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## 2BM A/S

Livjægergade 17 2100 København Ø CVR No. 25627261

## Annual report 2020

The Annual General Meeting adopted the annual report on 01.03.2021

## **Lars Bork Dylander**

Chairman of the General Meeting

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# **Entity details**

#### **Entity**

2BM A/S

Livjægergade 17 2100 København Ø

CVR No.: 25627261

Registered office: København

Financial year: 01.01.2020 - 31.12.2020

#### **Board of Directors**

Caroline Søeborg Ahlefeldt-Laurvig-Bille, chairman Sten Tore Sanberg Davidsen Mads Eske Jessen Lars Bork Dylander Torben Finnemann

#### **Executive Board**

Lars Bork Dylander, CEO Flemming Frost

#### **Auditors**

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 2300 Copenhagen S

## **Statement by Management**

The Board of Directors and the Executive Board have today considered and approved the annual report of 2BM A/S for the financial year 01.01.2020 - 31.12.2020.

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 31.12.2020 and of the results of its operations for the financial year 01.01.2020 - 31.12.2020.

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

**Flemming Frost** 

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

Copenhagen, 01.03.2021

**Executive Board** 

**Lars Bork Dylander** 

**Torben Finnemann** 

CEO	•
Board of Directors	
Caroline Søeborg Ahlefeldt-Laurvig-Bille chairman	Sten Tore Sanberg Davidsen
Mads Eske Jessen	Lars Bork Dylander

## Independent auditor's report

#### To the shareholders of 2BM A/S

#### **Opinion**

We have audited the financial statements of 2BM A/S for the financial year 01.01.2020 - 31.12.2020, 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 31.12.2020 and of the results of its operations for the financial year 01.01.2020 - 31.12.2020 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:

- 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.

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, 01.03.2021

#### **Deloitte**

Statsautoriseret Revisionspartnerselskab CVR No. 33963556

#### Henrik Hartmann Olesen

State Authorised Public Accountant Identification No (MNE) mne34143

## Management commentary

#### **Primary activities**

The most important core activities of 2BM A/S are to provide optimal solutions to larger Danish companies, which require highly qualified SAP consultants within SAP ERP, SAP HR and Enterprise Mobility.

In recent years, 2BM A/S has consolidated its position as one of the largest suppliers of SAP specialist services in the Nordic region. In addition, 2BM A/S sells, services and supports the third-party products SpinifexIT, Org. Publisher and RecRight.

2BM A/S is a SAP Value Added Reseller (SAP VAR Partner) in Denmark. Also, 2BM is certified by SAP as a Partner Centre of Expertise (PCoE). This certification covers our processes and systems and is a SAP seal of approval that enables 2BM A/S to deliver SAP Enterprise and SAP Standard maintenance support for SAP solutions in the future.

#### Member of the United VARs alliance

2BM A/S is a member of the global alliance United VARs with representation in 90 countries and 10,000 specialised SAP consultants ensuring the best service and support to international roll-out projects, ERP optimisation projects as well as cross-border near and offshore capacity.

2BM A/S has a Platinum Partner status at SAP together with UnitedVARs, which is the highest possible status.

#### Description of material changes in activities and finances

Revenue for the year amounted to DKK 90,9 million against DKK 83,4 million last year. Profit/loss for the year after tax amounted to a profit of 6,5 million against a loss of DKK 5.4 million last year. The development must be compared with the fact that, in the annual report for 2019, 2BM A/S expected a 10 % growth for 2020. Management considers this year's performance acceptable.

The global pandemic increased the focus of digital solutions. 2BM has since the beginning of the pandemic reorganized the Company to provide projects and services digital through remote work. The delivery models have been modified to the new environment and has been capable of increasing the efficiency through new platforms such as TEAMS and ZOOM. The adaptability, which 2BM as a organisation has demonstrated, has had a strong involvement on the profit for the year. A flexibility, which will continue in 2021.

