total equity and liabilities</b>	<b>80,169</b>	<b>60,484</b>

\* Contingent capital as at 31 December 2015 amounting to EUR 11,065 thousand (2014: EUR 0 thousand)

Note: Rounding differences may arise.



### 3. Consolidated Income Statement

from 1 January to 31 December 2015

	2015 EUR '000	2014 EUR '000
1. Revenue	47,763	34,518
2. Other operating income	8,604	20,631
3. Cost of materials: cost of purchased services	-1,066	-2,689
4. Personnel expenses	-20,693	-16,126
a) Wages and salaries	-18,184	-14,039
b) Social security, post-employment and other employee benefit costs	-2,509	-2,087
5. Amortisation of intangible assets and depreciation of tangible assets	-1,332	-207
6. Other operating expenses	-29,503	-23,762
<b>7. Operating result</b>	<b>3,773</b>	<b>12,366</b>
8. Income from equity investments	5,856	1,246
9. Other interest and similar income	1,924	858
10. Write-downs on financial assets	-1,125	-5,451
11. Interest and similar expenses	-2,655	-1,543
12. Share of profit of associates	3,606	-1,315
<b>13. Result from ordinary activities</b>	<b>11,380</b>	<b>6,160</b>
14. Taxes on income	-3,910	-1,861
15. Other taxes	-2	-79
<b>16. Consolidated net profit</b>	<b>7,468</b>	<b>4,220</b>
17. Minority interest	-187	-11
18. Losses brought forward	-16,677	-20,886
19. Withdrawals from capital reserves	12,138	0
<b>20. Net retained profits (2014: net accumulated losses)</b>	<b>2,743</b>	<b>-16,677</b>

Note: Rounding differences may arise.

4.

## Consolidated Statement of Changes in Equity

from 1 January to 31 December 2015

### Capital and reserves attributable to the shareholders of the parent company

	Share capital EUR '000	Own shares at nominal amount EUR '000	Capital reserves EUR '000	Net retained profits EUR '000
<b>As at 1 January 2015</b>	<b>17,611</b>	<b>-59</b>	<b>11,048</b>	<b>-16,677</b>
Capital increase	4,518	0	7,945	0
Withdrawals from capital reserves	0	0	-12,138	12,138
Changes in the group of consolidated companies	0	0	0	0
Consolidated net profit	0	0	0	7,281
Currency translation differences	0	0	0	0
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>7,281</b>
<b>As at 31 December 2015</b>	<b>22,129</b>	<b>-59</b>	<b>6,855</b>	<b>2,743</b>

Note: Rounding differences may arise.

from 1 January to 31 December 2014

### Capital and reserves attributable to the shareholders of the parent company

	Share capital EUR '000	Own shares at nominal amount EUR '000	Capital reserves EUR '000	Net accumu- lated losses EUR '000
<b>As at 1 January 2014</b>	<b>17,611</b>	<b>-59</b>	<b>11,048</b>	<b>-23,692</b>
Changes in the group of consolidated companies	0	0	0	2,807
Consolidated net profit	0	0	0	4,208
Currency translation differences	0	0	0	0
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>4,208</b>
<b>As at 31 December 2014</b>	<b>17,611</b>	<b>-59</b>	<b>11,048</b>	<b>-16,677</b>

Note: Rounding differences may arise.



Minority interest

Difference in equity from currency translation EUR '000	Equity EUR '000	Share capital EUR '000	Capital reserves EUR '000	Net accumulated losses EUR '000	Equity EUR '000	Consolidated equity EUR '000
<b>129</b>	<b>12,052</b>	<b>7</b>	<b>853</b>	<b>-291</b>	<b>569</b>	<b>12,621</b>
0	12,463	0	0	0	0	12,463
0	0	0	0	0	0	0
0	0	381	969	59	1,409	1,409
0	7,281	0	0	187	187	7,468
-64	-64	0	0	0	0	-64
<b>-64</b>	<b>7,217</b>	<b>0</b>	<b>0</b>	<b>187</b>	<b>187</b>	<b>7,404</b>
<b>65</b>	<b>31,732</b>	<b>388</b>	<b>1,822</b>	<b>-45</b>	<b>2,165</b>	<b>33,898</b>

Minority interest

Difference in equity from currency translation EUR '000	Equity EUR '000	Share capital EUR '000	Capital reserves EUR '000	Net accumulated losses EUR '000	Equity EUR '000	Consolidated equity EUR '000
<b>1,178</b>	<b>6,086</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>6,086</b>
0	2,807	7	853	-303	557	3,364
0	4,208	0	0	12	12	4,220
-1,049	-1,049	0	0	0	0	-1,049
<b>-1,049</b>	<b>3,159</b>	<b>0</b>	<b>0</b>	<b>12</b>	<b>12</b>	<b>3,171</b>
<b>129</b>	<b>12,052</b>	<b>7</b>	<b>853</b>	<b>-291</b>	<b>569</b>	<b>12,621</b>



## 5. Consolidated Cash Flow Statement

from 1 January to 31 December 2015

	2015 EUR '000	2014 EUR '000
<b>Cash flow from operating activities</b>	<b>13,653</b>	<b>-1,262</b>
Consolidated net profit	7,468	4,220
Amortisation of intangible assets and depreciation of tangible assets	1,332	207
Write-downs on financial assets	1,125	5,451
Share of profit of associates	-3,606	1,315
Gain/loss on the disposal of intangible and tangible assets	-7	-8
Gain/loss on the disposal of financial assets	115	-2,173
Effects of changes in the group of consolidated companies	0	-9,083
Changes in inventories, trade receivables / payables and other assets and liabilities	960	-359
Changes in other provisions	4,764	1,045
Income tax expense / benefit	3,910	1,861
Income taxes paid	-3,619	-375
Other non-cash expenses / income	1,211	-3,363
<b>Cash flow from investing activities</b>	<b>646</b>	<b>1,937</b>
Payments for investments in intangible and tangible assets	-50	-72
Payments for investments in financial assets	-3,529	-5,654
Proceeds from the disposal of intangible and tangible assets	18	9
Proceeds from the disposal of financial assets	4,207	4,722
Effects of changes in the group of consolidated companies	0	2,932
<b>Cash flow from financing activities</b>	<b>-6,151</b>	<b>325</b>
Proceeds of new borrowings	924	675
Repayments of borrowings	-7,075	-350
<b>Change in cash and cash equivalents</b>	<b>8,148</b>	<b>1,000</b>
Cash and cash equivalents at the start of the period	7,317	6,317
Effects of changes in the group of consolidated companies	1,470	0
<b>Cash and cash equivalents at the end of the period</b>	<b>16,935</b>	<b>7,317</b>

Note: Rounding differences may arise.

Cash and cash equivalents represent cash in hand and bank balances reported in the balance sheet.

The effects of changes in the group of consolidated companies reflect the purchase of majority shareholdings in the shipping company Ahrenkiel Steamship GmbH & Co. KG and the chartering company Contchart Hamburg/Leer GmbH & Co. KG, which was financed out of Authorised Capital 2013 by means of a capital increase for contributions in kind.

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## 6. Notes to the Consolidated Financial Statements

of MPC Münchmeyer Petersen Capital AG, Hamburg, as at 31 December 2015

### 1. BASIC INFORMATION

The MPC Münchmeyer Petersen Capital Group (“MPC Capital”, “MPC Capital Group”) is an independent asset and investment manager for real asset investment products. MPC Münchmeyer Petersen Capital AG (“MPC Capital AG”) is the Group parent. Together with its subsidiaries, MPC Capital develops and manages real asset investments and investment products for international institutional investors, family offices and professional investors.

MPC Münchmeyer Petersen Capital AG is entered in the Commercial Register of the Hamburg District Court, Department B, under number 72691 and has been listed in the Entry Standard segment of the Open Market of Deutsche Börse AG since 28 June 2012.

The company's registered office is in Hamburg, Germany.

Its address is: MPC Münchmeyer Petersen Capital AG, Palmaille 67, 22767 Hamburg, Germany.

These consolidated financial statements were approved by the Management Board and released for publication on 4 February 2016.

The management report of the MPC Capital Group was combined with the management report of MPC Capital AG in application of section 315 (3) HGB in conjunction with section 298 (3) HGB.

## 2. SUMMARY OF KEY ACCOUNTING POLICIES

The key accounting policies applied in the preparation of these consolidated financial statements are presented below. Unless stated otherwise, the policies described were applied consistently in the reporting periods presented.

### 2.1 PRINCIPLES FOR THE PREPARATION OF THE FINANCIAL STATEMENTS

The consolidated financial statements of the MPC Capital Group for the 2015 financial year were prepared in accordance with German commercial law and the additional requirements of the German Stock Corporation Act (Aktiengesetz, "AktG").

The financial statements of the companies included in the consolidated financial statements were prepared using uniform accounting principles. The accounting policies of subsidiaries were amended as necessary to ensure uniform Group accounting.

The realisation and imparity principle was observed; assets are carried at not more than acquisition or production cost.

The consolidated financial statements were prepared in euros. Unless otherwise indicated, all amounts are presented in thousands of euros. Normal commercial practice was followed in the rounding of individual items and percentages. As a result, minor rounding differences can occur.

The consolidated income statement is structured according to the nature of expense method.

To enhance the clarity and comprehensibility of the consolidated financial statements, we have provided the additional disclosures required for individual items of the consolidated balance sheet and consolidated income statement in the Notes.

The financial year for these consolidated financial statements is the same as the calendar year.

### 2.2 GOING CONCERN

With its specialised range of services, MPC Capital covers the entire value chain for real asset investment products and investments. In its three core segments of Real Estate, Shipping and Infrastructure, the company has relevant market access, proven expertise and an exclusive, extensive, international network of partner companies.

For this reason, MPC Capital concentrated particularly on accessing new customer groups in the reporting period. It focussed on expanding its network and business relations with national and international institutional investors, family offices and third-party companies. In this context, MPC Capital adjusted its range of products and services and optimised its organisational structure and human resources in line with the Group's new strategic orientation.

## 2.3 CONSOLIDATION PRINCIPLES AND METHODS

### 2.3.1 Consolidation

All domestic and international companies in which the MPC Capital Group can directly or indirectly influence financial and operating policy are included in the consolidated financial statements.

**Subsidiaries:** Subsidiaries are all companies (including special purpose entities) in which the MPC Capital Group controls financial and operating policy. This is usually accompanied by a share in the voting rights of more than 50%. Subsidiaries are included in the consolidated financial statements (full consolidation) from the date at which control has passed to the MPC Capital Group. They are deconsolidated as at the date on which control ends.

Companies founded by MPC Capital or acquired from third parties have been included in the consolidated financial statements as at the acquisition date in line with the purchase method in accordance with section 301 HGB. Under the remeasurement method applied, the cost of the shares acquired is offset against the attributable share of the assets, liabilities, prepaid expenses, deferred income and special reserves of the subsidiary measured at fair value as at the acquisition date. Any resulting positive difference is capitalised as goodwill, to the extent that it is not impaired. Negative goodwill arising on consolidation as at the acquisition date is reported under equity as a difference arising on consolidation.

