

Rella Holding A/S

CVR-No. 15 35 94 39

Annual Report 2013

1 January – 31 December 2013

23rd Accounting Year

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STATEMENT BY THE BOARD OF DIRECTORS AND THE MANAGEMENT

The Board of Directors and the Management have today considered and adopted the Annual Report of Rella Holding A/S for the financial year 1 January – 31 December 2013.

The Annual Report has been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and in accordance with additional Danish disclosure requirements for annual reports of listed companies.

We believe that the Management's review gives a fair presentation of developments in the Company's activities and finances, result for the year and of the Company's financial position in general as well as a fair description of the most significant risks and uncertainties to which the Company's is exposed.

In our opinion, the Annual Report gives a true and fair view of the Company's assets and liabilities, financial position as at 31 December 2013, the Company's activities and cash flows for the financial year 1 January – 31 December 2013.

The Annual Report is submitted for the approval of the Annual General Meeting of shareholders.

Copenhagen, 7 March 2014

MANAGEMENT

Jens Arnth-Jensen
Managing Director

BOARD OF DIRECTORS

Rikke Schjøtt Petersen
Chairman

Henning Arnth-Jensen
Board Member

Claus Dalgaard
Board Member

Klaus Landstrøm
Board Member

STATEMENT BY THE COMPANY'S INDEPENDENT AUDITOR

To the Shareholders of Rella Holding A/S

REPORT ON FINANCIAL STATEMENTS

We have audited the financial statements of Rella Holding A/S for the financial year 1 January to 31 December 2013, which comprise comprehensive income statement, balance sheet, statement of changes in equity, cash flow statement, summary of significant accounting policies and notes. The financial statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and Danish disclosure requirements for listed companies.

Management's Responsibility for Financial Statements

The Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU and Danish disclosure requirements for listed companies and for such internal control as the Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish Audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Management, as well as the overall presentation of the financial statements.

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

The audit has not resulted in any qualification.

Opinion

In our opinion, financial statements give a true and fair view of the Company's financial position at 31 December 2013 and of the results of the Company's operations and cash flows for the financial year 1 January to 31 December 2013 in accordance with International Financial Reporting Standards as adopted by the EU and Danish disclosure requirements for listed companies.

STATEMENT ON THE MANAGEMENT'S REVIEW

Pursuant to the Danish Financial Statements Act, we have read the Management's review. We have not performed any further procedures in addition to the audit of financial statements. On this basis, it is our opinion that the information provided in the Management's review is consistent with the financial statements.

Copenhagen, 7 March 2014

Beierholm

State Authorized Public Accountants, Copenhagen

Thomas Nislev
State Authorized Public Accountant

COMPANY INFORMATION

THE COMPANY

Rella Holding A/S
c/o PricewaterhouseCoopers
Strandvejen 44
DK-2900 Hellerup

Telephone: 0045 39 45 30 50
Home page: www.rella.dk
E-mail: kontor@rella.dk or office@rella.dk

CVR-No.: 15 35 94 39
Founded: 1 August 1991
Domicile: Gentofte
Accounting
Year: 1 January – 31 December

PRIMARY ACTIVITY Holding of shares in Aller Holding A/S

BOARD OF DIRECTORS Rikke Schiøtt Petersen, Chairman
Henning Arnth-Jensen
Claus Dalgaard
Klaus Landstrøm

MANAGEMENT Jens Arnth-Jensen

AUDITORS Beierholm, State Authorized Public Accountants, Copenhagen
Gribskovvej 2
DK-2100 Copenhagen Ø

CONTACT PERSON Jens Arnth-Jensen, telephone: 0045 4542 4517,
mobile: 0045 2849 1948, e-mail: rella@rella.dk

ANNUAL GENERAL MEETING The Annual General Meeting will be held on 11 April 2014 at 16.00 at the Company's office, c/o PricewaterhouseCoopers, Strandvejen 44, DK-2900 Hellerup.

The Annual Report has been submitted to and approved by the Company's Annual General Meeting held on 11 April 2014.

Rikke Schiøtt Petersen
Chairman

MANAGEMENT'S REVIEW**KEY FIGURES, RELLA HOLDING A/S**

<u>DKKm</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Result before financial items and tax	-1.4	-1.2	-1.1	-1.2	-1.1
Dividends from Aller Holding A/S	38.2	39.9	49.5	25.8	25.7
Financial expenses, net	-4.3	-5.4	-5.4	-4.8	-6.2
Result before tax	32.5	33.3	43.0	19.8	18.4
The year's result after tax	32.5	33.3	43.0	19.8	18.4
Financial long term assets	541	541	541	540	536
Total assets	541	541	541	540	536
Share capital	22.4	23.5	24.7	25.6	25.9
Equity	401	402	409	416	419
Long term debt	138	137	130	122	113
Short term debt	2	2	2	2	4
RATIOS, RELLA HOLDING A/S					
Return on equity (%)	8	8	10	5	4
Solvency ratio (%)	74	74	76	77	78
Outstanding shares at year-end (1,000) 1)	21,695	22,457	23,683	24,990	25,644
Earnings Per Share (EPS), DKK	1.47	1.44	1.77	0.78	0.71
Book value per share at year-end, DKK	18.48	17.91	17.27	16.65	16.35
Market price per share at year-end, DKK	46	37	24	35	44
Dividend per share, DKK	0	0	0	0	0
Pay-out ratio, %	0	0	0	0	0
Price Earnings Ratio (PE)	31	26	14	44	62
Price/Book value (PB)	2.5	2.1	1.4	2.1	2.7

1) The number of shares in 2009-2013 has been adjusted for the Company's holding of treasury shares at year-end.

MANAGEMENT'S REVIEW

BASIC IDEA AND MAIN ACTIVITIES

Rella Holding A/S is a holding company for B-shares in Aller Holding A/S. B-shares have no voting rights in company affairs except from the instances in the Danish Companies Act § 107, section 1, section 2, no. 1-7, and section 3 where each B-share of DKK 250 is entitled to one vote.

It is Rella Holding A/S' basic idea to participate as a long-term investor in Aller Holding A/S, Scandinavia's leading publisher of consumer magazines with strong market positions in Denmark, Norway, Sweden and Finland.

Besides holding shares in Aller Holding A/S, § 2 in Rella Holding A/S' articles of association specifies that the Company may "invest directly or indirectly in other listed or unlisted securities". Rella Holding A/S has no plans to do so but wishes to concentrate its efforts on the holding in Aller Holding A/S.

In June 2006, the Rella share was listed at the Copenhagen Stock Exchange A/S (NASDAQ OMX Copenhagen) with the security number DK0016033889.

The Rella share represents a possibility for investing in the B-shares of the non-listed Aller Holding A/S.

The holding of B-shares in Aller Holding A/S is unchanged and amounts to nominal value DKK 9,327,000 as no additional B-shares were acquired during the accounting year. The ownership corresponds to 51.8% of Aller Holding A/S' total share capital and 69.1% of the B-share capital.

Adjusted for Aller Holding A/S' treasury shares as at 30 September 2013, Rella Holding A/S at the end of 2013 owned 63.8% of Aller Holding A/S' outstanding share capital and 90.5% of the outstanding B-shares.

FINANCIAL OBJECTIVE

Since Rella Holding A/S' initial investment in 1991, Aller Holding A/S has performed satisfactorily. However, the results for 2007/08 and 2008/09 were unsatisfactory as the Aller Holding A/S Group was affected by the global financial/economic crisis and current restructurings. The restructurings and cost savings programs carried out during later years have to some extent off-set the effects of the decreasing circulation numbers. The results achieved hereafter and latest for 2012/13 have been satisfactory, although they have been influenced by the sharp declines in circulation numbers. Financial net income has been negatively affected by the very low interest rate levels.

