

# Minerva Group A/S

Hasselager Centervej 29, 8260 Viby J

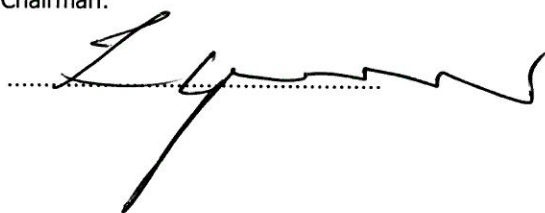
CVR no. 17 63 07 84



## Annual report 2015/16

Approved at the Company's annual general meeting

Chairman:



Building a better  
working world

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## Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Minerva Group A/S for the financial year 1 June 2015 - 31 May 2016.


The annual report has been prepared in accordance with the Danish Financial Statements Act.

It is our opinion that the financial statements give a true and fair view of the Company's financial position at 31 May 2016 and of the results of the Company's operations for the financial year 1 June 2015 - 31 May 2016.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.


Aarhus, 26 September 2016  
Executive Board:

  
Asger Thierry


Board of Directors:

  
Svend Ole Espensen  
Chairman

  
Leon Lauritsen

  
Asger Thierry

  
Pauli Blegind Vadstrup

  
Jørgen Vilhelm L.  
Bardenfleth

## **Independent auditors' report**

To the shareholders of Minerva Group A/S

### **Independent auditors' report on the financial statements**

We have audited the financial statements of Minerva Group A/S for the financial year 1 June 2015 - 31 May 2016, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

### ***Management's responsibility for the financial statements***

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditors' responsibility***

Our responsibility is to express an opinion on the 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 as to 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 auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the 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 Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating 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.

Our audit has not resulted in any qualification.

### ***Opinion***

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 May 2016 and of the results of its operations for the financial year 1 June 2015 - 31 May 2016 in accordance with the Danish Financial Statements Act.

## Independent auditors' report

### 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 other procedures in addition to the audit of the financial statements. On this basis, it is our opinion that the information provided in the Management's review is consistent with the financial statements.

Aarhus, 26 September 2016  
ERNST & YOUNG  
Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28



Jens Weiersøe Jakobsen  
State Authorised Public Accountant



Søren Jensen  
State Authorised Public Accountant

## Management's review

### Company details

Name	Minerva Group A/S
Address, zip code, city	Hasselager Centervej 29, 8260 Viby J
CVR no.	17 63 07 84
Established	7 February 1994
Registered office	Aarhus Kommune
Financial year	1 June 2015 - 31 May 2016
Telephone	70 25 44 00
Board of Directors	Svend Ole Espensen, Chairman Leon Lauritsen Asger Thierry Pauli Blegind Vadstrup Jørgen Vilhelm L. Bardenfleth
Executive Board	Asger Thierry
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Værkmestergade 25 8000 Aarhus C



## Management's review

### Operating review

#### Principal activities of the Company

The company's aim is, through subsidiaries in Denmark, Sweden, England, Holland, France and USA to conduct business by supplying PLM consultancy and IT systems for the optimization of manufacturing companies development and delivery capability.

#### Development in activities and financial matters

Net profit was DKK 4,5 mil and equity at May 31 2016 represents 3,1 mil. Net profit is considered acceptable.

Minerva Group continues its expansion. The rising demand for Minerva competencies in Europe, Japan and the United States has secured a controlled growth of human resources in all companies, as well as the establishment of Minerva USA inc. At the end of the financial year the order books has the greatest value in the company's history.

The group has experienced great success in effective cross-border utilisation of all available resources and competencies within management, marketing, delivery, administration, support and IT infrastructure.

Minerva Group's subsidiaries has expanded its position as European market leader in Subscription based PLM systems, as well as a growing presence in USA. Very competitive and profound competencies in PLM has in the bygone year secured a customer approach of several major global corporations such as DeLaval, National Electronic Vehicle, Teledyne, Autronica, Zippline, Saab Group, etc.

In addition to the global Defence and Automotive companies, a great number of Electronics and Medical Device companies has successfully implement Minerva's Electronic PLM and Medical Device PLM solutions, targeted towards addressing common business challenges in the management of all product-related data in a product's life cycle.

