
ProCon Solution A/S

Stationsparken 25, DK-2600 Glostrup

Annual Report for 1 January - 31 December 2019

CVR No 30 60 04 36

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
7 /7 2020

Frans B. Langkjær
Chairman of the General
Meeting



pwc

Contents

	<u>Page</u>
Management's Statement and Auditor's Report	
Management's Statement	1
Independent Auditor's Report	2
Company Information	
Company Information	5
Management's Review	6
Financial Statements	
Income Statement 1 January - 31 December	7
Balance Sheet 31 December	8
Notes to the Financial Statements	10

Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of ProCon Solution 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 at 31 December 2019 of the Company and of the results of the Company operations for 2019.

In our opinion, 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.

Glostrup, 7 July 2020

Executive Board

Jesper Just

Board of Directors

Frans B. Langkjær
Chairman

Carl Aage Nielsen

Per Steen Pedersen

Independent Auditor's Report

To the Shareholder of ProCon Solution A/S

Opinion

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.

We have audited the Financial Statements of ProCon Solution A/S for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies ("the Financial Statements").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the 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 are independent of the Company in accordance with the International Ethics Standards Board for 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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover 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 Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financials Statements Act.

Based on the work we have performed, in our view, Management's Review 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 in Management's Review.

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 misstate-

Independent Auditor's Report

ment, 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 about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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.

Independent Auditor's Report

- Evaluate the overall presentation, structure and contents of the Financial Statements, including the 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.

Herning, 7 July 2020

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Henrik Skjøtt Sørensen

statsautoriseret revisor

mne26807

Company Information

The Company

ProCon Solution A/S
Stationsparken 25
DK-2600 Glostrup

CVR No: 30 60 04 36
Financial period: 1 January - 31 December
Municipality of reg. office: Glostrup

Board of Directors

Frans B. Langkjær, Chairman
Carl Aage Nielsen
Per Steen Pedersen

Executive Board

Jesper Just

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Platanvej 4
DK-7400 Herning

Management's Review

Key activities

The company's activity is the development, sale and servicing of IT software solutions for travel agencies, primarily in Europe.

The product portfolio covers the key parts of the value chain from the customer and consists of the proprietary ProTAS and ProTAS Finance products. The products are considered a leader in the market in terms of quality, functionality and flexibility.

The products are sold primarily as complete software-as-a-service solutions and are easily integrated with the customers' other IT systems.

In the current financial year, the company has seen the majority of its business migrated to its Private-Cloud based business model and is now either delivering a fully managed integrated service or have added hosting services to existing license customers for a complete solution delivery.

The Company's continued focus and development of the ProTAS system within a DevOps framework is the key driver ensuring that the total offering will be on a long-term secure technological platform.

Development in the year

The income statement of the Company for 2019 shows a loss of DKK 543,085, and at 31 December 2019 the balance sheet of the Company shows equity of DKK 10,653,017.

Even though a significant improvement over the previous year the result is not satisfactory. The result reflects the Company's continued investment in product development and building the required organization and Cloud service for the future.

Subsequent events

The Company's outlook for the future will be negatively affected by the COVID-19 outbreak and the measures taken by governments in most of the world to mitigate the impacts of the outbreak, see also going concern and subsequent events disclosures in note 1 and 2.

Company Management has tried to estimate the effect of COVID-19 on the expected revenue and net profit of the Company. It is, however, too early yet to give an opinion as to the extent of the negative implications. Therefore, Management finds itself unable to disclose reliably its outlook for the future in accordance with section 12 of the Danish Financial Statements Act.

Income Statement 1 January - 31 December

	Note	2019 DKK	2018 DKK
Gross profit/loss		15.738.145	12.526.354
Staff expenses	3	-12.160.720	-11.388.945
EBITDA		3.577.425	1.137.409
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		-4.216.484	-3.954.482
Profit/loss before financial income and expenses		-639.059	-2.817.073
Financial income		13.002	0
Financial expenses	4	-70.528	-86.917
Profit/loss before tax		-696.585	-2.903.990
Tax on profit/loss for the year	5	153.500	638.900
Net profit/loss for the year		-543.085	-2.265.090

