

Adform A/S

Wildersgade 10 B, 1. floor, 1408 Copenhagen K

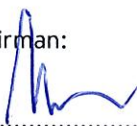
CVR no. 26 43 48 15



Annual report 2016

Approved at the Company's annual general meeting on 19 May 2017

Chairman:



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Building a better
working world



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Statement by Management on the annual report

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Adform A/S for the financial year 1 January - 31 December 2016.

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

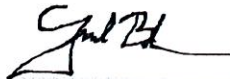
In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2016 and of the results of the Group's and the Parent Company's operations and the consolidated cash flows for the financial year 1 January - 31 December 2016.

Further, in our opinion, the Management's review gives a fair review of the development in the Group's and the Parent Company's operations and financial matters and the results of the Group's and the Parent Company's operations and financial position.

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

Copenhagen, 19 May 2017
Executive Board:



Gustav Christen Mellentin

Jakob Toftgaard Bak

Board of Directors:



Peter Thorlund Haahr
Chairman

Stefan Juricic

Jakob Toftgaard Bak

Independent auditor's report

To the shareholders of Adform A/S

Opinion

We have audited the consolidated financial statements and the parent company financial statements of Adform A/S for the financial year 1 January - 31 December 2016, which comprise an income statement, balance sheet, statement of changes in equity and notes, including accounting policies, for both the Group and the Parent Company, as well as a consolidated statement of cash flows. The consolidated financial statements and the parent company financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2016 and of the results of the Group's and the Parent Company's operations as well as the consolidated cash flows for the financial year 1 January - 31 December 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 consolidated financial statements and the parent company financial statements" section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and 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 consolidated financial statements and the parent company financial statements

Management is responsible for the preparation of consolidated financial statements and parent company 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 consolidated financial statements and parent company financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the consolidated financial statements and the parent company financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent company 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 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 consolidated financial statements and parent company financial statements.

Independent auditor's report

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

- ▶ Identify and assess the risks of material misstatement of the consolidated financial statements and the parent company 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 Group's and the Parent Company'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 consolidated financial statements and the parent company 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 Group's and the Parent Company'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 consolidated financial statements and the parent company financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Parent Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the consolidated financial statements and the parent company financial statements, including the disclosures, and whether the consolidated financial statements and the parent company financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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's review

Management is responsible for the Management's review.

Our opinion on the consolidated financial statements and the parent company financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements and the parent company financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the consolidated financial statements or the parent company financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on our procedures, we conclude that the Management's review is in accordance with the consolidated financial statements and the parent company financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 19 May 2017
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Peter Gath
State Authorised
Public Accountant



Kim Nicolajsen
State Authorised
Public Accountant

Management's review

Financial highlights for the Group

	2016	2015	2014	2013	2012
Key figures (In DKK thousands)					
Revenue	377,537	282,602	203,196	120,136	72,615
Gross margin	246,042	184,903	156,977	90,439	50,791
EBITDA	12,320	16,599	36,656	24,701	6,066
Operating profit/loss	-26,087	-2,767	26,499	19,109	2,921
Profit/loss from net financials	-11,509	-818	-2,259	-1,282	-114
Profit/loss for the year	-37,986	-4,648	18,252	13,527	1,978
Total assets					
Total assets	597,173	350,952	206,019	118,504	57,305
Portion relating to investments in items of property, plant and equipment					
Portion relating to investments in items of property, plant and equipment	35,246	38,020	8,830	3,127	5,078
Equity	65,646	100,402	92,633	56,942	34,012
Cash flows					
Cash flows from operating activities	11,319	59,046	13,494	10,183	-854
Cash flow from investing activities	-96,493	-67,451	-18,727	-17,788	-13,534
Cash flows from financing activities	123,609	7,891	11,409	9,783	12,144
Total cash flows	38,435	-514	6,176	2,178	-2,244
Financial ratios					
Gross margin	65,2	65,4	77,3	75,3	69,9
Net margin	-10,1	-1,6	9,0	11,3	2,7
Return on equity	-45,8	-4,8	24,4	29,7	7,0
Equity ratio	11,0	28,6	45,0	48,1	59,4
Return on assets	-4,4	0,8	12,9	16,1	5,0
Average number of full-time employees					
Average number of full-time employees	759	584	356	230	125

Financial ratios are calculated in accordance with the Danish Finance Society's guidelines on the calculation of financial ratios, "Recommendations and Financial Ratios 2015".

