

Omada Services A/S

Østerbrogade 135, 2100 Copenhagen

CVR no. 28 13 36 18

Annual report 2019

Approved at the Company's annual general meeting on 28 May 2020

Chairman:

A handwritten signature in blue ink, appearing to read 'Gry Collignon', written over a dotted line.

Gry Cornelius Collignon

Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 January - 31 December	8
Income statement	8
Balance sheet	9
Statement of changes in equity	10
Notes to the financial statements	11

Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Omada Services A/S for the financial year 1 January - 31 December 2019.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Copenhagen, 28 May 2020

Executive Board:



Gry Cornelius Collignon
Executive Director

Board of Directors:

Michael Garrett
Chairman



Gry Cornelius Collignon



Christian Stendevad

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Copenhagen, 28 May 2020
Executive Board:

Gry Cornelius Collignon
Executive Director

Board of Directors:



Michael Garrett
Chairman

Gry Cornelius Collignon

Christian Stendevad

Independent auditor's report

To the shareholders of Omada Services A/S

Opinion

We have audited the financial statements of Omada Services A/S for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including 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 financial position of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019 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 our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 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 financial statements unless Management either intends to liquidate the Company 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 as to 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 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 the 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.

Independent auditor's report

- 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 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 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 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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, 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's review

Management is responsible for the Management's review.

Our opinion on the 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 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 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.

Based on the work we have performed, we conclude that the Management's review is in accordance with the 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, 28 May 2020
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Mikkel Sthyr
State Authorised
Public Accountant
mne26693



Simon Blendstrup
State Authorised
Public Accountant
mne44060

Management's review

Company details

Name	Omada Services A/S
Address, Postal code, City	Østerbrogade 135, 2100 Copenhagen Ø
CVR no.	28 13 36 18
Established	1 October 2004
Registered office	Copenhagen Municipality
Financial year	1 January - 31 December
Website	www.omada.net
Board of Directors	Michael Garrett, Chairman Gry Cornelius Collignon Christian Stendevad
Executive Board	Gry Cornelius Collignon
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark
Bankers	Danske Bank

Management's review

Financial highlights for the company

DKK'000	2019	2018	2017	2016	2015
Key figures					
Gross margin	72,949	44,798	40,721	25,130	55,039
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	2,139	-12,795	-1,265	-371	11,436
Net financials	-82	126	319	189	228
Profit/loss for the year	1,576	- 9,898	-753	1,385	10,724
Total assets	56,812	65,103	45,281	46,767	42,854
Equity	6,918	5,342	15,240	15,993	18,567
Investment in property, plant and equipment	0	0	0	0	0
Financial ratios					
Return on assets	3,5%	-23.2%	-2.7%	-0.8%	29.6%
Solvency ratio	12,2%	8,2%	33.7%	34.2%	43.3%
Return on equity	-25,7%	-96.2%	-4.8%	8.0%	68.2%
Average number of employees	89	77	54	39	51

Financial ratios

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

Return on assets	$\frac{\text{Profit/loss from operating activities} \times 100}{\text{Average assets}}$
Equity ratio	$\frac{\text{Equity, year-end} \times 100}{\text{Total equity and liabilities, year-end}}$
Return on equity	$\frac{\text{Profit/loss for the year after tax} \times 100}{\text{Average equity}}$

Management's review

Management review

Business Review

Omada Services A/S provides Professional Implementation & Advisory Services for partners and customers within the areas of Cybersecurity and Compliance.

Financial Review

The income statement for 2019 shows a profit of DKK 1,576 thousand against a loss of DKK 9,898 thousand last year, and the balance sheet at 31 December 2019 shows equity of DKK 6,918 thousand.

The result is not in line with expectation set in 2018. The result is impacted by significantly investment in the Company's resource pool.

Special risks

The company is not exposed of special risks.

Events after the balance sheet date

Since the closing of the financial statements no events have occurred which could change the Company's financial position.

Outlook

The Company expects to deliver significant growth in 2020 despite the covid-19 situation and will continue to invest significantly in 2020 to achieve this growth, in line with its long-term budget and strategy. The impact from covid-19 on our business in 2020 is visible, however, at this point, signs are mainly expressed through postponed signings and start-up on some of the new consultancy task.

Financial statements 1 January - 31 December

Income statement

Note	DKK'000	2019	2018
	Gross margin	72,949	44,798
2	Staff costs	-70,810	-57,593
	Profit/loss before net financials	2,139	-12,795
3	Financial income	28	269
4	Financial expenses	-110	-143
	Profit/loss before tax	2,057	-12,669
5	Tax for the year	-481	2,771
	Profit/loss for the year	1,576	-9,898

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2019	2018
	ASSETS		
	Non-fixed assets		
	Receivables		
	Contract assets	0	1,524
	Receivables from group entities	56,781	59,636
	Jointly taxation receivables	0	2,771
	Other receivables	31	31
	Prepayments	67	67
		56,812	64,029
	Cash	0	1,074
	Total non-fixed assets	56,812	65,103
	TOTAL ASSETS	56,812	65,103
	EQUITY AND LIABILITIES		
	Equity		
6	Share capital	2,000	2,000
	Retained earnings	4,918	3,342
	Total equity	6,918	5,342
	Liabilities other than provisions		
	None current liabilities		
	Other payables	1,953	0
	Total non current liabilities	1,953	0
	Current liabilities other than provisions		
	Prepayments on contract assets	346	257
	Trade payables	1,727	9,936
	Payables to group entities	37,719	38,865
	Joint taxation payable	102	0
	Other payables	8,047	10,703
		47,941	59,761
	Total liabilities other than provisions	49,894	59,761
	TOTAL EQUITY AND LIABILITIES	56,812	65,103