Distribution of profit

Proposed distribution of profit

Retained earnings		-543.085	-2.265.090
		-543.085	-2.265.090

Balance Sheet 31 December

Assets

	Note	2019 DKK	2018 DKK
Goodwill		3.200.000	4.800.000
Development projects in progress		6.564.186	7.824.036
Intangible assets	6	9.764.186	12.624.036
Other fixtures and fittings, tools and equipment		372.780	385.567
Leasehold improvements		293.555	350.343
Property, plant and equipment		666.335	735.910
Other receivables		244.232	238.275
Fixed asset investments		244.232	238.275
Fixed assets		10.674.753	13.598.221
Trade receivables		3.799.623	2.796.354
Contract work in progress		314.781	263.438
Other receivables		450.876	542.180
Corporation tax		38.500	479.300
Prepayments		888.224	859.584
Receivables		5.492.004	4.940.856
Cash at bank and in hand		241.196	39.114
Currents assets		5.733.200	4.979.970
Assets		16.407.953	18.578.191

Balance Sheet 31 December

Liabilities and equity

	Note	2019 DKK	2018 DKK
Share capital		500.000	500.000
Reserve for development costs		2.415.916	2.229.121
Retained earnings		7.737.101	8.466.981
Equity	7	10.653.017	11.196.102
Provision for deferred tax		1.939.200	2.338.800
Provisions		1.939.200	2.338.800
Credit institutions		794.339	809.494
Trade payables		747.470	1.080.009
Payables to group enterprises		1.515	1.328.213
Other payables		1.841.209	1.436.499
Deferred income		431.203	389.074
Short-term debt		3.815.736	5.043.289
Debt		3.815.736	5.043.289
Liabilities and equity		16.407.953	18.578.191
Going concern	1		
Subsequent events	2		
Contingent assets, liabilities and other financial obligations	8		
Related parties	9		
Accounting Policies	10		

Notes to the Financial Statements

1 Going concern

As a result of the outbreak of COVID-19, the Company has seen a significant slow-down in the activity after year end. Due to be above, the Company's liquidity is expected to come under considerable pressure. The Company's ability to continue as a going concern depends on a number of uncertain factors, such as the extent of COVID-19 spread, the duration of restrictions to fight the spread, economic stimulus programmes for the corporate sector as well as the speed of subsequent economic recovery. In Management's assessment, the Company will budget for its activities being back to normal in the autumn of 2020.

Management expects that the Company's financial resources are adequate considering the current circumstances and, therefore, the Annual Report is prepared under the going concern assumption.

The above circumstances do, however, indicate that uncertainty exists which may cast doubt on the Company's ability to continue as a going concern.

2 Subsequent events

The implications of COVID-19 with many governments across the world deciding to "close down their countries" will have great impact on the global economy. Management considers the implications of COVID-19 a subsequent event occurred after the balance sheet date (31 December 2019), which is therefore a non-adjusting event to the Company.

In consequence, the impairment test made by Management at 31 December 2019 is based on the future cash flows expected by Management at 31 December 2019, which may differ from the cash flows expected by Management at the time of adoption of the Annual Report, see comments in outlook for the future in Management's Review.

To date, the Company has been negatively impacted by the effects of COVID-19 as several customers have halted a number of existing and new projects. Moreover, the Company has been negatively impacted by Management's temporary lay-off of several employees as urged by the Danish Government. A few of the employees have been able to work from home, but – overall – this has had a negative impact on the Company.

COVID-19 has caused an expected decline in the Company's revenue of 19 % from last year. The reason for this is that the Company's customers have cancelled a number of existing orders, and that orders have stopped coming in. Many of the Company's customers have indicated that they will continue projects in progress, but there is still a risk that COVID-19 will have negative impacts on the Company's revenue and earnings in 2020. Management is monitoring developments closely. It is, however, too early yet to give an opinion as to whether and, if so, to what extent COVID-19 will impact earnings in 2020. Naturally, Management will make an effort to recapture any lost revenue later in the year.

At this time, it is not possible to calculate the size of the negative COVID-19 impact.

Notes to the Financial Statements

	2019	2018
	DKK	DKK
3 Staff expenses		
Wages and salaries	11.210.355	10.495.357
Pensions	827.819	769.940
Other social security expenses	122.546	123.648
	<u>12.160.720</u>	<u>11.388.945</u>
Average number of employees	<u>18</u>	<u>17</u>
4 Financial expenses		
Interest paid to group enterprises	12.035	29.347
Other financial expenses	22.543	17.708
Exchange adjustments, expenses	35.950	39.862
	<u>70.528</u>	<u>86.917</u>
5 Tax on profit/loss for the year		
Current tax for the year	-38.500	-479.300
Deferred tax for the year	-115.000	-159.600
	<u>-153.500</u>	<u>-638.900</u>