2BM A/S' software organisation has implemented considerable contracts in 2020 which are also included in the expectations for 2021.

#### **Financing and investment**

Substantial investments were made during the financial year. The capital requirement was covered through equity, earnings and short-term financing. The investments are centered on the software development of 2BM A/S' five core products, all of which are within Field Service & Maintenance.

The software features cover:

- 2BM Mobile Work Order
- 2BM Mobile Warehouse

- 2BM Qualification Check
- 2BM SMS Software

#### Outlook

An increase in revenue of 5 % is expected for 2021 as a result of the focused growth initiatives and the strategy for 2021.

Add to this the continued market positioning of 2BM A/S as one of the largest consulting companies in the Nordic region with specialised knowledge about SAP ERP and SAP HCM as well as Enterprise Mobility solutions that will further contribute to the continued growth rate. Futhermore it is expected that the S/4HANA and "RISE with SAP" programs will increase the demand of digital transformation among current and new clients.

Continued growth of our support centre on third level support to our customers with Application Management is expected.

2BM A/S still expects strong liquidity in 2021.

#### **Particular risks**

The most important operating risks of 2BM A/S are related to the ability to be strongly positioned on the Danish SAP market, on which most of the deliveries take place and the solutions are sold today. Moreover, it is essential to 2BM A/S to be at the cutting edge of the technological development in most of its industry segments.

#### **Financial risks**

Due to its mainly domestic operations and modest internationalisation, 2BM A/S is not significantly exposed to changes in exchange rates and interest rates. It is 2BM A/S' policy not to speculate actively in financial risks. Consequently, the financial management of 2BM A/S is aimed exclusively at man- aging financial risks already assumed.

#### **Currency risks**

The foreign business of 2BM A/S increased during 2020, but still remains a small part of the total business volume and is not directly affected by exchange rate fluctuations. The largest foreign market is Sweden through the subsidiary Software@2BM A/S.

#### Interest rate risks

The interest-bearing net debt of 2BM A/S only constitutes short-term bank financing. Due to the limited interest rate risk, this is not hedged.

#### **Credit risks**

The credit risks of 2BM A/S mainly relate to trade receivables. The maximum credit risk associated with financial assets at the balance sheet date corresponds to the values recognised in the balance sheet.

2BM A/S is not exposed to any significant risks relating to a single customer or business partner. The policy of 2BM A/S on incurring credit risks entails that all large customers and other business partners are credit rated regularly.

#### **Intellectual capital resources**

The ambition to be a market leader and at the cutting edge of the technological development entails that 2BM

A/S is characterised by a dynamic and rapidly changing knowledge environment. This places heavy demands on the Company, in particular, when it comes to acquiring and conveying new knowledge, and it makes it difficult to efficiently standardise solutions and products.

2BM A/S still wants to strengthen its "domain knowledge" in the following areas, in which 2BM A/S already has a strong position:

- SAP ERP/HCM
- Field Service & Maintenance
- Digitisation & Industry 4.0

#### **Research and development activities**

2BM A/S has not conducted any development cost in 2020. All development cost has occurred within the group enterprise Software@2BM A/S.

- In Software@2BM the development activities is a part of our third part software to SAP
- **IoT** primarly relates to the development of new ways of collecting and process huge amount of data from purpose specific sensors as well as IT-applications, which analyze a situation specific behavior. 2BM Mobile Sensor Platform (IoT) will in the future be incorporated in the software product 2BM Mobile Work Order as a part of release 1903 under the brand "Connected Asset".
- **Mobile Predictive Maintenance** is a innovative machine learning module in our existing product, which is approved by Innovationsfonden who financial supports the project

The expenses are only to a limited extent activated within the annual report but concurrently with a substantial increase in value and clients the expenses will be incorporated in the Company values.

The systems are expected to be upgraded continuously and will in 2021 still be marketed and sold, also outside Denmark. The new systems are still considered very promising and are expected, within the following years, to cause a significant commercial opportunities and thus a increase of activity levels within those areas.