Management's review

Financial highlights for the Group

The financial ratios stated under "Financial highlights" have been calculated as follows:

Gross margin	$\frac{\text{Gross profit} \times 100}{\text{Revenue}}$
Net margin	$\frac{\text{Profit/loss for the year} \times 100}{\text{Revenue}}$
Return on equity	$\frac{\text{Profit/loss for the year} \times 100}{\text{Average equity}}$
Equity ratio	$\frac{\text{Equity, year-end} \times 100}{\text{Total equity and liabilities, year-end}}$
Return on assets	$\frac{\text{Operating profit/loss} \times 100}{\text{Total assets}}$

Management's review

Management commentary

Primary activities

The Group's and the Company's activities comprise development and consultancy services in connection with software for analysis and follow-up on data traffic and ad tech solutions.

Development in activities and finances compared to expectations

The result for the year for the Group is a loss of DKK 37,986 thousand against a loss of DKK 4,648 thousand in 2015. The result for the year for the Parent is a loss of DKK 41,831 thousand against a profit of 10,001 thousand in 2015.

The result for the year is satisfactory and in accordance with management expectations as 2016 has been a year of continued development of Adform's full-stack platform and on continued market penetration and expansion.

On the financing side, interest expenses has increased due to issuance of a bond loan.

Uncertainty relating to recognition and measurement

Management evaluates that no particular uncertainties are related to recognition and measurement in connection with the presentation of the annual report.

Outlook

The Group and the Parent Company will continue its primary activities of development and platform services in connection with software for analysis and follow-up on data traffic and will continue geographical expansion with continuing revenue growth.

For 2017, Management expects a 15% growth in both revenue and EBITDA.

In order to further strengthen the Group's capital resources, Management expects to obtain a factoring agreement with a credit institution for a part of the Group's trade receivables.

Particular risks

Management evaluates that no particular risks are related to recognition and measurement in connection with the presentation of the annual report.

Knowledge resources - staff

The Group continuously recruits well-educated people and is depending on their availability in the market.

Research and development activities

In 2016, the Group has capitalized development costs regarding development projects at a cost price of DKK 51,982 thousand against DKK 39,965 thousand in 2015. The capitalized development projects are recognised as intangible assets with estimated useful life of 7 years.

Corporate Social Responsibility

The Group has not formed policies on social responsibility, including human rights, climate and environmental impacts

Goals and policies for the underrepresented gender

The Board of Directors currently consists of three male members elected by the general assembly.

The Parent Company has a target of at least one female member in the Board of Directors latest in 2020, and will start to develop a policy for how to improve gender balance in the management.

Management's review

Management commentary

For other management levels the Parent Company has more focus on employing more women in general and to make leadership positions more attractive for women. In 2016 the management group of Adform has been strengthened by establishing a separate function as Chief Human Resource Officer. This position has been filled with a female.

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.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Income statement

Note	DKK'000	Group		Parent	
		2016	2015	2016	2015
2	Revenue	377,537	282,602	391,493	268,052
3	Other external expenses	-131,495	-97,699	-367,207	-227,906
	Gross margin	246,042	184,903	24,286	40,146
4	Staff costs	-233,722	-168,304	-33,916	-38,819
5	Amortisation and depreciation	-38,407	-19,366	-34,594	-18,321
	Operating profit/loss	-26,087	-2,767	-44,224	-16,994
	Income from investments in subsidiaries	0	0	11,681	3,636
6	Financial income	10,752	9,663	9,910	8,533
7	Financial expenses	-22,260	-10,481	-21,723	-8,994
	Profit/loss before tax	-37,596	-3,585	-44,356	-13,819
8	Tax for the year	-391	-1,063	2,525	3,818
	Profit/loss for the year	-37,986	-4,648	-41,831	-10,001

