

UNITY IPR ApS

Niels Hemmingsens Gade 24, 1.
1153 Copenhagen K
CVR No. 30719883

Annual report 2019

The Annual General Meeting adopted the
annual report on 15.09.2020

Kimberly Ann Jabal

Chairman of the General Meeting

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Entity details

Entity

UNITY IPR ApS

Niels Hemmingsens Gade 24, 1.

1153 Copenhagen K

CVR No.: 30719883

Date of foundation: 30.06.2007

Registered office: Copenhagen

Financial year: 01.01.2019 - 31.12.2019

Executive Board

Kimberly Ann Jabal

Laura Jeffords Greenberg

Brett Arthur Bibby

Anders Peter Kierbye Johansen

Auditors

EY Godkendt Revisionspartnerselskab

Dirch Passers Alle 36

2000 Frederiksberg

Statement by Management

The Executive Board have today considered and approved the annual report of UNITY IPR ApS for the financial year 01.01.2019 - 31.12.2019.

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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

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.

Copenhagen, 14.09.2020

Executive Board

Kimberly Ann Jabal

Laura Jeffords Greenberg

Brett Arthur Bibby

Anders Peter Kierbye Johansen

Independent auditor's report

To the shareholder of UNITY IPR ApS

Opinion

We have audited the financial statements of UNITY IPR ApS for the financial year 1 January – 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity, notes and 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 Company 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 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.
- 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 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.

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.

Copenhagen, 14.09.2020

EY Godkendt Revisionspartnerselskab

CVR No. 30700228

Christian Schwenn Johansen

State Authorised Public Accountant

Identification No (MNE) mne33234

Alex Petersen

State Authorised Public Accountant

Identification No (MNE) mne28604

Management commentary

Primary activities

Unity IPR ApS is an International software technology Entity. Unity builds, markets and sells software tools primarily to video game development companies and Individual game developers. Unity builds and sells game engine software, also called the Unity Editor, which greatly simplifies the process of building mobile game apps as well as console and computer based games. The Unity Editor is sold by both an offline sales team, and through the Online Store at unity3d.com.

Development in activities and finances

The Entity has realised a loss of USD 93,214 thousand. The loss for the year has decreased compared to last year, but is in line with the revised expectations for 2019. The performance of the Entity is dependent on the performance from the Entity's subsidiaries. The Income from investments in group enterprises are driven by a continued grow in Revenue, although the profitability of the year is negatively affected by a substantial increase in the external costs. The increase in external costs is driven by a strengthened focus on the R&D activities from the continued development and investment in the Unity product. The Entity continues to have a negative share capital with the loss for the year. The Unity group expects to be profitable in near future as a result of the focus on R&D activities, until then the negative share capital and all obligations for the Entity are covered by the comfort letter issued by the ultimate Parent Company.

The Danish subsidiary Unity Technologies ApS changed to IFRS 15 as basis for interpretation for revenue recognition with full retrospective adoption. The impact of the change is stated in the Changes of accounting policies under Accounting policies. Unity IPR ApS changed the functional and presentation currency from DKK to USD applied retrospectively, see Changes in accounting policies under Accounting policies for further information.

On the 6th of March 2019 the Danish subsidiary Unity Technologies ApS acquired 100% of the issued share capital of Graphine NV, a Belgian limited liability company. Graphine offers a solution for real time texture streaming used in the game development industry. The acquisition offers strategic opportunities to improve the quality and performance of video games built with the Unity engine while adding strong technical competencies and technical expertise into the group.

Capital resources

On 21st of June 2019 the shareholder made a capital increase by nominally DKK 1,000 at a subscription rate of 34,537,835 corresponding to a price per share (of nominally DKK 1.00) of DKK 345,378 corresponding to a capital increase of DKK 345,378,356.30 equivalent to USD 52,700,000. On 15th of November 2019 the shareholder made an additional capital increase by nominally DKK 1,000 at a subscription rate of 5,054,025 corresponding to a price per share (of nominally DKK 1.00) of DKK 50,540 corresponding to a capital increase of DKK 50,540,250 equivalent to USD 7,500,000.

Due to the loss for the year the Company has lost more than half of the subscribed capital and is therefore subject to the capital loss provisions in the Danish Companies Act. Therefore, in connection with issuing the consolidated financial statement a letter of comfort has been received from Unity Software Inc. (ultimate Parent Company) dated 17th of July 2020. Unity Software Inc. has announced its intention to support Unity IPR ApS financially in all respects, so Unity IPR ApS will be able to settle its obligations as they are due. The letter of comfort is valid for at least one year from the date of approval of the 2019 Financial Statements by the directors of the Company.

Outlook

The Entity through its subsidiaries expects to continue investing in the development of the product and capital resources, and therefore, anticipates it will remain in a loss making position for 2020. The Profit/loss for the year 2020 is dependent on the Income from investments in group enterprises and is expected to be a loss given the investments in the Unity product.

