

Indkøb DK A/S
Slotsmarken 11
2970 Hørsholm
Central Business Registration No
24219690

Annual report 2016

The annual general meeting adopted report on 24.05.2017

Chariman of the general meeting

Name: Niels Torben Munck

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Entity details

Entity

Indkøb DK A/S
Slotsmarken 11
2970 Hørsholm

Central Business Registration No: 24219690

Registered in: Hørsholm

Financial year: 01.01.2016 - 31.12.2016

Board of Directors

Michael Vinther, Chairman
Niels Torben Munck
Amer Ramzan

Executive Board

Niels Torben Munck

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 Indkøb DK A/S for the financial year 01.01.2016 - 31.12.2016.

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 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016.

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.

Hørsholm, 03.04.2017

Executive Board

Niels Torben Munck

Board of Directors

Michael Vinther
Chairman

Niels Torben Munck

Amer Ramzan

Independent auditor's report

To the shareholders of Indkøb DK A/S

Opinion

We have audited the financial statements of Indkøb DK A/S for the financial year 01.01.2016 - 31.12.2016, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared 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 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's responsibilities for the audit of the financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities 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.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

København, 03.04.2017

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556

Stinus Tschentscher Andersen

statsautoriseret revisor

Management commentary

Primary activities

Indkøb DK A/S is a market leading company offering easy procurement services to small and medium sized companies in Denmark.

The company's strategy is to transform the existing business into an online purchasing service offering pre-negotiated supplier agreements within non-strategic products and services for the Danish market.

Development in activities and finances

The 2016 financial result is a profit of DKK 2,933,000 compared with a profit of DKK 2,377,000 in 2015. The balance shows a sum of DKK 29,883,000 and an equity of DKK 12,968,000 compared with a balance of DKK 12,668,000 and an equity of DKK 10,035,000 in 2015.

The board of directors are satisfied with the result.

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

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK'000</u>
Revenue		78.963.468	83.789
Other external expenses		<u>(68.353.218)</u>	<u>(71.767)</u>
Gross profit/loss		10.610.250	12.022
Staff costs	1	(4.920.546)	(7.171)
Depreciation, amortisation and impairment losses		<u>(2.090.146)</u>	<u>(2.012)</u>
Operating profit/loss		3.599.558	2.839
Other financial income	2	629.318	647
Other financial expenses	3	<u>(456.339)</u>	<u>(383)</u>
Profit/loss before tax		3.772.537	3.103
Tax on profit/loss for the year	4	<u>(839.522)</u>	<u>(726)</u>
Profit/loss for the year		<u>2.933.015</u>	<u>2.377</u>
Proposed distribution of profit/loss			
Ordinary dividend for the financial year		2.000.000	0
Retained earnings		<u>933.015</u>	<u>2.377</u>
		<u>2.933.015</u>	<u>2.377</u>

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK'000</u>
Acquired trademarks		4.548.069	5.220
Development projects in progress		401.373	604
Intangible assets	5	4.949.442	5.824
Other fixtures and fittings, tools and equipment		154.591	701
Property, plant and equipment	6	154.591	701
Other receivables		178.818	3.423
Fixed asset investments		178.818	3.423
Fixed assets		5.282.851	9.948
Trade receivables		6.158.278	8.098
Receivables from group enterprises		16.675.357	15.817
Other receivables		726.259	73
Prepayments		1.036.728	187
Receivables		24.596.622	24.175
Cash		3.949	3
Current assets		24.600.571	24.178
Assets		29.883.422	34.126

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016 DKK</u>	<u>2015 DKK'000</u>
Contributed capital	7	666.667	667
Reserve for development expenditure		(162.811)	0
Retained earnings		10.463.794	9.368
Proposed dividend		2.000.000	0
Equity		12.967.650	10.035
Deferred tax		47.909	207
Provisions		47.909	207
Debt to other credit institutions		3.000.000	3.180
Other payables		0	30
Non-current liabilities other than provisions		3.000.000	3.210
Current portion of long-term liabilities other than provisions		0	109
Bank loans		193.245	0
Payables to other credit institutions		0	3.995
Trade payables		8.652.788	11.475
Payables to group enterprises		573.189	1.251
Joint taxation contribution payable		1.897.219	898
Other payables		2.551.422	2.946
Current liabilities other than provisions		13.867.863	20.674
Liabilities other than provisions		16.867.863	23.884
Equity and liabilities		29.883.422	34.126
Contingent liabilities	8		
Mortgages and securities	9		

Statement of changes in equity for 2016

	Contributed capital DKK	Reserve for development expenditure DKK	Retained earnings DKK	Proposed dividend DKK
Equity beginning of year	666.667	0	9.367.968	0
Profit/loss for the year	0	(162.811)	1.095.826	2.000.000
Equity end of year	666.667	(162.811)	10.463.794	2.000.000
				Total DKK
Equity beginning of year				10.034.635
Profit/loss for the year				2.933.015
Equity end of year				12.967.650

Contributed capital is divided into 666.667 shares with the amount of 1 kr.
The capital is not divided into classes.

