

Talentsoft Nordic ApS

Islands Brygge 43

2300 København S

CVR No. 28662033

Annual Report 2018

12. financial year

The Annual Report was presented and
adopted at the Annual General Meeting of
the Company on 29 May 2019

Jean-Stephane Jacques Arcis
Chairman

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Management's Statement

Today, Management has considered and adopted the Annual Report of Talentsoft Nordic ApS for the financial year 1 January 2018 - 31 December 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 assets, liabilities and financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January 2018 - 31 December 2018.

In our opinion, the Management's Review includes a true and fair account of the matters addressed in the review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 29 May 2019

Executive Board

Jean-Stephane Jacques Arcis
Man. Director

Independent Auditor's Report

To the shareholders of Talentsoft Nordic ApS

Opinion

We have audited the financial statements of Talentsoft Nordic ApS for the financial year 1 January 2018 - 31 December 2018, which comprise an income statement, balance sheet, statement of changes in equity and notes. 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 Company's financial position at 31 December 2018 and of the results of its operations for the financial year 1 January 2018 - 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibility under those standards and requirements are further described in our auditors' report under "Auditors' responsibility for the audit of the financial statements". As required by the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, we are independent of the Company, 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 responsibility 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 considers 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 either liquidate the Company or suspend operations, or has no realistic alternative but to do so.

The auditor's responsibility for the audit of the financial statements

Our responsibility is to obtain reasonable assurance as to whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is no guarantee that an audit conducted in accordance with ISAs and additional requirements applicable in Denmark will always detect material misstatements. Misstatements can arise from fraud or error and can be considered material if it would be reasonable to expect that these - either individually or collectively - could influence the economic decisions taken by the users of financial statements on the basis of these financial statements.

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

- * Identify and assess the risk of material misstatements in 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 a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or 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 Company's internal control.

Independent Auditor's Report

- * Evaluate whether the accounting policies used are appropriate and whether the accounting estimates and the related disclosures made by Management are reasonable.
- * Conclude on whether Management's use of the going concern basis of accounting in preparing the financial statements is appropriate and, based on the audit evidence obtained, conclude on whether a material uncertainty exists relating to events or conditions, which could 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 auditors' 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 auditors' report. However, future events or conditions may imply that the Company can no longer remain a going concern.
- * Evaluate the overall presentation, structure and contents of the financial statements, including note disclosures, and whether the financial statements reflect 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 which we identify during our audit.

Statement on 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 opinion providing assurance regarding the Management's review.

Our responsibility in connection with our audit of the financial statements 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 with the knowledge we have gained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review meets the disclosure requirements in the Danish Financial Statements Act.

Based on our procedures, we are of the opinion that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements in the Danish Financial Statements Act. In our opinion, the Management's review is not materially misstated.

Copenhagen, 29 May 2019

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR-no. 33963556

Jan Larsen

State Authorised Public Accountant

mne16541

Talentsoft Nordic ApS

Company details

| | |
|------------------------|---|
| Company | Talentsoft Nordic ApS Islands Brygge 43 2300 København S |
| Telephone | (+45) 58 51 50 95 |
| Website | www.talentsoft.com |
| CVR No. | 28662033 |
| Date of formation | 6 July 2006 |
| Registered office | København |
| Financial year | 1 January 2018 - 31 December 2018 |
| Executive Board | Jean-Stephane Jacques Arcis, Man. Director |
| Auditors | Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 2300 København S CVR-no.: 33963556 |

Management's Review

The Company's principal activities

The Company's principal activities consist of operating with sales and development of administrative IT Systems and related business.

The company is a subsidiary of Talentsoft SA and acts as agent for the parent company in the Danish market.

Development in activities and financial matters

The Company's Income Statement of the financial year 1 January 2018 - 31 December 2018 shows a result of DKK 186.938 and the Balance Sheet at 31 December 2018 a balance sheet total of DKK 10.301.966 and an equity of DKK 100.085.

Accounting Policies

Reporting Class

The Annual Report of Talentsoft Nordic ApS for 2018 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The accounting policies applied remain unchanged from last year.

Reporting currency

The Annual Report is presented in Danish kroner.

Translation policies

Transactions in foreign currencies are translated into DKK at the exchange rate prevailing at the date of transaction. Monetary assets and liabilities in foreign currencies are translated into DKK based on the exchange rates prevailing at the balance sheet day. Realised and unrealised foreign exchange gains and losses are included in the Income Statement under Financial Income and Expenses.

General Information

Basis of recognition and measurement

Income is recognised in the Income Statement as it is earned, including value adjustments of financial assets and liabilities that are measured at fair value or amortised cost. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the Income Statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the Income Statement.

Assets are recognised in the Balance Sheet when it is probable that future economic benefits attributable to the asset will accrue to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the Balance Sheet when it is probable that future economic benefits attributable to the asset will flow out of the Company, and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the term. Amortised cost is calculated as original cost less repayments and with the addition/deduction of the accumulated amortisation of the difference between the cost and the nominal amount. This way, exchange losses and gains are allocated over the term.

In connection with recognition and measurement, consideration is given to predictable losses and risks occurring prior to the presentation of the Annual Report, i.e. losses and risks which prove or disprove matters which exist at the balance sheet date.

Accounting Policies

Income Statement

Gross profit/loss

The Company has decided to aggregate certain items of the Income Statement in accordance with the provisions of Section 32 of the Danish Financial Statements Act.

Grossprofit contains revenue and other external expenses.

Revenue

Revenue is recognized in the income statement if delivery and transfer of risk to the buyer has taken place before year end and that the income can be reliably and is expected. Revenue is recognized net of VAT and taxes and net of discounts relating to sales.

