

Rella Holding A/S

CVR-No. 15 35 94 39

Annual Report 2014

1 January – 31 December 2014

24th Accounting Year

<u>CONTENTS</u>	Page
STATEMENT BY THE BOARD OF DIRECTORS AND THE MANAGEMENT.....	3
STATEMENT BY THE COMPANY'S INDEPENDENT AUDITOR.....	4
COMPANY INFORMATION.....	5
MANAGEMENT'S REVIEW	
Key Figures and Ratios for Rella Holding A/S.....	6
Basic Idea and Main Activities.....	7
Development in Activities and Finances.....	7
Rella Holding A/S' Expectations for 2015.....	8
Events after the End of the Accounting Year.....	9
The Investment in Aller Holding A/S.....	10
Connection between the Financial Development of Aller Holding A/S and Rella Holding A/S.....	16
Information to further the Free Circulation of the Company's Shares.....	18
Corporate Governance.....	18
Board of Directors and Management.....	18
Contact to Aller Holding A/S.....	19
Rella Holding A/S' Dividend Policy.....	19
Policy for Treasury Shares.....	19
Proposals to the Annual General Meeting.....	19
Knowledge Resources.....	20
Corporate Social Responsibility.....	20
Gender Quota.....	20
The Company's Influence on the Environment.....	20

<u>CONTENTS</u>	Page
Risks.....	21
 ACCOUNTS 1 JANUARY – 31 DECEMBER 2014	
Accounting Principles.....	23
Comprehensive Income Statement.....	25
Balance Sheet.....	26
Equity Review.....	27
Cash Flow Statement.....	28
Notes.....	29
 DEFINITION OF RATIOS.....	 35

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 accounting year 1 January – 31 December 2014.

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 2014, the Company's activities and cash flows for the financial year 1 January – 31 December 2014.

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

Copenhagen, 26 March 2015

MANAGEMENT

Klaus Landstrøm
Managing Director

BOARD OF DIRECTORS

Rikke Schiøtt Petersen
Chairman

Jens Arnth-Jensen
Board Member

Claus Dalgaard
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 2014, 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 2014 and of the results of the Company's operations and cash flows for the financial year 1 January to 31 December 2014 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, 26 March 2015

Beierholm

State Authorized Public Accountants Limited Partnership

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

PRIMARY ACTIVITY

Holding shares in Aller Holding A/S

BOARD OF DIRECTORS

Rikke Schjøtt Petersen, Chairman
Jens Arnth-Jensen
Claus Dalgaard

MANAGEMENT

Klaus Landstrøm

AUDITORS

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

CONTACT PERSON

Klaus Landstrøm, telephone: 0045 51 35 61 13,
e-mail: kl@rella.dk

ANNUAL GENERAL MEETING

The Annual General Meeting will be held on 30 April 2015 at 11.00 a.m. at the Company's office, c/o PricewaterhouseCoopers, Strandvejen 44, DK-2900 Hellerup.

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

<u>DKKm</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Result before financial items and tax	-1.5	-1.4	-1.2	-1.1	-1.2
Dividends from Aller Holding A/S	28.7	38.2	39.9	49.5	25.8
Financial expenses, net	-4.5	-4.3	-5.4	-5.4	-4.8
Result before tax	22.7	32.5	33.3	43.0	19.8
The year's result after tax	22.7	32.5	33.3	43.0	19.8
Change in fair value of available-for-sale financial assets	1,230.8	0.0	0.0	0.0	0.0
Total comprehensive income for the year	1,253.5	32.5	33.3	43.0	19.8
Financial long term assets	1,772.1	541.4	541.4	541.4	539.7
Total assets	1,772.1	541.4	541.4	541.4	539.7
Share capital	21.6	22.4	23.5	24.7	25.6
Equity	1,633.4	400.9	402.3	409.0	415.8
Long term debt	137.6	138.6	137.5	130.7	122.2
Short term debt	1.2	1.9	1.6	1.7	1.7
RATIOS, RELLA HOLDING A/S					
Solvency ratio (%)	92	74	74	76	77
Outstanding shares at year-end (1,000) 1)	21,282	21,695	22,457	23,683	24,990
Earnings Per Share (EPS), DKK	1.06	1.47	1.44	1.77	0.78
Total comprehensive income per share, DKK	58.33	1.47	1.44	1.77	0.78
Book value per share at year-end, DKK	76.75	18.48	17.91	17.27	16.65
Market price per share at year-end, DKK	51	46	37	24	35
Dividend per share, DKK	0	0	0	0	0
Price Earnings Ratio (PE)	48	31	26	14	44
Price/Book value (PB)	0,7	2.5	2.1	1.4	2.1

1) The number of shares reduced by the Company's holding of treasury shares.

MANAGEMENT'S REVIEW

BASIC IDEA AND MAIN ACTIVITIES

Rella Holding A/S' only activity is to hold B-shares in Aller Holding A/S.

Aller Holding A/S is Scandinavia's leading publisher of consumer magazines with strong market positions in Denmark, Norway, Sweden and Finland, and in addition to this the company runs other media businesses and a travel agency.

The Rella share is listed on the Nasdaq Copenhagen stock exchange, and buying a Rella share has represented a convenient possibility for making an investment in B-shares in the non-listed Aller Holding A/S.

The holding of B-shares in Aller Holding A/S amounts to nominal value DKK 9,327,000, which corresponds to 63.9% of Aller Holding A/S' outstanding share capital.

According to the Articles of Association of Aller Holding A/S the class B shares carry no voting rights in the Company's matters, except for the matters set out in the Danish Companies Act's §107 (1), (2)(i-vii) and (3), for which each Class B share of DKK 250 carries one vote. In comparison the class A shares carry one vote of each Class A share of DKK 250.

As described in the section "Events after the End of the Accounting Year", on 12 March 2015, the Board of Directors of Rella Holding A/S and the Chairmanship and the Executive Management of Aller Holding A/S agreed to recommend to their respective general meetings to approve a transfer of Rella Holding A/S' entire holding of nominally DKK 9,327,000 B-shares in Aller Holding A/S to Aller Holding A/S, and a conditional share purchase agreement was signed on 25 March 2015. The Board of Directors proposes to the Annual General Meeting that the said sale of the class B shareholding in Aller Holding A/S to Aller Holding A/S is approved, and as Rella Holding A/S' only activity thereby ceases, the Board of Directors further proposes that Rella Holding A/S enters into members' voluntary liquidation in order pay to the shareholders the total proceeds from the sale of the Aller Holding shares after deduction of Rella Holding A/S' bank debt and other obligations.