Minerva Group has established a dedicated product organisation with focus on the continued development of Electronic PLM and Medical Device PLM, which by now stands out as market leading products within their market segments.

#### Subsequent events

No post balance sheet events have occurred, having a material impact on the assessment of the annual report.

#### The expected development

Due to the large order intake and the strong market position, significant growth in size and increased earnings, are expected.

During the coming financial year increased investments are planned in dedicated resources for further development of Medical Device PLM and Electronic PLM - IT systems.

Minerva Group plans to start-up additional subsidiaries within Europe in the coming business year.

## Financial statements for the period 1 June 2015 - 31 May 2016

### Income statement

Note	DKK	2015/16	2014/15
	<b>Gross profit</b>	7.509.350	3.350.133
2	Staff costs	-4.785.541	-1.754.828
3	Depreciation, amortisation and impairment losses	-271.973	-38.373
	<b>Operating profit/loss</b>	2.451.836	1.556.932
	Income from investments in group enterprises	2.676.915	4.039.270
4	Other financial income	156.731	90.547
5	Other financial expenses	-234.499	-220.984
	<b>Profit/loss before tax</b>	5.050.983	5.465.765
6	Tax on profit/loss for the year	-526.797	-318.415
	<b>Profit/loss for the year</b>	<u>4.524.186</u>	<u>5.147.350</u>
	<b>Proposed distribution of profit/loss</b>		
	Dividends for the financial year	2.079.550	5.182.237
	Extraordinary dividend	2.250.000	0
	Retained earnings	194.636	-34.887
		<u>4.524.186</u>	<u>5.147.350</u>



## Financial statements for the period 1 June 2015 - 31 May 2016

### Balance sheet

Note	DKK	2015/16	2014/15
	<b>ASSETS</b>		
	<b>Non-current assets</b>		
7	<b>Intangible assets</b>		
	Completed development projects	1.649.565	1.288.074
8	<b>Property, plant and equipment</b>		
	Other fixtures and fittings, tools and equipment	69.157	24.666
9	<b>Fixed asset Investments</b>		
	Investments in group enterprises	4.893.100	7.327.003
	Other receivables	138.694	135.285
		5.031.794	7.462.288
	<b>Total non-current assets</b>	6.750.516	8.775.028
	<b>Receivables</b>		
	Receivables from group enterprises	1.437.538	3.379.169
	Other short-term receivables	0	182.772
	Prepayments	188.195	70.869
		1.625.733	3.632.810
	<b>Cash at hand and in bank</b>	1.927.326	1.800.150
	<b>Total current assets</b>	3.553.059	5.432.960
	<b>TOTAL ASSETS</b>	10.303.575	14.207.988

## Financial statements for the period 1 June 2015 - 31 May 2016

### Balance sheet

Note	DKK	2015/16	2014/15
	<b>EQUITY AND LIABILITIES</b>		
10	<b>Equity</b>		
	Share capital	1.000.000	1.000.000
	Retained earnings	0	0
	Proposed dividends	2.079.550	5.182.237
	<b>Total equity</b>	<b>3.079.550</b>	<b>6.182.237</b>
	<b>Provisions</b>		
11	Deferred tax	351.408	281.642
	<b>Total provisions</b>	<b>351.408</b>	<b>281.642</b>
	<b>Liabilities other than provisions</b>		
	<b>Current liabilities other than provisions</b>		
	Trade payables	169.695	229.022
	Debt to group enterprises	4.890.482	5.226.173
	Income tax payable	457.031	348.903
	Other payables	1.036.400	165.138
	Deferred income	319.009	1.774.873
		<b>6.872.617</b>	<b>7.744.109</b>
	<b>Total liabilities</b>	<b>6.872.617</b>	<b>7.744.109</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>10.303.575</b>	<b>14.207.988</b>

- 1 Accounting policies
- 12 Unrecognised rental and lease commitments
- 13 Contingent liabilities
- 14 Ownership