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK'000	Consolidated		Parent company	
		2016	2015	2016	2015
	ASSETS				
	Fixed assets				
9	Intangible assets				
	Completed development projects	103,306	61,421	107,219	66,333
	Licences	6,823	4,164	5,916	3,759
		<u>110,129</u>	<u>65,585</u>	<u>113,134</u>	<u>70,092</u>
10	Property, plant and equipment				
	Fixtures and fittings, plant and equipment	53,834	38,659	38,493	26,699
		<u>53,834</u>	<u>38,659</u>	<u>38,493</u>	<u>26,699</u>
	Financial assets				
11	Investments in subsidiaries	0	0	982	934
12	Other investments	7	7	7	7
12	Deposits	5,007	2,507	230	406
		<u>5,014</u>	<u>2,514</u>	<u>1,219</u>	<u>1,347</u>
	Total fixed assets	<u>168,977</u>	<u>106,758</u>	<u>152,846</u>	<u>98,138</u>
	Non-fixed assets				
	Receivables				
	Trade receivables	357,746	213,239	343,789	197,150
	Receivables from subsidiaries	0	0	18,332	19,986
13	Deferred tax assets	281	201	0	0
	Income tax receivables	892	4,124	0	0
	Other receivables	5,463	175	109	249
14	Prepayments	9,439	10,515	6,031	5,893
		<u>373,821</u>	<u>228,254</u>	<u>368,261</u>	<u>223,278</u>
	Cash	<u>54,375</u>	<u>15,940</u>	<u>34,508</u>	<u>10,602</u>
	Total non-fixed assets	<u>428,196</u>	<u>244,194</u>	<u>402,769</u>	<u>233,880</u>
	TOTAL ASSETS	<u>597,173</u>	<u>350,952</u>	<u>555,615</u>	<u>332,018</u>

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK'000	Consolidated		Parent company	
		2016	2015	2016	2015
		EQUITY AND LIABILITIES			
		Equity			
15	Share capital	500	500	500	500
	Reserve for development costs	-	-	38,034	0
	Share premium	0	0	0	0
	Retained earnings	65,146	99,902	9,354	89,236
	Dividend proposed for the year	0	0	0	0
	Total equity	65,646	100,402	47,888	89,736
	Provisions				
13	Deferred tax	2	2,526	0	2,530
	Total provisions	2	2,526	0	2,530
	Liabilities other than provisions				
16	Non-current liabilities other than provisions				
	Financial lease liabilities	6,142	12,523	5,986	0
	Debt to credit institutions	157,616	0	157,616	0
		163,758	12,523	163,601	0
	Current liabilities other than provisions				
16	Current portion of non-current liabilities other than provisions				
	Debt to other credit institutions	6,184	7,347	5,854	19,188
	Trade payables	0	26,462	0	26,462
	Payables to subsidiaries	301,361	168,153	252,823	164,733
	Income tax payables	0	0	59,440	16,821
	Other payables	1,685	4,012	0	0
		58,537	29,526	26,009	12,548
		367,767	235,501	344,126	239,752
	Total liabilities other than provisions	531,525	248,024	507,727	239,752
	TOTAL EQUITY AND LIABILITIES	597,173	350,952	555,615	332,018

- 1 Accounting policies
- 17 Contractual obligations and contingencies
- 18 Mortgages and collateral
- 19 Related parties

Consolidated financial statements and parent company financial statements 1 January - 31 December

Statement of changes in equity

Note	DKK'000	Group				
		Share capital	Share premium	Retained earnings	Dividend proposed for the year	
					Total equity	
		209	0	92,424	0	92,633
		0	0	0	0	0
		291	14,056	-280	0	14,067
		0	-14,056	14,056	0	0
		0	0	-4,648	0	-4,648
		0	0	-1,650	0	-1,650
		500	0	99,902	0	100,402
		0	0	0	0	0
		0	0	-37,986	0	-37,986
		0	0	3,230	0	3,230
		500	0	65,146	0	65,646

Note

Equity at 1 January 2015

Dividend distribution

Capital increase

Transferred from share premium

Transfer, see "Appropriation of profit/loss"

Foreign exchange adjustments, foreign subsidiary

Equity at 1 January 2016

Dividend distribution

Transfer, see "Appropriation of profit/loss"

Foreign exchange adjustments, foreign subsidiary

Equity at 31 December 2016

Consolidated financial statements and parent company financial statements 1 January - 31 December