Other sales revenues are recognised as revenue according to the invoicing principle.

Other external expenses

Other external expenses comprise expenses regarding sale and administration.

Staff expenses

Staff expenses comprise wages and salaries, pensions and social security costs.

Other staff expenses are recognised in other external expenses.

Financial income and expenses

Financial income and expenses are recognised in the Income Statement with the amounts that concern the financial year.

Tax on net profit/loss for the year

Tax on net profit/loss for the year comprises current tax on expected taxable income of the year and the year's adjustment of deferred tax less the part of the tax of the year that relates to changes in equity. Current and deferred tax regarding changes in equity is recognised directly in equity.

Accounting Policies

Balance Sheet

Other investments

Other investments are measured at amortised cost.

Receivables

Receivables are measured at amortised cost which usually corresponds to the nominal value. The value is reduced by write-downs for expected bad debts.

Accrued income, assets

Accrued income recognised in assets comprises prepaid costs regarding subsequent financial years.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand as well as short-term securities with a term of less than three months which can be converted directly into cash at bank and in hand and involve only an insignificant risk of value changes.

Other provisions

Other provisions comprise expected costs of warranty commitments, loss on work in progress, restructuring, etc. Provisions are recognised when, at the balance sheet date, the company has a legal or actual obligation and it is likely that settlement will result in the company spending financial resources.

Provisions that are expected to be settled later than a year from the balance sheet date are measured at the present value and the expected payments. Other provisions are measured at net realisable value.

Financial liabilities

Fixed-rate loans such as mortgage loans and loans from credit institutions are recognised initially at the proceeds received less transaction expenses incurred. In subsequent periods, loans are measured at amortised cost so that the difference between the proceeds and the nominal value is recognised in the Income Statement as an interest expense over the term of the loan.

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

Contingent assets and liabilities

Contingent assets and liabilities are not recognised in the Balance Sheet but appear only in the notes.

Income Statement

| | Note | 2018 kr. | 2017 kr. |
|---|------|------------------|------------------|
| Gross profit | | 9.631.519 | 9.398.343 |
| Employee benefits expense | 1 | -9.269.410 | -9.151.401 |
| Profit from ordinary operating activities | | 362.109 | 246.942 |
| Other finance income | | 0 | 6.787 |
| Other finance expenses | | -88.939 | -23.154 |
| Profit from ordinary activities before tax | | 273.170 | 230.575 |
| Tax expense on ordinary activities | | -86.232 | 0 |
| Profit | | 186.938 | 230.575 |
| Proposed distribution of results | | | |
| Retained earnings | | 186.938 | 230.575 |
| Distribution of profit | | 186.938 | 230.575 |

Balance Sheet as of 31 December

| | Note | 2018 kr. | 2017 kr. |
|---|------|-------------------|-------------------|
| Assets | | | |
| Deposits, investments | | 372.682 | 368.919 |
| Investments | | 372.682 | 368.919 |
| Fixed assets | | | |
| Short-term trade receivables | | 7.406 | 0 |
| Short-term receivables from group enterprises | | 8.548.373 | 9.829.122 |
| Other short-term receivables | | 534.781 | 210.192 |
| Deferred income | | 5.268 | 4.742 |
| Receivables | | 9.095.828 | 10.044.056 |
| Cash and cash equivalents | | 833.456 | 217.744 |
| Current assets | | 9.929.284 | 10.261.800 |
| Assets | | 10.301.966 | 10.630.719 |

Balance Sheet as of 31 December

| | Note | 2018 kr. | 2017 kr. |
|--|------|-------------------|-------------------|
| Liabilities and equity | | | |
| Contributed capital | | 125.000 | 125.000 |
| Retained earnings | | -24.915 | -211.853 |
| Equity | | 100.085 | -86.853 |
| Other provisions | | 0 | 184.919 |
| Provisions | | 0 | 184.919 |
| Debt to banks | | 15.263 | 8.070 |
| Trade payables | | 511.470 | 257.567 |
| Payables to group enterprises | | 6.847.746 | 8.443.142 |
| Tax payables | | 85.228 | 0 |
| Other payables | | 2.742.174 | 1.823.874 |
| Short-term liabilities other than provisions | | 10.201.881 | 10.532.653 |
| Liabilities other than provisions within the business | | 10.201.881 | 10.532.653 |
| Liabilities and equity | | 10.301.966 | 10.630.719 |
| Contingent liabilities | 2 | | |
| Related parties | 3 | | |

Statement of changes in Equity

| | Contributed capital | Retained earnings | Total |
|--------------------------------|--------------------------------|------------------------------|-----------------------|
| Equity 1 January 2018 | 125.000 | -211.853 | -86.853 |
| Profit (loss) | <u>0</u> | <u>186.938</u> | <u>186.938</u> |
| Equity 31 December 2018 | <u>125.000</u> | <u>-24.915</u> | <u>100.085</u> |

The share capital has remained unchanged for the last 5 years.

Notes

| | 2018 | 2017 |
|-------------------------------------|------------------|------------------|
| 1. Employee benefits expense | | |
| Wages and salaries | 8.646.672 | 8.521.083 |
| Post-employment benefit expense | 565.262 | 577.882 |
| Social security contributions | 57.476 | 52.436 |
| | <u>9.269.410</u> | <u>9.151.401</u> |
| | | |
| Average number of employees | <u>14</u> | <u>14</u> |

2. Contingent liabilities

The company has rental obligations for DKK 214.415.

The company has leasing obligations to two cars for DKK 129.502.

3. Related parties

The smallest group, in which these financial statement of the company are consolidated, are those of Talentsoft SA. The registered office of Talentsoft SA is 35 Avenue André Morizet 92100 Boulogne-Billancourt, France.