**Special purpose entities (SPE):** An SPE is a company formed for a clearly defined and limited purpose. If the MPC Capital Group bears the majority of the risks and rewards of its companies formed for strictly limited and precisely defined purposes, these companies are fully consolidated in accordance with section 290 (2) no. 4 HGB.

**Minority interests:** In accordance with section 307 HGB, a separate item is recognised in equity for shares in a subsidiary included in the consolidated financial statements held by third-party shareholders in the amount of their interest in the equity. This item is updated in subsequent periods.

**Associates:** Associates are those companies over which MPC Capital exercises significant influence but does not have control, usually entailing a share of voting rights of between 20 and 50%. Investments in associates are accounted for using the equity method in accordance with section 312 HGB and recognised at amortised cost. The MPC Capital Group's investments in associates include goodwill arising on acquisition (after taking into account accumulated impairment write-downs).

The MPC Capital Group's share in the profits and losses of associates is recognised in profit or loss from the date of acquisition. If the MPC Capital Group's share of the loss in an associate is equal to or exceeds the MPC Capital Group's investment in that company, the MPC Capital Group does not recognise any further losses unless it has entered into commitments for or made payments on behalf of the associate.

The key accounting policies of associates are amended if necessary to ensure standardised accounting throughout the Group. Dilution gains and losses resulting from investments in associates are recognised in profit or loss.

### 2.3.2 Group of consolidated companies

In addition to MPC Capital AG, 174 (previous year: 178) German and 14 (previous year: 11) international subsidiaries were included in the group of consolidated companies.

The following table shows all fully consolidated companies in accordance with section 313 (2) no. 1 sentence 1 HGB.

Equity investments	Shareholding
Administración Solarpark Campanet S.L., Campanet / Spain	100.00 %
Ahrenkiel Steamship GmbH & Co. KG, Hamburg	92.25 % <sup>2</sup>
AIP Alternative Invest Management GmbH, Hamburg	100.00 %
Anteil Austria an der Verwaltung Vierzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Beteiligungsverwaltungsgesellschaft MPC Solarpark mbH, Hamburg	100.00 %
Cairn KS Management Services B.V., Amsterdam / Netherlands	60.00 % <sup>2</sup>
Cairn Real Estate B.V., Amsterdam / Netherlands (formerly: MPC Münchmeyer Petersen Real Estate Services B.V., Amsterdam / Netherlands)	100.00 %
Contchart Hamburg / Leer GmbH & Co. KG, Hamburg	66.67 % <sup>2</sup>
CPM Anlagen Vertriebs GmbH i.L., Vienna / Austria	100.00 %
Deepsea Oil Explorer Plus GmbH & Co. KG, Hamburg	100.00 %
Deutsche SachCapital GmbH, Hamburg (formerly: MPC Capital Concepts GmbH, Hamburg)	100.00 %
ELG Erste Liquidationsmanagement GmbH, Hamburg	100.00 %
GFR Beteiligungs GmbH, Hamburg	100.00 % <sup>2</sup>
GFR Geschlossene Fonds Restrukturierung GmbH & Co. KG	100.00 % <sup>2</sup>
IAK Fonds Management GmbH, Hamburg, (formerly: Verwaltung Zweite Sachwert Rendite-Fonds GmbH, Hamburg)	100.00 %
Immobilienmanagement MPC Student Housing Venture GmbH, Quickborn	100.00 %
Immobilienmanagement Sachwert Rendite-Fonds GmbH, Hamburg	100.00 %
Managementgesellschaft Deepsea Oil Explorer Protect mbH i. L., Hamburg	50.00 %
Managementgesellschaft Ikura Investment GmbH, Hamburg (formerly: Verwaltung Zwanzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg)	100.00 %
Managementgesellschaft MPC Bioenergie mbH, Hamburg	100.00 %
Managementgesellschaft MPC Global Maritime Opportunity Private Placement mbH, Hamburg	100.00 %
Managementgesellschaft MPC Solarpark mbH, Hamburg	100.00 %
Managementgesellschaft Oil Rig Plus mbH, Hamburg	100.00 %
Managementgesellschaft Sachwert Rendite-Fonds Indien mbH, Hamburg	100.00 %
MIG Maritime Invest GmbH & Co. KG, Hamburg	100.00 %
MIG Maritime Invest Managementgesellschaft mbH, Hamburg	100.00 %
MIG Maritime Invest Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Achte Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %



MPC Achte Vermögensverwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Best Select Company Plan Managementgesellschaft mbH, Quickborn	100.00 %
MPC Capital Fund Management GmbH, Hamburg	100.00 %
MPC Capital Investments GmbH, Hamburg	100.00 %
MPC Dritte Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Elfte Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Erste Vermögensverwaltungsgesellschaft mbH, Quickborn	100.00 %
MPC Fünfte Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Investment Services GmbH, Hamburg (formerly: TVP Service GmbH, Hamburg)	100.00 % <sup>1</sup>
MPC Maritime Investments GmbH, Hamburg (formerly: MPC Capital Maritime GmbH, Hamburg)	100.00 %
MPC Maritime Holding GmbH, Hamburg	100.00 % <sup>2</sup>
MPC Microliving Development GmbH, Hamburg (formerly: MPC Real Estate Development GmbH, Hamburg)	100.00 %
MPC Microliving Services GmbH, Hamburg (formerly: MPC Real Estate Service GmbH, Hamburg)	100.00 %
MPC Multi Asset Schiff Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Multi Asset Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Münchmeyer Petersen Capital Suisse AG, Rapperswil-Jona SG / Schweiz	100.00 %
MPC Münchmeyer Petersen Real Estate Consulting GmbH, Hamburg	100.00 % <sup>1</sup>
MPC Neunte Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Real Estate Holding GmbH, Hamburg	100.00 % <sup>2</sup>
MPC Real Value Fund Verwaltungsgesellschaft mbH, Quickborn	100.00 %
MPC Rendite-Fonds Leben plus Management GmbH, Quickborn	100.00 %
MPC Sechste Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Siebte Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Student Housing Beteiligungs UG & Co. KG, Quickborn	100.00 %
MPC Venture Invest AG, Vienna / Austria	100.00 %
MPC Vermögensstrukturfonds Managementgesellschaft mbH, Hamburg	100.00 %
MPC Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Vierte Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Zehnte Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Zweite Holland Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
MPC Zweite Vermögensstrukturfonds Verwaltungsgesellschaft mbH, Hamburg	100.00 %
Mokum Invest B.V., Amsterdam / Netherlands	51.90 % <sup>2</sup>
Mokum Invest C.V., Amsterdam / Netherlands	61.52 % <sup>2</sup>
PB BS GMO Verwaltungs GmbH, Pinneberg	100.00 %
Real Estate Growth Fund Management B.V., Amsterdam / Netherlands	100.00 %
Real Estate Management B.V., Amsterdam / Netherlands	60.00 %
RES Fund Management B.V., Amsterdam / Netherlands	60.00 %
RES GF Fund Management B.V., Amsterdam / Netherlands	100.00 %
RES Participations B.V., Amsterdam / Netherlands	100.00 %

Sachwert Rendite-Fonds Deutschland GmbH, Hamburg	100.00 %
Salmon Investment Beteiligungs GmbH, Hamburg	100.00 %
TVP Treuhand- und Verwaltungsgesellschaft für Publikumsfonds mbH & Co. KG, Hamburg (formerly: TVP Treuhand- und Verwaltungsgesellschaft für Publikumsfonds mbH, Hamburg)	100.00 % <sup>1</sup>
TVP Trustmaatschappij B.V., Amsterdam / Netherlands	100.00 %
Verwaltung Achte Sachwert Rendite-Fonds Canada GmbH, Quickborn	100.00 %
Verwaltung Achte Sachwert Rendite-Fonds Deutschland GmbH, Hamburg	100.00 %
Verwaltung Achte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Achtunddreißigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Achtundsechzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Achtundvierzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Achtundzwanzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung AIP Alternative Invest Private Equity GmbH, Hamburg	100.00 %
Verwaltung Asien Opportunity Real Estate GmbH, Hamburg	100.00 %
Verwaltung Beteiligungsgesellschaft Reefer-Flottenfonds mbH, Hamburg	100.00 %
Verwaltung Beteiligungsgesellschaft Vorzugskapital Rio-Schiffe mbH, Hamburg	100.00 %
Verwaltung Dreißigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Dreiundfünfzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Dreiundvierzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Dreiundzwanzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Dritte MPC Sachwert Rendite-Fonds Opportunity Amerika GmbH, Quickborn	100.00 %
Verwaltung Dritte Sachwert Rendite-Fonds Deutschland GmbH, Hamburg	100.00 %
Verwaltung Dritte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Einunddreißigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Einundfünfzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Einundsiebzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Elfte Sachwert Rendite-Fonds Deutschland GmbH, Hamburg	100.00 %
Verwaltung Elfte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Erste Sachwert Rendite-Fonds Canada GmbH, Hamburg	100.00 %
Verwaltung Erste Sachwert Rendite-Fonds USA GmbH, Hamburg	100.00 %
Verwaltung Fünfte Sachwert Rendite-Fonds Canada GmbH, Hamburg	100.00 %
Verwaltung Fünfte Sachwert Rendite-Fonds Deutschland GmbH, Hamburg	100.00 %
Verwaltung Fünfte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Fünfunddreißigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Fünfzehnte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Fünfzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung MPC Bioenergie Brasilien GmbH, Hamburg	100.00 %
Verwaltung MPC Global Maritime Private Placement GmbH, Hamburg	100.00 %
Verwaltung MPC Real Estate Opportunity Private Placement Amerika GmbH, Quickborn	100.00 %
Verwaltung MPC Sachwert Rendite-Fonds Opportunity Amerika GmbH, Quickborn	100.00 %

Verwaltung MPC Sachwert Rendite-Fonds Opportunity Asien GmbH, Hamburg	100.00 %
Verwaltung MPC Solarpark GmbH, Hamburg	100.00 %
Verwaltung MPC Student Housing Beteiligung UG, Quickborn	100.00 %
Verwaltung MPC Student Housing Venture GmbH, Quickborn	100.00 %
Verwaltung Neunte Sachwert Rendite-Fonds Canada GmbH, Quickborn	100.00 %
Verwaltung Neunte Sachwert Rendite-Fonds Deutschland GmbH, Hamburg	100.00 %
Verwaltung Neunte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Neunundfünfzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Neunundsechzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Neunundzwanzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Private Placement Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Reefer-Flottenfonds GmbH, Hamburg	100.00 %
Verwaltung Sachwert Rendite-Fonds England GmbH, Hamburg	100.00 %
Verwaltung Sachwert Rendite-Fonds Europa GmbH, Hamburg	100.00 %
Verwaltung Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Sachwert Rendite-Fonds Indien 2 GmbH, Hamburg	100.00 %
Verwaltung Sachwert Rendite-Fonds Indien GmbH, Hamburg	100.00 %
Verwaltung Sachwert Rendite-Fonds Japan GmbH, Quickborn	100.00 %
Verwaltung Sachwert Rendite-Fonds Österreich GmbH, Hamburg	100.00 %
Verwaltung Sechste Sachwert Rendite-Fonds Deutschland (Private Placement) GmbH, Hamburg	100.00 %
Verwaltung Sechste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Sechsendreißigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Sechsendfünfzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Sechsendsechzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Sechsendvierzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Sechszwanzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Sechzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung SHV Management Participation GmbH, Quickborn	100.00 %
Verwaltung Siebenunddreißigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Siebenundfünfzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Siebenundsechzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Siebenundvierzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Siebte Sachwert Rendite-Fonds Deutschland GmbH, Hamburg	100.00 %
Verwaltung Siebte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Siebzehnte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Siebzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung TVP Treuhand GmbH, Hamburg	100.00 % <sup>2</sup>
Verwaltung Vierte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Vierundfünfzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Vierundvierzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %

Verwaltung Vierzehnte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Vierzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Zehnte Sachwert Rendite-Fonds Deutschland GmbH, Hamburg	100.00 %
Verwaltung Zehnte Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Zweite MPC Real Estate Opportunity Private Placement Amerika GmbH, Quickborn	100.00 %
Verwaltung Zweite MPC Sachwert Rendite-Fonds Opportunity Amerika GmbH, Quickborn	100.00 %
Verwaltung Zweite Reefer-Flottenfonds GmbH, Hamburg	100.00 %
Verwaltung Zweite Sachwert Rendite-Fonds Canada GmbH, Hamburg	100.00 %
Verwaltung Zweite Sachwert Rendite-Fonds Deutschland GmbH, Hamburg	100.00 %
Verwaltung Zweite Sachwert Rendite-Fonds England GmbH, Hamburg	100.00 %
Verwaltung Zweiunddreißigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Zweiundsiebzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Zweiundvierzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltung Zweiundzwanzigste Sachwert Rendite-Fonds Holland GmbH, Hamburg	100.00 %
Verwaltungsgesellschaft Achte MPC Global Equity mbH, Hamburg	100.00 %
Verwaltungsgesellschaft Deepsea Oil Explorer Protect mbH, Hamburg	50.00 %
Verwaltungsgesellschaft Dritte MPC Rendite-Fonds Britische Leben plus mbH, Hamburg	100.00 %
Verwaltungsgesellschaft Elfte Private Equity GmbH, Hamburg	100.00 %
Verwaltungsgesellschaft Jüngerhans-MPC mbH, Hamburg	50.00 %
Verwaltungsgesellschaft MPC Global Equity Step by Step II mbH, Hamburg	100.00 %
Verwaltungsgesellschaft MPC Global Equity Step by Step III mbH, Hamburg	100.00 %
Verwaltungsgesellschaft MPC Global Equity Step by Step IV mbH, Hamburg	100.00 %
Verwaltungsgesellschaft MPC Global Equity Step by Step mbH, Hamburg	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Britische Leben plus II mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Britische Leben plus mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus II mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus III mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus IV mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus spezial II mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus spezial III mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus spezial IV mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus spezial mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus spezial V mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus spezial VI mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus V mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus VI mbH, Quickborn	100.00 %
Verwaltungsgesellschaft MPC Rendite-Fonds Leben plus VII mbH, Quickborn	100.00 %
Verwaltungsgesellschaft Neunte Global Equity mbH, Hamburg	100.00 %

Verwaltungsgesellschaft Oil Rig Plus mbH, Hamburg	100.00 %
Verwaltungsgesellschaft Siebte MPC Global Equity mbH, Hamburg	100.00 %
Zweite MPC Best Select Company Plan Managementgesellschaft mbH, Quickborn	100.00 %

1) This companies are applying the exempting provisions of section 264 (3) and/or section 264b HGB.

2) Companies fully consolidated in the financial year for the first time.

In total, eight (previous year: three) German subsidiaries and one (previous year: six) international subsidiary were not included in the consolidated financial statements. Even combined, they are not material to the presentation of a true and fair view of the net assets, financial position and results of operations of the MPC Capital Group in accordance with section 296 (2) HGB and are therefore recognised at cost.

The following table shows all non-consolidated companies in accordance with section 313 (2) no. 1 sentence 2 HGB.

<b>Equity investments</b>	<b>Share</b>
Asien Opportunity Real Estate GmbH & Co. KG, Hamburg	100.00 %
Cansquere (Canada 8) GP Limited, Toronto / Canada	100.00 %
Emerald Beteiligungsmanagement GmbH, Quickborn	100.00 %
Emerald Verwaltungsgesellschaft mbH, Quickborn	100.00 %
MPC Ferrostaal Infrastructure Holding GmbH, Hamburg	50.00 %
MPC Investment Partners GmbH, Hamburg	100.00 %
MPC Real Estate Management Services GmbH, Hamburg	100.00 %
MPC Real Estate Solutions GmbH, Hamburg	100.00 %
Talleur GmbH, Hamburg	50.10 %

**a) Associates:**

The following companies are associates and are included in the consolidated financial statements using the equity method in accordance with section 312 HGB:

Equity investments	Shareholding
BHK Bioenergie Holding GmbH & Co. KG, Hamburg	20.00 % <sup>1</sup>
BMF Real Estate Partners GmbH, Hamburg	50.00 %
Ferrostaal Capital GmbH, Hamburg	47.50 %
Global Vision AG Private Equity Partners, Rosenheim	33.61 %
Ikura Investment GmbH & Co. KG, Hamburg	38.65 %
MPC Bioenergie GmbH & Co. KG, Hamburg	33.33 % <sup>1</sup>
MPC Global Maritime Opportunities S.A., SICAF, Luxembourg	12.31 %
MPC Münchmeyer Petersen Steamship Beteiligungsgesellschaft mbH, Hamburg	25.10 %
MPC Münchmeyer Petersen Steamship GmbH & Co. KG, Hamburg	25.10 %
MPC Synergy Real Estate AG, Jona / Switzerland	49.80 %
Verwaltung MPC Bioenergie GmbH, Hamburg	20.00 % <sup>1</sup>
Zweite MPC Bioenergie Brasilien GmbH & Co. KG, Hamburg	33.33 % <sup>1</sup>

<sup>1</sup>) These companies have been included in the consolidated financial statements at cost pursuant to section 311 (2) HGB

**2.3.3 Changes in the group of consolidated companies**

**a) Additions:**

The following companies were fully consolidated in the financial year for the first time:

- Ahrenkiel Steamship GmbH & Co. KG, Hamburg (shareholding: 92.25 %)
- Cairn KS Management Services B.V., Amsterdam (shareholding: 60.00 %)
- Contchart Hamburg / Leer GmbH & Co. KG, Hamburg (shareholding: 66.67 %)
- GFR Beteiligungs GmbH, Hamburg (shareholding: 100.00 %)
- GFR Geschlossene Fonds Restrukturierung GmbH & Co. KG, Hamburg (shareholding: 100.00 %)
- MPC Maritime Holding GmbH, Hamburg (shareholding: 100.00 %)
- MPC Real Estate Holding GmbH, Hamburg (shareholding: 100.00 %)
- Mokum Invest B.V., Amsterdam / Netherlands (shareholding: 51.90 %)
- Mokum Invest C.V., Amsterdam / Netherlands (shareholding: 61.52 %)
- Verwaltung TVP Treuhand GmbH, Hamburg (shareholding: 100.00 %)

The following table shows the assets and liabilities recognised for the first time on initial consolidation:

	EUR '000
A. Fixed assets	12,512
B. Current assets	2,624
<b>Assets</b>	<b>15,136</b>
A. Equity	13,658
B. Provisions	527
C. Liabilities	951
<b>Equity and liabilities</b>	<b>15,136</b>

Fixed assets mostly comprise the goodwill of EUR 10.7 million arising on the initial consolidation of Ahrenkiel Steamship GmbH & Co. KG, Hamburg.

#### b) Other

The following companies were renamed during the financial year:

- Cairn Real Estate B.V., Amsterdam / Netherlands  
(formerly: MPC Münchmeyer Petersen Real Estate Services B.V., Amsterdam / Netherlands)
- IAK Fonds Management GmbH, Hamburg  
(formerly: Verwaltung Zweite Sachwert Rendite-Fonds Holland GmbH, Hamburg)
- MPC Microliving Development GmbH, Hamburg (formerly: MPC Real Estate Development GmbH, Hamburg)
- MPC Microliving Services GmbH, Hamburg (formerly: MPC Real Estate Services GmbH, Hamburg)
- MPC Investment Services GmbH, Hamburg (formerly: TVP Services GmbH, Hamburg)
- MPC Maritime Investments GmbH, Hamburg (formerly: MPC Capital Maritime GmbH, Hamburg)
- TVP Treuhand- und Verwaltungsgesellschaft mbH & Co. KG, Hamburg  
(formerly: TVP Treuhand- und Verwaltungsgesellschaft mbH, Hamburg)

#### 2.3.4 Elimination of intragroup balances, income and expenses, and profits

Receivables and liabilities, revenue and income and expenses arising within the group of consolidated companies were eliminated. There were no material intragroup profits from transactions between companies included in the consolidated financial statements.

## 2.4 CURRENCY TRANSLATION

### a) Transactions

Transactions in foreign currencies are translated into the reporting currency at the exchange rate on the date of the transaction.

Foreign currency receivables and liabilities with a remaining term of less than one year are measured using the respective middle spot rate on the balance sheet date in accordance with section 256a HGB. The resulting translation differences are recognised as other operating income or other operating expenses in the reporting period. All foreign currency receivables and liabilities with a remaining term of more than one year are generally translated in compliance with the realisation principle (section 252 (1) no. 4, second half of sentence, HGB) and the historical cost convention (section 253 (1) HGB).

### b) Group companies

The modified closing rate method is used in accordance with section 308a HGB to translate the financial statements of subsidiaries whose reporting currency differs from the euro. Asset and liability items are translated using the respective middle spot rate on the balance sheet date, and expense and income items using the average rate. Items of equity are translated using the historic rates that applied at the date of initial consolidation. Currency translation differences arising in the balance sheet are recognised directly in equity under reserves as "Difference in equity from currency translation" until the foreign operation is sold.

The same principles are used to translate the financial statements of international companies measured using the equity method as for consolidated subsidiaries.

### c) Exchange rates

Exchange rates for the currencies significant to the MPC Capital Group:

	Closing rate		Average rate	
	31 Dec 2015 per EUR	31 Dec 2014 per EUR	2015 per EUR	2014 per EUR
British pound sterling	0.7368	0.7797	0.7267	0.8055
Canadian dollar	1.5128	1.4085	1.4189	1.4656
Swiss franc	1.0827	1.2024	1.0703	1.2140
US dollar	1.0907	1.2142	1.1100	1.3277

The rates represent the interbank rates as at 31 December 2015 and 31 December 2014, respectively.