DEVELOPMENT IN ACTIVITIES AND FINANCES

The result for 2014

In the accounting year 2014 Rella Holding A/S received dividends from Aller Holding A/S of DKK 28.7m, which was DKK 9.5m less than the prior year's dividend of DKK 38.2m due to a lower dividend percentage.

After deduction of administration costs of DKK 1.5m and interest expenses of DKK 4.5m, the year's profit before the change in fair value of the shareholding in Aller Holding A/S amounts to DKK 22.7 against DKK 32.5m the year before.

The shareholding in Aller Holding A/S is revalued upwards by DKK 1,230.8m, taking into account the sales price for the shares, agreed with Aller Holding A/S after the year-end.

The total comprehensive income for the year is thus DKK 1,253.5m.

As Rella Holding A/S' holding of B-shares in Aller Holding A/S exceeds 10% of the share capital in Aller Holding A/S, the dividends and capital gains on the Aller Holding shares are tax free, and consequently the year's profit and total comprehensive income *after* tax are the same as before tax.

MANAGEMENT'S REVIEW

As stated latest in Rella Holding A/S' Second Interim Management Statement of 24 October 2014 a profit for the whole year of 2014 of appr. DKK 22m was expected, and thus the realized result, if focus is on the result before value adjustment of the shareholding in Aller Holding A/S, matches expectations.

Development in financial position in 2014

Rella Holding A/S' sole financial asset as at 31.12.2014 is the shareholding in Aller Holding A/S. The investment in Aller Holding A/S is valued at the sales price agreed after year-end of DKK 1,772.1m, which is DKK 1,230.8m higher than value the year before of DKK 541.3m.

No purchases nor sales of shares in Aller Holding A/S have taken place in the accounting year.

The holding of B shares in Aller Holding A/S corresponds to 63.9% (2013: 63.8%) of Aller Holding A/S' outstanding share capital as at 30.09.2014. The increase in ownership percentage is due to a reduction in the total number of outstanding shares in Aller Holding A/S caused by the latter's purchase of nominal value DKK 12,000 treasury shares in its accounting year 2013/14.

At the beginning of the year, Rella Holding A/S' equity was DKK 400.9m. During the year 2014, the equity has been positively affected by the year's total comprehensive income of DKK 1,253.5m, and negatively by the purchase of treasury shares for DKK 21.0m, leading to a shareholders' equity of DKK 1,633.4m at 31.12.2014.

The equity corresponds thereby to 92% of total assets against 74% in the previous year.

The Company's share capital amounts to nominal value DKK 21.6m, which is nominal value DKK 0.8m less than the prior year because of the reduction of the share capital approved at the Annual General Meeting in April 2014. The share capital reduction in itself did not change the shareholders' equity, since the reduction amount was transferred from "Share capital" under equity to the item "Retained earnings" also under equity.

For a purchase price of DKK 21.0m 413,612 treasury shares were bought in the year 2014 at an average purchase price per share of DKK 50.8. The purchases were made according to authorizations given to the Board of Directors at the two most recent Annual General Meetings. The authorizations allow for acquisition of up to 10% of the share capital.

At year-end a total of 317,873 treasury shares were held. The Company's treasury shares are carried in the accounts at a value of DKK 0, since the purchases of own shares are considered as reductions of the Company's equity, and the purchase prices are therefore deducted immediately and directly from equity. The treasury shares are pledged as security for the Company's credit facilities.

Total debt at year-end 2014 amounted to DKK 138.7m, which is DKK 1.8m less than the year before. Of the bank debt of DKK 137.5m, DKK 80m is a floating interest rate loan due 01.02.2019. In addition, Rella Holding A/S has at its disposal a credit facility of DKK 70m, of which DKK 57.5m had been drawn down at year-end 2014. The credit facility's due date is also 01.02.2019.

RELLA HOLDING A/S' EXPECTATIONS FOR 2015

For 2015, Rella Holding A/S expects to receive income in the form of the already received dividend of DKK 25.9m from Aller Holding A/S and sales proceeds from the Aller Holding shares of DKK 1,772.1m. The sale of the shares is not expected to have significance on the total comprehensive income level, as the shares have already as at 31.12.2014 been revalued upwards to the expected sales price. But total comprehensive income

MANAGEMENT'S REVIEW

will be affected by administration costs, interest expenses on the Company's debt and liquidation costs.

It is not expected that the Company shall pay income taxes, as both dividends and capital gains on the shareholding in Aller Holding A/S are tax free.

Conditional on the approval of the sale of the Aller Holding shares at the shareholders' meetings in Rella Holding A/S and Aller Holding A/S it is further expected that the Company, at the Annual General Meeting on 30 April 2015, will enter into members' voluntary liquidation, and that the Company after repayment of its bank debt and of other liabilities and after payment of liquidation costs, at the end of the liquidation, will distribute a total of DKK 1.64bn to the shareholders corresponding to approximately DKK 77.5 per share.

The Distribution of the liquidation proceeds to the shareholders as well as the final dissolution of the Company are both expected to take place simultaneously in the 2nd half of 2015, and under all circumstances both the final dissolution of the Company and distribution of the liquidation proceeds to shareholders will take place in the same calendar year.

EVENTS AFTER THE END OF THE ACCOUNTING YEAR

Aller Holding A/S has in 2015 paid DKK 50m in total dividends (including dividends on its treasury shares). Hereof Rella Holding A/S has as mentioned above now received its part of DKK 25.9m.

Rella Holding A/S has in this year acquired additional 82,228 Rella Holding shares for a total purchase price of DKK 3.8m (corresponding to an average purchase price corresponding to DKK 46.0 per share) through purchases at market price on Nasdaq Copenhagen. The total holding of treasury shares as of today is 400,101 shares.