Rella Holding A/S will continue the dialogue with Aller Holding A/S' Management in order to achieve further dividend growth and thus seek to improve Aller Holding A/S' capital structure. Rella Holding A/S believes that further accumulation of cash and liquidity will be contrary to the interests of the Aller Holding A/S shareholders.

It is Rella Holding A/S' overall policy to channel the yearly dividends received from Aller Holding A/S through to the Rella shareholders, either by way of dividends or through share repurchases or a combination thereof.

MANAGEMENT'S REVIEW

DEVELOPMENT OF ACTIVITIES AND FINANCIALS

OPERATIONS

- Dividends from Aller Holding A/S (for the accounting year 2011/12) amounts to DKK 38,240,700 recognized in Rella Holding A/S' Profit and Loss Accounts for 2013 as income.
- Net financial expenses are DKK 4,346,764.
- Administration costs amount to DKK 1,382,895.
- The year's result before tax is DKK 32,511,041.
- After tax of DKK 0, Rella Holding A/S' net profit for the year amounts to DKK 32,511,041 or approximately DKK 0.5m better than expected in the 2012 Annual Report. The improvement can primarily be attributed to a lower interest level on the Company's bank debt than expected at the beginning of the accounting year.

DEVELOPMENT OF FINANCIAL POSITION

- At the beginning of the year, total equity was DKK 402,307,099. During the accounting year, the equity has been positively affected by the year's net profit, DKK 32,511,041, and negatively by the purchase of treasury shares totaling DKK 33,918,731. As at 31 December 2013, total equity thus amounts to DKK 400,899,409.
- Rella Holding A/S' solvency ratio is high and amounts to 74.0% as at 31 December 2013.
- Total debt at year-end 2013 amounts to DKK 140m of which DKK 80m is a floating interest rate loan due 1.2.2019. In addition, Rella Holding A/S has at its disposal a credit facility of DKK 70m, of which DKK 59m had been drawn down at the end of the accounting year. The credit facility's due date is also 1.2.2019.
- Rella Holding A/S' Management continuously evaluate if the Company's capital structure is in the best interest of the Company and its shareholders. The objective is still to maintain a moderate leverage.
- Rella Holding A/S' treasury shares have been pledged as collateral for the Company's bank debt.

INVESTMENTS

- Rella Holding A/S' investment in Aller Holding A/S consists of nominal value 9,327,000 B-shares.
- As at 31.12.2013, Rella Holding A/S' shareholding in Aller Holding A/S is recognized in the Balance Sheet at DKK 541m (historical cost price), which is the same as last year as no additional Aller Holding A/S B-shares were acquired during the accounting year.
- The holding of B-shares in Aller Holding A/S corresponds to 63.8% (2012: 60.5%) of Aller Holding A/S' outstanding share capital as at 30.9.2013. The increase from 60.5% to 63.8% is due to Aller Holding A/S' purchase of nominal value DKK 791,000 treasury shares during 2012/13.

MANAGEMENT'S REVIEW

- The Management continuously assesses the value of the shareholding in Aller Holding A/S. For the accounting year 2013 no write-down has been required, and the holding is therefore still recognized at historical cost.
- During the accounting year, Rella Holding A/S purchased 762,077 treasury shares representing a total investment of DKK 33.9m (average purchase price: DKK 44.5 per share). The purchases were carried out based on the authorizations given to the Board of Directors at the two latest Annual General Meetings. The authorizations allow the Company to acquire up to 10% of its share capital.
- At year end 2013, the holding of treasury shares amounts to 705.261 shares. After the end of the accounting year, additional 95,872 shares were acquired and the total holding thus amounts to 801,133 shares. At the Company's Annual General Meeting on 11 April 2014, it will be proposed to cancel 800,000 shares of this holding.
- The development in Aller Holding A/S during 2012/13 was relatively satisfactory under the given conditions. During later years, The Aller Group has carried out important restructurings and rationalizations including the sale or closing down of various activities/companies leading to a marked reduction in the number of employees. The adjustment of the cost basis has been made with due consideration to the falling circulation numbers for weeklies, especially in Denmark and Norway. – Financial net income was substantially lower than in 2011/12 because of the Aller Group's policy of holding financial assets with a very high degree of liquidity.
- During the accounting year, The Aller Group made several important acquisitions, including the Berner Media Holding Group, Norway, and Nyhavns Rejser A/S, Denmark (70%). Besides that, the Group bought five magazines in Sweden.
- During 2012/13, The Aller Group's result of primary activities was DKK 120m against DKK 143m the year before. However, the Group still succeeded in achieving a positive cash flow from operations of DKK 405m (2011/12: DKK 400m). Financial income dropped sharply from DKK 172m to DKK 103m year giving a total result before tax of DKK 231m (including the results from associated companies). The result after tax was DKK 159m against DKK 210m in 2011/12.
- Aller Holding A/S states in its annual report for 2012/13 that it is expecting a result of primary activities (EBIT) of DKK 100-125m for 2013/14. As usual, the company does not announce any expectations for financial income.

RELLA HOLDING A/S' EXPECTATIONS FOR 2014

For 2014, Rella Holding A/S is expecting a net profit of approximately DKK 22m. The result can be predicted with great accuracy as income consists of the dividends received from Aller Holding A/S at the beginning of February 2014 (DKK 28.7m) – the costs are Rella Holding A/S' expected administration costs and net financial items.

It is expected that Aller Holding A/S also during the coming years will continue its investment strategy within new media, e.g. the internet, new magazines and adjacent areas of business.

EVENTS AFTER THE END OF THE ACCOUNTING YEAR

After the end of the accounting year, no events have occurred which could have any impact on the Annual Report or materially affect the Company's financial position.

MANAGEMENT'S REVIEW

ALLER HOLDING A/S

Historical Background

In 1873, Carl Allers Etablissement A/S was founded in Copenhagen by Laura and Carl Aller. Svenska Aller AB was established in 1894 in Hälsingborg, and three years later Norsk Aller in Oslo was founded. The Aller Group entered the Finnish market in 1992 when it founded Aller Julkaisut OY.

During later years, the Group has changed the names of its most important subsidiaries. The holding company has changed its name to Aller Holding A/S with the subsidiaries Aller Media A/S (Denmark), Aller Media AS (Norway), Aller Media AB (Sweden), Aller Media OY (Finland) and the printing group Aller Tryk Norden A/S.

Right from the beginning Aller established itself as the largest publisher of consumer magazines in Scandinavia. Ever since, the Aller Group expanded and secured this position through organic growth and acquisition of titles from competitors. The Aller Group today holds strong market positions in Denmark, Norway, Sweden and Finland. In Denmark, the weeklies Familie Journalen, Billed Bladet and Se & Hør are being published.

Each week, the Aller Group sells approximately 2.3m consumer magazines corresponding to a 59% share of the total Nordic market.

Even though publishing of weeklies is the Aller Group's foundation, the Group has expanded its portfolio of titles to include magazines published monthly and quarterly within a wide range of subjects.

Aller Holding A/S - Business Development during Later Years

Recognizing the ongoing development towards digital media, the Aller Group in later years increased its focus on internet activities by investing in e.g. aller.dk (E-kiosken), Aller Internet A/S (edb.priser.dk) as well as oestrogen.dk. In December 2006, Aller Media AS acquired 49.9% of the net portal SOL. In November 2006, Aller Holding A/S established a new subsidiary, Aller Media Group A/S, to coordinate the Group's IT-development. The Groups publications all have internet sites with news and "appetizers".

In December 2006, Aller Press A/S strengthened its presence within free magazines through investment in the free magazine publisher "Chili", which has a leading position within Clients' Publishing. During 2008, the Chili Group became a wholly owned subsidiary.