Statement of changes in equity

Note	DKK'000	Parent					
		Share capital	Reserve for development costs	Share premium	Retained earnings	Dividend proposed for the year	Total
		209	0	0	85,461	0	85,670
		0	0	0	0	0	0
		291	0	14,056	-280	0	14,067
		0	0	-14,056	14,056	0	0
20	Transfer, see "Appropriation of profit/loss"	0	0	0	-10,001	0	-10,001
	Equity at 1 January 2016	500	0	0	89,236	0	89,736
	Dividend distribution	0	0	0	0	0	0
20	Transfer, see "Appropriation of profit/loss"	0	38,034	0	-79,865	0	-41,831
	Foreign exchange adjustments, foreign subsidiary	0	0	0	-17	0	-17
	Equity at 31 December 2016	500	38,034	0	9,354	0	47,888

Consolidated financial statements and parent company financial statements 1 January - 31 December

Cash flow statement

Note	DKK'000	Group	
		2016	2015
	Operating profit/loss	-26,087	-2,767
	Amortisation/depreciation charges	38,106	19,366
	Cash generated from operations before changes in working capital	12,019	16,599
22	Changes in working capital	3,526	47,763
	Cash generated from operations	15,545	64,362
	Interest received	0	9,663
	Interest paid	-1,957	-10,481
	Income taxes paid	-2,269	-4,498
	Cash flows from operating activities	11,319	59,046
	Acquisition of intangible assets	-58,747	-42,281
	Acquisition of property, plant and equipment	-35,246	-24,104
	Acquisition of deposits	-2,500	-1,066
	Cash flows from investing activities	-96,493	-67,451
	Loan financing:		
	Repayment of lease commitments	-7,544	-6,176
	Increase in debt to credit institution	131,153	0
	Cash increase of capital	0	14,067
	Cash flows from financing activities	123,609	7,891
	Net cash flows	38,435	-514
	Cash and cash equivalents, beginning of year	15,940	16,454
	Cash and cash equivalents, year-end	54,375	15,940

The cash flow statement cannot be directly derived from the other components of the consolidated financial statements.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes

1 Accounting policies

The annual report of Adform A/S for 2016 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to large reporting class C entities.

Effective 1 January 2016, the Company has adopted act no. 738 of 1 June 2015. This implies changes in the recognition and measurement in the following areas:

1. Yearly reassessment of residual values of property, plant and equipment
2. Reserve for development costs

Re 1: In future, residual values of property, plant and equipment are subject to annual reassessment. The Company has no significant residual values relating to property, plant and equipment.

Re 2: An amount corresponding to development costs recognised will, in future, be tied up in the Parent Company in a special reserve under equity called "Reserve for development costs". The amount is tied up in a special reserve, which cannot be used to distribute dividend or cover losses. If the development costs recognised are sold or in some other way no longer form part of the Company's operations, the reserve will be dissolved or reduced by a transfer directly to distributable reserves under equity. If the recognised development costs are written down, part of the reserve for development costs must be reversed. The reversed portion corresponds to the write-down of the development costs. If a write-down of the development costs is subsequently reversed, the reserve for development costs must be re-established. The reserve for development costs is also reduced by amortisation charges. In doing so, the equity reserve will not exceed the amount recognised in the balance sheet as development costs.

None of the above changes impacts on the income statement or the balance sheet for 2016 or the comparative figures.

Apart from the above changes as well as new and changed presentation and disclosure requirements, which follow from act no. 738 of 1 June 2015, the accounting policies are consistent with those of last year.

Consolidated financial statements

The consolidated financial statements comprise the Parent Company, Adform A/S, and subsidiaries in which Adform A/S directly or indirectly holds more than 50% of the voting rights or over which it otherwise exercises control. Entities in which the Group holds between 20% and 50% of the voting rights and over which it exercises significant influence, but which it does not control, are considered associates.

The consolidated financial statements have been prepared as a consolidation of the Parent Company's and the individual subsidiaries' financial statements, which are prepared according to the Group's accounting policies. On consolidation, intra-group income and expenses, shareholdings, intra-group balances and dividends, and realised and unrealised gains on intra-group transactions are eliminated. Unrealised gains on transactions with associates are eliminated in proportion to the Group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains in so far as they do not reflect impairment.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes

1 Accounting policies (continued)

Foreign currency translation

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

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

Foreign subsidiaries and associates are considered separate entities. Items in such entities' income statements are translated at average exchange rates for the month, and balance sheet items are translated at closing rates. Foreign exchange differences arising on translation of the opening equity of foreign entities to closing rates and on translation of the income statements from average exchange rates to closing rates are taken directly to equity.