On 12 March 2015, the Board of Directors of Rella Holding A/S and the Chairmanship and the Executive Management of Aller Holding A/S agreed to recommend to their respective general meetings to approve a transfer of Rella Holding A/S' entire holding of nominally DKK 9,327,000 B-shares in Aller Holding A/S to Aller Holding A/S. On 25 March 2015 a conditional share purchase agreement was signed regarding transfer of Rella Holding A/S' entire holding of nominally DKK 9,327,000 B-shares in Aller Holding A/S to Aller Holding A/S.

According to the agreement Rella Holding A/S sells its Aller Holding shares for a total sales price of DKK 1,772,130,000 corresponding to DKK 19,000 per B-share in Aller Holding A/S of a nominal value of DKK 100 each.

The agreement is conditional on approval by the general meetings in both Rella Holding A/S and Aller Holding A/S, which meetings are both expected to be held on Thursday 30 April 2015 at 11.00 a.m. From Aller Holding A/S' side the agreement is further conditional on a satisfactory fairness opinion, which Aller Holding A/S obtains.

The transfer of the shares and cash payment of the sales price shall be completed no later than 1 July 2015.

The two largest A-shareholders in Aller Holding A/S, the Aller Foundation and Susanne Aller, in aggregate representing 87.8% of the votes on the outstanding shares in Aller Holding A/S, have announced that they will vote in favour of the share transfer at Aller Holding A/S' general meeting.

Rella Holding A/S' Board of Directors recommends the shareholders in Rella Holding A/S to vote in favour of the share transfer, which in the opinion of the Board of Directors is in the interest of all Rella shareholders.

MANAGEMENT'S REVIEW

Subject to both parties' approvals of the transfer of the Aller Holding shares, the Board of Directors in Rella Holding A/S will propose that Rella Holding A/S enters into members' voluntary liquidation. The proposal will be put forward for consideration at the Company's Annual General Meeting on 30 April 2015.

Apart from this, no events have occurred after the end of the accounting year, which could have any impact on the annual report or materially affect the Company's financial position.

THE INVESTMENT IN ALLER HOLDING A/S

The objective of Aller Holding A/S

The objective of Aller Holding A/S as stated in its articles of association is the following:

“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 letting activities in Denmark and abroad, whether directly or by way of investments, including shareholdings, in other companies or businesses.”

The business of Aller Holding A/S and historical development

The foundation for the Aller Group was laid in 1873 in Copenhagen, where Carl Aller and his wife Laura Aller founded a printshop based on an innovative photolithographic method developed by Carl Aller. The activities were expanded the next year with the publishing of “Nordisk Mønstertidende”, which magazine is still published today with the name “Femina”, and thereby is the oldest weekly magazine in the Nordic region. In 1894 similar activities were established in Helsingborg in Sweden and three years later also in Oslo in Norway.

The company Aller Holding A/S was founded in January 1930 with the name Carl Allers Etablissement A/S by contribution in kind of the existing business, which until then had been run as a partnership.

Right from the beginning the Aller Group established itself as the largest publisher of consumer magazines in the Nordic region, and through organic growth and acquisition of titles from competitors the Group today holds strong market positions in Denmark, Norway, Sweden and Finland. In Denmark for example, the weeklies Familie Journalen, Billed Bladet and Se & Hør are being published.

The Aller Group's market share on the Nordic markets for printed weeklies is 60%.

The Group's operating profit reached a record high in 2004/05 with a profit before financial items of DKK 460m earned on a turnover of DKK 3.8bn.

The market for printed weeklies and magazines have since been declining, and the Aller Group's circulation numbers for weeklies has dropped from 3.3m per week in 2005/06 to less than 2.2m per week today.

The Nordic markets' total circulation numbers for weeklies declined in 2013/14 by 8%.

Declining circulation numbers are faced by most printed media, because especially younger consumers tend to seek news and entertainment within digital media, where it is often available for free.

MANAGEMENT'S REVIEW

Throughout the years publishing weeklies and magazines and the accompanying sales of advertisements have been profitable businesses for the Aller Group. For the financial years 1990/91- 2005/06 (16 years) the Group on average realized operating profit margins of 8.1%.

The profit margins however have both decreased and become more fluctuating in later years. In the latest 8 years (2006/07- 2013/14) the operating profit margins have averaged 2.6%, and in the latest accounting year a negative operating result and thus an operating margin of -1.3% was realized.

The declining markets have necessitated recurring rationalization efforts and efficiency improvements in the Aller Group and various costs have followed for example when cutting staff numbers. The Aller Group focuses on this backdrop on more inter Nordic cooperation in order to reach further common synergies.

The declining circulation numbers have also strengthened the Aller Group's interest in expanding its business within digital media and other adjacent business areas.

Thus, in the years 2005/06-2011/12 a number of acquisitions of businesses within digital media has been made, of which inter alia can be mentioned the purchases of Spray AB, Scandinavia Online A/S (SOL), SEHER.no, Kvinner på net, Suomi 24 Oy, E-doktor.dk ApS, modegallerian Norden AB and Epla ApS.

The Group has furthermore through acquisitions established itself in several Nordic countries within the business area Client Publishing. For example Where2Go was purchased in 2004/05 and Chili Group in 2007/08. In the accounting year 2013/14 the Aller Group has also within the client publishing business area acquired MYM Custom Publishing AB (Make Your Mark) and most lately (on 01.10.2014) Datagraf Communications A/S and DG Media AS.

In august 2013, 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. Berner Gruppen AS (the company which sold Berner Media) reports in its 2014-annual report a cash income of NOK 264m from the sale, and Aller Media A/S received a cash contribution of NOK 300m from Aller Holding A/S in order to pay for the acquisition.

In Denmark in the same year, 70% of the travel agency Nyhavn Rejser A/S was bought with the aim of establishing the new business area: Aller Leisure. In the latest financial year (2013/14) this new business area was supplemented by the acquisition of Euro Travel ApS (Kulturrejser). In the annual report for Aller Media A/S is shown a cost of DKK 22m for shares in subsidiaries acquired in the financial years 2012/13 and 2013/14.

At this year's annual general meeting in Aller Holding A/S, the board of directors stated that it does not expect the former healthy profit margins in the Group's core businesses (publishing of weeklies and magazines) to be achievable in the Group's new business areas.