During 2008, the Aller subsidiaries continued their investment activity with the media sector. In Sweden, Aller Media AB acquired 50% of Frida Förlag. In Denmark, Aller Media A/S purchased the remaining 66% of Chili Group ApS, and in Sweden and Finland the cooperation with Eniro was further extended. In Norway, Aller Media AS took over the senior magazine "Vi over 60" and VHI AS (Vakre Hjem & Interiør). In Finland, 50% of Suomi 24 was acquired (remaining 50% acquired in 2010). Finally, the Aller Group entered into an agreement with Hachette to publish ELLE in Denmark and Finland. Aller Media Group A/S was closed down as the structure was deemed inexpedient.

In August 2009, the Aller Group moved into the new headquarters at Havneholmen in Copenhagen, and the previous domicile was sold as at 1 January 2010.

During 2009, the negative impact of the financial crisis on the results has led the Aller Group to realize a number of cost saving programs and restructurings including the closing down of several titles and activities. The Swedish printing works were closed as previously decided and carried out according to plan. The Danish

MANAGEMENT'S REVIEW

and Norwegian printing facilities have now been placed in a joint Nordic printing company, Aller Tryk Norden A/S, a wholly owned subsidiary of Aller Holding A/S.

During the accounting year 2010/11, a number of companies and activities were acquired: Epla AS, Norway, Fineart AS, Norway, Modegallerian Norden AB (51%), Sweden, and Mat & Vänner AB, Sweden. The Baltic Press Group was sold.

In 2011/12, Aller Media AS, Norway, acquired the marketing agency Nova Vista AS and Grete Roede AS, Norway's most important player in the personal weight reduction field.

At the end of 2012, Aller Media AS, Norway, entered into an agreement to lease the domicile Aller Holding A/S has decided to build in Oslo to be ready for occupancy in 2015.

In 2012/13, The Aller Group acquired Berner Media Holding AS, Norway, whose main activity – besides a number of internet activities – is the publication of Dagbladet. The digital version of Dagbladet has 900,000 daily users. In Denmark, 70% of the travel agency Nyhavn Rejser A/S was bought with the aim of establishing a new business area: Aller Leisure. Finally, the Group bought five magazines in Sweden.

Aller Holding A/S' and Aller Media A/S' web sites, www.allerholding.dk and www.aller.dk, contain a survey of the Group's publications and circulation numbers. Information on the Aller Group's activities in Sweden, Norway, and Finland can be found at www.allersforlag.se, www.allergruppen.no and www.aller.fi.

Future Challenges

During later years, the media business has seen falling circulation numbers. This development has been especially marked for newspapers and dailies but also circulation numbers for weeklies and magazines are decreasing.

The Aller Group disposes of a huge amount of contents – one of the future challenges will be to deliver these contents to the consumers in a profitable way through different platforms, which to an increasing degree will be electronic. This is rendered difficult as the individual consumer has grown accustomed to more or less everything being available on the internet for free.

The publication of printed weeklies and magazines continues to generate a healthy yearly cash flow, and through a cautious dividend policy The Aller Group has built up large financial assets. The Group has therefore to a certain extent changed character and turned into an investment company. It must therefore be an important part of The Aller Group's future to consider whether it is possible to make profitable use of these financial assets in the operative part of the business including adjacent business areas. In this connection it should be remembered that the Aller Group disposes of considerable marketing power through its 2.3m weekly publications, which can be useful in relation to potential new activities.

At the Company's Annual General Meeting on 1 February 2013, the shareholders adopted the following new objective:

“The Company's objective is to engage in publishing and media activities and other activities which in the Board of Directors' view have a natural relation herewith, e.g. printing, reproduction, publishing, adverts and advertising, marketing, event, travel, entertainment, recreation, trading, manufacturing and leasing activities in Denmark and abroad, whether directly or by way of investments, including shareholdings, in other companies or businesses.”

MANAGEMENT'S REVIEW**Who Owns Aller Holding A/S?**

Aller Holding A/S' share capital is DKK 18m, out of which DKK 4.5m are A-shares with voting rights and DKK 13.5m are B-shares. The company is unlisted.

In 1981, Svend Aller, Carl Erik Aller and Jørgen Aller founded The Aller Trust through contribution of 51.3% of the A-shares in Carl Allers Etablissement A/S (now Aller Holding A/S).

The A-shares are owned by The Aller Trust, the Aller family and Aller Holding A/S itself. When A-shares are traded, Aller Holding A/S has a right of first refusal at a price stipulated in the company's articles of association. In these articles, the A-shareholders have agreed upon a price for the A-shares corresponding to 80% of the intrinsic book value according to the latest annual report.

There are no restrictions on the ownership of B-shares, which are traded over the counter in the Danish banking system.

As at 30 September 2013, Aller Holding A/S held nominal value DKK 3,386,000 treasury shares or 18.8% of the company's share capital (DKK 197,000 A-shares and DKK 3,189,000 B-shares). The total outstanding share capital is thus nominal value DKK 14,614,000.

The ownership structure of Aller Holding A/S can be seen from the table below:

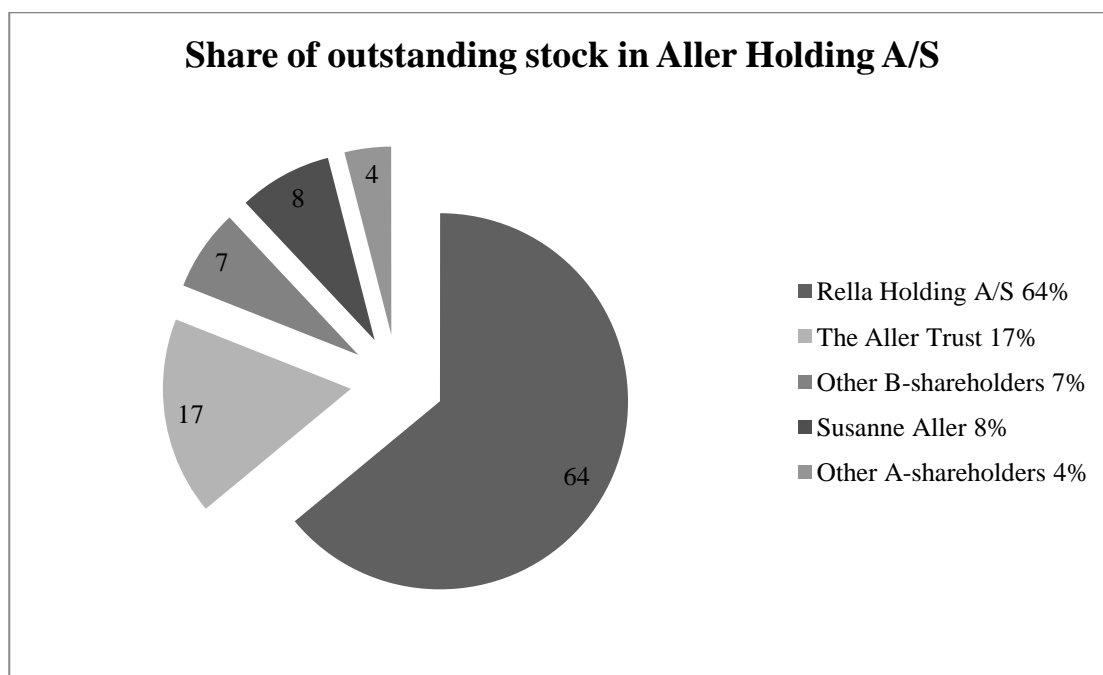
	Nominal value DKK	In % share class	In % of total outstanding shares
A-shares			
The Aller Trust	2,519,500	56	17
Susanne Aller*	1,200,600	27	8
Other A-shareholders	582,900	13	4
Total outstanding A-shares	4,303,000	96	29
Treasury A-shares	197,000	4	
A-shares, total	4,500,000	100	
B-shares			
Rella Holding A/S	9,327,000	69	64
Other B-shareholders	984,000	7	7
Total outstanding B-shares	10,311,000	76	71
Treasury B-shares	3,189,000	24	
B-shares, total	13,500,000	100	
Total outstanding A- and B-shares	14,614,000	81	100
Treasury A- and B-shares	3,386,000	19	
A- and B-shares, total	18,000,000	100	

* Cf. Rella Holding A/S' prospectus 2006.

