

Orchestra A/S
Adelgade 12, 1.
1304 Copenhagen
Business Registration No
21744409

**Annual report 01.09.2016
- 31.08.2017**

The Annual General Meeting adopted the annual report on 02.02.2018

Chairman of the General Meeting

Name: Oskar Philip Justesen Lauritzen

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Entity details

Entity

Orchestra A/S
Adelgade 12, 1.
1304 Copenhagen

Central Business Registration No (CVR): 21744409

Registered in: Copenhagen

Financial year: 01.09.2016 - 31.08.2017

Board of Directors

Claude Roy, Chairman
Hélène Marie Isabelle Hallak
Paul Bourque

Executive Board

Oskar Philip Justesen Lauritzen, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
Postboks 1600
0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Orchestra A/S for the financial year 01.09.2016 - 31.08.2017.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.08.2017 and of the results of its operations for the financial year 01.09.2016 - 31.08.2017.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 02.02.2018

Executive Board

Oskar Philip Justesen
Lauritzen
CEO

Board of Directors

Claude Roy
Chairman

Hélène Marie Isabelle Hallak

Paul Bourque

Independent auditor's reports

To the owner of Orchestra A/S

Report on extended review of the financial statements

We have performed an extended review of the financial statements of Orchestra A/S for the financial year 01.09.2016 – 31.08.2017. The financial statements, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity and notes, 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 as 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 the financial statements. We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors.

This requires that we comply with the Danish Public Accountants Act and FSR – Danish Auditors' Code of Conduct and plan and perform procedures to obtain limited assurance about our opinion on the financial statements and that we perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our opinion.

An extended review consists of making inquiries, primarily of management and, if appropriate, of other entity personnel, performing analytical procedures and specifically required supplementary procedures as well as evaluating the evidence obtained.

The procedures performed in an extended review are less in scope than in an audit, and accordingly we do not express an audit opinion on the financial statements.

Conclusion

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.08.2017 and of the results of its operations for the financial year 01.09.2016 - 31.08.2017 in accordance with the Danish Financial Statements Act.

Emphasis of matter affecting the financial statements

Without modifying our opinion, we refer to note 1 in which the uncertainty about the continued operations of the Company is described.

Management expects the Parent to finance Orchestra A/S when required. Management has therefore presented the financial statements based on the assumption that the Company is a going concern.

Independent auditor's reports

Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the extended review of the financial statements.

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

Copenhagen, 02.02.2018

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No (CVR) 33963556

Bjørn Winkler Jakobsen

State-Authorised Public Accountant

Identification No (MNE) 32127

Management commentary

Primary activities

The Company's primary activity comprises developing and selling software and related activities.

Development in activities and finances

The Company has been taken over by Mediagriff which has affected the Company's operations.

The Company has realised a loss of DKK 5,523 thousand which Management considers unsatisfactory.

Outlook

The Company acts as head office for all of the Parent's European activities.

The Company has lost its equity. The Company, therefore, still falls within the provisions of the Danish Public Companies Act governing loss of capital. The Parent has declared that it will support the Company with its obligations.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

Income statement for 2016/17

	<u>Notes</u>	<u>2016/17 DKK</u>	<u>2015/16 DKK'000</u>
Gross profit		929.299	1.013
Staff costs	2	(6.113.369)	(4.918)
Depreciation, amortisation and impairment losses	3	<u>(18.973)</u>	<u>(467)</u>
Operating profit/loss		(5.203.043)	(4.372)
Other financial expenses	4	<u>(319.726)</u>	<u>(172)</u>
Profit/loss before tax		(5.522.769)	(4.544)
Tax on profit/loss for the year		<u>0</u>	<u>(522)</u>
Profit/loss for the year		<u>(5.522.769)</u>	<u>(5.066)</u>
Proposed distribution of profit/loss			
Retained earnings		<u>(5.522.769)</u>	<u>(5.066)</u>
		<u>(5.522.769)</u>	<u>(5.066)</u>