## 2.5 INTANGIBLE ASSETS

Purchased intangible assets with finite useful lives are recognised at cost. They are amortised in line with their respective useful lives. With the exception of goodwill, amortisation is recognised on a straight-line basis over a period of three to 20 years. Impairment losses are recognised by way of write-downs. If the reasons for write-downs no longer apply, they are reversed up to a maximum of amortised cost for the intangible assets in question, except in the case of goodwill.

### a) Goodwill

Goodwill is the excess of the cost of company acquisitions over the fair value of the Group's interest in the net assets of the company acquired as at the date of acquisition. Goodwill arising from company acquisitions is recognised as an intangible asset and amortised annually in line with its expected useful life. If there are indications of expected permanent impairment, write-downs are recognised in accordance with section 309 (1) in conjunction with section 253 (3) sentence 3 HGB. Reversals of write-downs are prohibited under section 309 (1) in conjunction with section 253 (5) sentence 2 HGB.

### b) Licences

Software licences are recognised at cost.

Purchased software licences are capitalised on the basis of the costs incurred on acquisition and for preparing the software for its intended use. These costs are amortised over an estimated useful life of three to five years.

## 2.6 TANGIBLE ASSETS

Land is reported at cost less accumulated depreciation and any write-downs. Depreciation is normally recognised using the straight-line method over the anticipated, normal useful life of the asset. The anticipated, normal useful life is 25 to 50 years for buildings and three to ten years for operating and office equipment.

Leasehold improvements in rented premises are depreciated on a straight-line basis over the shorter of the tenancy or the anticipated, normal useful life of the leasehold improvements, usually three to 15 years.

Depreciation on buildings and on operating and office equipment is reported under the depreciation and amortisation expense. Costs for maintenance and repairs are expensed as incurred. Gains or losses from disposals are recognised under other operating income or other operating expenses.

## 2.7 FINANCIAL ASSETS

Financial assets are non-depreciable. Write-downs are recognised if there are indications of impairment.

## 2.8 RECEIVABLES AND OTHER ASSETS

Receivables and other assets are measured at the nominal amount, less impairment charges for specific risks.

Impairment losses are recognised on receivables for specific risks if there is objective evidence that the amounts due from a debtor are not fully recoverable. Significant financial difficulties or an increased likelihood that a debtor will enter insolvency or other restructuring proceedings are regarded as indicators of impairment. Impairment losses on receivables are recognised in profit or loss under other operating expenses as write-downs on receivables.

If a receivable has become unrecoverable, it is derecognised and the expense is shown as a write-off of receivables under other operating expenses. Subsequent incoming payments on previously derecognised amounts are recognised in profit or loss in the consolidated income statement under other operating income as income from the reversal of write-downs or income from receivables previously written off.

## 2.9 BANK BALANCES AND CASH IN HAND

Bank balances and cash in hand are carried at the nominal amount.

## 2.10 PREPAID EXPENSES AND DEFERRED INCOME

Prepaid expenses and deferred income are recognised for amounts expended and received prior to the balance sheet date that represent expenses and income for the period after the balance sheet date.

## 2.11 PROVISIONS

Provisions take into account all identifiable risks, uncertain obligations and expected losses from pending transactions.

They are measured at the settlement amount necessary in accordance with prudent business judgement pursuant to section 253 (1) sentence 2 HGB.

Long-term provisions with a remaining term of over one year are discounted in accordance with section 253 (2) sentence 1 HGB using the average market interest rate for the last seven financial years appropriate to their remaining term. Increases in the amounts of provisions resulting from periodic interest charged are recognised in profit and loss under net interest income.

## 2.12 LIABILITIES

Liabilities are carried at their settlement amounts in accordance with section 253 (1) sentence 2 HGB.

## 2.13 CURRENT AND DEFERRED TAXES

The tax expense comprises current and deferred taxes.

Deferred tax expense or income is reported for temporary differences between the tax bases of assets and liabilities and their carrying amounts in the HGB consolidated financial statements and for tax loss carry forwards. Deferred tax assets are recognised if it is likely that there will be taxable income against which the deductible temporary difference can be utilised. Deferred tax liabilities arising as a result of temporary differences in connection with investments in subsidiaries and associates are recognised, unless the date of the reversal of the temporary differences can be determined by the MPC Capital Group and it is likely that the temporary differences will not reverse on the basis of this influence for the foreseeable future.

Deferred taxes are measured using the tax rates and tax legislation enacted or substantively enacted on the balance sheet date and that are expected to apply on the date the deferred tax assets are realised or the deferred tax liability is settled. The option to recognise deferred tax assets was not used.

## 3. NOTES TO THE CONSOLIDATED BALANCE SHEET

### 3.1 INTANGIBLE ASSETS

The development of the MPC Capital Group's intangible assets is shown in the consolidated statement of changes in fixed assets.

The intangible assets consist mainly of the goodwill arising from the integration of Ahrenkiel Steamship GmbH & Co. KG on initial consolidation. The goodwill is being amortised over a period of seven years since this corresponds to its expected useful life.

### 3.2 TANGIBLE ASSETS

The development of tangible assets is shown in the consolidated statement of changes in fixed assets.

Operating and office equipment account for the majority of tangible assets.

### 3.3 FINANCIAL ASSETS

#### 3.3.1 Equity investments

Equity investments are made up as follows:

	31 Dec 2015	31 Dec 2014
	EUR '000	EUR '000
<b>1. Investments in joint ventures</b>	<b>12</b>	<b>0</b>
BMF Real Estate Partners GmbH	12	0
<b>2. Investments in associates</b>	<b>1,257</b>	<b>1,872</b>
MPC Global Maritime Opportunities S.A., SICAF	526	0
Global Vision AG	496	447
Ferrostaal Capital GmbH	168	153
Ikura Investment GmbH & Co. KG	54	1,026
MPC Münchmeyer Petersen Steamship Beteiligungsgesellschaft mbH	13	13
GFR Beteiligungs GmbH*	0	232
<b>3. Other equity investments</b>	<b>20,204</b>	<b>21,045</b>
HCI Deepsea Oil Explorer GmbH & Co. KG and MPC Deepsea Oil Explorer GmbH & Co. KG	9,620	9,595
MPC Student Housing Venture I geschl. Investment-GmbH & Co. KG	4,001	3,001
Mr. T. Holding B.V.	1,439	0
Stille Beteiligungen MPC IT Services GmbH & Co. KG	680	680
Zestien B.V.	600	400
Opportunity Partners	487	667
Taconic Property Fund LP	0	2,491
Mokum Invest CV*	0	281
Other equity investments, in particular various fund companies	3,377	3,930
<b>Equity investments</b>	<b>21,474</b>	<b>22,917</b>

\* These investments have been fully consolidated for the first time in the 2015 financial year

The decline in equity investments is mostly due to repayments of capital. The latter were offset by investments in a real estate project in the Netherlands and by the capital increase carried out by MPC Student Housing Venture I geschlossene Investment-GmbH & Co. KG, which were reflected in an increase in cost.

The following table shows the aggregate key data of associates included in the consolidated financial statements using the equity method:

	<b>2015</b>
	EUR '000
A. Fixed assets	77,195
B. Current assets	17,430
<b>Assets</b>	<b>94,625</b>
A. Equity	13,827
B. Provisions	939
C. Liabilities	79,859
<b>Equity and liabilities</b>	<b>94,625</b>
Revenue	7,114
Income	16,750
Expenses	-15,258
<b>Result</b>	<b>8,606</b>

### 3.3.2 Other loans

The other loans are predominantly medium-term loans with maturities of up to five years.

## 3.4 RECEIVABLES AND OTHER ASSETS

The statement of changes in receivables is as follows:

		Maturities			
		Total	up to 1 year	1 to 5 years	over 5 years
		EUR '000	EUR '000	EUR '000	EUR '000
Trade receivables	31/12/15	<b>2,792</b>	<b>2,640</b>	<b>152</b>	<b>0</b>
	31/12/14	1,161	1,161	0	0
Receivables from affiliated companies	31/12/15	<b>121</b>	<b>121</b>	<b>0</b>	<b>0</b>
	31/12/14	104	104	0	0
Receivables from other long-term investees and investors	31/12/15	<b>11,986</b>	<b>8,862</b>	<b>481</b>	<b>2,643</b>
	31/12/14	17,947	15,623	473	1,851
<i>of which from joint ventures</i>	31/12/15	14	14	0	0
	31/12/14	3	3	0	0
<i>of which from associates</i>	31/12/15	1,784	1,784	0	0
	31/12/14	589	589	0	0
<i>of which from fund companies</i>	31/12/15	9,876	6,752	481	2,643
	31/12/14	17,137	15,032	254	1,851
<i>of which from other equity investments</i>	31/12/15	312	312	0	0
	31/12/14	219	0	219	0
Other assets	31/12/15	<b>13,036</b>	<b>11,316</b>	<b>1,720</b>	<b>0</b>
	31/12/14	7,362	7,362	0	0
<b>Receivables and other assets</b>	31/12/15	<b>27,934</b>	<b>22,939</b>	<b>2,353</b>	<b>2,643</b>
	31/12/14	26,574	24,250	473	1,851

Note: Rounding differences may arise.

The receivables from fund companies are essentially trade receivables, loans and advances.

### 3.5 OTHER ASSETS

Other assets are composed as follows:

	<b>31 Dec 2015</b>	<b>31 Dec 2014</b>
	EUR '000	EUR '000
Blocked bank balances due to liability release agreements	7,528	3,133
Loan receivables	1,248	1,023
Income tax receivables	671	743
Advances	492	782
Creditors with debit balances	271	105
Other assets	2,826	1,576
<b>Other assets</b>	<b>13,036</b>	<b>7,362</b>

The blocked bank balances may only be used to settle specified payment obligations under the terms of liability release agreements. The increase in this item is mainly due to additional distributions by the relevant opportunistic US equity investments during the financial year.

### 3.6 BANK BALANCES, CASH IN HAND

Bank balances and cash in hand are made up as follows:

	<b>31 Dec 2015</b>	<b>31 Dec 2014</b>
	EUR '000	EUR '000
Bank balances	16,931	7,315
Cash in hand	4	3
<b>Bank balances, cash in hand</b>	<b>16,935</b>	<b>7,317</b>

A detailed analysis of changes in cash and cash equivalents is shown in the consolidated cash flow statement.

### 3.7 EQUITY

The details of the changes in equity are shown in the consolidated statement of changes in equity.

#### **Subscribed capital**

At the end of the first quarter of 2015, MPC Capital AG acquired the majority of the shares in the shipping company Ahrenkiel Steamship GmbH & Co. KG and in the chartering company Contchart Hamburg/Leer GmbH & Co. KG. In order to finance this transaction, the Management Board of MPC Capital AG carried out a capital increase for contributions in kind out of Authorised Capital 2013, disapplying pre-emption rights, by way of a resolution dated 26 March 2015 and with the consent of the Supervisory Board („Capital Increase 2015“). In this connection, Thien & Heyenga Bereederungs- und Befrachtungsges. m.b.H. and MPC Shipping Beteiligungsgesellschaft mbH & Co. KG contributed their shares in Ahrenkiel Steamship GmbH & Co. KG, including the shares in Contchart Hamburg/Leer GmbH & Co. KG previously contributed to that company, as a contribution in kind in return for the issue of new shares in MPC Capital AG.