The Aller Group's holding company, Aller Holding A/S, is controlled by The Aller Trust.

Rella Holding A/S owns 63.8% of Aller Holding A/S' outstanding share capital and 90.5% of the outstanding B-share capital.

The ownership of Aller Holding A/S can be illustrated graphically as follows:

MANAGEMENT'S REVIEW**Development in 2012/13**

For the accounting year 2012/13 (1.10.2012 – 30.9.2013), the Aller Group realized a turnover of DKK 4,183m against DKK 4,038m last year. Operating profit was DKK 120m against DKK 143m last year. The result of associated companies amounted to DKK 8m compared to DKK 15m in 2011/12. The result includes an extraordinary gain of DKK 31m from sale of real estate and a loss in Finland of DKK 41m due to restructurings.

The Group's net financial income fell sharply from DKK 172m in 2011/12 to DKK 103m. At the end of the accounting year, the Aller Group's total financial assets were DKK 2,983m (2011/12: DKK 3,035m). The financial assets are highly liquid.

The Group result before tax was DKK 231m against DKK 331m the year before.

The total Group result after tax was a profit of DKK 159m compared to a profit of DKK 210m in 2011/12.

In 2012/13, Aller Holding A/S bought nominal value DKK 791,000 treasury shares (nominal value DKK 5,000 A-shares and nominal value DKK 786,000 B-shares) at a total cost of DKK 113m. Upon this, the intrinsic book value of an Aller share amounts to 27,547. Since 2008/09, the stock repurchases have contributed to an increase of 22% in the intrinsic book value per share whereas total equity increased by 10%.

Aller Holding A/S' Expectations for the Accounting Year 2013/14

For the accounting year 2013/14, Aller Holding A/S gives the following guidance, cf. the Group's Annual Report 2012/13:

MANAGEMENT'S REVIEW

“The considerable structural market changes with accelerating decreases in circulation numbers which also characterized 2012/13 and changes in the organizational placing of the clients’ marketing activities are expected to have a significant effect also on the accounting year 2013/14 and the following years. We expect to see continued marked decreases in circulation numbers for weeklies and magazines. However, there will be marked differences in the development of circulation numbers within the various weeklies and magazine segments and markets.

The media picture continues to be characterized by a fight for the consumers’ time and attention – supported by a technological development which leads to marked and increasingly rapid changes in consumer and advertiser patterns.

During the accounting year, the Aller Group has demonstrated that it continues to place a high priority on innovation within existing and related activities – at the same time implementing necessary market initiatives to maintain the Group’s market position.

A strict cost control with rationalizations to increase efficiency will be continued during the coming years combined with an on-going focus on increased Nordic cooperation to obtain mutual synergies.

Sharper competition and changes in the market may again necessitate adjustments and restructurings within the Group to achieve necessary savings and rationalization benefits. Loss-making products and activities will be subject to a current critical evaluation and if necessary closed down.

Based on the current activity level and the 2013/14 budget figures from the leading subsidiaries and the accounts for the latest time periods, a result of primary activities (EBIT) of DKK 100-125m is expected.

It is still the Group’s policy not to express any expectations with regard to financial income. However, the Group’s investments have been structured to obtain a long-term stable return.”

MANAGEMENT'S REVIEW**KEY FIGURES AND RATIOS 2008/09 - 2012/13 FOR ALLER HOLDING A/S (GROUP)**

<u>DKKm</u>	<u>2012/13</u>	<u>2011/12</u>	<u>2010/11</u>	<u>2009/10</u>	<u>2008/09</u>
Turnover, net	4,183	4,038	4,030	3,916	3,865
Operating profit (EBIT)	120	143	246	271	-111
Result of associated companies	8	15	13	-23	-20
Result of financial items	103	172	38	155	159
Profit before tax	231	331	297	403	28
The year's net profit	159	210	220	274	5
Dividends	55	74	77	96	50
Equity	4,071	4,142	4,043	3,940	3,702
Cash and marketable securities	2,983	3,035	2,843	2,748	2,308
Total assets	5,811	5,639	5,564	5,482	5,161
<u>All figures in %</u>	<u>2012/13</u>	<u>2011/12</u>	<u>2010/11</u>	<u>2009/10</u>	<u>2008/09</u>
Return on sales	2.9	3.5	6.1	6.9	-2.9
Return on invested capital including goodwill	9.0	19.9	28.5	32.4	-0.4
Solvency ratio	70.1	73.5	72.7	71.9	71.7
Return on equity	3.9	5.1	5.5	7.2	0.1
Book value per share at year-end	27,547	26,477	24,795	23,774	22,615
Calculated price according to §4 of by-laws	22,037	21,182	19,836	19,019	18,092
Pay-out ratio	35.0	35.0	35.0	35.0	n.m.

Source: Aller Holding A/S' Annual Report 2012/13.

The Aller Holding A/S Group prepares its Annual Report in accordance with the Danish Financial Statements Act (class C: large companies). The holding company, Aller Holding A/S, is unlisted.

At Rella Holding A/S' internet site, www.rella.dk, the complete annual reports 2004/05 – 2012/13 for Aller Holding A/S as well as the Company's articles of association can be downloaded.

MANAGEMENT'S REVIEW

CONNECTION BETWEEN THE FINANCIAL DEVELOPMENT OF ALLER HOLDING A/S AND RELLA HOLDING A/S

In Rella Holding A/S' present Annual Report, the Company's only asset – the shareholding in Aller Holding A/S – has been recognized in the Balance Sheet at historical cost. The Profit and Loss Accounts include the dividends received from Aller Holding A/S during the accounting year.

The accounting principles have been laid down by the Danish Securities Council, cf. the section on the accounting principles used in the Annual Report (page 23-24).

Rella Holding A/S' Management find that these principles make it difficult for shareholders and potential investors to ascertain the direct coupling between the economic development of Aller Holding A/S and Rella Holding A/S.

For these reasons, the table on the next page shows a selection of key figures and ratios for Rella Holding A/S based on recognition of results and value of shareholding in Aller Holding A/S according to the intrinsic book value method both for Profit and Loss Accounts and Balance Sheet.

As a consequence of this principle, Rella Holding A/S' Profit and Loss Statement on page 17 recognizes a share of Aller Holding A/S' result corresponding to Rella Holding A/S' ownership share (instead of received dividends). In Rella Holding A/S' Balance Sheet, the shareholding in Aller Holding A/S is recognized as the Company's share of Aller Holding A/S' total equity (intrinsic book value) according to Aller Holding A/S' latest Annual Report (instead of historical cost price).

This information is solely part of the Management's review and should not be seen as part of Rella Holding A/S' official, audited figures as per the Annual Accounts.

