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Infare Solutions A/S
Borgergade 14, 2.
1300 København K
Business Registration No
25525639

Annual report 2018

The Annual General Meeting adopted the annual report on 30.04.2019

Chairman of the General Meeting

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Name: Ian Wheeler

Member of Deloitte Touche Tohmatsu Limited

Contents

Entity details

Entity
Infare Solutions A/S
Borgergade 14, 2.
1300 København K

Central Business Registration No (CVR): 25525639
Registered in: København
Financial year: 01.01.2018 - 31.12.2018

Board of Directors
Ian Wheeler, Chairman
Søren Leth Truelsen
Daniel Konrad Mytnik
Otto Gernandt
Lars-Erik Houmann Christensen
Niclas Gabran

Executive Board
Karl Peter Kjær Freiesleben
Philip Christopher Schwarck
Nils Gelbjerg-Hansen
Harald Eisenächer

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 Infare Solutions A/S for the financial year 01.01.2018 - 31.12.2018.

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 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018.

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, 23.04.2019

Executive Board

Karl Peter Kjær Freiesleben	Philip Christopher Schwarck	Nils Gelbjerg-Hansen
Harald Eisenächer		

Board of Directors

Ian Wheeler Chairman	Søren Leth Truelsen	Daniel Konrad Mytnik
Otto Gernandt	Lars-Erik Houmann Christensen	Niclas Gabran

Independent auditor's report

To the shareholder of Infare Solutions A/S

Opinion

We have audited the financial statements of Infare Solutions A/S for the financial year 01.01.2018 - 31.12.2018, 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 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018 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.

Copenhagen, 23.04.2019

Deloitte
Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR)
33963556

Bjørn Winkler Jakobsen	Henrik Hartmann Olesen
State Authorised Public Accountant	State Authorised Public Accountant
Identification No (MNE) mne32127	Identification No (MNE) mne34143

Management commentary

Primary activities
The objective of the Company is trade and it's largest area of activity is the provision of airline price data to the airline and travel industry.

Development in activities and finances
The income statement of the Company for 2018 shows a loss of DKK 10.943 thousand and at 31 December 2018 the balance sheet of the Company shows an equity of DKK 1.614 thousand.

The company is the world's premium supplier of competitor fare intelligence to the airline and travel industry.

The result for 2018 is affected by a write down of goodwill of DKK 10,6 m and an ordinary amortisation of goodwill of DKK 10,9m DKK. related to customer contracts purchased in 2017.

For 2019 the group expect a result in range of EUR 0.8-1.2 m before tax and including expected goodwill amortisation.

The company's main product, a bundled offer of software tool Infare Pharos with regular data feeds, is based on a robot search technology, collecting airline fare data via the internet, API's and other data sources. Data is processed and presented in a form relevant to the customers in Infare's online analytical tool or sent directly to the customers in a format selected by them, often to be used in their revenue management systems.

The company holds one of the world's biggest database of air fares, which gives airlines and other companies access to more than 10 years of detailed historical airfares through SaaS or file download, enabling air-lines, airports and other related companies to conduct in-depth analysis of these airfares.

The company plans to continue investments in the business in the coming years.

Revenue growth and profit for the year are satisfactory, but effected by the write down of goodwill and ordinary amortisation of goodwill on customer contracts purchased in 2017.

Uncertainty relating to recognition and measurement
At 31 December 2018 goodwill from the acquisition in 2017 amounted to 81 m DKK. Due to the nature of business activities, expected cash flow are estimated several years ahead. The budget for 2019 and forecasts have been approved by management and Board of directors. They include the effect of plans intended to achieve growth and efficiency in the years ahead. The budgets and forecasts forming the basis of the future expected cash flows, are subject to normal business uncertainty.