A total of 4,518,655 new no-par value ordinary bearer shares were issued, each with a notional interest of EUR 1.00 in the share capital. The share capital increased from EUR 17.6 million to EUR 22.1 million and is now made up of 22,129,394 (31 December 2014: 17,610,739) fully paid-up, no-par value shares each with a notional nominal amount of EUR 1.00.

The capital increase became effective upon the entry of its implementation in the commercial register of MPC Capital AG on 31 March 2015.

#### **Authorised capital**

By way of a resolution of the Annual General Meeting on 10 June 2013, the Management Board was authorised, with the approval of the Supervisory Board, to increase the share capital of the company on one or more occasions by up to a total of EUR 8,805,369.00 by issuing up to 8,805,369 new no-par value shares for contributions in cash or in kind (**Authorised Capital 2013**) until 10 June 2018.

Only ordinary shares and/or non-voting preferred shares were authorised to be issued. The Management Board was also authorised, with the approval of the Supervisory Board, to disapply shareholders' pre-emption rights. However, pre-emption rights may only be disappplied in the following cases:

- (i) for capital increases for contributions in kind, particularly in connection with the acquisition of companies, business units, equity investments or economic assets;
- (ii) where it is necessary for the purpose of granting pre-emption rights to the holders of convertible bonds or convertible profit-sharing rights or option rights, to the same extent that they would be entitled to as shareholders after exercising their conversion rights or option rights, or after complying with their obligation to convert;
- (iii) for fractional amounts;



(iv) if the shares are issued at a price not significantly lower than the market price and in a total amount not exceeding 10 % of the share capital. Shares which were sold or issued with pre-emption rights disappplied under other authorisations in accordance with section 186 (3) sentence 4 AktG, directly or mutatis mutandis, count towards this limit.

As a result of the capital increase for contributions in kind carried out in the first half of the year, Authorised Capital 2013 fell to EUR 4,286,714.00.

By way of a resolution of the Annual General Meeting on 25 June 2015, this authorisation of the Management Board for the issue of new shares out of Authorised Capital 2013 was cancelled. At the same time, the Management Board was authorised by the Annual General Meeting by way of a resolution to increase the share capital of the company on one or more occasions, with the approval of the Supervisory Board, by up to a total of EUR 11,064,697.00 by issuing up to 11,064,697 new, bearer no-par value shares for contributions in cash or in kind **(Authorised Capital 2015)** until 24 June 2020.

In the event of a capital increase, the shareholders must in principle be granted pre-emption rights. However, pre-emption rights may be disappplied in the following cases:

- (i) for capital increases for contributions in kind, particularly in connection with the acquisition of companies, business units, equity investments or economic assets;
- (ii) where it is necessary for the purpose of granting pre-emption rights to the holders of bonds with conversion or option rights or an obligation to convert into shares of the company previously issued by the company or its subsidiary Group companies, to the same extent that they would be entitled to as shareholders after exercising their conversion rights or option rights, or after complying with their obligation to convert;
- (iii) for fractional amounts;
- (iv) if the shares are issued at a price not significantly lower than the market price and the total capital increase does not exceed 10 % of the share capital, either at the date on which it becomes effective or at the date on which this authorisation is exercised. The number of treasury shares sold counts towards this limit if the sale takes place during the term of this authorisation with pre-emption rights disappplied in accordance with section 186 (3) sentence 4 AktG. Shares issued or to be issued for the purpose of satisfying conversion or option rights or conversion obligations attaching to bonds also count towards this limit if the bonds were issued with pre-emption rights disappplied during the term of this authorisation, applying section 186 (3) sentence 4 AktG mutatis mutandis.

### **Treasury shares at cost**

As at 31 December 2015, MPC Capital AG held a total of 59,299 (31 December 2014: 59,299) treasury shares with a notional nominal amount of EUR 59,299.00 (31 December 2014: EUR 59,299.00). The cost of the total of 593,000 shares acquired in 2007 and 2008, at an average purchase price of EUR 47.15, amounts to EUR 28.0 million and represents 0.27 % of the share capital of the company.

The treasury shares were acquired for the purpose of securing the shares as acquisition currency and increasing the company's flexibility to implement alternative growth strategies.

The treasury shares are deducted from subscribed capital at their nominal amount on the face of the balance sheet in accordance with section 272 (1a) HGB. The difference between their nominal amount and their acquisition cost was offset against capital reserves in the financial years referred to.

### **Capital reserves**

The premium amounting in total to EUR 8.0 million arising from the capital increase for contributions in kind as a result of the contribution of the shares in the shipping company Ahrenkiel Steamship GmbH & Co. KG and the chartering company Contchart Hamburg/Leer GmbH & Co. KG was credited to capital reserves. As at 31 December 2015 capital reserves declined to EUR 6.9 million (31 December 2014: EUR 11.0 million) following a withdrawal of EUR 12.1 million.

### **Subscription rights pursuant to section 160 (1) no. 5 AktG ("Share Option Plan 2015")**

During the financial year the Management Board and the Supervisory Board resolved to establish a share option plan for those employees of MPC Capital and its affiliated companies who participate in profit-sharing ("Share Option Plan 2015"). The primary objectives of the Share Option Plan 2015 are to increase the commitment of employees (in particular senior executives) to the company, to motivate them and to enable them to participate directly in the company's success. An additional aim of the plan is to enhance the attractiveness of MPC Capital AG to qualified employees.

The plan was approved by the shareholders at the Annual General Meeting. In addition, the Annual General Meeting authorised the Management Board until the conclusion of 24 June 2018 to issue further subscription rights up to a total volume of 666,581 with a total notional interest in the share capital of EUR 666,581.00, each subscription right carrying an entitlement to purchase one no-par value bearer share.

Further conditional capital amounting to EUR 666,581.00 arising from the issue of 666,581 new, bearer shares ("**Conditional Capital 2015/II**") was created for the purposes of the Share Option Plan 2015. This new authorisation is intended to enable up to a total of 666,581 share options to be issued on the basis of the provisions below.

The principal provisions and conditions relating to the share option plan are described in the following:

#### **a) Eligible Participants**

Under the Share Option Plan 2015, subscription rights may be issued to employees of MPC Capital AG and employees of its affiliated companies ("Eligible Participants"). The subscription rights are divided between these two groups of Eligible Participants as follows:

- (i) employees of MPC Capital AG: a maximum of 222,194 subscription rights.
- (ii) employees of companies affiliated to MPC Capital AG: a maximum of 444,387 subscription rights.

**b) Grant period**

The subscription rights may be granted to the Eligible Participants from 15 February 2015 onward, subject to the condition precedent that this resolution becomes effective. Further subscription rights may be granted up to the conclusion of 24 June 2018.

**c) Vesting Period, Exercise Period**

The subscription rights granted under the Share Option Plan 2015 may be exercised for the first time on the fourth anniversary of their grant to the respective Eligible Participant ("Vesting Period"). After the end of the Vesting Period, the subscription rights may be exercised up to the fifth anniversary of the grant ("Exercise Period"). During the Exercise Period, the subscription rights may only be exercised at certain times ("Exercise Windows"). An Exercise Window begins in each case on the eleventh banking day in Hamburg ("Banking Day") following the publication of a quarterly, semi-annual or annual financial report of the company and ends at the conclusion of the tenth banking day after that date. If company does not publish quarterly or semi-annual financial reports, the number of Exercise Windows within the Exercise Period is reduced accordingly. The company may refuse to accept exercise notices from participants in the event that, during an Exercise Window, an ad hoc disclosure is imminent as a result of national or European legal requirements corresponding to the present section 15 of the German Securities Trading Act (Wertpapierhandelsgesetz, "WpHG") or stock exchange regulations reflecting those requirements (e.g. in the terms and conditions regulating the Open Market on the Frankfurt stock exchange). In such cases, the exercise notice is deemed to have been accepted one day following publication of the ad hoc disclosure. The Exercise Period is extended by one day if it expires on the day on which acceptance is refused by the company as a result of an ad hoc announcement.

**d) Exercise price**

The exercise price of a subscription right is equal to the average closing price for the company's shares of the same class in Xetra trading (or a comparable successor system) on the Frankfurt stock exchange during the three months prior to the date on which the share option agreement is entered into. The minimum exercise price is EUR 1.00.

**e) Performance targets**

The subscription rights may only be exercised if the quoted price corresponding to the exercise price has at least doubled when compared to the average closing rate for the company's shares of the same class in Xetra trading (or a comparable successor system) on the Frankfurt stock exchange during three months prior to the date on which the subscription right is exercised.

As at 31 December 2015, a total of 210,069 (previous year: 0) subscription rights had been granted.

### 3.8 NEGATIVE DIFFERENCE ARISING ON CONSOLIDATION

The negative difference arising on consolidation is only reversed when it can be assumed with sufficient certainty that the associated future expenses incurred will not be higher than forecast.

### 3.9. PROVISIONS

Provisions are made up as follows:

	<b>31 Dec 2015</b>	<b>31 Dec 2014</b>
	EUR '000	EUR '000
<b>1. Provisions for taxes</b>		
for current taxes	<b>5,549</b>	<b>5,330</b>
<b>2. Other provisions</b>	<b>27,061</b>	<b>22,296</b>
a) Provisions for legal and consultancy expenses	7,225	3,865
b) Provisions for restructuring costs	6,829	8,146
c) Provisions for expected losses	6,733	5,697
d) Provisions for personnel expenses	3,011	1,489
e) Provisions for outstanding invoices	1,029	388
f) Provisions for commissions	398	357
g) Provisions for audit of annual financial statements	291	242
h) Provisions for Supervisory Board remuneration	143	107
i) Miscellaneous provisions	1,402	2,005
<b>Provisions</b>	<b>32,609</b>	<b>27,626</b>

Note: Rounding differences may arise.

### 3.10 LIABILITIES

The maturity structure of the liabilities is as follows:

		Maturities			
		Total	up to 1 year	between 1 and 5 years	over 5 years
		EUR '000	EUR '000	EUR '000	EUR '000
1. Liabilities to banks	31/12/15	<b>2,195</b>	<b>7</b>	<b>2,188</b>	<b>0</b>
	31/12/14	8,809	3	8,806	0
2. Trade payables	31/12/15	<b>423</b>	<b>423</b>	<b>0</b>	<b>0</b>
	31/12/14	1,153	1,153	0	0
3. Liabilities to affiliated companies	31/12/15	<b>291</b>	<b>291</b>	<b>0</b>	<b>0</b>
	31/12/14	201	201	0	0
4. Liabilities to other long-term investees and investors	31/12/15	<b>5,007</b>	<b>5,007</b>	<b>0</b>	<b>0</b>
	31/12/14	4,639	4,639	0	0
5. Other liabilities	31/12/15	<b>4,191</b>	<b>3,267</b>	<b>924</b>	<b>0</b>
	31/12/14	3,843	3,843	0	0
<i>of which taxes</i>	31/12/15	545	545	0	0
	31/12/14	778	778	0	0
<i>of which social security</i>	31/12/15	0	0	0	0
	31/12/14	0	0	0	0
<b>Liabilities</b>	31/12/15	<b>12,108</b>	<b>9,495</b>	<b>2,612</b>	<b>0</b>
	31/12/14	18,644	9,839	8,806	0

Note: Rounding differences may arise.