MANAGEMENT'S REVIEW**KEY FIGURES AND RATIOS FOR RELLA HOLDING A/S BASED ON RECOGNITION OF SHARE OF ALLER HOLDING A/S ACCORDING TO INTRINSIC BOOK VALUE METHOD**

<u>MDKK</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Rella Holding A/S' share of Aller Holding A/S' outstanding shares	63.8	60.5%	58.2%	57.5%	57.3%
Rella Holding A/S' share of Aller Holding A/S' net result	101	127	128	157	3
Administration costs, Rella Holding A/S	-1	-1	-1	-1	-1
Net financial items, Rella Holding A/S	-4	-5	-5	-5	-6
Net result, Rella Holding A/S	96	121	122	151	-4
Rella Holding A/S' share of Aller Holding A/S' equity	2,598	2,508	2,353	2,266	2,122
Other assets, Rella Holding A/S 1)	0	0	0	0	0
Rella Holding A/S' debt	-140	-139	-132	-124	-117
Equity, Rella Holding A/S 2)	2,458	2,369	2,221	2,142	2,005
Rella Holding A/S' outstanding shares (millions) at year-end 3)	21.7	22.5	23.7	25.0	25.6
Result per share, Rella Holding A/S (DKK)	4.4	5.4	5.2	6.0	-0.2
Equity per share, Rella Holding A/S (DKK)	113	106	94	86	78
Return on equity (%)	3.9	5.1	5.5	7.1	-0.2
Market price per Rella-share at year-end (DKK per share)	46	37	24	35	44
Price Earnings Ratio (PE)	10.5	6.9	4.4	5.8	n.m.
Price/Book value (PB)	0.4	0.4	0.3	0.4	0.6

1) Excluding receivable dividends in all years.

2) Including proposed dividends for the year.

3) In the years 2009 - 2013, the number of shares has been adjusted for the Company's holding of treasury shares at year-end in the respective years.

MANAGEMENT'S REVIEW

INFORMATION TO FURTHER THE FREE LIQUIDITY OF THE COMPANY'S SHARES

As at 31 December 2013, Rella Holding A/S' share capital is nominal value DKK 22,400,000 represented by 22,400,000 shares of DKK 1.00 each. During the accounting year, the share capital has been reduced from DKK 23,500,000 through the cancellation of 1,100,000 treasury shares.

During the accounting year, Rella Holding A/S has acquired 762,077 treasury shares in accordance with previously given AGM authorizations. Total outstanding shares at year-end 2013 amount to 21,694,739.

All shares are listed at NASDAQ OMX Copenhagen and all shares have equal rights in every respect.

Rella Holding A/S is owned by 1,200 private and institutional shareholders in Denmark and abroad.

In accordance with § 104 of the Danish Financial Statements Act, the following shareholders have notified the Company of ownerships of 5% or more of the Company's share capital:

Henning Arnth-Jensen, Route de Buchillon 6 G, CH-1162 St. Prex
Intrinsic Value Investors LLP, London
Jens Arnth-Jensen, Dronninggårds Allé 84, DK-2840 Holte
MSD European Opportunity Master Fund, London (over 10%)
Nordea Investment Fund Company Finland Ltd., Helsinki

The Company has not received notice of any shareholder agreements or similar agreements which could limit the liquidity of the shares.

Rella Holding A/S' Board of Directors are elected for a period of one year but re-election can take place.

The Company's articles of association may be amended by the Annual General Meeting with the majority stipulated in the Danish Companies Act.

The Board of Directors have no authorization to issue new shares.

At year-end 2013, the market price of a Rella-share was DKK 46.0 per share corresponding to a market capitalization of DKK 1,030m (DKK 998m for the outstanding shares).

CORPORATE GOVERNANCE

As an issuer of shares listed on NASDAQ OMX Copenhagen, Rella Holding A/S must comply with the "Recommendations for Corporate Governance" prepared by the Committee for Corporate Governance with the latest revision in May 2013. The recommendations apply for Rella Holding A/S' accounting year 2013.

This codex can be downloaded from www.corporategovernance.dk.

A review of Rella Holding A/S' compliance with these recommendations can be seen at the Company's web site in the section "Investor Relations, <http://www.rella.dk/default.asp?id=96>.

MANAGEMENT'S REVIEW

BOARD OF DIRECTORS AND MANAGEMENT

Information on related parties and transactions with such parties: see page 33. Information on managerial positions in other Danish limited companies: see page 34. For Rella Holding A/S, the tasks incumbent on the audit committee as stipulated by the Auditors' Act, are handled by the Board of Directors. The Company has therefore no separate audit committee. - The Board of Directors has met four times in 2013.

On 25 October 2013, Rella Holding A/S appointed Klaus Landstrøm as the company's new chief executive officer with effect from the company's annual general meeting to be held on 11 April 2014. On the same date, Jens Arnth-Jensen, the company's present CEO, will retire at his own request.

It is the company's remuneration policy to pay fixed salaries to both the Board of Directors and the CEO. Rella Holding A/S has no incentive schemes as the company's management has no influence on the performance of Aller Holding A/S, which is the company's sole asset.

GENDER QUOTA

It is Rella Holding A/S' policy and goal that a maximum of 75% of the members of the Board of Directors shall be of the same gender. The company has met this goal since April 2011.

As Rella Holding A/S has only one employee (the chief executive officer), the company has no policy for other managerial levels. It is the company's overall policy to employ the most qualified person as CEO irrespective of gender.

CONTACT TO ALLER HOLDING A/S

A committee consisting of the Chairman of the Board and the Managing Director holds an annual meeting with the Aller Trust to consider Aller Holding A/S' latest annual report and present the views of Rella Holding A/S.

RELLA HOLDING A/S' DIVIDEND POLICY

It is Rella Holding A/S' overall dividend policy to pay out in full the dividends received from Aller Holding A/S after deduction of administration costs and net financial expenses. The pay-out can take place either by way of dividends or through share repurchases or a combination thereof. Since 2007, the Company's annual results have been used for share repurchases.

POLICY FOR TREASURY SHARES

Rella Holding A/S is of the opinion that it is to the benefit of the shareholders for the Company to have a continuous authorization to acquire its own shares if attractive buying opportunities should occur.

PROPOSALS TO THE ANNUAL GENERAL MEETING

At the Annual General Meeting to be held on 11 April 2014 the Board of Directors will propose the following:

MANAGEMENT'S REVIEW

- An authorization to the Board of Directors until 30 April 2015 to let the Company acquire own shares with a nominal value up to 10% of the Company's share capital. The price paid for the shares must not deviate from the daily quoted bid price at NASDAQ OMX Copenhagen by more than plus/minus 10%.
- It is proposed that 800,000 shares out of the Company's holding of treasury shares be cancelled and the Company's share capital reduced accordingly. Upon the reduction, Rella Holding A/S' share capital will be nominal value DKK 21,600,000 represented by 21,600,000 shares of DKK 1.00 each.

KNOWLEDGE RESOURCES

Rella Holding A/S' knowledge resources consist of the Board of Directors and the Managing Director as the Company has no employees besides the Managing Director.

CORPORATE SOCIAL RESPONSIBILITY

As a consequence of Rella Holding A/S' structure as a pure holding company, whose only activity consists of owning B-shares in Aller Holding A/S, the Company has no specific policies for Corporate Social Responsibility.

THE COMPANY'S INFLUENCE ON THE ENVIRONMENT

Rella Holding A/S ownership of shares in Aller Holding A/S does not in any way influence the environment.

FINANCIAL CALENDAR FOR 2014

7 March	Annual Report 2013
11 April	Annual General Meeting
11 April	Information on Q1 2014
27 August	Interim report 1st Half 2014
24 October	Information on Q3 2014

MANAGEMENT'S REVIEW

RISKS

Risks connected with Aller Holding A/S

As the shareholding in Aller Holding A/S is Rella Holding A/S sole asset, the development of Aller Holding A/S' activities is of vital importance to the Company.