Foreign exchange adjustments of balances with separate foreign subsidiaries which are considered part of the total investment in the subsidiary are taken directly to equity.

On recognition of foreign subsidiaries which are integral entities, monetary items are translated at closing rates. Non-monetary items are translated at the exchange rates at the acquisition date or at the date of any subsequent revaluation or impairment of the asset. Income statement items are translated at the exchange rates at the transaction date, although items derived from non-monetary items are translated at the historical exchange rates applying to the non-monetary items.

Income statement

Revenue

Revenue from the sale of media and advisory services is recognised in the income statement when delivery is made and risk has passed to the buyer.

Income from provision of media and consultancy services is recognised as revenue as the services agreed are provided.

Revenue is measured at fair value of the agreed consideration exclusive of VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Other external expenses

Other external expenses comprise expenses relating to distribution, sale, advertising, administration, premises, bad debts, operating leases, etc. and development costs that do not meet the criteria for capitalisation.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance and pensions, and other social security costs, etc., for the Company's employees.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes

1 Accounting policies (continued)

Income from investment in subsidiaries

Dividend from investments in subsidiaries is recognised in the income statement in the year of declaration. Distributions of dividend where the dividend exceeds the profit for the year or where the carrying amount of the Company's investments in the subsidiary exceeds the carrying amount of the subsidiary's net asset value will be evidence of impairment, meaning that an impairment test must be conducted.

Financial income and expenses

Financial income and expenses comprise interest income and expense, charges in respect of finance leases, realised and unrealised gains and losses on payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Tax for the year

Tax for the year comprises current tax for the year and changes in deferred tax. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Balance sheet

Intangible assets

Development projects and licences

Development costs comprise expenses, salaries and amortisation charges directly attributable to development activities.

Development projects that are clearly defined and identifiable and where the technical feasibility, sufficient resources and a potential future market or development potential are evidenced, and where the Company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover costs and expenses.

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

On completion of a development project, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period is usually 7 years.

Licences are measured at cost less accumulated amortisation and impairment losses. Patents are amortised on a straight-line basis over the remaining term of the patent, and licences are amortised over the term of the licence, however not exceeding 5 years.

Gains and losses on the disposal of development projects and licences are determined as the difference between the selling price less costs to sell and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating expenses, respectively.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes

1 Accounting policies (continued)

Property, plant and equipment

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

Depreciation is provided on a straight-line basis over the expected useful lives of the assets. The expected useful lives are as follows:

Fixtures and fittings, plant and equipment 3-5 years

The basis of depreciation is based on the residual value of the asset at the end of its useful life and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the time of acquisition and are reassessed every year. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

In case of changes in the depreciation period or the residual value, the effect on the amortisation charges is recognised prospectively as a change in accounting estimates.

Depreciation is recognised in the income statement in the financial caption item "Amortisation and depreciation".

Gains and losses on the disposal of items of property, plant and equipment are calculated as the difference between the selling price less costs to sell and the carrying amount at the date of disposal. Gains or losses are recognised in the income statement as other operating income or other operating expenses, respectively.

Leases

On initial recognition, leases for assets that transfer substantially all the risks and rewards incident to ownership to the Company (finance leases) are measured in the balance sheet at the lower of fair value and the net present value of future lease payments. In calculating the net present value, the interest rate implicit in the lease or the incremental borrowing rate is used as discount factor. Assets held under finance leases are subsequently accounted for as the Company's other assets.

The capitalised residual lease liability is recognised in the balance sheet as a liability, and the interest element of the lease payment is recognised in the income statement over the term of the lease.

All other leases are considered operating leases. Payments relating to operating leases and any other leases are recognised in the income statement over the term of the lease. The Company's total liabilities relating to operating leases and other leases are disclosed in contingencies, etc.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Cost includes the consideration measured at fair value plus direct purchase costs. In case of evidence of impairment, an impairment test must be conducted. Investments are written down to the lower of the carrying amount and the recoverable amount.

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1 Accounting policies (continued)

Other investments

Other investments comprises other securities, which are measured at fair value (market price) at the balance sheet date.

Other financial assets

Other financial assets comprises deposits, which are measured at cost.

Impairment of assets

The carrying amount of intangible assets, property, plant and equipment and investments in subsidiaries and associates is tested annually for impairment.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. Assets are written down to the lower of the carrying amount and the recoverable amount.