Notes

	2016	2015
	DKK	DKK'000
1. Staff costs		
Wages and salaries	4.274.394	6.545
Pension costs	549.439	521
Other social security costs	96.713	105
	4.920.546	7.171
Average number of employees	11	12
	2016	2015
	DKK	DKK'000
2. Other financial income		
Financial income arising from group enterprises	611.399	604
Other financial income	17.919	43
	629.318	647
	2016	2015
	DKK	DKK'000
3. Other financial expenses		
Financial expenses from group enterprises	15.269	66
Interest expenses	134.727	131
Other financial expenses	306.343	186
	456.339	383
	2016	2015
	DKK	DKK'000
4. Tax on profit/loss for the year		
Tax on current year taxable income	998.874	898
Change in deferred tax for the year	(159.352)	0
Adjustment concerning previous years	0	(172)
	839.522	726

Notes

	Acquired trademarks DKK	Develop- ment projects in progress DKK
5. Intangible assets		
Cost beginning of year	7.182.898	1.716.574
Additions	<u>825.000</u>	<u>208.732</u>
Cost end of year	<u>8.007.898</u>	<u>1.925.306</u>
Amortisation and impairment losses beginning of year	(1.962.606)	(1.112.903)
Impairment losses for the year	0	(411.030)
Amortisation for the year	<u>(1.497.223)</u>	<u>0</u>
Amortisation and impairment losses end of year	<u>(3.459.829)</u>	<u>(1.523.933)</u>
Carrying amount end of year	<u>4.548.069</u>	<u>401.373</u>

Development projects in progress

Indkøb DK A/S has used 208.732 kr. to develop the existing IT platform in 2016 and 68.430 kr. to develop the new IT platform. The new IT platform is planned to go live in January 2017.

	Other fixtures and fittings, tools and equipment DKK
6. Property, plant and equipment	
Cost beginning of year	3.616.213
Disposals	<u>(1.719.749)</u>
Cost end of year	<u>1.896.464</u>
Depreciation and impairment losses beginning of the year	(2.914.729)
Depreciation for the year	(220.203)
Reversal regarding disposals	<u>1.393.059</u>
Depreciation and impairment losses end of the year	<u>(1.741.873)</u>
Carrying amount end of year	<u>154.591</u>

Notes

	<u>Number</u>	<u>Par value DKK</u>	<u>Nominal value DKK</u>
7. Contributed capital			
Shares	666.667	1	666.667
	666.667		666.667

8. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which Anlama Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2015 for income taxes etc for the jointly taxed entities. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company's financial statements.

The company have declared a financing commitment of all revievabels to the mother company Anlama 3 ApS.

9. Mortgages and securities

Floating company charge nominal of DKK'000 3.250. The floating charge is secured with goods of recievables, property, plant and equipment and intangible assets.

There have been provided a payment guarantee to Q8 with the amount of 1.500 DKK'000, through Avarto Finance and 2.000 DKK'000 to Cirkel Q.

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 to 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.

Income statement

Revenue

Revenue is recognized when invoiced and includes invoiced sales. Revenue from the sale of commodities, including central invoicing, are recognized in the income statement when delivery is made and transfer of risk to the buyer has passed. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Net sales of subscriptions are recognized in the income statement when invoiced since subscriptions are non-refundable and are not associated with subsequent consumption of resources.

Other external expenses

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

Staff costs

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

Accounting policies

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 income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, 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.

The Entity is jointly taxed with the parent company. 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).

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. When recognising development projects as intangible assets, an amount equalling the costs incurred is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

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

Accounting policies

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. If the useful life cannot be estimated reliably, it is fixed at 10 years. For development projects, protected by intellectual property rights, the maximum period of amortisation is the remaining duration of the relevant rights. The amortisation periods used are 3-5 years.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised over their remaining duration, and licences are amortised over the term of the agreement, but over no more than 20 years.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Land and buildings, plant and machinery as well as other fixtures and fittings, 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. For self-constructed assets, cost comprises direct and indirect costs of materials, components, subsuppliers and labour costs. For assets held under finance leases, cost is the lower of the asset's fair value and present value of future lease payments.

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	3-5 years
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Items of 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 writedowns for bad and doubtful debts.

Prepayments

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

Cash

Cash comprises cash in hand and bank deposits.

Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year

Accounting policies

is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

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 asset.

Deferred tax assets, including the tax base of tax loss carryforwards, 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.