Aller Holding A/S' results in 2013/14

The Aller Group had a turnover in the financial year 01.10.2013- 30.09.2014 of DKK 4,558m against DKK 4,183m the prior year. The increase is caused by acquired new businesses.

The Group realized an operating *loss* (result before financial items) of DKK 60m against an operating profit DKK 120m last year.

MANAGEMENT'S REVIEW

This result was significantly worse than the expected operating *profit* of DKK 100-125m indicated by the Aller Group in the 2012/13 annual report.

It should however be noted that in the prior year's result a one-time gain of DKK 31m on sale of a real estate was included, but on the other hand a loss in Finland of DKK 41m due to restructurings was also included in the same prior year. The loss in Finland was mitigated to DKK 5m in 2013/14.

The negative operating result was influenced by steep declines in circulation numbers for weeklies and magazines and by a decline in advertisement sales. The decision to close the Norwegian print shop in order to gather all printing activities in Denmark, the Se og Hør-case, costs for dismissal of staff and increased costs associated with development of new activities also influenced the result negatively.

It was not specified in Aller Holding A/S' annual report how the newly acquired activities, the travel agencies and Berner Media, influenced the result.

Regarding the travel agency Nyhavn Rejser A/S this subsidiary's own annual report for 2013/14 shows a profit of DKK 1m (against DKK 15m the prior year). The result was negatively affected by costs for expanding to the Swedish and Norwegian markets and by the good summer weather.

The Norwegian activities (excluding the printing activities), of which Berner Media is now a part, suffered an operating loss of DKK 75m against a profit of DKK 7m the year before. Apart from the causes already mentioned (declining circulation numbers and staff dismissal costs) also increased amortization of goodwill caused by the acquisition of Berner Media contributed to the loss.

The result of associated companies was almost unchanged from the previous year at DKK 7m.

The Group's net financial income rose from DKK 103m in 2012/13 to DKK 170m, which corresponds to a return of 5.6% on the holding of cash and marketable securities of DKK 3,051m ((2012/13: DKK 2,983m).

The Group result before tax was DKK 117m against DKK 231m the year before.

The total Group result after tax was a profit of DKK 59m compared to a profit of DKK 159m in 2012/13.

In 2013/14, Aller Holding A/S bought own shares for treasury for the modest amount of DKK 2m (according to the cash flow statement) against purchases for DKK 113m (nominal value DKK 791,999 shares) the year before.

Aller Holding A/S' financial position

The Aller Group's publishing of printed weeklies and magazines has generated a healthy cash-flow, and through a cautious dividend policy The Aller Group has built up a large financial reserve. It is the policy of the Aller Group to keep its funds very liquid. The Group's marketable securities and cash as at 30.09.2014 had a book value of DKK 3.05bn. The funds are managed by 4-6 portfolio managers, who all invest within the same limits and guidelines given by Aller Holding A/S.

Further the Group has established a real estate portfolio booked at DKK 1.2bn. The properties are debt free. Aller Holding A/S shows as something new in its 2013/14 annual report that the portfolio consists of 5 office buildings located in Denmark and Sweden totalling 60,000 sqm. and of 2 production buildings located in Denmark and Norway totalling 25,000 sqm.

MANAGEMENT'S REVIEW

The Aller Group in 2011/12 ordered construction of a new head office in Hasle near Oslo, Norway for NOK 325m or appr DKK 282m. In the annual report for 2013/14 Aller Holding A/S tells that this new property is expected to be taken over by Aller Holding A/S on 1 March 2015. The property in Hasle totals 10,800 sqm.

The Aller Group's shareholders' equity amounts as at 30.09.2014 to DKK 4.1bn, which is approximately the same as last year.

Total assets were as at 30.09.2014 DKK 5.9bn, and the solvency ratio was 69.3%.

The intrinsic value of Aller Holding-shares were, according to the company's own calculation, 27,623 (in % of nominal value).

Aller Holding A/S' Expectations for the Accounting Year 2014/15

For the financial year 2014/15, Aller Holding A/S gives the following guidance, cf. the Group's Annual Report 2013/14:

“The considerable structural market changes, which also characterized 2013/14, with i.a. continued decreases in circulation numbers and changes in the organizational placing of the clients' marketing activities are expected to have a significant effect also on the financial year 2014/15 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 financial 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 and rationalizations and increases in 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 continue to be subject to an ongoing critical evaluation and will if necessary be closed down.

Based on the current activity level and on the 2014/15 budget figures from the leading subsidiaries and on the accounts for the latest time periods, a result of operating activities before depreciation (EBITDA) of DKK 250-300m and an operating result (EBIT) of DKK 50-80m are 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.”

After the publication of Aller Holding A/S' Annual Report for 2013/14, Aller Holding A/S has, as described in the present annual report's section on events occurred after the end of the accounting year, entered into a conditional agreement on purchase of all Rella Holding A/S' B shares in Aller Holding A/S.

MANAGEMENT'S REVIEW**KEY FIGURES AND RATIOS 2009/10 - 2013/14 FOR ALLER HOLDING A/S
(Group figures)**

<u>DKKm</u>	<u>2014/13</u>	<u>2012/13</u>	<u>2011/12</u>	<u>2010/11</u>	<u>2009/10</u>
Turnover, net	4,558	4,183	4,038	4,030	3,916
Operating profit (EBIT)	-60	120	143	246	271
Result of associated companies	7	8	15	13	-23
Result of financial items	170	103	172	38	155
Profit before tax	117	231	331	297	403
The year's net profit	59	159	210	220	274
Dividends	50	55	74	77	96
Equity	4,074	4,071	4,142	4,043	3,940
Cash and marketable securities	3,051	2,983	3,035	2,843	2,748
Total assets	5,882	5,811	5,639	5,564	5,482
<u>All figures in %</u>					
Return on sales	-1.3	2.9	3.5	6.1	6.9
Solvency ratio	69.3	70.1	73.5	72.7	71.9
Return on equity	1.5	3.9	5.1	5.5	7.2
Book value per share at year-end	27,623	27,547	26,477	24,795	23,774
Calculated price according to §4 of by-laws	22,098	22,037	21,182	19,836	19,019
Pay-out ratio	84.7	35.0	35.0	35.0	35.0

Source: Aller Holding A/S' Annual Report 2013/14.