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the net present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the net present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable is used as discount rate.

Prepayments

Prepayments recognised under "Current assets" comprise expenses incurred concerning subsequent financial years.

Equity

Reserve for development costs

The reserve for development costs comprises recognised development costs. The reserve cannot be used to distribute dividend or cover losses. The reserve will be reduced or dissolved if the recognised development costs are no longer part of the Company's operations by a transfer directly to the distributable reserves under equity.

Dividend

Dividend proposed for the year is recognised as a liability at the date when it is adopted at the annual general meeting (declaration date). Dividend expected to be distributed for the year is disclosed as a separate item under equity.

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1 Accounting policies (continued)

Income tax and deferred tax

Current tax payables and receivables are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on prior-year taxable income and tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes or on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting neither the profit/loss for the year nor the taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity and jurisdiction.

Adjustment is made to deferred tax resulting from elimination of unrealised intra-group profits and losses.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at net realisable value.

Cash flow statement

The cash flow statement shows the Group's cash flows from operating, investing and financing activities for the year, the year's changes in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

The cash flow effect of acquisitions and disposals of entities is shown separately in cash flows from investing activities. Cash flows from corporate acquisitions are recognised in the cash flow statement from the date of acquisition. Cash flows from disposals of entities are recognised up until the date of disposal.

Cash flows from operating activities

Cash flows from operating activities are calculated as the Group's share of the profit/loss adjusted for non-cash operating items, changes in working capital and income taxes paid.

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1 Accounting policies (continued)

Cash flows from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of entities, activities and intangible assets, property, plant and equipment and financial assets.

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Group's share capital and related costs as well as the raising of loans, repayment of interest-bearing debt, and payment of dividend to shareholders.

Cash

Cash comprise cash.

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2 Revenue

Presentation of revenue by operating- and geographical segments is not disclosed cf. The Danish Financial Statement act article 96,1.

The information could cause significant damage if disclosed, as similar information is not available from competitors in Adforms market.

DKK'000	Group		Parent	
	2016	2015	2016	2015

3 Fees paid to auditors appointed at the annual general meeting

Total fee to EY (2015: Deloitte)	469	710		
Fee for statutory audit	405	215		
Fees for tax services	0	91		
Assurance engagements	0	69		
Other assistance	64	335		
	469	710		

4 Staff costs

Wages and salaries	181,734	128,703	30,944	35,435
Pensions	1,265	779	0	0
Other social security costs	42,498	32,284	1,552	1,894
Other staff costs	8,225	6,538	1,421	1,490
	233,722	168,304	33,917	38,819
Average number of full-time employees	759	584	49	51

Group staff costs include remuneration to the Executive Board, totalling DKK 2,760 thousand (2015: DKK 2,834 thousand), and pensions totalling DKK 0 thousand (2015: DKK 0 thousand). No separate fee are paid to the Board of Directors.

Recognised Parent Company staff costs include remuneration to the Executive Board, totalling DKK 2,760 thousand (2015: DKK 2,889 thousand), and pensions totalling DKK 0 thousand (2015: DKK 0 thousand). No separate fee are paid to the Board of Directors.

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DKK'000	Group		Parent	
	2016	2015	2016	2015
5 Amortisation and depreciation				
Intangible assets	18,035	9,973	18,821	10,466
Property, plant and equipment	20,372	9,393	15,773	7,855
	<u>38,407</u>	<u>19,366</u>	<u>34,594</u>	<u>18,321</u>
6 Financial income				
Interest income from subsidiaries	0	0	339	147
Interest income	25	1,198	0	1,174
Foreign exchange gains	10,726	8,465	9,571	7,212
	<u>10,752</u>	<u>9,663</u>	<u>9,910</u>	<u>8,533</u>
7 Financial expenses				
Interest expenses	10,202	797	9,559	767
Foreign exchange losses	11,875	9,458	11,548	8,000
Other interest expenses	183	226	616	227
	<u>22,260</u>	<u>10,481</u>	<u>21,723</u>	<u>8,994</u>
8 Tax for the year				
Current tax for the year	4,319	4,818	0	0
Adjustment of the deferred tax charge for the year	-2,606	-3,768	-2,525	-3,818
Prior-year adjustments	-1,322	13	0	0
	<u>-391</u>	<u>1,063</u>	<u>-2,525</u>	<u>-3,818</u>