### 3.11 LIABILITIES TO BANKS

The liabilities to banks consist of project financing loans amounting in total to EUR 2.2 million.

The decline in comparison with the previous year mainly reflects the repayment of the restructuring loans financed by banks.

#### Collateral provided

Claims for payment from MPC Erste Vermögensverwaltungsgesellschaft mbH in regard to the US Opportunity project line have been pledged to the financing banks as collateral.

The collateral will be held until the loans are repaid in full.

### 3.12 TRADE PAYABLES

Trade payables essentially consist of liabilities arising from the ongoing shipping operations.

### 3.13 LIABILITIES TO OTHER LONG-TERM INVESTEES AND INVESTORS

Liabilities to other long-term investees or investors result in particular from outstanding contributions to fund companies and from distributions received.

### 3.14 OTHER LIABILITIES

Other liabilities are composed as follows:

	<b>31 Dec 2015</b>	<b>31 Dec 2014</b>
	EUR '000	EUR '000
Liabilities from project financing loans	1,983	650
Wage tax liabilities	426	351
VAT liabilities	119	428
Payment obligations from liability release agreements	0	1,790
Miscellaneous	1,663	625
<b>Other liabilities</b>	<b>4,191</b>	<b>3,844</b>

### 3.15 DEFERRED TAXES

Deferred tax assets in the amount of EUR 2.5 million mainly relate to the following balance sheet items:

- a) Trade receivables (EUR 0.4 million)
- b) Receivables from other long-term investees and investors (EUR 0.1 million)
- c) Other provisions (EUR 2.0 million)

As in the previous year, the write-downs in the reporting year on trade receivables as well as receivables from other long-term investees and investors essentially relate to temporary differences deductible in future periods arising from differences in measurement for tax and accounting purposes. Temporary differences also resulted from the recognition of provisions for expected losses.

As in the previous year, there are no significant temporary differences giving rise to deferred tax liabilities.

Deferred tax assets have not been recognised in accordance with the option permitted under commercial law.

### 3.16 DERIVATIVE FINANCIAL INSTRUMENTS

There were no significant derivative financial instruments as at the balance sheet date.

### 3.17 CONTINGENT LIABILITIES AND OTHER FINANCIAL OBLIGATIONS

There are contingent liabilities as defined in section 251 HGB. These are default guarantees and fixed liability warranties.

The warranties and guarantees amount in total to EUR 24.1 million (previous year: EUR 20.5 million) and consist mostly of directly enforceable warranties and guarantees. A variety of factors determines whether the guarantees and warranties are called on.

There are currently no indications that the MPC Capital Group will be required to meet its obligations under the existing contingent liabilities. The crystallisation of one or more contingent liabilities would have a material impact on the financial position of the MPC Capital Group.

**Other financial obligations**

Other financial obligations relate to rent and lease obligations in the amount of EUR 7.8 million (previous year: EUR 7.7 million). Future minimum lease payments from uncancellable operating leases amount to:

	<b>31 Dec 2015</b>	<b>31 Dec 2014</b>
	EUR '000	EUR '000
Due within one year	1,833	1,549
Due between one and five years	4,172	3,881
Due in over five years	1,820	2,295
<b>Rent and lease obligations</b>	<b>7,825</b>	<b>7,725</b>

The company has various leases for vehicles. These agreements end between 2016 and 2019 and do not include renewal options.

Contributions by limited partners held in trust amount to EUR 2,007.9 million (previous year: EUR 2,245.6 million). They relate primarily to the amounts entered in the commercial register for TVP Treuhand- und Verwaltungsgesellschaft für Publikumsfonds GmbH & Co. KG, Hamburg. If and to the extent that payments that are not covered by profits are made by funds on these contributions by limited partners held in trust, there is a risk of a liability crystallising as set out in section 172 (4) HGB. TVP has scope for recourse against the respective beneficiaries for the greater part of these contingent liabilities. In addition, TVP manages bank deposits as trustee in the amount of EUR 30.0 million (previous year: EUR 25.2 million).



## 4. NOTES TO THE CONSOLIDATED INCOME STATEMENT

### 4.1 REVENUE

Revenue is essentially generated from the provision of services.

The table below shows a breakdown by segment and region:

	2015	2014
	EUR '000	EUR '000
<b>By segment</b>		
Asset management and transaction services	27,335	8,952
Fund management and administration	20,129	25,390
Capital procurement	163	176
Miscellaneous	136	0
<b>Revenue</b>	<b>47,763</b>	<b>34,518</b>
<b>By region</b>		
Germany	52,302	37,889
Netherlands	4,285	3,973
Spain	161	129
Austria	33	2,092
Brazil	0	573
Consolidation adjustments	-9,018	-10,138
<b>Revenue</b>	<b>47,763</b>	<b>34,518</b>

Note: Rounding differences may arise.

The growth in revenue was mainly attributable to remuneration from the asset management and consultancy activities. This related in particular to one-time payments received for consultancy services in the real estate area. In addition, revenue from shipping and chartering activities for merchant vessels was reported for the first time as income from asset management as a result of the initial consolidation of Ahrenkiel Steamship GmbH & Co. KG and Contchart Hamburg/Leer GmbH & Co. KG.

## 4.2 OTHER OPERATING INCOME

Other operating income is made up as follows:

	2015	2014
	EUR '000	EUR '000
Income from changes in exchange rates	2,122	3,372
<i>unrealised income from changes in exchange rates</i>	1,185	2,784
<i>realised income from changes in exchange rates</i>	937	589
Income from the sale of receivables	2,016	0
Income from assignments of receivables	1,968	0
Income from the reversal of write-downs on receivables	1,156	544
Prior-period income	589	455
Income from the reversal of provisions	474	2,702
Income from asset disposals	12	2,181
Gains on deconsolidation	0	9,284
Income from debt waivers	0	1,871
Miscellaneous	267	223
<b>Other operating income</b>	<b>8,604</b>	<b>20,631</b>

Note: Rounding differences may arise.

## 4.3 COST OF MATERIALS – COST OF PURCHASED SERVICES

This item mainly represents costs for the management and maintenance of properties. In the previous year, this item also included one-time costs incurred in connection with the sale of the Millennium Tower in Vienna to an international consortium.

## 4.4 PERSONNEL EXPENSES

Personnel expenses are composed as follows:

	2015	2014
	EUR '000	EUR '000
Wages and salaries	-18,184	-14,039
Social security contributions	-2,509	-2,087
<b>Personnel expenses</b>	<b>-20,693</b>	<b>-16,126</b>

Note: Rounding differences may arise.

The average number of employees relates solely to salaried employees and is made up as follows:

	Annual average 2015	Annual average 2014
Germany	209	141
Netherlands	10	10
Austria	1	14
<b>Mitarbeiter</b>	<b>220</b>	<b>165</b>

There were 235 (previous year: 148) employees as at 31 December 2015. The first-time consolidation of Ahrenkiel Steamship GmbH & Co. KG and Contchart Hamburg/Leer GmbH & Co. KG was primarily responsible for the increase.

#### 4.5 OTHER OPERATING EXPENSES

Other operating expenses are composed as follows:

	2015 EUR '000	2014 EUR '000
Legal and consulting costs	-8,619	-5,999
Expenses from indemnification obligations	-5,489	-174
Cost of premises	-1,904	-1,556
Write-downs on receivables	-1,744	-7,046
IT costs	-1,631	-981
Expense for costs assumed	-1,615	0
Expenses from currency translation differences	-1,264	-1,141
Services	-1,105	-643
Insurance and subscriptions	-1,017	-995
Prior-period expenses	-259	-380
Miscellaneous	-4,855	-4,847
<b>Other operating expenses</b>	<b>-29,503</b>	<b>-23,762</b>

Note: Rounding differences may arise.

#### 4.6 INCOME FROM EQUITY INVESTMENTS

The income from equity investments amounting to EUR 5,856 thousand (previous year: EUR 1,246 thousand) mostly reflects profit distributions from a US real estate fund.

#### 4.7 OTHER INTEREST AND SIMILAR INCOME

The majority of other interest and similar income amounting to EUR 1,129 thousand (previous year: EUR 492 thousand) was generated from loans and advances and also from the effects of periodic interest accruals and discounting in relation to long-term receivables and provisions amounting in total to EUR 795 thousand (previous year: EUR 366 thousand).

#### 4.8 WRITE-DOWNS ON FINANCIAL ASSETS

Write-downs on financial assets are made up as shown below:

	<b>2015</b>	<b>2014</b>
	EUR '000	EUR '000
Shares in various limited partnership fund investments	-1,125	-3,188
HCI Deepsea Oil Explorer GmbH & Co. KG and MPC Deepsea Oil Explorer GmbH & Co. KG	0	-2,000
Miscellaneous	0	-263
<b>Write-downs on financial assets</b>	<b>-1,125</b>	<b>-5,451</b>

In light of the continuing difficult market conditions for container ships during the financial year, write-downs were necessary in particular in respect of various shipping limited partnerships in which Group companies of MPC Capital AG are involved as founding limited partners, since it can be assumed that these investments are permanently impaired.

#### 4.9 INTEREST AND SIMILAR EXPENSES

Interest and similar expenses mostly consisted of costs for refinancing individual projects amounting to EUR 2,144 thousand (previous year: EUR 485 thousand) as well as the effects of discounting long-term receivables and accruing periodic interest on long-term provisions amounting to EUR 511 thousand (previous year: EUR 1,059 thousand).

#### 4.10 SHARE OF PROFIT OF ASSOCIATES

The breakdown of the attributable share of the profit of associates and joint ventures is as follows:

	<b>2015</b>	<b>2014</b>
	EUR '000	EUR '000
IKURA Investment GmbH & Co. KG	2,823	1
MPC Global Maritime Opportunities S.A., SICAF	526	-1,302
Global Vision Private Equity Partners AG	176	0
Miscellaneous	81	-14
<b>Share of profit of associates</b>	<b>3,606</b>	<b>-1,315</b>

Note: Rounding differences may arise.

#### 4.11 TAXES ON INCOME

Taxes on income paid or owed in the individual countries and deferred taxes are reported as taxes on income.

Taxes on income comprise German and international taxes made up as follows:

	<b>2015</b>	<b>2014</b>
	EUR '000	EUR '000
<b>Current taxes</b>	<b>-3,910</b>	<b>-1,861</b>
<i>Germany</i>	-1,593	-1,697
<i>International</i>	-2,317	-164
<b>Deferred taxes</b>	<b>0</b>	<b>0</b>
<i>Germany</i>	0	0
<i>International</i>	0	0

In the 2015 financial year, corporations based in Germany were subject to corporation tax of 15 %, a solidarity surcharge of 5.5 % of corporation tax as well as trade tax, the amount of which depends on the various assessment rates levied by individual municipalities.