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 – 2013/14 for Aller Holding A/S as well as the Company's articles of association can be downloaded.

MANAGEMENT'S REVIEW**Ownership and management of Aller Holding A/S**

According to the articles of association of Aller Holding A/S its board members shall preferably be descendants of Carl Julius Aller, who died in 1926, and his earlier deceased wife Laura Aller, to the extent that such descendants exist and are qualified, and preferably the descendants must have held senior positions within the Company for a period of not less than two years.

The thus elected board of directors appoints one or more supreme managing directors from its own members. These supreme managing directors, shall like the board members be descendants of Carl Julius and Laura Aller, if such descendants exist and are qualified, with due consideration given to such persons seniority within the company.

If the supreme managing directors are descendants of Carl Julius Aller and Laura Aller, then they are appointed for life. Supreme managing directors are responsible for day-to-day management of the business and shall appoint and dismiss members of staff etc.

Further, still according to the articles of association, descendants of Carl Julius Aller and Laura Aller have preferential right to all senior positions in the Company.

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.

When A-shares are traded, apart from transfers from parents to their children and similar, Aller Holding A/S has a right of first refusal at a price stipulated in the company's articles of association at 80% of the intrinsic book value per share according to the latest annual report. A-shares carry one vote per share of DKK 250.

The voting rights of the B-shares are limited as described above under the headline "Basic Idea and Main Activities". There are no restrictions on the ownership or transfer of B-shares.

In 1981, Svend Aller, Carl Erik Aller and Jørgen Aller founded The Aller Foundation through contribution of 51.3% of the A-shares in Aller Holding A/S.

The ownership structure as of 30 September 2014 for Aller Holding A/S can be seen from the table below:

	Nominal value DKK	In % of share class	In % of total outstanding shares
A-shares distributed by owner			
The Aller Foundation	2,519,500	56	17
Susanne Aller 1)	1,200,600	27	8
Other A-shareholders	575,900	13	4
Total outstanding A-shares	4,303,000	96	29
Treasury A-shares 2)	197,000	4	
A-shares, total	4,500,000	100	
B-shares distributed by owner			
Rella Holding A/S	9,327,000	69	64
Other B-shareholders	979,000	7	7
Total outstanding B-shares	10,311,000	76	71
Treasury B-shares 2)	3,194,000	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	
1) Cf. Rella Holding A/S' prospectus 2006.			
2) According to Aller Holding A/S' annual report 2013/14			

MANAGEMENT'S REVIEW

The Aller Foundation holding 56% of the A-shares (but only 17% of the outstanding share capital) holds the majority of the votes in all ordinary matters at the company's annual general meeting including election of board members and adoption of dividends, all within the limits of the articles of association.

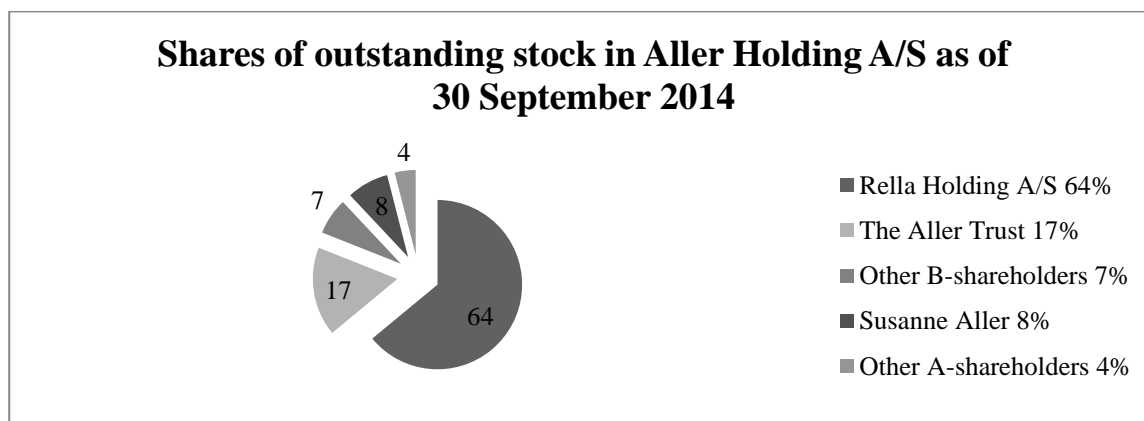
The objective of the Aller Foundation is to hold, maintain and vote on its Aller-shares and to provide financial grants to descendants of the founders of the Foundation as the first priority, and to provide financial grants to other descendants of Carl Julius Aller and Laura Aller as the second priority, and as a third priority to provide grants to research and development within printing etc.

There are the following guidelines in the Charter of the Aller Foundation for election of its board members: Two board members shall be appointed among descendants of the founders of the Foundation, two members shall be appointed among prominent businessmen or attorneys and one member shall be a professor of law (or such) at the University of Copenhagen or similar. Each board member shall propose his own successor. In case a proposed successor declines election, or special circumstances occur, which keeps the other board members from approving a proposed new member, then the remaining board as the last resort must take the decision and elects its own members. Thus currently no representative for the law professors is represented on the board.

Rella Holding A/S owns 90.5% of the outstanding B-share capital and 63.9% of Aller Holding A/S' total outstanding share capital.

Rella Holding A/S is without decision right in the ordinary affairs of Aller Holding A/S, as Rella Holding A/S' B-shares in Aller Holding A/S do not carry votes in these affairs according to Aller Holding A/S' articles of association.

The ownership (as different from voting rights) of Aller Holding A/S can be illustrated graphically as follows:



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 fair value (earlier 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.

MANAGEMENT'S REVIEW

Rella Holding A/S' Management finds 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 below shows a selection of key figures and ratios for Rella Holding A/S based on recognition of results and value of the 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, the Profit and Loss Statement recognizes Rella Holding A/S' share of Aller Holding A/S' net result (instead of dividends received by Rella Holding A/S). In the Balance Sheet, the shareholding in Aller Holding A/S is recognized as Rella Holding A/S' share of Aller Holding A/S' total equity (intrinsic book value) (instead of fair value and in earlier years 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.