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9 Intangible assets

DKK'000	Group		
	Completed development projects	Licences	Total
Cost at 1 January 2016	75,146	8,658	83,804
Additions	51,982	6,765	58,747
Cost at 31 December 2016	127,128	15,423	146,383
Amortisation at 1 January 2016	9,893	4,494	14,387
Amortisation	13,929	4,106	18,035
Amortisation at 31 December 2016	23,822	8,600	32,422
Carrying amount at 31 December 2016	103,306	6,823	110,129

DKK'000	Parent		
	Completed development projects	Licences	Total
Cost at 1 January 2016	81,157	7,965	89,122
Additions	55,917	5,947	61,864
Cost at 31 December 2016	137,074	13,912	150,986
Amortisation at 1 January 2016	14,824	4,206	19,030
Amortisation	15,031	3,790	18,821
Amortisation at 31 December 2016	29,855	7,996	37,851
Carrying amount at 31 December 2016	107,219	5,916	113,134

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10 Property, plant and equipment

DKK'000	Group		Parent	
	2016	2015	2016	2015
Cost at 1 January	61,652	23,632	47,753	21,955
Additions	35,246	38,020	27,566	25,798
Cost at 31 December	96,898	61,652	75,319	47,753
Depreciation and impairment losses at 1 January	22,993	13,600	21,054	13,199
Depreciation	20,071	9,393	15,772	7,855
Depreciation and impairment losses at 31 December	43,064	22,993	36,826	21,054
Carrying amount at 31 December	53,834	38,659	38,493	26,699
Items of property, plant and equipment include assets held under finance leases with a carrying amount totalling	8,386	18,409	7,989	18,409

DKK'000	Parent	
	2016	2015
11 Investments in subsidiaries		
Cost at 1 January	934	925
Additions	48	9
Cost at 31 December	982	934
Value adjustments at 1 January	0	0
Dividend distribution	0	0
Value adjustments at 31 December	0	0
Carrying amount at 31 December	982	934

Name and registered office	Ownership	Profit/loss DKK'000	Equity DKK'000
Adform London Ltd.*	100 %	1,514	1,513
Adform Lithuania UAB	100 %	10,173	9,236
Adform Sweden AB	100 %	819	780
Adform Norway AS	100 %	761	278
Adform Italy S.R.L	100 %	485	396
Adform Germany GmbH	100 %	1,801	1,615
Adform Software Spain S.L	100 %	346	164
Adform Finland Oy	100 %	777	307
Adform Belarus	100 %	2,003	2,772
Adform USA	100 %	1,643	-751
Adform Poland	100 %	434	361
Adform Netherland	100 %	456	421
Adform Technologies Pte Ltd.	100 %	100	51

*Exempt for audit under Section 479(a) of the UK companies Act 2006.

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12 Other financial assets

DKK'000	Group		Parent	
	Other investments	Deposits	Other investments	Deposits
Cost at 1 January	7	2,507	7	406
Additions	0	2,500	0	-176
Cost at 31 December	7	5,007	7	230
Value adjustments at 1 January	0	0	0	0
Additions	0	0	0	0
Value adjustments at 31 December	0	0	0	0
Carrying amount at 31 December	7	5,007	7	230

DKK'000	Group		Parent	
	2016	2015	2016	2015
13 Deferred tax				
Deferred tax at 1 January	2,325	6,089	2,530	6,089
Adjustment of the deferred tax for the year	-2,604	-3,764	-2,530	-3,559
Deferred tax at 31 December	-279	2,325	0	2,530

The deferred tax charge relates to:

	Group	Group	Parent	Parent
	2016	2015	2016	2015
Intangible assets	23,588	14,593	0	14,596
Property, plant and equipment	1,624	0	0	-316
Liabilities etc.	0	-318	0	0
Tax loss carry-forwards	-25,491	-11,950	0	-11,750
	-279	2,325	0	2,530

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DKK'000	Group		Parent	
	2016	2015	2016	2015
13 Deferred tax (continued)				
Deferred tax is recognised in the balance sheet as follows:				
Deferred tax assets	281	201	0	0
Deferred tax liabilities	2	2,526	0	2,530
	<u>279</u>	<u>2,325</u>	<u>0</u>	<u>2,530</u>

14 Prepayments

The Group and Parents prepaid costs consists of prepaid rent, insurance and other services.