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 2018

	Notes	2018 DKK	2017 DKK
Gross profit		**37.528.479**	**30.527.026**
Staff costs	1	(12.873.022)	(11.712.721)
Depreciation, amortisation and impairment losses	2	(29.480.489)	(12.814.198)
Operating profit/loss		**(4.825.032)**	**6.000.107**
Income from investments in group enterprises		1.478.471	191.261
Other financial income	3	1.264.312	520.973
Other financial expenses	4	(11.490.213)	(8.336.341)
Profit/loss before tax		**(13.572.462)**	**(1.624.000)**
Tax on profit/loss for the year	5	2.629.616	1.850.000
Profit/loss for the year		**(10.942.846)**	**226.000**
Proposed distribution of profit/loss			
Transferred to reserve for net revaluation according to the equity method		1.478.471	191.261
Retained earnings		(12.421.317)	34.739
		(10.942.846)	**226.000**

Balance sheet at 31.12.2018

	Notes	2018 DKK	2017 DKK
Completed development projects		20.265.154	16.390.654
Acquired intangible assets		1.264.876	0
Goodwill		81.441.621	102.996.582
Intangible assets	6	**102.971.651**	**119.387.236**
Other fixtures and fittings, tools and equipment		4.779.936	4.313.809
Property, plant and equipment	7	**4.779.936**	**4.313.809**
Investments in group enterprises		2.690.193	1.197.304
Deposits		513.941	337.633
Fixed asset investments	8	**3.204.134**	**1.534.937**
Fixed assets		**110.955.721**	**125.235.982**
Trade receivables		23.792.779	18.276.317
Receivables from group enterprises		5.241.246	98.181
Other receivables		291.269	790.150
Income tax receivable		895.002	1.014.882
Prepayments		1.743.307	1.260.431
Receivables		**31.963.603**	**21.439.961**
Cash		**7.446.693**	**889.944**
Current assets		**39.410.296**	**22.329.905**
Assets		**150.366.017**	**147.565.887**

Balance sheet at 31.12.2018

	Notes	2018 DKK	2017 DKK
Contributed capital		4.440.001	4.440.001
Reserve for net revaluation according to the equity method		2.635.998	1.151.787
Reserve for development expenditure		11.891.518	8.061.936
Retained earnings		(17.353.706)	(1.102.807)
Equity		**1.613.811**	**12.550.917**
Deferred tax		397.712	1.148.556
Provisions		**397.712**	**1.148.556**
Bank loans		349.209	1.813.575
Prepayments received from customers		19.077.970	15.078.180
Trade payables		4.343.481	2.953.458
Payables to group enterprises		122.062.442	110.510.527
Payables to shareholders and management		7.011	5.235
Income tax payable		0	1.059.326
Other payables		2.514.381	2.446.113
Current liabilities other than provisions		**148.354.494**	**133.866.414**
Liabilities other than provisions		**148.354.494**	**133.866.414**
Equity and liabilities		**150.366.017**	**147.565.887**
Contingent liabilities	9		

Statement of changes in equity for 2018

	Contributed capital DKK	Reserve for net revaluation according to the equity method DKK	Reserve for development expenditure DKK	Retained earnings DKK
Equity beginning of year	4.440.001	1.151.787	8.061.936	(1.102.807)
Exchange rate adjustments	0	5.740	0	0
Transfer to reserves	0	0	3.829.582	(3.829.582)
Profit/loss for the year	0	1.478.471	0	(12.421.317)
Equity end of year	**4.440.001**	**2.635.998**	**11.891.518**	**(17.353.706)**

	Total DKK
Equity beginning of year	12.550.917
Exchange rate adjustments	5.740
Transfer to reserves	0
Profit/loss for the year	(10.942.846)
Equity end of year	**1.613.811**

Notes

	2018 DKK	2017 DKK
1. Staff costs		
Wages and salaries	19.356.781	16.215.496
Pension costs	652.788	495.438
Other social security costs	173.629	180.069
Other staff costs	1.339.648	1.442.349
Staff costs classified as assets	(8.649.824)	(6.620.631)
	12.873.022	**11.712.721**
Average number of employees	**28**	**27**

	2018 DKK	2017 DKK
2. Depreciation, amortisation and impairment losses		
Amortisation of intangible assets	16.014.926	10.521.130
Impairment losses on intangible assets	10.617.285	0
Depreciation of property, plant and equipment	2.848.278	2.293.068
	29.480.489	**12.814.198**