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>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Rella Holding A/S' share of Aller Holding A/S' outstanding shares	63.9%	63.8%	60.5%	58.2%	57.5%
Rella Holding A/S' share of Aller Holding A/S' net result	38	101	127	128	157
Administration costs, Rella Holding A/S	-2	-1	-1	-1	-1
Net financial items, Rella Holding A/S	-4	-4	-5	-5	-5
Net result, Rella Holding A/S	32	96	121	122	151
Rella Holding A/S' share of Aller Holding A/S' equity	2,602	2,598	2,508	2,353	2,266
Rella Holding A/S' debt	-139	-140	-139	-132	-124
Equity, Rella Holding A/S	2,463	2,458	2,369	2,221	2,142
Rella Holding A/S' outstanding shares (millions) at year-end 1)	21.3	21.7	22.5	23.7	25.0
Result per share, Rella Holding A/S (DKK)	1.5	4.4	5.4	5.2	6.0
Equity per share, Rella Holding A/S (DKK)	116	113	106	94	86
Return on equity (%)	1.3	3.9	5.1	5.5	7.1
Market price per Rella-share at year-end (DKK per share)	51	46	37	24	35
Price Earnings Ratio (PE)	34.2	10.5	6.9	4.4	5.8
Price/Book value (PB)	0.4	0.4	0.4	0.3	0.4

1) Reduced by Rella Holding A/S' holding of treasury shares at year-end.

MANAGEMENT'S REVIEW

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

As at 31 December 2014, Rella Holding A/S' share capital is nominal value DKK 21,600,000 represented by 21,600,000 shares of DKK 1.00 each. During the accounting year, the share capital has been reduced from DKK 22,400,000 through the cancellation of 800,000 treasury shares.

During the accounting year, Rella Holding A/S has acquired 412,612 treasury shares in accordance with previously given AGM authorizations. Total outstanding shares at year-end 2014 amount to 21,282,127.

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

Rella Holding A/S is owned by 900 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:

Classical Fund Management AG, Liechtenstein
Henning Arnth-Jensen, Route de Buchillon 6 G, CH-1162 St. Prex
Indaba Partners, LLC, San Francisco
Intrinsic Value Investors LLP, London
Jens Arnth-Jensen, Dronninggårds Allé 84, DK-2840 Holte
MSD European Opportunity Master Fund, London (over 10%)
Newtyn Management LLC, New York

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 is 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 has no authorization to issue new shares.

At year-end 2014, the market price of a Rella-share was DKK 51.0 per share corresponding to a market capitalization of DKK 1,102m (DKK 1,085m for the outstanding shares).

CORPORATE GOVERNANCE

As an issuer of shares listed on Nasdaq Copenhagen, Rella Holding A/S is subject to the "Recommendations for Corporate Governance" prepared by the Committee for Corporate Governance with the latest revision in November 2014.

A review of Rella Holding A/S' compliance with these recommendations and a review of other matters as required by the Danish Financial Statements Act § 107 b can be seen at the Company's web site at the address www.rella.dk/investor-relations/corporate-governance (<http://www.rella.dk/default.asp?id=96>).

BOARD OF DIRECTORS AND MANAGEMENT

Information on related parties and transactions with such parties is given in the accounts in note 9.

MANAGEMENT'S REVIEW

Information on management and its managerial positions in other companies is given in the accounts in note 10.

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 2014.

It is the Company's remuneration policy to pay fixed salaries to both the Board of Directors and the Managing Director. Rella Holding A/S has no incentive schemes as the Company's management has no influence on the performance of Aller Holding A/S.

If the proposal put forward by the Board of Directors to let the Company enter into members' solvent liquidation is adopted at the Annual General Meeting on 30 April 2015, then the Board of Directors and the Managing Director will resign, and a liquidator will be elected in their place.

CONTACT TO ALLER HOLDING A/S

A committee consisting of at least the Chairman of the Board and the Managing Director holds an annual meeting with the Aller Foundation and Aller Holding A/S 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 has hitherto been 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 has taken 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, in order to transfer profits to the shareholders by way of purchases of own shares according to the dividend policy, to the extent the Board of Directors estimates that purchases can take place on attractive conditions.

An overview of the Company's holding of treasury shares is given in the accounts in note 6.

The Board of Directors is authorized by the Annual General Meeting to let the Company acquire own shares with a nominal value up to 10% of the Company's share capital until 30 April 2015. The price paid for the shares must not deviate from the daily quoted price at Nasdaq Copenhagen by more than plus/minus 10%.

PROPOSALS TO THE ANNUAL GENERAL MEETING

At the Annual General Meeting to be held on 30 April 2015 the Board of Directors expects to propose the following:

MANAGEMENT'S REVIEW

1. Approval of the sale of all Rella Holding A/S' shares in Aller Holding A/S for a total sales price of DKK 1,772,130,000 to Aller Holding A/S.
2. An authorization to the Board of Directors or to the liquidator until 30 April 2016 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 price at Nasdaq Copenhagen by more than plus/minus 10%.
3. Approval of Rella Holding A/S' entering into members' voluntary liquidation with the aim of distributing the Company's entire shareholders' equity to the shareholders simultaneously with the final dissolution of the Company. This proposal is conditional on the prior approval of proposal no. 1.

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

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 Managing Director), the Company has no policy for other managerial levels. It is the Company's overall policy to employ the most qualified person as managing director irrespective of gender.

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.

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 2013/14 Annual Report, Aller Holding A/S gives the following 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 - 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.

Currency Exchange risks

Currency 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.”

Other risks for Rella Holding A/S

Rella Holding A/S' shareholding in Aller Holding A/S consists of B-shares with limited voting rights, and the Aller Holding A/S Group is controlled by the Aller Foundation, which owns more than 50% of the fully 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 or, as it has become the case in March 2015, to receive sales proceeds from sale of its Aller Holding shares.