In its 2012/13 Annual Report, Aller Holding A/S gives an outline of the risks to which the Group is exposed:

“Operational risks

The Group is engaged in an intensifying sharp competition with the whole entertainment industry including the state-controlled media companies and the daily newspapers' growing use of supplements similar to weeklies, which can be published without VAT according to the strongly competition distorting VAT law approved by Parliament - in sharp contrast to the current conditions for weeklies and magazines. This contributes to worsening the already challenging times for printed media.

Financial risks

In view of the Group's high solvency ratio there are no specific financial risks.

Exchange risks

Exchange risks related to investments in foreign subsidiaries and associated companies are not being hedged as the Group is of the opinion that constant hedging of such long-term investments would be suboptimal in a total risk and cost context.

The Group hedges specific significant payments in foreign currencies. The Group does not enter into speculative positions in foreign currencies.

Interest rate risks

The Group's policy for the placement of surplus liquidity does not involve any special risks. The Group does not enter into interest rate contracts/instruments in order to hedge interest rate risks.

Credit risks

The Group's trade debtors are insignificant compared to turnover and subject to no credit risks.”

Aller Holding A/S' Annual Report is available at www.rella.dk.

Other risks for Rella Holding A/S

Rella Holding A/S' shareholding in Aller Holding A/S consists of B-shares, and the Aller Holding A/S Group is controlled by the Aller Trust, which owns more than 50% of the voting A-shares. Rella Holding A/S has thus no influence on Aller Holding A/S' daily operations.

The Company is exposed to risks connected with the shareholding in Aller Holding A/S, market risks consisting of changes in the interest rate level and a liquidity risk. The magnitude of the risk connected with the shareholding in Aller Holding A/S corresponds to the holding's book value.

As Rella Holding A/S does not have, nor plans to acquire any additional activities besides the ownership of shares in Aller Holding A/S, the Company's sole source of cash income will be the yearly dividend payments from Aller Holding A/S.

As an unlisted company, Aller Holding A/S is not required to supply the public with any information apart from the Annual Report. As a consequence of the highly competitive market for weeklies and magazines,

MANAGEMENT'S REVIEW

Aller Holding A/S is generally reluctant to supply the public with information on its operations and expectations as to activity level and results.

The Aller Holding A/S B-shares are unlisted and consequently relatively illiquid. It will probably be difficult to dispose of Rella Holding A/S' B-shares in Aller Holding A/S partly or wholly within a short period of time.

The shareholding in Aller Holding A/S is recognized in Rella Holding A/S' Balance Sheet at DKK 541m (historical cost), and Rella Holding A/S' equity amounts to DKK 401m. A reduction of the book value of the Aller Holding A/S shareholding by 10% (DKK 54m) will reduce Rella Holding A/S' equity by 13.5%.

Finally, Rella Holding A/S is exposed to risks in connection with the current prolongation of the Company's bank loans including fixing of the interest rate. In this connection, it should be noted that Rella Holding A/S has a considerable creditworthiness due to its high solvency ratio. There is no currency risk as the Company's loans are denominated in DKK.

MANAGEMENT'S REVIEW

ACCOUNTING PRINCIPLES

The 2013 Annual Report for Rella Holding A/S has been prepared in accordance with International Financial Reporting Standards (IFRS) issued by The International Accounting Standard Board (IASB) and adopted by the EU and in accordance with additional Danish disclosure requirements for annual reports of listed companies and acknowledged accounting policies.

The accounting standards and interpretation notes in force as at 31 December 2013 have been used. The implementation of new and changed IFRS in 2013 has not led to any adjustments to the presentation of the Annual Accounts and the amount of information given in the notes.

At the time of publication of this Annual Report, the following new standards and interpretation notes are not yet in force and consequently the accounts have not been adjusted accordingly:

- IFRS 9 – Financial Instruments. Effective Date 01.01.2015
- IFRS 10 – Consolidated Financial Statements. Effective Date 01.01.2014
- IFRS 11 – Joint Arrangements. Effective Date 01.01.2014
- IFRS 12 – Disclosures of Interests in Other Entities. Effective Date 01.01.2014
- IAS 27 – Separate Financial Statements. Effective Date 01.01.2014
- IAS 28 – Investments in Associates and Joint Ventures. Effective Date 01.01.2014

The implementation of IFRS 9 will probably mean that the Company at some later stage will be unable to recognize the shareholding in Aller Holding A/S at cost. According to IFRS 9, the shares must be recognized at market value which could have a significant impact on the accounts. In the opinion of the Board of Directors, the term "market value" as applied to Rella Holding A/S' capital interest in Aller Holding A/S cannot be assigned any real sense. However, up to the implementation, the Company's Management will keep a close watch on regulations which might appear with guidelines how to measure the Company's majority shareholding in Aller Holding A/S at fair market value.

The Board of Directors are of the opinion that the classification of the Company's shareholding in Aller Holding A/S as "financial assets available for sale" is basically wrong as a disposal of the shareholding would be in direct conflict with Rella Holding A/S' basic idea according to which Rella Holding A/S wishes *to participate as a long-term investor in Aller Holding A/S*. A sale of the shareholding, which should be seen as a whole, would be the equivalent of ceasing Rella Holding A/S' activities with a subsequent liquidation of the Company.

In the current Annual Report, the accounting principles are unchanged. Implementation of other accounting standards and interpretation notes not yet force would not have any significant impact on the Annual Report.

The Annual Report has been prepared in DKK 1,000.

Segment information

The Company has no operating segments from which turnover can be derived and therefore gives no segment information.

Financial items

Financial items comprise interest income and expenses, dividends and amortization premium/allowance concerning debt to credit institutions. Interest income and expenses are accrued based on the principal and the effective rate of interest. - Dividends are recognized when the right to the dividends finally vests.

ACCOUNTING PRINCIPLES

Tax

The "Tax on the year's result" shown in the Comprehensive Income Statement is calculated on the year's profit according to the accounts adjusted for non-taxable income and expenses.

Deferred tax liabilities and deferred tax assets are computed according to the balance sheet liability method on the basis of all temporary differences between the carrying amount and tax base of assets and liabilities and are recognised in the balance sheet at the tax rate applicable. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting either the net profit or loss for the year or the taxable income.

Valuation of the shareholding in Aller Holding A/S

The shares in Aller Holding A/S have been classified as "other securities and shares available for sale" as the shares do not meet the conditions for any other classification.

Shares classified as available for sale are measured at cost at first recognition on the day of trading plus directly attributable trading costs. Subsequently the shares are measured at fair market value, and any change in the market value is included as other income in the Comprehensive Income Statement. When assets are sold or disposed of, accumulated adjustments to fair market value are recognized in the Profit and Loss Statement.

The fair market value can be ascertained based on various acknowledged valuation methods. Shares, which are not traded in an active market and for which no reliable fair market value can be found, are measured at cost. Rella Holding A/S recognizes the shares in Aller Holding A/S at cost.

On indication of any impairment, the accumulated loss is included in the Profit and Loss Statement. For shares carried at cost, the loss can be calculated as the difference between the carrying value and the net present value of future estimated cash flows discounted at the present market yield for a corresponding financial asset.

Debt

Debt is measured at amortized cost, which usually corresponds to nominal value.

Own shares

Cost price and proceeds in connection with the purchase and sale of own shares as well as dividends on own shares are booked directly over the equity (retained earnings).

Cash flow statement

The cash flow statement has been prepared based on the indirect method. Cash includes liquid assets.

Equity

Proposed dividends for the accounting year are shown as a separate item under equity.

