

Scanmarket A/S
Solbjerg Hedevej 39
8355 Solbjerg
Business Registration No
26716381

Annual report 2018

The Annual General Meeting adopted the annual report on 21.05.2019

Chairman of the General Meeting

Name: Ole Peter Nielsen

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Entity details

Entity

Scanmarket A/S
Solbjerg Hedevej 39
8355 Solbjerg

Central Business Registration No (CVR): 26716381

Registered in: Aarhus

Financial year: 01.01.2018 - 31.12.2018

Board of Directors

Ole Peter Nielsen, chairman
Betina Charlotte Nygaard
Martin Stephan Welna
Christopher Ludt Parmo
Liv Ingeborg Abusdal Blekkerud

Executive Board

Betina Charlotte Nygaard

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
City Tower, Værkmestergade 2
8000 Aarhus 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 Scanmarket 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.

Solbjerg, 21.05.2019

Executive Board

Betina Charlotte Nygaard

Board of Directors

Ole Peter Nielsen
chairman

Betina Charlotte Nygaard

Martin Stephan Welna

Christopher Ludt Parmo

Liv Ingeborg Abusdal
Blekkerud

Independent auditor's report

To the shareholders of Scanmarket A/S

Opinion

We have audited the financial statements of Scanmarket 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.

Aarhus, 21.05.2019

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR)
33963556

Klaus Tvede-Jensen
State Authorised Public Accountant
Identification No (MNE) mne23304

Jens Lauridsen
State Authorised Public Accountant
Identification No (MNE) mne34323

Management commentary

Primary activities

Scanmarket is the market-leading global Strategic Sourcing platform. Our proven cloud-based solution is trusted by 300+ customers across more than 80 countries. Our sole focus is on driving real, measurable business results via an easy to deploy, easy to use platform which includes: eSourcing (RFx & Auctions), Project Management, Contract Management, and Supply Base Management.

Description of material changes in activities and finances

In connection with the financial reporting for 2018, changes have been made to the annual report for 2017. The changes are incorporated in the comparative figures for 2017 and constitute a decrease of profit and equity of a total of DKK 1,835k.

The earnings impact in the annual report for 2018 constitutes an improvement of profit for the year and equity of DKK 795k. For a further description thereof, see Accounting policies on page 16.

Development in activities and finances

The Company has realised a profit of DKK 3,163 k in the financial year 2018.

Management finds the profit satisfactory.

Research and development activities

The Company has decided to capitalise development costs as it is Management's opinion that the relating future amortisation burden can be encompassed in future financial benefits.

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.

The ownership of the company was transferred in January 2019 to BidCo Sourcing A/S.

Income statement for 2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK</u>
Gross profit		18.297.279	13.579.910
Staff costs	1	(10.356.119)	(9.288.910)
Depreciation, amortisation and impairment losses	2	<u>(4.183.026)</u>	<u>(3.664.464)</u>
Operating profit/loss		3.758.134	626.536
Income from investments in group enterprises		251.628	131.435
Other financial income	3	725.792	31.008
Other financial expenses	4	<u>(715.386)</u>	<u>(1.859.042)</u>
Profit/loss before tax		4.020.168	(1.070.063)
Tax on profit/loss for the year	5	<u>(857.000)</u>	<u>233.846</u>
Profit/loss for the year		<u>3.163.168</u>	<u>(836.217)</u>
Proposed distribution of profit/loss			
Transferred to reserve for net revaluation according to the equity method		138.641	69.157
Retained earnings		<u>3.024.527</u>	<u>(905.374)</u>
		<u>3.163.168</u>	<u>(836.217)</u>

Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK</u>
Development projects in progress		12.832.413	10.438.532
Intangible assets	6	12.832.413	10.438.532
Other fixtures and fittings, tools and equipment		51.967	84.640
Property, plant and equipment	7	51.967	84.640
Investments in group enterprises		2.935.247	2.817.733
Fixed asset investments	8	2.935.247	2.817.733
Fixed assets		15.819.627	13.340.905
Trade receivables		8.968.329	7.525.449
Receivables from group enterprises		4.459.232	4.062.317
Other receivables		0	40.500
Joint taxation contribution receivable		0	100.000
Prepayments		465.201	656.775
Receivables		13.892.762	12.385.041
Cash		318.288	48.336
Current assets		14.211.050	12.433.377
Assets		30.030.677	25.774.282

Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK</u>
Contributed capital		500.100	500.100
Reserve for net revaluation according to the equity method		372.613	255.099
Reserve for development expenditure		8.926.149	5.762.104
Retained earnings		<u>(504.253)</u>	<u>(364.735)</u>
Equity		<u>9.294.609</u>	<u>6.152.568</u>
Deferred tax		<u>2.500.000</u>	<u>1.747.000</u>
Provisions		<u>2.500.000</u>	<u>1.747.000</u>
Bank loans		5.236.926	4.428.207
Trade payables		787.612	845.934
Payables to group enterprises		6.503.134	6.140.315
Joint taxation contribution payable	9	104.000	0
Other payables	10	4.271.559	4.107.561
Deferred income		<u>1.332.837</u>	<u>2.352.697</u>
Current liabilities other than provisions		<u>18.236.068</u>	<u>17.874.714</u>
Liabilities other than provisions		<u>18.236.068</u>	<u>17.874.714</u>
Equity and liabilities		<u>30.030.677</u>	<u>25.774.282</u>
Unrecognised rental and lease commitments	11		
Contingent liabilities	12		
Assets charged and collateral	13		

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	500.100	255.099	5.762.104	1.469.962
Corrections of material errors	0	0	0	(1.834.697)
Adjusted equity, beginning of year	500.100	255.099	5.762.104	(364.735)
Exchange rate adjustments	0	(21.127)	0	0
Profit/loss for the year	0	138.641	3.164.045	(139.518)
Equity end of year	500.100	372.613	8.926.149	(504.253)
				Total DKK
Equity beginning of year				7.987.265
Corrections of material errors				(1.834.697)
Adjusted equity, beginning of year				6.152.568
Exchange rate adjustments				(21.127)
Profit/loss for the year				3.163.168
Equity end of year				9.294.609

Notes

	2018	2017
	DKK	DKK
1. Staff costs		
Wages and salaries	9.880.933	8.874.842
Pension costs	345.370	278.272
Other social security costs	129.816	135.796
	10.356.119	9.288.910
 Average number of employees	 25	 23
	2018	2017
	DKK	DKK
2. Depreciation, amortisation and impairment losses		
Amortisation of intangible assets	4.129.794	3.557.016
Depreciation of property, plant and equipment	53.232	107.448
	4.183.026	3.664.464
	2018	2017
	DKK	DKK
3. Other financial income		
Financial income arising from group enterprises	2.167	2.553
Other interest income	1.324	0
Exchange rate adjustments	722.301	28.455
	725.792	31.008
	2018	2017
	DKK	DKK
4. Other financial expenses		
Financial expenses from group enterprises	508.945	486.284
Other interest expenses	206.441	197.026
Exchange rate adjustments	0	1.150.732
Other financial expenses	0	25.000
	715.386	1.859.042

Notes

	2018	2017
	DKK	DKK
5. Tax on profit/loss for the year		
Current tax	104.000	0
Change in deferred tax	753.000	(136.000)
Adjustment concerning previous years	0	2.154
Refund in joint taxation arrangement	0	(100.000)
	857.000	(233.846)
		Develop- ment projects in progress DKK
6. Intangible assets		
Cost beginning of year		35.373.118
Additions		6.523.675
Cost end of year		41.896.793
Amortisation and impairment losses beginning of year		(24.934.586)
Impairment losses for the year		(4.129.794)
Amortisation and impairment losses end of year		(29.064.380)
Carrying amount end of year		12.832.413

Development projects

Development projects in progress comprise the continuous development of the Company's esourcing software, including new features, languages, etc.

The capitalised costs consist of internal costs relating to employees and to a minor extent assistance purchased from sub-suppliers.

The continuous development of the system etc. is expected to ensure continued development in primary activities, leading to increased market shares.

Based on an assessment of the capitalised development projects in progress, Management has concluded that the recoverable amount or value in use exceeds the carrying amount.