MANAGEMENT'S REVIEW

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, 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 B-shares are unlisted and consequently relatively illiquid. It is difficult to dispose of Rella Holding A/S' B-shares in Aller Holding A/S partly or wholly within a short period of time. If the expected sale to Aller Holding A/S is not carried through, then there is risk associated with the value of the shareholding in Aller Holding A/S. The sale is conditional on approval at shareholders' meetings in both Aller Holding A/S and Rella Holding A/S and from Aller Holding A/S' side further on a fairness opinion, to be made at the request of Aller Holding A/S.

The shareholding in Aller Holding A/S is recognized in Rella Holding A/S' balance sheet at DKK 1,772m, and Rella Holding A/S' equity amounts to DKK 1,633m. A reduction of the book value of the Aller Holding A/S shareholding by 10% (DKK 177m) will reduce Rella Holding A/S' equity by 11%.

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.

ACCOUNTING PRINCIPLES

The 2014 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.

Rella Holding A/S has implemented those accounting standards and interpretation notes that became in force for 2014. None of these have had any impact on recognition and measurement in 2014 nor are they expected to influence Rella Holding A/S.

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.

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 value, and any change in the value is included as other income in the Comprehensive Income Statement. When assets are sold or disposed of, accumulated adjustments to fair value are recognized in the Profit and Loss Statement.

The fair 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.

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.

ACCOUNTING PRINCIPLES

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.

The reserve for change in fair value of available-for-sale financial assets contains the accumulated value of changes in fair value of assets classified as financial assets available for sale.

COMPREHENSIVE INCOME STATEMENT 1 JANUARY – 31 DECEMBER

Amounts in DKK 1,000

Note		2014	2013
2	Administrative costs	-1,532	-1,383
	Result before financial items and tax	-1,532	-1,383
	Dividends from shares in Aller Holding A/S	28,727	38,241
	Financial income	0	0
	Financial expense	-4,495	-4,347
	Profit before tax	22,700	32,511
3	Tax on the year's result	0	0
	Net profit	22,700	32,511
	Items that subsequently will be reclassified to income statement:		
	Change in fair value of available-for-sale financial assets	1,230,757	0
3	Total other comprehensive income	1,230,757	0
	The year's comprehensive income	1,253,457	32,511
	Proposed distribution of Net profit		
	Proposed dividend	0	0
	Carried forward to next year	22,700	32,511
		22,700	32,511
4	Earnings Per Share	DKK 1.06	DKK 1.47
4	Comprehensive income per share	DKK 58.33	DKK 1.47

BALANCE SHEET AS AT 31 DECEMBER

Amounts in DKK 1,000

Note	ASSETS	2014	2013
1,5,8	Other securities and shares (shareholding in Aller Holding A/S)	1,772,130	541,373
	Financial long term assets	1,772,130	541,373
	TOTAL LONG TERM ASSETS	1,772,130	541,373
	Cash	0	0
	TOTAL CURRENT ASSETS	0	0
	TOTAL ASSETS	1,772,130	541,373
Note	LIABILITIES		
	Share Capital	21,600	22,400
	Reserve for change in fair value of available-for-sale financial assets	1,230,757	0
	Retained earnings	381,041	378,499
	Proposed dividends	0	0
6	TOTAL EQUITY	1,633,398	400,899
	Bank debt	137,551	138,610
7,8	Long term debt	137,551	138,610
3	Corporate tax	0	0
7,8	Other debt	1,181	1,864
	Short term debt	1,181	1,864
7,8	TOTAL DEBT	138,732	140,474
	TOTAL LIABILITIES	1,772,130	541,373

EQUITY REVIEW

Amounts in DKK 1,000

Equity	Share Capital	Reserve for change in fair value of avail- able-for- sale finan- cial assets	Retained earnings	Divi- dends	Total
Equity at 31.12.2012	23,500	0	378,807	0	402,307
Net profit in 2013			32,511		32,511
Total other comprehensive income		0			0
Comprehensive income in 2013		0	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	0	378,499	0	400,899
Net profit in 2014			22,700		22,700
Total other comprehensive income		1,230,757			1,230,757
Comprehensive income in 2014		1,230,757	22,700		1,253,457
Purchase of treasury shares			-20,959		-20,959
Write-down of share capital	-800		800		0
Equity at 31.12.2014	21,600	1,230,757	381,040	0	1,633,398

CASH FLOW STATEMENT

Amounts in DKK 1,000

	2014	2013
Result before financial items and tax	-1,532	-1,383
Change in working capital:		
Change in other debt	-682	300
Financial income	0	0
Financial expenses	-4,495	-4,347
Corporate tax paid	0	0
Cash flow from operating activities	-6,709	-5,430
Purchase of B-shares in Aller Holding A/S	0	0
Dividends received from Aller Holding A/S	28,727	38,241
Cash flow from investing activities	28,727	38,241
Purchase of treasury shares	-20,959	33,919
Drawn on credit facility	1,059	1,108
Dividends paid	0	0
Cash flow from financing activities	-22,018	-32,811
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. The shares are at 31.12.2014 valued at the sales price for which the shares are sold according to the conditional agreement of 12.03.2015 with Aller Holding A/S with transfer latest at 1 July 2015. The book value of the shareholding in Aller Holding A/S amounts to TDKK 1,772,130 as at 31.12.2014 (31.12.2013: TDKK 541,373). Please refer to the Management Review's page 10-17 and page 21-22, which contain additional information on the Company's shareholding in Aller Holding A/S.

The holding of B-shares with limited voting rights 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 2014, Rella Holding A/S at the end of 2014 owned 63.9% of Aller Holding A/S' outstanding share capital.

2. Administrative expenses	2014	2013
Directors' fees	160	160
Manager's remuneration	492	200
Social security contribution	1	22
Listing fee Nasdaq Copenhagen	225	198
Shareholders' register	134	153
Fee Danish Commerce and Companies Agency	64	46
Auditor's fee 1)	109	123
Travelling costs	15	28
Office expenses and printing	53	52
External services	191	297
Entertainment	8	7
Bank fees	80	97
Total administrative expenses	1,532	1,383
1) Auditor's fee:		
Statutory audit of the Annual Accounts	109	123
Assurance engagements other than audits	0	0
Tax advice	0	0
Other services	0	0
Auditor's total fee	109	123

As in 2013, 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 except a usual mutual six months notice of termination to become effective at the end of a month.