1 Accounting policies

7 Contractual obligations and contingencies, etc.

8 Collateral

9 Related parties

Financial statements 1 January - 31 December**Statement of changes in equity**

Note	DKK'000	Share capital	Retained earnings	Total
	Equity at 1 January 2019	2,000	3,342	5,342
9	Transfer through appropriation of loss	0	1,576	1,576
	Equity at 31 December 2019	2,000	4,918	6,918

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Omada Services A/S for 2019 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class C (medium) entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Cash flow statements

The company has in accordance with § 86.4 in the Danish Financial Statements Act not included a cash flow statement in the annual report. The company is included in the consolidated financial statements for Omada A/S.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. 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 most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Income from the sale of goods is recognised in revenue when the risks have been transferred to the buyer and provided that the income can be reliably measured and payment is expected to be received.

Where income from a construction contract cannot be estimated reliably, contract revenue corresponding to the expenses incurred is recognised only in so far as it is probable that such expenses will be recoverable from the counterparty.

Licence and royalty income is recognised over the term of the agreement in accordance with the contents of the agreement.

Revenue from time limited software licences is accrued and recognised on a straight line basis over the term of the licence according to the terms of the licence agreement.

Sale of indefinite software licences is recognised as sale of goods whereby revenue is recognised when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received.

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

Cost of Sales

Cost of sales include the expenses excluding wages and salaries that are directly incurred to achieve revenue for the year and include mainly cost to subcontractors.

Gross margin

The items revenue, change in inventories of finished goods and work in progress, work performed for own account and capitalised, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains or losses on the sale of fixed assets.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to sale, administration, bad debts, etc.

Leases

The Company has chosen IAS 17 as interpretation for recognition of leases.

Leases where all material risks and benefits of ownership are not transferred to the company shall be considered as operational leasing.

Operational leasing services are recognised linearly in the profit and loss account over the lease term. The company's overall commitment to operational lease and lease agreements is disclosed under Contractual obligations and contingencies, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other subsidiaries. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

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.

Contract assets

Service supplies and contract work in progress for third parties are measured at the market value of the work performed less progress billings. The market value is calculated based on the stage of completion at the balance sheet date and the total expected income from the relevant contract. The stage of completion is calculated based on the expenses incurred relative to the expected total expenses relating to the relevant contract.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Where the outcome of contract work in progress cannot be estimated reliably, the market value is measured at the expenses incurred in so far as they are expected to be paid by the purchaser.

Where the total expenses relating to the work in progress are expected to exceed the total market value, the expected loss is recognised as a loss making agreement under "Provisions" and is expensed in the income statement.

The value of work in progress less progress billings is classified as assets when the selling price exceeds progress billings and as liabilities when progress billings exceed the market value.

Cash

Cash comprises cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Income taxes

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

Deferred tax is measured according to the 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 and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or 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 is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities other than provisions

Other liabilities are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK'000	2019	2018
2 Staff costs		
Wages/salaries	68,681	55,720
Pensions	1,626	1,413
Other social security costs	503	450
	70,810	57,593
Average number of full-time employees	89	77
<p>In staff costs are remuneration to the executive board member included. According to the Danish Financial Statement Act § 98b, 3, the information has not been disclosed.</p>		
3 Financial income		
Interest receivable, group entities	28	269
	28	269
4 Financial expenses		
Exchange adjustments	40	27
Other financial expenses	70	116
	110	143
5 Tax for the year		
Estimated tax charge for the year	481	-2,771
	481	-2,771
6 Share capital		
Analysis of the share capital:		
2,000,000 shares of DKK 1.00 nominal value each	2,000	2,000
	2,000	2,000

Financial statements 1 January - 31 December

Notes to the financial statements

7 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company is jointly registered for VAT with its parent company Omada A/S. The Company is thus jointly and severally liable for all VAT liabilities under the tax consolidation.

The Company is jointly taxed with its ultimate parent, Gubernare TopCo ApS, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes for the income year 2013 onwards as well as withholding taxes on interest, royalties and dividends falling due for payment on or after 1 July 2012.

Other financial obligations

Other rent and lease liabilities:

DKK'000	2019	2018
Rent and lease liabilities	9	9

8 Collateral

As security for the parent company Omada A/S' debt to banks, the Company has provided a joint guarantee.

The Company has not placed any further assets or other items as collateral for loans and activities at 31 December 2019.

Financial statements 1 January - 31 December

Notes to the financial statements

9 Related parties

Omada Services A/S' related parties comprise the following:

Parties exercising control

Related party	Domicile	Basis for control
Omada A/S	Copenhagen, Denmark	Parent Company

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Omada A/S	Copenhagen, Denmark	Publicly available

Related party transactions

There are no group enterprise transactions that have not been carried through on normal market terms.

Information on remuneration to management

Information on the remuneration to Management appears from note 2, "Staff costs".

DKK'000	2019	2018
10 Recommended appropriation of profit/loss		
Retained earnings/accumulated loss	1,576	-9,898
	<u>1,576</u>	<u>-9,898</u>