Group income taxes are also affected by the possibility in Germany, subject to certain conditions, when operating merchant vessels internationally, of determining profit on a flat-rate basis using the net storage space of the ship instead of by comparing operating assets.

The Group tax rate corresponds to the German tax rate for the parent company MPC Capital AG and amounts to 32.28 % (previous year: 32.28 %). This tax rate comprises corporation tax of 15 %, a solidarity surcharge of 5.5 % on corporation tax, and trade tax with an assessment rate of 470 %. The application of the Group income tax rate of 32.28 % to consolidated earnings before taxes would result in an expected tax expense of EUR 3.7 million (previous year: EUR 2.0 million). The difference between this amount and the effective tax expense of EUR 3.9 million (previous year: tax expense of EUR 1.9 million) is analysed in the reconciliation below.

	2015	2014
	EUR '000	EUR '000
Consolidated earnings before taxes	11,380	6,160
Expected taxes on income (32.28 % (previous year: 32.28 %))	-3,673	-1,988
Differing tax rates	1,496	366
Temporary differences and loss carry forwards for which no deferred taxes were recognised	-936	-4,704
Non-tax-deductible expenses	-126	-132
Tax-exempt income	293	1,473
Differing bases of assessment to trade tax	680	91
Effects of changes in the group of consolidated companies	0	2,765
Current taxes on income for previous years	683	58
Withholding tax	-2,278	0
Other differences	-49	210
<b>Taxes on income</b>	<b>-3,910</b>	<b>-1,861</b>

The differences shown under the item "Differing tax rates" are attributable to differences between the tax rates applying to the German and international Group companies on the one hand and the tax rate of MPC Capital AG on the other.

## 5. OTHER DISCLOSURES

### 5.1 GOVERNING BODIES OF THE COMPANY

#### a) Members of the Management Board in the reporting year:

**Dr. Axel Schroeder**, Management Board, Hamburg, (Chairman)  
(CEO; Strategy, Mergers & Acquisitions)  
Chairman and Member of the Management Board until 31 March 2015

**Ulf Holländer**, Management Board, Hamburg, (Chairman)  
(CEO; Strategy, Mergers & Acquisitions)  
Chairman of the Management Board from 1 April 2015; previously CFO of MPC Capital AG

**Constantin Baack**, Management Board, Hamburg,  
(CFO; Finance and Accounting, Controlling, Risk Management, Legal and Taxes)  
Member of the Management Board from 1 April 2015

**Dr. Roman Rocke**, Management Board, Hamburg  
(CSO; Sales, Product Strategy and Marketing)

#### b) Members of the Supervisory Board in the reporting year:

**Axel Schroeder** (Chairman)  
Managing Partner MPC Münchmeyer Petersen & Co. GmbH, Hamburg  
Chairman and Member of the Supervisory Board until 31 March 2015

**Dr. Axel Schroeder** (Chairman)  
Managing Partner MPC Münchmeyer Petersen & Co. GmbH, Hamburg  
Member and Chairman of the Supervisory Board from 15 April 2015

**Joachim Ludwig**  
Managing Director Ferrostaal GmbH, Essen  
Member of the Supervisory Board from 15 April 2015

**James E. Kirk**  
Principal Corsair Capital, New York

**Dr. Michael Lichtenauer**  
Lawyer, Hamburg  
Member of the Supervisory Board until 31 March 2015

**c) Remuneration of governing bodies:**

The members of the Management Board of MPC Capital AG were granted total remuneration of EUR 1,982 thousand (previous year: EUR 1,681 thousand) for the 2015 financial year.

In the same period, total gross remuneration of EUR 143 thousand (previous year: EUR 107 thousand) was granted to the members of the Supervisory Board.

All remuneration for governing bodies is payable on a short-term basis.

**5.2 NOTIFICATIONS OF VOTING RIGHTS PURSUANT TO SECTION 20 AKTG**

1. Corsair III Investments (Luxembourg) S.à r.l., 6, Rue Eugene Ruppert, L-2453 Luxembourg, notified us in writing on 26 March 2015 in accordance with section 20 (5) AktG that it no longer owns more than one quarter of the shares in MPC Capital AG.

Accordingly, the following persons and companies affiliated with Corsair III Investments (Luxembourg) S.à r.l. also no longer qualify as entities owning more than one quarter of the shares in MPC Capital AG:

- Nicholas B. Paumgarten, business address 717 Fifth Avenue, 24th Floor, New York, NY 10022, USA, with a controlling influence over Maximilian Management LLC, c/o The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, DE 19801, USA;
- Maximilian Management LLC, with a controlling influence over Corsair Capital LLC, c/o The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, DE 19801, USA;
- Corsair Capital LLC, as the company controlling Corsair III Offshore Management L.P., c/o M&C Corporate Services Limited, PO Box 309 GT, Ugländ House, George Town, Grand Cayman, Cayman Islands as its general partner;
- Corsair III Offshore Management L.P., as the company controlling Corsair III Financial Services Offshore Capital Partners L.P., c/o M&C Corporate Services Limited, PO Box 309 GT, Ugländ House, George Town, Grand Cayman, Cayman Islands as its general partner;
- Corsair III Financial Services Offshore Capital Partners L.P., as the company controlling Corsair III Finance Europe S.à r.l., 6, Rue Eugene Ruppert, L-2453 Luxembourg;
- Corsair III Finance Europe S.à r.l., as the company controlling Corsair III Investments International S.à r.l., 6, Rue Eugene Ruppert, L-2453 Luxembourg;
- Corsair III Investments International S.à r.l., as the company controlling Corsair III Participations S.à r.l., 6, Rue Eugene Ruppert, L-2453 Luxembourg;
- Corsair III Participations S.à r.l., as the company controlling Corsair III Benelux Investments S.à r.l., 6, Rue Eugene Ruppert, L-2453 Luxembourg;
- Corsair III Benelux Investments S.à r.l., as the company controlling Corsair III European Investments S.à r.l., 6, Rue Eugene Ruppert, L-2453 Luxembourg;
- Corsair III European Investments S.à r.l., as the company controlling Corsair III Investments (Luxembourg) S.à r.l.



2. Mr Axel Schroeder notified us in writing on 22 April 2015 in accordance with section 20 (1) AktG that he indirectly owns more than one quarter of the shares in MPC Capital AG, since in accordance with section 16 (4) AktG the investments in MPC Capital AG held by MPC Münchmeyer Petersen & Co. GmbH, Hamburg, Germany, which he controls, and by other persons, who are not themselves subject to notification obligations, are attributable to him.

Axel Schroeder has also notified us pursuant to section 20 (4) AktG that he indirectly owns a majority shareholding in MPC Capital AG, since in accordance with section 16 (4) AktG the investments in MPC Capital AG held by MPC Holding, which he controls, and by other persons, who are not themselves subject to notification obligations, are attributable to him.

3. MPC Münchmeyer Petersen & Co. GmbH, Hamburg, Germany, notified us in writing on 26 October 2015 in accordance with section 20 (4) AktG that it directly owns a majority shareholding in MPC Capital AG.
4. MPC Capital and Shipping GmbH, Palmaille 67, 22767 Hamburg, Germany (now trading as MPC Participia GmbH), notified us in writing on 8 December 2015 in accordance with section 20 (1) and (2) AktG that – taking into account shares attributable to it pursuant to section 20 (2) AktG – it owns more than one quarter of the shares in MPC Capital AG.
5. MPC Industries GmbH, Palmaille 67, 22767 Hamburg, Germany, notified us in writing on 8 December 2015 in accordance with section 20 (1) and (2) AktG in conjunction with section 16 (4) AktG that – taking into account shares attributable to it pursuant to section 20 (2) AktG and section 16 (4) AktG – it (indirectly) owns more than one quarter of the shares in MPC Capital AG.
6. Quintance GmbH, Palmaille 67, 22767 Hamburg, Germany, notified us in writing on 8 December 2015 in accordance with section 20 (1) and (2) AktG in conjunction with section 16 (4) AktG that – taking into account shares attributable to it pursuant to section 20 (2) AktG and section 16 (4) AktG – it (indirectly) owns more than one quarter of the shares in MPC Capital AG.
7. MPC Capital and Shipping GmbH, Palmaille 67, 22767 Hamburg, Germany (now trading as MPC Participia GmbH), notified us in writing on 10 December 2015 in accordance with section 20 (3) and (4) AktG that – even excluding shares attributable to it pursuant to section 20 (2) AktG – it owns the majority of the shares and voting rights in MPC Capital AG.
8. MPC Industries GmbH, Palmaille 67, 22767 Hamburg, Germany, notified us in writing on 10 December 2015 in accordance with section 20 (3) and (4) AktG in conjunction with section 16 (4) AktG that – taking into account shares attributable to it pursuant to section 16 (4) AktG – it (indirectly) owns the majority of the shares and voting rights in MPC Capital AG, even excluding shares attributable to it pursuant to section 20 (2) AktG.

9. Quintance GmbH, Palmaille 67, 22767 Hamburg, Germany, notified us in writing on 10 December 2015 in accordance with section 20 (3) and (4) AktG in conjunction with section 16 (4) AktG that – taking into account shares attributable to it pursuant to section 16 (4) AktG – it (indirectly) owns the majority of the shares and voting rights in MPC Capital AG, even excluding shares attributable to it pursuant to section 20 (2) AktG.
10. MPC Münchmeyer Petersen & Co. GmbH, Palmaille 67, 22767 Hamburg, Germany, notified us in writing on 10 December 2015 in accordance with section 20 (5) AktG in conjunction with section 16 (4) AktG that it no longer owns a majority shareholding in MPC Capital AG and also no longer owns more than one quarter of the shares in MPC Capital AG.

### 5.3 AUDITORS' FEES

The auditors' fees are made up as follows:

	<b>2015</b>	<b>2014</b>
	EUR '000	EUR '000
Auditing services for the financial statements	189	149
Tax consultancy services	169	79
Other certification and consultancy services	1	34

Hamburg, 4 February 2016



Ulf Holländer  
Chairman



Dr. Roman Rocke



Constantin Baack



## 7. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS: CONSOLIDATED STATEMENT OF CHANGES IN FIXED ASSETS

### Costs

	As at 1 Jan 2015	Additions	Disposals	Changes in group of cons. companies	Reclassi- fications	Currency translation	As at 31 Dec 2015
	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000
<b>I. Intangible assets</b>							
1. Purchased concessions, industrial rights and software	2,071	10	4	42	0	1	2,120
2. Goodwill	15,700	0	0	10,916	0	0	26,616
	<b>17,771</b>	<b>10</b>	<b>4</b>	<b>10,958</b>	<b>0</b>	<b>1</b>	<b>28,736</b>
<b>II. Tangible assets</b>							
1. Land, land rights and buildings, including buildings on third-party land	1,157	0	0	0	0	0	1,157
2. Other fixtures and fittings, operating and office equipment	2,642	40	78	183	0	10	2,797
	<b>3,799</b>	<b>40</b>	<b>78</b>	<b>183</b>	<b>0</b>	<b>10</b>	<b>3,954</b>
<b>III. Financial assets</b>							
1. Shares in affiliated companies	12,282	424	7,948	-456	0	0	4,302
2. Equity investments	50,673	7,128	11,560	-235	312	0	46,318
3. Other loans	2,638	895	42	0	-312	0	3,179
	<b>65,593</b>	<b>8,447</b>	<b>19,550</b>	<b>-691</b>	<b>0</b>	<b>0</b>	<b>53,799</b>
<b>Fixed assets</b>	<b>87,163</b>	<b>8,497</b>	<b>19,632</b>	<b>10,450</b>	<b>0</b>	<b>11</b>	<b>86,489</b>

Note: Rounding differences may arise.