Notes

	Other fixtures and fittings, tools and equipment DKK
7. Property, plant and equipment	
Cost beginning of year	1.826.112
Additions	<u>20.559</u>
Cost end of year	<u>1.846.671</u>
Depreciation and impairment losses beginning of year	(1.741.472)
Depreciation for the year	<u>(53.232)</u>
Depreciation and impairment losses end of year	<u>(1.794.704)</u>
Carrying amount end of year	<u>51.967</u>
	Invest- ments in group enterprises DKK
8. Fixed asset investments	
Cost beginning of year	<u>2.562.634</u>
Cost end of year	<u>2.562.634</u>
Revaluations beginning of year	255.099
Exchange rate adjustments	(21.127)
Share of profit/loss for the year	251.628
Investments with negative equity value depreciated over receivables	<u>(112.987)</u>
Revaluations end of year	<u>372.613</u>
Carrying amount end of year	<u>2.935.247</u>

Notes

	Registered in	Corpo- rate form	Equity inte- rest %
Investments in group enterprises comprise:			
Scanmarket.com Limited	England	Ltd	100,0
Scanmarket North America	USA	Inc	100,0
Scanmarket Byg 11 ApS	Aarhus	ApS	100,0

	2018 DKK	2017 DKK
10. Other payables		
VAT and duties	356.936	361.516
Wages and salaries, personal income taxes, social security costs, etc payable	577.752	299.713
Holiday pay obligation	2.312.000	1.904.000
Other costs payable	1.024.871	1.542.332
	4.271.559	4.107.561

Other costs payable is mainly payables to ultimate former shareholders.

	2018 DKK	2017 DKK
11. Unrecognised rental and lease commitments		
Liabilities under rental or lease agreements until maturity in total	2.582.843	3.328.190
Liabilities under rental agreements or leases with group enterprises until expiry	1.760.213	2.186.600

12. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which Solbjerg ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2013 for income taxes etc for the jointly taxed entities, and from 1 July 2012 for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company's financial statements.

13. Assets charged and collateral

Bank loans are secured by way of a registered all-moneys mortgage with floating charge of DKK 4,000k nominal in intangible assets, property, plant and equipment and receivables.

Notes

Collateral security provided for subsidiaries and other group enterprises

The Entity has guaranteed the bank debt in one of the subsidiaries by pledging its shares in Scanmarket Byg 11 ApS. The debt amount to DKK 7,121k at 31 December 2018. Book value of the shares amounts to DKK 2,907k at 31 December 2018.

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 with minor reclassifications.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Material errors in previous years

Previously, the Company recognised all revenue when invoiced.

The Company has assessed that multi-annual contracts with customers signed in 2017 should be accrued and taken to income on a continuing basis over the subsequent 2-3 years.

Total revenue from these contracts amounts to DKK 2,353k before tax. The accrual has been incorporated in the annual report for 2018, including in the comparative figures for 2017.

In the comparative figures for 2017, this results in a decreased gross profit of DKK 2,353k, whereas tax on profit for the year has increased by DKK 518k. Aggregate profit for the year and equity have decreased by DKK 1,835k. The balance sheet total is unchanged.

In the financial year 2018, gross profit has improved by DKK 1,020k, whereas tax on profit for the year has decreased by DKK 225k. Aggregate profit for the year and equity have increased by DKK 795k. The balance sheet total is unchanged.

The financial year 2019 will be affected at the same level as in 2018, whereas the remaining part of the contracts will affect the financial year 2020.

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.

Accounting policies

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 non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Revenue

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

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

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.

Accounting policies

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises.

Other financial expenses

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

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 subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Intellectual property rights etc

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Completed development projects are amortised on a straight-line basis using their estimated useful lives of the assets. The amortisation period is 3-5 years.

Property, plant and equipment

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.

Accounting policies

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-5 years
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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 goodwill and plus or minus unrealised intra-group profits or losses.

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 is imminent, a provision is recognised that is measured at present value of the costs deemed necessary to incur to settle the obligation.

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.

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.

Prepayments

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

Cash

Cash comprises bank deposits.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Accounting policies

Other financial liabilities

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

Joint taxation contributions payable or receivable

Current joint taxation contributions receivable or joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Deferred income

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