Balance sheet at 31.08.2017

	<u>Notes</u>	<u>2016/17 DKK</u>	<u>2015/16 DKK'000</u>
Completed development projects		<u>0</u>	<u>0</u>
Intangible assets		<u>0</u>	<u>0</u>
Other fixtures and fittings, tools and equipment		<u>32.120</u>	<u>51</u>
Property, plant and equipment	5	<u>32.120</u>	<u>51</u>
Other receivables		<u>89.139</u>	<u>98</u>
Fixed asset investments		<u>89.139</u>	<u>98</u>
Fixed assets		<u>121.259</u>	<u>149</u>
Trade receivables		81.141	206
Other receivables		<u>26.857</u>	<u>118</u>
Receivables		<u>107.998</u>	<u>324</u>
Cash		<u>242.604</u>	<u>101</u>
Current assets		<u>350.602</u>	<u>425</u>
Assets		<u>471.861</u>	<u>574</u>

Balance sheet at 31.08.2017

	<u>Notes</u>	<u>2016/17</u> <u>DKK</u>	<u>2015/16</u> <u>DKK'000</u>
Contributed capital		601.524	602
Retained earnings		<u>(12.117.631)</u>	<u>(6.595)</u>
Equity		<u>(11.516.107)</u>	<u>(5.993)</u>
Bank loans		0	21
Trade payables		186.519	225
Payables to group enterprises		11.006.803	5.778
Other payables		<u>794.646</u>	<u>543</u>
Current liabilities other than provisions		<u>11.987.968</u>	<u>6.567</u>
Liabilities other than provisions		<u>11.987.968</u>	<u>6.567</u>
Equity and liabilities		<u>471.861</u>	<u>574</u>
Going concern	1		

Statement of changes in equity for 2016/17

	Contributed capital DKK	Retained earnings DKK	Total DKK
	<u> </u>	<u> </u>	<u> </u>
Equity beginning of year	601.524	(6.594.862)	(5.993.338)
Profit/loss for the year	<u>0</u>	<u>(5.522.769)</u>	<u>(5.522.769)</u>
Equity end of year	<u>601.524</u>	<u>(12.117.631)</u>	<u>(11.516.107)</u>

Notes

1. Going concern

The continued operations of the Company depend on the Parent to finance Orchestra A/S when required. Consequently, Management has presented the financial statements on a going concern basis.

The Company has still lost its equity and falls within the provisions of the Danish Companies Act governing loss of capital. Management expects that the Company will be able to re-establish its share capital in the long term through future earnings and/or capital injections.

	2016/17	2015/16
	DKK	DKK'000
2. Staff costs		
Wages and salaries	6.032.805	4.762
Other social security costs	67.195	38
Other staff costs	13.369	118
	6.113.369	4.918
	2016/17	2015/16
	DKK	DKK'000
3. Depreciation, amortisation and impairment losses		
Amortisation of intangible assets	0	455
Depreciation of property, plant and equipment	18.973	12
	18.973	467
	2016/17	2015/16
	DKK	DKK'000
4. Other financial expenses		
Other interest expenses	276.946	139
Other financial expenses	42.780	33
	319.726	172

Notes

	Other fixtures and fittings, tools and equipment DKK
5. Property, plant and equipment	
Cost beginning of year	<u>131.759</u>
Cost end of year	<u>131.759</u>
Depreciation and impairment losses beginning of year	(80.666)
Depreciation for the year	<u>(18.973)</u>
Depreciation and impairment losses end of year	<u>(99.639)</u>
Carrying amount end of year	<u>32.120</u>

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied for these financial statements are consistent with those applied 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 at recognition 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, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit or loss

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

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Accounting policies

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. This item also includes write-downs of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation 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 as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Other financial expenses

Other financial expenses comprise interest expenses, net capital losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

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.

Indirect production costs in the form of indirect attributable staff costs and amortisation of intangible assets and depreciation on property, plant and equipment used in the development process are recognised in cost based on time spent on each project.

Accounting policies

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

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	4-6 years
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Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Receivables

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

Cash

Cash comprises cash in hand and bank deposits.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

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