## Financial statements for the period 1 June 2015 - 31 May 2016

### Statement of changes in equity

DKK	Share capital	Retained earnings	Proposed dividends	Total
<b>Equity at 1 June 2015</b>	1.000.000	0	5.182.237	6.182.237
Ordinary dividend paid	0	0	-5.182.237	-5.182.237
Extra ordinary dividend paid		-2.250.000	0	-2.250.000
Exchange rate adjustments	0	-194.636	0	-194.636
Profit/loss for the year	0	2.444.636	2.079.550	4.524.186
<b>Equity at 31 May 2016</b>	<u>1.000.000</u>	<u>0</u>	<u>2.079.550</u>	<u>3.079.550</u>

## Financial statements for the period 1 June 2015 - 31 May 2016

### Notes to the financial statements

#### 1 Accounting policies

The annual report of Minerva Group A/S for 2015/16 has been prepared in accordance with the provisions applying to reporting class B enterprises with addition of certain provisions for reporting class C under the Danish Financial Statements Act.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

#### Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

#### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Non-current assets acquired in foreign currencies are measured at the exchange rate at the transactions date.

#### Income statement

##### Gross profit or loss

Gross profit or loss comprises revenue, cost of raw materials and consumables and external expenses.

##### Revenue

Revenue from the sale of goods for resale and manufactured goods is recognised in the income statement when delivery is made and the risk has passed to the buyer. Revenue from the sale of consultancy services is recognised in the income statement when delivery is made to the buyer. Support agreements are recognised on a straight-line basis over the contractual term.

Revenue is recognised net of VAT, duties and sale discounts.



## Financial statements for the period 1 June 2015 - 31 May 2016

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Costs of raw material and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year.

##### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc.

##### Staff costs

Staff costs comprise wages and salaries, including holiday allowance and pensions, and other social security costs, etc., for the Company's employees. Refunds received from public authorities are deducted from staff costs.

##### Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing.

##### Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of the internal profits or losses.

##### Other financial income

Other financial income comprises dividends etc. received on other investments, interest income, including interest income on receivables from group enterprises, net capital gains on payables and transactions in foreign currencies.

##### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on payables and transactions in foreign currencies.

##### Tax on profit for the year

Tax for the year comprises current tax for the year and changes in deferred tax. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity. The tax expense recognised in the income statement relating to the extraordinary profit/loss for the year is allocated to this item whereas the remaining tax expense is allocated to the profit/loss for the year from ordinary activities.

The Entity is jointly taxes with the parent company and all the Danish subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

## Financial statements for the period 1 June 2015 – 31 May 2016

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Balance sheet

##### Intellectual property rights etc.

Intellectual property rights etc. comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Completed development projects are amortised on a straight-line basis using the estimated useful lives of the assets. The amortisation period is 3-5 years. For development projects protected by intellectual property rights, the maximum amortisation period is the remaining duration of the relevant rights. Development projects are written down to the lower of recoverable amount and carrying amount.

##### Property, plant and equipment

Other fixtures and fitting, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-4 years
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Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

##### Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity plus or minus unamortised positive, or negative, goodwill and minus or plus unrealised intra-group profits or losses.

Investments in subsidiaries with negative net asset values are measured at DKK 0 (nil), and any amounts owed by such enterprises are written down if the amount owed is irrecoverable. If the parent company has a legal or constructive obligation to cover a deficit that exceeds the amount owed, the remaining amount is recognised under provisions.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Goodwill is calculated as the difference between cost of the investments and fair value of the assets and liabilities acquired. Goodwill is amortised over its estimated useful life which is normally 10 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.



## Financial statements for the period 1 June 2015 - 31 May 2016

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

##### Prepayments

Prepayments comprise costs incurred concerning subsequent financial years. Prepayments are measured at cost.

##### Cash

Cash comprises cash in hand and bank deposits.

##### Equity – dividends

Proposed dividends are recognised as a liability at the date when they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year is disclosed as a separate item under equity.

##### Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each assets.

Deferred tax assets, including the tax base of tax loss carry forwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

##### Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

##### Income tax receivable or payable

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

##### Deferred income

Deferred income comprises received income for recognition in subsequent financial years. Deferred income is measured at cost.