COMPREHENSIVE INCOME STATEMENT 1 JANUARY – 31 DECEMBER

Amounts in DKK 1,000

Note		2013	2012
2	Administrative costs	-1,383	-1,186
	Result before financial items and tax	-1,383	-1,186
	Dividends from shares in Aller Holding A/S	38,241	39,920
	Financial income	0	0
	Financial expense	-4,347	-5,440
	Profit before tax	32,511	33,294
3	Tax on the year's result	0	0
	Net profit	32,511	33,294
	Other items to be included in the comprehensive income, after tax	0	0
	The year's comprehensive income	32,511	33,294
	Proposed distribution of the year's profit		
	Proposed dividend, DKK 0.00 per share (2012: DKK 0.00 per share)	0	0
	Carried forward to next year	32,511	33,294
		32,511	33,294
4	Earnings per share	DKK 1.47	DKK 1.44

BALANCE SHEET AS AT 31 DECEMBER

Amounts in DKK 1,000

Note	ASSETS	2013	2012
1,5,8	Other securities and shares (shareholding in Aller Holding A/S)	541,373	541,373
	Financial long term assets	541,373	541,373
	TOTAL LONG TERM ASSETS	541,373	541,373
	Cash	0	0
	TOTAL CURRENT ASSETS	0	0
	TOTAL ASSETS	541,373	541,373
Note	LIABILITIES		
	Share Capital	22,400	23,500
	Retained earnings	378,499	378,807
	Proposed dividends	0	0
6	TOTAL EQUITY	400,899	402,307
	Bank debt	138,610	137,502
7,8	Long term debt	138,610	137,502
3	Corporate tax	0	0
7,8	Other debt	1,864	1,564
	Short term debt	1,864	1,564
7,8	TOTAL DEBT	140,474	139,066
	TOTAL LIABILITIES	541,373	541,373

EQUITY REVIEW

Amounts in DKK 1,000

Equity	Share capital	Retained earnings	Dividends	Total
Equity at 31.12.2011	24,700	384,332	0	409,032
The year's result (comprehensive income)		33,294		33,294
Purchase of treasury shares		-40,019		-40,019
Write-down of share capital	-1,200	1,200		0
Equity at 31.12.2012	23,500	378,807	0	402,307
The year's result (comprehensive income)		32,511		32,511
Purchase of treasury shares		-33,919		-33,919
Write-down of share capital	-1,100	1,100		0
Equity at 31.12.2013	22,400	378,499	0	400,899

CASH FLOW STATEMENT

Amounts in DKK 1,000

	2013	2012
Result before financial items and tax	-1,383	-1,186
Change in working capital:		
Change in other debt	300	-139
Financial income	0	0
Financial expenses	-4,347	-5,440
Corporate tax paid	0	0
	-5,430	-6,765
Cash flow from operating activities		
Purchase of B-shares in Aller Holding A/S	0	0
Dividends received from Aller Holding A/S	38,241	39,920
Cash flow from investing activities	38,241	39,920
Purchase of treasury shares	33,919	-40,019
Drawn on credit facility	1,108	6,864
Dividends paid	0	0
Cash flow from financing activities	-32,811	-33,155
The year's total cash flow	0	0
Cash as at 1 January	0	0
Cash as at 31 December	0	0

NOTES

Amounts in DKK 1,000

1. Important accounting estimates, assumptions and uncertainties

When implementing the Company's accounting principles, it is necessary for the Management to perform estimations and assessments concerning the book value of assets and liabilities.

The Company's sole asset is the holding of shares in Aller Holding A/S, which is recognized at historical cost as recognition of the Aller Holding A/S shareholding at "market price or approximate selling price" based on various valuation methods and techniques would result in a broad spectrum of values. Rella Holding A/S' Board of Directors would not be able to take responsibility to choose a single one of these values to form the basis of the Company's Annual Report. It should be added that there is no liquid market for Aller Holding A/S B-shares to be used for recognition at market price.

The holding of B-shares in Aller Holding A/S amounts to nominal value DKK 9,327,000. The ownership corresponds to 51.8% of Aller Holding A/S' total share capital and 69.1% of the B-share capital. Adjusted for Aller Holding A/S' treasury shares as at 30 September 2013, Rella Holding A/S at the end of 2013 owned 63.8% of Aller Holding A/S' outstanding share capital. – The book value of the shareholding in Aller Holding A/S amounts to TDKK 541,373 as at 31.12.2013 (31.12.2012: TDKK 541,373). At present, the Company has no plans to dispose of the shareholding.

Please refer to the Management Review's page 10-17 and page 20-21, which contain additional information on the Company's shareholding in Aller Holding A/S.

The Management continuously assesses the value of the shareholding in Aller Holding A/S. For the accounting year 2013, no write-down has been required.

2. Administrative expenses	2013	2012
Directors' fees	160	100
Manager's remuneration	200	200
Social security contribution	22	22
Listing fee NASDAQ OMX Copenhagen	198	193
Shareholders' register	153	158
Fee Danish Commerce and Companies Agency	46	44
Auditor's fee 1)	123	100
Travelling costs	28	34
Office expenses	52	65
External services	297	151
Entertainment	7	12
Bank fees	97	107
Total administrative expenses	1,383	1,186
1) Auditor's fee:		
Statutory audit of the Annual Accounts	123	100
Assurance engagements other than audits	0	0
Tax advice	0	0
Other services	0	0
Auditor's total fee	123	100

As in 2012, the Company has had no employees besides the Manager during the accounting year.

The Company has no share option programs, bonus schemes or pension obligations.

The contract with the Managing Directors contains no stipulations on any payments upon the contract's termination.

NOTES

Amounts in DKK 1,000

3. Tax on the year's result	2013	2012
Tax paid during the year	0	0
Tax on the year's result	0	0
Total corporate tax to be paid	0	0
Reconciliation:		
Result before tax according to the Annual Accounts	32,511	33,294
Tax on this result (tax rate 25%)	8,128	8,324
Tax effect from non-taxable income	<u>-9,560</u>	<u>-9,980</u>
	-1,432	-1,656
Deferred tax, not capitalized	<u>1,432</u>	<u>1,656</u>
Tax cost	<u>0</u>	<u>0</u>

The Company has a deferred tax asset of approximately DKK 16.2m (2012: DKK 17.0m) calculated as 22% of the Company's tax loss carry forward (infinite). The deferred tax asset is not recognized in the balance sheet as Rella Holding A/S with its existing activity does not expect to be able to make use of the deferred tax asset.

4. Earnings per share	2013	2012
Earnings per share (DKK)	1.47	1.44
Result used to calculate earnings per share (TDKK)	32,511	33,294
Average number of outstanding shares used to calculate earnings per share (1,000)	22,076	23,070

Diluted earnings per share correspond to the earnings per share as calculated above.

5. Other securities and shares available for sale, cf. IFRS terminology. (Holding of shares in Aller Holding A/S)	2013	2012
Cost as at 1 January	541,373	541,373
Additions during year	0	0
Cost as at 31 December (historical cost price)	541,373	541,373

NOTES

Amounts in DKK 1,000

6. Equity

Rella Holding A/S' share capital is nominal value DKK 22,400,000 represented by 22,400,000 shares of DKK 1.00 each. The share capital has been fully paid in, and no shares have special rights.

Share Capital (nominal value DKK)	2009	2010	2011	2012	2013
1 January	26,600,000	25,900,000	25,600,000	24,700,000	23,500,000
Reduction of share capital through cancellation of treasury shares	-700,000	-300,000	-900,000	-1,200,000	-1,100,000
31 December	25,900,000	25,600,000	24,700,000	23,500,000	22,400,000

Treasury shares	Number of shares		% of share capital	
	2013	2012	2013	2012
1 January	1,043,184	1,016,971	4.44	4.12
Bought	762,077	1,226,213	3.40	4.96
Cancelled (reduction of share capital)	-1,100,000	-1,200,000	-4.69	-4.85
Treasury shares as at 31 December	705,261	1,043,184	3.15	4.44

The cost of the nominal value DKK 762,077 shares purchased during 2013 amounts to TDKK 33,919 (2012: nominal value DKK 1,226,213 and TDKK 40,019).