#### Statutory report on corporate social responsibility

2BM A/S works actively with CSR and will increase its focus on several different areas in 2021. Both the UN Global Compact and the 17 UN Sustainable Development Goals will be incorporated in 2BM A/S' way of working. The general areas are:

- Demand compliance with human rights and labour rights from suppliers
- Work with suppliers to improve social and environmental conditions
- Work systematically with environmental and climate management
- Work to improve staff conditions and working environment internally in the Company

#### **Events after the balance sheet date**

No additional events have occurred after the balance sheet date, which would significantly influence the financial position of 2BM A/S.

## **Income statement for 2020**

		2020	2019
	Notes	DKK'000	DKK '000
Revenue		89,469	83,415
Other external expenses		(26,719)	(32,210)
Gross profit/loss		62,750	51,205
Staff costs	1	(54,686)	(56,052)
Depreciation, amortisation and impairment losses		(130)	(140)
Operating profit/loss		7,934	(4,987)
Income from investments in group enterprises		428	(1,407)
Other financial income		118	29
Other financial expenses		(199)	(129)
Profit/loss before tax		8,281	(6,494)
Tax on profit/loss for the year	2	(1,750)	1,072
Profit/loss for the year		6,531	(5,422)
Proposed distribution of profit and loss:			
Ordinary dividend for the financial year		1,000	0
Retained earnings		5,531	(5,422)
Proposed distribution of profit and loss		6,531	(5,422)

## **Balance sheet at 31.12.2020**

#### **Assets**

	Notes	2020 DKK'000	2019 DKK'000
Other fixtures and fittings, tools and equipment		233	232
Property, plant and equipment	3	233	232
Investments in group enterprises		1,275	854
Deposits		286	260
Deferred tax		320	1,325
Other financial assets	4	1,881	2,439
Fixed assets		2,114	2,671
Trade receivables		20,577	19,965
Contract work in progress		1,374	582
Receivables from group enterprises		4,683	4,541
Other receivables		1	1,590
Income tax receivable		0	178
Prepayments		175	334
Receivables		26,810	27,190
Cash		6,453	10
Current assets		33,263	27,200
Assets		35,377	29,871

#### **Equity and liabilities**

		2020	2019
	Notes	DKK'000	DKK'000
Contributed capital	5	500	500
Reserves for loans and collateral		(286)	(286)
Retained earnings		9,793	4,266
Proposed dividend		1,000	0
Equity		11,007	4,480
Other provisions		927	581
Provisions		927	581
Other payables		4,534	1,758
Non-current liabilities other than provisions		4,534	1,758
Bank loans		0	1,018
		4,143	7,992
Trade payables			
Payables to group enterprises		1,953	1,939
Payables to associates		1,208	1,730
Income tax payable		799	0
Other payables		7,804	9,937
Deferred income		3,002	436
Current liabilities other than provisions		18,909	23,052
Liabilities other than provisions		23,443	24,810
Equity and liabilities		35,377	29,871
Contingent liabilities	6		
	7		
Assets charged and collateral	/		

# Statement of changes in equity for 2020

		Reserves for			
	Contributed capital DKK'000	lendings and securities DKK'000	Retained earnings DKK'000	Proposed dividend DKK'000	Total DKK'000
Equity beginning of year	500	(286)	4,267	0	4,481
Exchange rate adjustments	0	0	(5)	0	(5)
Profit/loss for the year	0	0	5,531	1,000	6,531
Equity end of year	500	(286)	9,793	1,000	11,007

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## **Notes**

#### 1 Staff costs

	2020	2019
	DKK'000	DKK'000
Wages and salaries	50,198	51,504
Pension costs	4,240	4,298
Other social security costs	(42)	47
Other staff costs	290	203
	54,686	56,052
Average number of full-time employees	57	61

#### **Special incentive programmes**

The Company has established a warrant program based on Company development in 2019 and 2020. In 2020 11.111 warrants has been granted.