NOTES

Amounts in DKK 1,000

3. Tax on the year's result	2014	2013
Tax on the year's result	0	0
Deferred tax for the year	0	0
Prior year adjustments	0	0
Total tax expense	0	0

Reconciliation:

Result before tax according to the Annual Accounts	22,700	33,511
Tax on this result, tax rate 24.5% (2013: 25.0%)	5,562	8,128
Tax effect from non-taxable income	-7,038	-9,560
Tax cost (+) / tax income (-)	-1,476	-1,432
Not capitalized deferred tax asset	1,476	1,432
Total tax expense	0	0

There is no taxes on the year's items under "Total other comprehensive income".

The Company has a deferred tax asset of approximately DKK 17.5m (2013: DKK 16.2m) 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	2014	2013
Earnings per share (DKK)	1.06	1.47
Comprehensive income per share (DKK)	58.33	1.47
Result used to calculate earnings per share (TDKK)	22,700	32,511
Comprehensive income used to calculate comprehensive income per share (TDKK)	1,253,457	32,511
Average number of outstanding shares used to calculate earnings per share (1,000)	21,488	22,076

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)	2014	2013
Cost as at 1 January	541,373	541,373
Additions during year	0	0
Cost as at 31 December	541,373	541,373
Change in fair value at 1 January	0	0
Additions during year	1,230,757	0
Change in fair value as at 31 December	1,230,757	0
Book value 31 December	1,772,130	541,373

NOTES

Amounts in DKK 1,000

6. Equity

Rella Holding A/S' share capital is nominal value DKK 21,600,000 represented by 21,600,000 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)	2014	2013	2012	2011	2010
1 January	22,400,000	23,500,000	24,700,000	25,600,000	25,900,000
Reduction of share capital through cancellation of treasury shares	-800,000	-1,100,000	-1,200,000	-900,000	-300,000
31 December	21,600,000	22,400,000	23,500,000	24,700,000	25,600,000

Treasury shares	Number of shares		% of share capital	
	2014	2013	2014	2013
1 January	705,261	1,043,184	3.15	4.44
Bought	412,612	762,077	1.89	3.40
Cancelled (reduction of share capital)	-800,000	-1,100,000	-3.57	-4.69
Treasury shares as at 31 December	317,873	705,261	1.47	3.15

The cost of the nominal value DKK 412,612 shares purchased during 2014 amounts to TDKK 20,959 (2013: nominal value DKK 762,077 and TDKK 33,919).

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>	
Cur- rency	Maturity	Fixed/floating rate	31.12.2014	31.12.2013	31.12.2014	31.12.2013
DKK	Less than 1 year	Floating rate	3.5%	3.5 %	1,181	1,864
DKK	1-5 years	Floating rate	3.5%	3.5 %	137,551	0
DKK	Over 5 years	Floating rate	3.5%	3.5 %	0	138,610
Total nominal debt					138,732	140,474
					31.12.2014	31.12.2013
The debt is shown in the balance sheet in the following way:						
Banks (long term debt)					137,551	138,610
Other debt (short term debt)					1,181	1,864
Total debt					138,732	140,474

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	2014	2013
Other securities and shares	1,772,130	541,373
Financial assets available for sale	1,772,130	541,373
Credit institutions	137,551	138,610
Other debt	1,181	1,864
Financial liabilities measured at amortized cost	138,732	140,474

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.

2014	Under 1 year (2015)	Year 2-3 (2016-17)	Year 4-5 (2018-19)	Year 6-7 (2020-21)
Non-derivative financial obligations				
Other debt	-1,181	0	0	0
Credit institutions	-4,036	-9,629	-143,554	0
	<u>-5,217</u>	<u>-9,629</u>	<u>-143,554</u>	<u>0</u>
Derivative financial instruments				
Derivative financial instruments	0	0	0	0
Total	<u>-5,217</u>	<u>-9,629</u>	<u>-143,554</u>	<u>0</u>
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
	<u>-5,568</u>	<u>-9,702</u>	<u>-9,702</u>	<u>-139,004</u>
Derivative financial instruments				
Derivative financial instruments	0	0	0	0
Total	<u>-5,568</u>	<u>-9,702</u>	<u>-9,702</u>	<u>-139,004</u>

The Company has no receivables and therefore no credit risk.

The Company's risks have been described in the Management Review page 21-22. The Company manages its financial risk through dialogue with Aller Holding A/S, the Aller Foundation, 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 2014 amounts to DKK 139m of which DKK 80m is a floating interest rate loan due 01.02.2019. In addition, Rella Holding A/S has at its disposal a credit facility of DKK 70m, of which DKK 58m had been drawn down at the end of the accounting year. The credit facility's due date is also 01.02.2019.

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 92.2% as at 31.12.2014 (31.12.2013: 74.0%) calculated as the ratio between equity and total liabilities. It has been 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 similar.

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 apart from a fee of DKK 25,000 + VAT to a law firm, in which the chairman of the board is a partner, there have been no transactions with the Company's related parties during 2014.

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, chairman female, born 1971, independent. Elected to the Board on 29.04.2011 Director's fee 2014: DKK 80,000	0	None.
Jens Arnth-Jensen, man, born 1948, non-independent. Appointed as CEO on 11.11.1991 Resigned as CEO on 11.04.2014 Elected to the Board on 11.04.2014 Salary as CEO 2014: DK 58,400 Director's fee 2014: 27,836	1,231,364	Høje-Taastrup ApS (BF) K/S Høje-Taastrup (BM) Ringkjøbing Landbobank A/S (MR)
Claus Dalgaard, man, born 1962, independent. Elected to the Board on 27.04.2009 Director's fee 2014: DKK 40,000	12,000	Ringkjøbing Landbobank A/S (MR) Diaps ApS (D).
Management		
Klaus Landstrøm, man, born 1964. Elected to the Board on 15.04.2008 Resigned from the Board on 11.04.2014 Appointed as CEO on 11.04.2014 Director's fee 2014: DKK 12,164 Salary as CEO 2014: DKK 433,333	5,000	Semperflorens ApS (including 2 subsidiaries) (D).

(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 11 April 2014.

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)	$\frac{\text{Market price}}{\text{Book value}}$