Depreciation, amortisation and writedowns					Carrying amount		
As at 1 Jan 2015	Additions	Disposals	Changes in group of cons. companies	Currency translation	As at 31 Dec 2015	As at 31 Dec 2015	As at 31 Dec 2014
EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000	EUR '000
2,042	22	1	11	1	2,075	45	29
15,697	1,146	0	0	0	16,843	9,773	2
<b>17,739</b>	<b>1,168</b>	<b>1</b>	<b>11</b>	<b>1</b>	<b>18,918</b>	<b>9,818</b>	<b>32</b>
1,093	25	0	0	0	1,118	39	64
2,242	139	70	100	10	2,421	376	399
<b>3,335</b>	<b>164</b>	<b>70</b>	<b>100</b>	<b>10</b>	<b>3,539</b>	<b>415</b>	<b>463</b>
11,820	0	7,879	0	0	3,941	361	462
27,756	1,125	4,037	0	0	24,844	21,474	22,917
0	0	0	0	0	0	3,179	2,638
<b>39,576</b>	<b>1,125</b>	<b>11,916</b>	<b>0</b>	<b>0</b>	<b>28,785</b>	<b>25,013</b>	<b>26,017</b>
<b>60,650</b>	<b>2,457</b>	<b>11,987</b>	<b>111</b>	<b>11</b>	<b>51,242</b>	<b>35,246</b>	<b>26,511</b>

## 8. Auditor's report

We have audited the consolidated financial statements prepared by MPC Münchmeyer Petersen Capital AG, Hamburg – comprising the balance sheet, income statement, notes, cash flow statement and statement of changes in equity – and the Group management report, which is combined with the management report of the company, for the financial year from 1 January 2015 to 31 December 2015. The preparation of the consolidated financial statements and the combined management report in accordance with the German Commercial Code is the responsibility of the officers of the company. Our responsibility is to express an opinion on the consolidated financial statements and on the Group management report based on our audit.

We conducted our audit of the consolidated financial statements in accordance with section 317 HGB and German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW – Institute of Public Auditors in Germany). Those standards require that we plan and perform the audit such that misstatements materially affecting the presentation of the net assets, financial position and results of operations in the consolidated financial statements in accordance with the applicable financial reporting framework and in the group management report are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Group and expectations as to possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the consolidated financial statements and the combined management report are examined primarily on a test basis within the framework of the audit. The audit includes assessing the accounting information of those entities included in consolidation, the determination of the departments to be included in consolidation, the accounting and consolidation principles used and significant estimates made by the legal representatives, as well as evaluating the overall presentation of the consolidated financial statements and the combined management report. We believe that our audit provides a reasonable basis for our opinion.

Our audit has not led to any reservations.

In our opinion based on the findings of our audit, the consolidated financial statements comply with the legal provisions and give a true and fair view of the net assets, financial position and results of operations of the group in accordance with these requirements. The combined management report is consistent with the consolidated financial statements and as a whole provides a suitable view of the Group's position and suitably presents the opportunities and risks of future development

Hamburg, 4 February 2016

BDO AG  
Wirtschaftsprüfungsgesellschaft

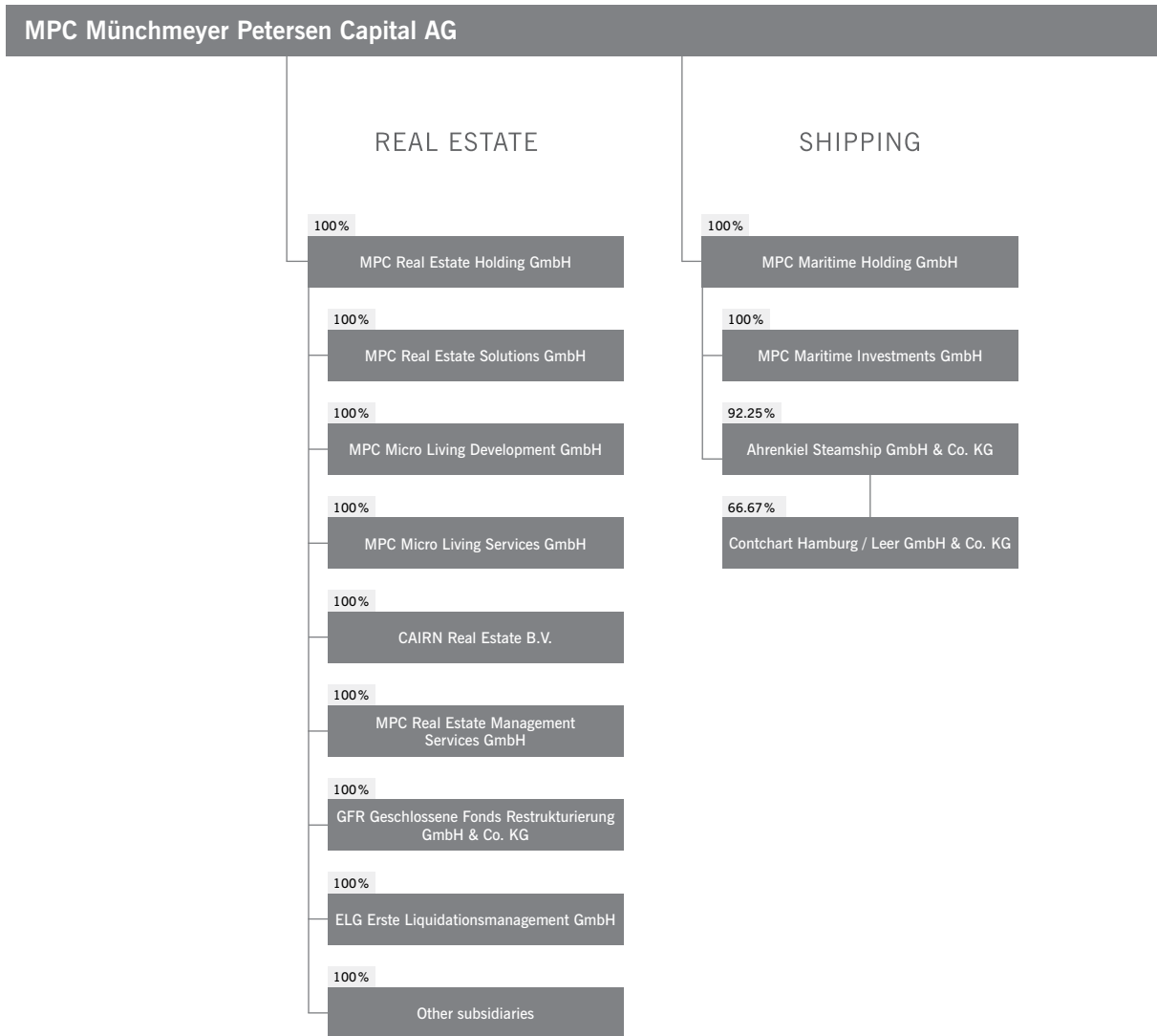
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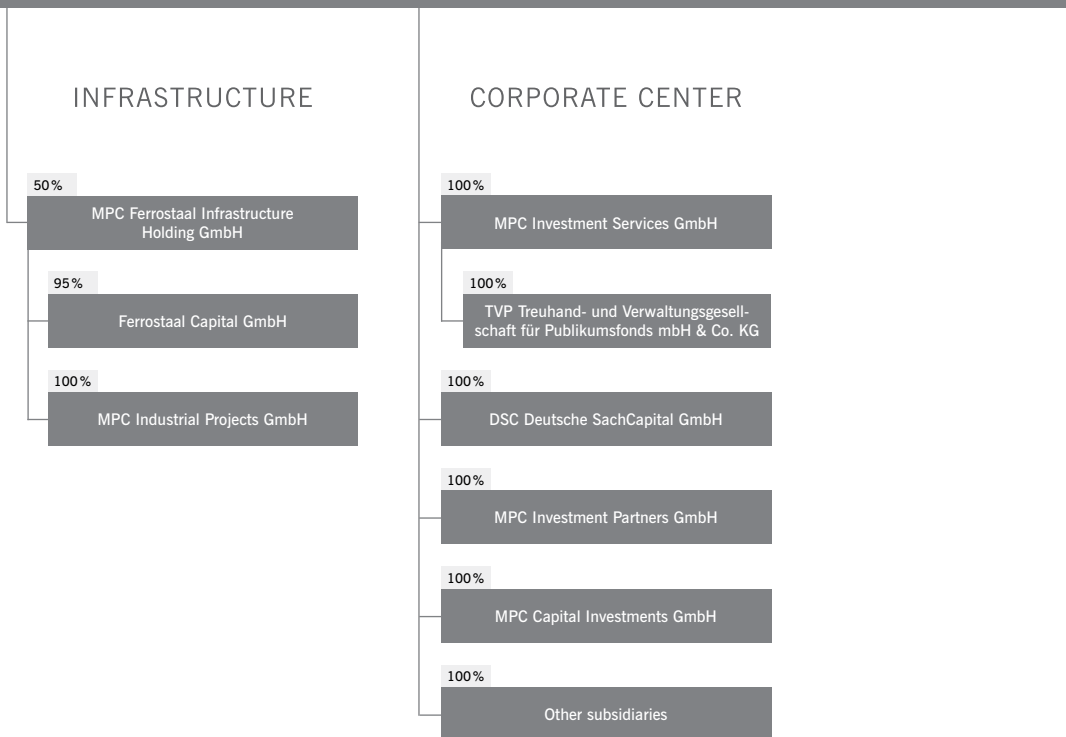


# Organisational structure

MPC Capital AG is the parent company of the MPC Capital Group. The chart below gives an overview of some selected subsidiaries of the MPC Capital Group (as of February 2016).







# Financial calendar 2016

**March 14, 2016**

Publication of Annual Report 2015

**June 21, 2016**

Annual General Meeting of MPC Capital AG

**August 31, 2016**

Publication of Interim Financial Report 2016

MPC Capital AG  
Palmaille 67  
22767 Hamburg, Germany

Investor Relations  
Tel.: + 49 (0)40 380 22-4347  
Fax: + 49 (0)40 380 22-4878  
e-mail: [ir@mpc-capital.com](mailto:ir@mpc-capital.com)  
[www.mpc-capital.com/ir](http://www.mpc-capital.com/ir)

WKN A1TNWJ  
ISIN DE000A1TNWJ4