	2018 DKK	2017 DKK
3. Other financial income		
Other interest income	17.458	5.704
Exchange rate adjustments	1.246.854	515.269
	1.264.312	**520.973**

	2018 DKK	2017 DKK
4. Other financial expenses		
Financial expenses from group enterprises	10.746.749	6.694.276
Other interest expenses	43.422	28.769
Exchange rate adjustments	700.042	1.613.296
	11.490.213	**8.336.341**

Notes

	2018 DKK	2017 DKK
5. Tax on profit/loss for the year		
Current tax	(499.211)	44.444
Change in deferred tax	(2.131.379)	(1.894.444)
Adjustment concerning previous years	974	0
	(2.629.616)	**(1.850.000)**

	Completed develop-ment projects DKK	Acquired intangible assets DKK	Goodwill DKK
6. Intangible assets			
Cost beginning of year	41.810.431	0	109.376.882
Additions	8.649.824	1.275.505	0
Cost end of year	**50.460.255**	**1.275.505**	**109.376.882**
Amortisation and impairment losses beginning of year	(25.419.777)	0	(6.380.300)
Impairment losses for the year	0	0	(10.617.285)
Amortisation for the year	(4.775.324)	(10.629)	(10.937.676)
Amortisation and impairment losses end of year	**(30.195.101)**	**(10.629)**	**(27.935.261)**
Carrying amount end of year	**20.265.154**	**1.264.876**	**81.441.621**

The cost price af development projects is derived from time spend in the subsidiary Infare VNO UAB and Infare Solutions A/S expressed in man-hours and the cost of a man-hour. On an on-going basis Management assess the value of the assets.

Notes

	Other fixtures and fittings, tools and equipment DKK
7. Property, plant and equipment	
Cost beginning of year	11.297.610
Additions	3.605.702
Disposals	(956.755)
Cost end of year	**13.946.557**
Depreciation and impairment losses beginning of year	(6.983.801)
Reversal of impairment losses	956.755
Depreciation for the year	(3.139.575)
Depreciation and impairment losses end of year	**(9.166.621)**
Carrying amount end of year	**4.779.936**

	Investments in group enterprises DKK	Deposits DKK
8. Fixed asset investments		
Cost beginning of year	45.517	337.633
Additions	8.678	176.308
Cost end of year	**54.195**	**513.941**
Revaluations beginning of year	1.151.787	0
Exchange rate adjustments	5.740	0
Share of profit/loss for the year	1.478.471	0
Revaluations end of year	**2.635.998**	**0**
Carrying amount end of year	**2.690.193**	**513.941**

Notes

	Registered in	Corporate form	Equity interest %
Investments in group enterprises comprise:			
Infare VNO, UAB	Litauen	UAB	100,0
Infare KRK	Poland	z.o.o	100,0

9. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Infare I ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

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.

Consolidated financial statements

Referring to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Revenue

Revenue from the sale of software services is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue related to delivery of software services is recognised when the services are made avaiable to the buyer and accrued for the period purchased. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

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 writedowns 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

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprise’s profit/loss after full elimination of intra-group 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 or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Accounting policies

Other financial expenses
Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange 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.

The Entity is jointly taxed with Danish group enterprises. 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
Goodwill
Goodwill is the positive difference between cost and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For one amount of goodwill, it has not been possible to estimate useful life reliably, for which reason such useful life has been set at 10 years. Whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 10 years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

Intellectual property rights etc
Intellectual property rights etc comprise development projects completed.

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 less deferred tax 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.

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

Accounting policies

rights, the maximum period of amortisation is the remaining duration of the relevant rights. The amortisation periods used are 7-10 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.

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

Property, plant and equipment
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.

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 years

Estimated useful lives and residual values are reassessed annually.

Items of 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 value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in group enterprises.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

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 the positive difference between cost and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area.

Accounting policies

Investments in group enterprises 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.

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

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

Cash
Cash comprises cash in hand and bank deposits.

Deferred tax
Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset or the planned settlement of each liability. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

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.

Prepayments received from customers
Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.