#### 2 Tax on profit/loss for the year

	2020	2019
	DKK'000	DKK'000
Current tax	1,111	0
Change in deferred tax	639	(1,072)
	1,750	(1,072)

#### 3 Property, plant and equipment

	Other fixtures and fittings, tools and
	equipment DKK'000
Cost beginning of year	3,307
Additions	131
Cost end of year	3,438
Depreciation and impairment losses beginning of year	(3,076)
Depreciation for the year	(129)
Depreciation and impairment losses end of year	(3,205)
Carrying amount end of year	233

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#### **4 Financial assets**

	Investments in		
	group		
	enterprises	Deposits	Deferred tax
	DKK'000	DKK'000	DKK'000
Cost beginning of year	3,840	286	320
Cost end of year	3,840	286	320
Impairment losses beginning of year	(2,986)	0	0
Exchange rate adjustments	(7)	0	0
Share of profit/loss for the year	428	0	0
Impairment losses end of year	(2,565)	0	0
Carrying amount end of year	1,275	286	320

			Equity
		Corporate	interest
Investments in subsidiaries	Registered in	form	%
2BM AB	Sweden	AB	100
Software@2bm A/S	Danmark	A/S	100

#### **5 Share capital**

		Par value	
	Number	DKK'000	DKK'000
Share capital	5,000,000	0.1	500
	5,000,000		500

There have been no changes in the share capital during the past five years.

#### **6 Contingent liabilities**

The Company has entered into a lease on its premises with a total liability of DKK 532 thousand. The Company has entered into a lease agreement on copiers, cars and firewall with a total liability of DKK 604 thousand.

The Company serves as the administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

#### 7 Assets charged and collateral

The Company's bankers have accepted unsecured claims of no more than DKK 8,000 thousand as security for all outstanding accounts.

The Company's owners have limitly guaranteed part of the Company's bank debt.

## **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 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

#### **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 rate 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. Property, plant and equipment, intangible assets, inventories and other nonmonetary assets that have been purchased in foreign currencies are translated using historical rates.

#### **Income statement**

#### Revenue

Revenue from the sale of consultancy services and services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts.

Revenue from the sale of licences, installation of such licences, support agreements, etc is recognised upon delivery.

Contract work in progress is included in revenue based on the stage of completion so that revenue corresponds to the selling price of the work performed in the financial year (the percentage-ofcompletion method).

#### 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, and 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 comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of property, plant and equipment.

#### 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 intra-group profits or losses.

#### Other financial income

Other financial income comprises interest income as well as tax relief under the Danish Tax Prepayment Scheme etc.

#### Other financial expenses

Other financial expenses comprise interest expenses as well as 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 all 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**

#### 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

3-5 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 or minus unamortised positive or negative goodwill and plus or minus unrealised intra-group profits or losses.

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

#### **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.

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.

#### Receivables

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

#### **Contract work in progress**

Contract work in progress is measured at the selling price of the work carried out at the balance sheet date.

The selling price is measured based on the stage of completion and the total estimated income from the individual contracts in progress. Usually, the stage of completion is determined as the ratio of actual to total budgeted consumption of resources.

If the selling price of a project in progress cannot be made up reliably, it is measured at the lower of costs incurred and net realisable value.

Each contract in progress is recognised in the balance sheet under receivables or liabilities other than provisions, depending on whether the net value, calculated as the selling price less prepayments received, is positive or negative.

Costs of sales work and of securing contracts, and finance costs are recognised in the income statement as incurred.

#### 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.

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

#### Other provisions

Non-recourse guarantee commitments comprise commitments to remedy defects and deficiencies within the guarantee period.

Once it is probable that total costs will exceed total income from a contract in progress, provision is made for the total loss estimated to result from the relevant contract.

#### Other financial liabilities

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

Other payables included as none-current liabilities comprises long term vacation pay liability.

#### **Deferred income**

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