Notes to the Financial Statements

6 Intangible assets

	Goodwill	Development projects in progress
	DKK	DKK
Cost at 1 January	16.000.000	11.575.732
Additions for the year	0	1.179.619
Cost at 31 December	<u>16.000.000</u>	<u>12.755.351</u>
Impairment losses and amortisation at 1 January	11.200.000	3.751.696
Amortisation for the year	1.600.000	2.439.469
Impairment losses and amortisation at 31 December	<u>12.800.000</u>	<u>6.191.165</u>
Carrying amount at 31 December	<u>3.200.000</u>	<u>6.564.186</u>

Development projects relate to the development of new versions of the Company's existing software products. During 2019 the Company have continued the rollout of the new software product to existing and new customers. The project is almost progressing according to plan through the use of the resources allocated by Management to the development. It is expected that the project will continue in 2020 as the finalization is planned along with the introduction into new countries and market segments. The software will continue to be sold in the present market to the Company's existing and new customers.

7 Equity

	Share capital	Reserve for development costs	Retained earnings	Total
	DKK	DKK	DKK	DKK
Equity at 1 January	500.000	2.229.121	8.466.981	11.196.102
Development costs for the year	0	920.103	-920.103	0
Depreciation, amortisation and impairment for the year	0	-733.308	733.308	0
Net profit/loss for the year	0	0	-543.085	-543.085
Equity at 31 December	<u>500.000</u>	<u>2.415.916</u>	<u>7.737.101</u>	<u>10.653.017</u>

8 Contingent assets, liabilities and other financial obligations

The Company has entered into an agreement to lease office premises in Glostrup. The lease may be terminated at six years and six months' notice. The total commitment amounts to kDKK 2.524.

The Company has entered into an agreement on operation of a development department. The agreement has a term of 12 months and a total commitment of kDKK 849.

Notes to the Financial Statements

8 Contingent assets, liabilities and other financial obligations (continued)

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of C.A. Nielsen ApS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

9 Related parties

The company is included in the consolidated report for the parent company.

<u>Name</u>	<u>Place of registered office</u>
C. A. Nielsen ApS	Herning

Notes to the Financial Statements

10 Accounting Policies

The Annual Report of ProCon Solution A/S for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2019 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. 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 flow 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 will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially 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 maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Notes to the Financial Statements

10 Accounting Policies (continued)

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income Statement

Revenue

Revenue is recognised when the risks and rewards have been transferred to the purchaser.

Contract work in progress is recognised at the rate of completion, which means that revenue equals the selling price of the work completed for the year (percentage-of-completion method). This method is applied when total revenues and expenses in respect of the contract and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Notes to the Financial Statements

10 Accounting Policies (continued)

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, expenses for raw materials and consumables and other external expenses.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Danish Group companies. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Intangible assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 10 years.

Costs of development projects comprise salaries, amortisation and other expenses directly or indirectly attributable to the Company's development activities.

Development projects that are clearly defined and identifiable - in respect of which technical feasibility, sufficient resources and a potential future market or development opportunity in the enterprise can be demonstrated, and where it is the intention to manufacture, market or use the project - are recognised as intangible assets. This applies if sufficient certainty exists that the value in use of future earnings can cover cost of sales, distribution and administrative expenses involved as well as the development costs.

Notes to the Financial Statements

10 Accounting Policies (continued)

Development projects that do not meet the criteria for recognition in the balance sheet are recognised as expenses in the income statement as incurred.

Capitalised development costs are measured at cost less accumulated amortisation and impairment losses or at a lower recoverable amount.

As of the date of completion, capitalised development costs are amortised on a straight-line basis over the period of the expected economic benefit from the development work, but not exceeding 10 years.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use. In the case of assets of own construction, cost comprises direct and indirect expenses for labour, materials, components and sub-suppliers.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	3-5	years
--------------------------------------------------	-----	-------

Depreciation period and residual value are reassessed annually.

Assets costing less than DKK 13,800 are expensed in the year of acquisition.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Fixed asset investments

Fixed asset investments consist of deposits.

Notes to the Financial Statements

10 Accounting Policies (continued)

Receivables

Receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

Contract work in progress

Contract work in progress is measured at selling price of the work performed calculated on the basis of the stage of completion. The stage of completion is measured by the proportion that the contract expenses incurred to date bear to the estimated total contract expenses. Where it is probable that total contract expenses will exceed total revenues from a contract, the expected loss is recognised as an expense in the income statement.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.

Notes to the Financial Statements

10 Accounting Policies (continued)

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.