Treasury shares are acquired as part of the Company's dividend policy.

7. Debt			<u>True rate of interest</u>		<u>Value as per Annual Accounts</u>		
			31.12.2013	31.12.2012	31.12.2013	31.12.2012	
	Currency	Maturity	Fixed/floating rate				
	DKK	Less than 1 year	Floating rate	3.5%	4.0 %	1,864	1,564
	DKK	1-5 years	Floating rate	3.5%	4.0 %	0	137,502
	DKK	Over 5 years	Floating rate	3.5%	4.0 %	138,610	0
	Total nominal debt					140,474	139,066
						31.12.2013	31.12.2012
	The debt is shown in the balance sheet in the following way:						
	Banks (long term debt)					138,610	137,502
	Other debt (short term debt)					1,864	1,564
	Total debt					140,474	139,066

The Company has pledged its holding of treasury shares as collateral against its total bank obligations. The pledge may be exercised if Rella Holding A/S should default on its obligations towards the bank.

NOTES

Amounts in DKK 1,000

8. Financial risks and financial instruments	2013	2012
Other securities and shares	541,373	541,373
Financial assets available for sale	541,373	541,373
Credit institutions	138,610	137,502
Other debt	1,864	1,564
Financial liabilities measured at amortized cost	140,474	139,066

The market value of the debt corresponds to book value.

Liquidity risks

Maturities for financial obligations are specified below distributed on the time intervals used in Rella Holding A/S' cash management. The specified amounts represent the amounts falling due including interest.

2013	Under 1 year (2014)	Year 2-3 (2015-16)	Year 4-5 (2017-18)	Year 6-7 (2019-20)
Non-derivative financial obligations				
Other debt	-1,864	0	0	0
Credit institutions	-3,704	-9,702	-9,702	-139,004
Derivative financial instruments				
Derivative financial instruments	0	0	0	0
Total	-5,568	-9,702	-9,702	-139,004
2012	Under 1 year (2013)	Year 2-3 (2014-15)	Year 4-5 (2016-17)	Year 6-7 (2018-19)
Non-derivative financial obligations				
Other debt	-1,564	0	0	0
Credit institutions	-3,266	-9,543	-9,543	-142,671
	-4,830	-9,543	-9,543	-142,671
Derivative financial instruments				
Derivative financial instruments	0	0	0	0
Total	-4,830	-9,543	-9,543	-142,671

The Company has no receivables and therefore no credit risk.

The Company's risks have been described in the Management Review page 20-21. The Company manages its financial risk through dialogue with Aller Holding A/S, the Aller Trust, and the Company's bank.

Rella Holding A/S does not make use of financial derivatives.

NOTES

Amounts in DKK 1,000

8. Financial risks and financial instruments (continued)

An increase of one percentage point in the interest rate level will impact on the Company through increased interest expenditure on the Company's bank debt. An increase of one percentage point will lead to an increase of DKK 1.4m in Rella Holding A/S' financial expenses on a yearly basis, which will have a corresponding negative effect on the income statement and the equity. A decrease in the interest rate level of one percentage point will have a corresponding positive impact on the income statement and the equity.

The Company's total debt at year-end 2013 amounts to DKK 140m of which DKK 80m is a floating interest rate loan due 1.2.2019. In addition, Rella Holding A/S has at its disposal a credit facility of DKK 70m, of which DKK 59m had been drawn down at the end of the accounting year. The credit facility's due date is also 1.2.2019.

Rella Holding A/S' Management assesses on a current basis if the Company's capital structure is in accordance with the Company's and its shareholders' interests. The Company's capital structure consists of the ratio between debt and equity. It is the intention to maintain a moderate leverage. Rella Holding A/S' solvency ratio is high and amounts to 74.0% as at 31.12.2013 (31.12.2012: 74.3%) calculated as the ratio between equity and total liabilities. It is Rella Holding A/S' overall dividend policy to pay out in full the dividends received from Aller Holding A/S after deduction of administration costs and net financial expenses. The pay-out can take place either by way of dividends or through share repurchases or a combination thereof.

During the accounting year and the previous year, the Company has not been in breach of any credit contract.

The Company's financial expenditure consists entirely of interest costs for financial liabilities which are not measured at fair value through the Profit and Loss Statement.

9. Information on related parties and transactions with such parties

Rella Holding A/S has no related parties with a controlling interest.

Rella Holding A/S' related parties with a considerable influence are the Company's Board of Directors and Management.

Apart from payment of remuneration to the Company's Board of Directors and Management and fee to Rikke Schiøtt Petersen for legal assistance, DKK 84,250, there have been no transactions with the Company's related parties during 2013.

NOTES**10. Board of Directors and Management**

Listed below are the Board of Directors' and the Management's shareholdings in Rella Holding A/S as well as their managerial positions in other Danish limited companies:

Board of Directors	Number of shares	Other managerial positions
Rikke Schjøtt Petersen (born 1971) ♀ Independent Elected to the Board on 29.04.2011 Director's fee 2013: DKK 80,000	0	None.
Henning Arnth-Jensen (born 1939) ♂ Non-independent Elected to the Board on 16.12.1991 Director's fee 2013: None	1,231,640	None.
Claus Dalgaard (born 1962) ♂ Independent Elected to the Board on 27.04.2009 Director's fee 2013: DKK 40,000	10,000	Ringkjøbing Landbobank A/S (MR).
Klaus Landstrøm (born 1964) ♂ Independent Elected to the Board on 15.4.2008 Director's fee 2013: DKK 40,000	5,000	Semperflorens ApS (including 2 subsidiaries) (D).

Management

Jens Arnth-Jensen (born 1948) ♂ CEO as from 11.11.1991 Salary 2013: DKK 200,000	1,231,364	Høje-Taastrup ApS (BF), K/S Høje-Taastrup (BM), Ringkjøbing Landbobank A/S (MR).
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(BF) = Chairman, (BM) = Board member, (MR) = Advisory Board Member, (D) = Managing Director.

All Directors were re-elected to the Board of Directors at the Annual General Meeting held on 22 April 2013. Directors' fees in 2014 will be the same as in 2013.

The individual members of the Board of Directors are elected to ensure that Board has the necessary competence in the areas of law, finance, accounting and general management.

According to § 10.2 in Rella Holding A/S' articles of association, Board members are elected for a period of one year.

DEFINITION OF RATIOS

Ratios have been prepared in accordance with the Danish Society of Investment Professionals' "Recommendations and Ratios 2010".

The ratios used in the tables containing key figures and ratios for Rella Holding A/S and Aller Holding A/S have been calculated in the following way:

Return on sales	$\frac{\text{Result of primary activities} \times 100}{\text{Turnover, net}}$
Solvency ratio	$\frac{\text{Equity at year-end minus minority interests} \times 100}{\text{Total assets at year-end}}$
Net profit	Profit after tax minus the share belonging to minority interests
Return on equity	$\frac{\text{Net profit} \times 100}{\text{Average equity minus minority interests}}$
Earnings Per Share (EPS)	$\frac{\text{Net profit}}{\text{Average number of shares}}$
Book value at year-end	$\frac{\text{Equity excluding minority interests, year-end}}{\text{Number of shares at year-end}}$
Pay-out ratio	$\frac{\text{Total dividend payment}}{\text{Net profit}}$
Price Earnings ratio (PE)	$\frac{\text{Market price}}{\text{EPS}}$
Price/book value (PB)	$\frac{\text{Market price}}{\text{Book value}}$