15 Share capital

The share capital comprises:

500,000 class A shares of DKK 1 each.
No shares carry any special rights.

Specification of movements in share capital

DKK'000	2016	2015	2014	2013	2012
Share capital 1 January	500	209	197	181	165
Capital increase	0	291	12	16	16
Share capital 31 December	<u>500</u>	<u>500</u>	<u>209</u>	<u>197</u>	<u>181</u>

16 Non-current liabilities other than provisions

Financial lease commitments

The Group leases production equipment in the form of IT hardware and related software under financial leases. The average lease is three year. All leases have a fixed instalment structure and none of the leases contain provisions on conditional lease payments besides indexation provisions that are based on the public indexes. The leases are interminable during the agreed lease period, but are renewable on certain terms.

	Group			Outstanding debt after 5 years
	Total liabilities at 31/12 2016	Repayment, next year	Non-current portion	
Financial lease liabilities	12,326	6,184	6,142	0
Debt to credit institution	157,616	0	157,616	0
	<u>169,942</u>	<u>6,184</u>	<u>163,758</u>	<u>0</u>

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16 Non-current liabilities other than provisions (continued)

	Parent			Outstanding debt after 5 years
	Total liabilities at 31/12 2016	Repayment, next year	Non-current portion	
Financial lease liabilities	11,840	5,854	5,986	0
Debt to credit institution	157,616	0	157,616	0
	169,456	5,854	163,602	0

The Group has no instalments beyond five years, as the lease agreements run for three years.

17 Contractual obligations and contingencies, etc.

The Group has established a stock option program to loan givers and key employees. In total 808.500 options corresponding to 5.39% of the total shares have been granted.

Operating lease liabilities

The group have entered into interminable leases relating to rental of offices premises. According to the interminable leases, total future minimum lease payments may be specified as follows:

DKK'000	Group		Parent	
	2016	2015	2016	2015
Within 1 year from the balance sheet date	17,458	12,585	2,320	754
Within 1 to 5 year from the balance sheet date	46,335	29,439	4,834	692
Total lease payments from rental of offices premises	63,793	42,024	7,154	1,446

18 Mortgages and collateral

As security for a balance with Danske Bank, a company charge of DKK 25,000 thousand has been submitted.

A joint and several guarantee has been provided as security for the account with Danske Bank relating to Adform Norway AS, Adform Sweden AB.

The Parent Company has provided guarantees and a payment warranty. The guarantees and warranty at 31 December 2016 amounts to DKK 1,098 thousand.

The Parent Company has given Danica Pension mortgage in its own shares and in the subsidiaries Adform Sweden AB, Adform Norway AS, Adform Software Finland Oy, Adform Italy S.r.l., Adform Germany GmbH and Adform Lithuania UAB shares as security for the loan, which at 31 December 2016 amounts to DKK 157,616 thousand.

The subsidiaries Adform Sweden AB, Adform Norway AS, Adform Software Finland Oy, Adform Italy S.r.l., Adform Germany GmbH and Adform Lithuania UAB have provided a guarantee of payment for the loan with Danica Pension.

As a part of the loan agreement with Danica Pension the

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19 Related parties

Adform A/S' related parties comprise the following:

Parties exercising control

Accredonet Holding ApS, Frederiksberg Denmark, 12,40 %
Via Equity Fond I K/S, Hillerød Denmark, 28,63 %
Stefan Juricic, Hvidovre Denmark, 5,86 %
GCM Holding ApS, Charlottenlund Denmark, 53,11 %

Due to the shareholder agreement, GCM Holding ApS does not hold the majority of the voting rights, even though the company holds the majority of the shares.

Related party transactions

According to the Danish Financial Statement Act section 98 c transactions with related parties are not disclosed as all transactions have been affected at arm's length.

DKK'000	Parent	
	2016	2015
20 Appropriation of profit/loss		
Recommended appropriation of profit/loss		
Dividend proposed for the year	0	0
Transferred to reserves under equity	-41,831	-10,001
	<u>-41,831</u>	<u>-10,001</u>

DKK'000	Group	
	2016	2015
21 Changes in working capital		
Change in receivables	-148,719	-83,084
Change in trade and other payables etc.	162,218	96,084
Other adjustments	-9,973	34,763
	<u>3,526</u>	<u>47,763</u>