## Financial statements for the period 1 June 2015 - 31 May 2016

### Notes to the financial statements

	DKK	2015/16	2014/15
<b>2 Staff costs</b>			
Wages and salaries		4.397.587	1.605.115
Pensions		315.720	135.360
Other social security costs		72.234	14.353
		<u>4.785.541</u>	<u>1.754.828</u>
<b>3 Depreciation, amortisation and impairment losses</b>			
Depreciation of property, plant and equipment		13.642	38.373
Depreciation of development projects		258.331	0
		<u>271.973</u>	<u>38.373</u>
<b>4 Other financial income</b>			
Financial income arising from group enterprises		144.207	90.547
Other financial income		12.524	0
		<u>156.731</u>	<u>90.547</u>
<b>5 Other financial expenses</b>			
Financial expenses from group enterprises		222.220	214.005
Other financial expenses		12.279	6.979
		<u>234.499</u>	<u>220.984</u>
<b>6 Tax on profit/loss for the year</b>			
Current tax		457.031	37.457
Change in deferred tax for the year		69.766	300.156
Effect of changed tax rates		0	-19.198
		<u>526.797</u>	<u>318.415</u>

## Financial statements for the period 1 June 2015 - 31 May 2016

### Notes to the financial statements

#### 7 Intangible assets

	Completed development projects
DKK	
Cost at 1 June 2015	1.288.074
Additions	619.822
Cost at 31 May 2016	1.907.896
Impairment and amortisation at 1 June 2015	0
Amortisation	258.331
Impairment and amortisation at 31 May 2016	258.331
Carrying amount at 31 May 2016	1.649.565

#### 8 Property, plant and equipment

	Other fixtures and fittings, tools and equipment
DKK	
Cost at 1 June 2015	378.237
Additions	58.134
Disposals	0
Cost at 31 May 2016	436.371
Impairment and depreciation at 1 June 2015	-353.571
Depreciation	-13.643
Depreciation, assets disposed of	0
Impairment and depreciation at 31 May 2016	-367.214
Carrying amount at 31 May 2016	69.157

## Financial statements for the period 1 June 2015 - 31 May 2016

### Notes to the financial statements

#### 9 Fixed asset investments

	Investments in group enterprises
DKK	
Cost at 1 June 2015	6.886.806
Additions	367.348
Disposals	0
Cost at 31 May 2016	7.254.154
Revaluations at 1 June 2015	440.197
Exchange rate adjustments	-194.636
Amortisation of goodwill	-164.171
Share of profit/loss after tax	2.841.086
Dividend	-6.306.088
Revaluations at 31 May 2016	-3.383.612
Carrying amount at 31 May 2016	3.870.542
Transferred to set off in receivables	1.022.558
Carrying amount at 31 May 2016	4.893.100

Name and registered office (DKK)	Ownership interest
Minerva Danmark A/S	100,0 %
Minerva Sverige AB	100,0 %
Minerva France SARL	100,0 %
Minerva GB Ltd.	87,5 %
Minerva BNL B.V.	85,0 %
Minerva USA Inc.	90,0 %

#### 10 Contributed capital

	Number	Par value DKK	Nominal value DKK
Ordinary shares	10.000	100	1.000.000

The share capital comprises:

1.000 A shares of DKK 100 each and 9.000 B shares of DKK 100 each

The share capital has not been subject to changes over the past 5 years.

#### 11 Deferred tax

Deferred tax relates to:

DKK	2015/16	2014/15
Intangible assets	362.904	283.337
Property, plant and equipment	-11.496	-17.337
Other	0	15.642
	351.408	281.642

## Financial statements for the period 1 June 2015 - 31 May 2016

### Notes to the financial statements

#### 12 Unrecognised rental and lease commitments

The Company has entered into a lease agreement regarding its office premises, which is non-terminable for a six-month period from 31 May 2016. The rent in the period of interminability amounts to DKK 367 thousand at 31 May 2016.

#### 13 Contingent liabilities

The Company participates in a Danish joint taxation arrangement in which North Beach Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable from the financial year 2013 for income taxes etc. for the jointly taxed companies and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

#### 14 Ownership

The Entity has registered the following shareholders to hold more than 5 % of the share capital voting rights:

North Beach Holding ApS, Horsens  
Pemma ApS, Tranbjerg  
IEL ApS, Haslev.