Events after the balance sheet date

While our results of operations, cash flows or financial condition have not been adversely impacted to date, the COVID-19 pandemic has caused general business disruption worldwide beginning in January 2020. The full extent to which the COVID-19 pandemic will directly or indirectly impact our business, results of operations and financial condition will depend on future developments that are highly uncertain and cannot be accurately predicted. In response to the spread of COVID-19, we are requiring or have required substantially all of our employees to work remotely to minimize the risk of the virus to our employees and the communities in which we operate, and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees and business partners.

The global impact of COVID-19 continues to rapidly evolve, and we will continue to monitor the situation and the effects on our business and operations closely. We do not yet know the full extent of potential impacts on our business or operations or on the global economy as a whole, particularly if the COVID-19 pandemic continues and persists for an extended period of time. Given the uncertainty, we cannot reasonably estimate the impact on our future results of operations, cash flows, or financial condition. The effect of the COVID-19 pandemic will not be reflected in our results of operations and overall financial performance until future periods.

Income statement for 2019

	Notes	2019 USD'000	2018 USD '000
Other external expenses		(816)	(324)
Gross profit/loss		(816)	(324)
Depreciation, amortisation and impairment losses	3	(100)	(100)
Operating profit/loss		(916)	(424)
Income from investments in group enterprises		(91,351)	(100,357)
Other financial expenses		(947)	(183)
Profit/loss before tax		(93,214)	(100,964)
Tax on profit/loss for the year		0	0
Profit/loss for the year		(93,214)	(100,964)
Proposed distribution of profit and loss:			
Retained earnings		(93,214)	(100,964)
Proposed distribution of profit and loss		(93,214)	(100,964)

Balance sheet at 31.12.2019

Assets

	Notes	2019 USD'000	2018 USD'000
Goodwill		533	633
Intangible assets	4	533	633
Investments in group enterprises		57,101	22,889
Other financial assets	5	57,101	22,889
Long-term assets		57,634	23,522
Receivables from group enterprises		0	17
Income tax receivable	6	1,649	841
Prepayments		2	0
Receivables		1,651	858
Cash		990	1,029
Assets		60,275	25,409

Equity and liabilities

	Notes	2019 USD'000	2018 USD'000
Contributed capital		26	26
Retained earnings		(66,315)	(35,061)
Equity		(66,289)	(35,035)
Other provisions		123,929	56,702
Non-current liabilities other than provisions	7	123,929	56,702
Trade payables		126	115
Payables to group enterprises		1,685	2,793
Joint taxation contribution payable		824	834
Current liabilities other than provisions		2,635	3,742
Liabilities other than provisions		126,564	60,444
Equity and liabilities		60,275	25,409
Going concern	1		
Events after the balance sheet date	2		
Contingent liabilities	8		
Group relations	9		

Statement of changes in equity for 2019

	Contributed capital USD'000	Share premium USD'000	Retained earnings USD'000	Total USD'000
Equity beginning of year	26	0	(35,061)	(35,035)
Increase of capital	0	60,200	0	60,200
Exchange rate adjustments	0	0	1,760	1,760
Transfer to reserves	0	(60,200)	60,200	0
Profit/loss for the year	0	0	(93,214)	(93,214)
Equity end of year	26	0	(66,315)	(66,289)

Capital resources

On 21st of June 2019 the shareholder made a capital increase by nominally DKK 1,000 at a subscription rate of 34,537,835 corresponding to a price per share (of nominally DKK 1.00) of DKK 345,378 corresponding to a capital increase of DKK 345,378,356.30 equivalent to USD 52,700,000. On 15th of November 2019 the shareholder made an additional capital increase by nominally DKK 1,000 at a subscription rate of 5,054,025 corresponding to a price per share (of nominally DKK 1.00) of DKK 50,540 corresponding to a capital increase of DKK 50,540,250 equivalent to USD 7,500,000.

Due to the loss for the year the Company has lost more than half of the subscribed capital and is therefore subject to the capital loss provisions in the Danish Companies Act. Therefore, in connection with issuing the consolidated financial statement a letter of comfort has been received from Unity Software Inc. (ultimate Parent Company) dated 17th of July 2020. Unity Software Inc. has announced its intention to support Unity IPR ApS financially in all respects, so Unity IPR ApS will be able to settle its obligations as they are due. The letter of comfort is valid for at least one year from the date of approval of the 2019 Financial Statements by the directors of the Company.

Contributed capital

The contributed capital is not divided into classes. During the year, 1,000 new shares were subscribed with a value per share of DKK 345,378 and 1,000 new shares were subscribed with a value per share of DKK 50,540.

Notes

1 Going concern

In connection with issuing the financial statement a letter of comfort has been received from Unity Software Inc. (ultimate Parent Company) dated 17th of July 2020. Unity Software Inc. has announced its intention to support Unity IPR ApS financially in all respects, so Unity IPR ApS will be able to settle its obligations as they are due. The letter of comfort is valid for at least one year from the date of approval of the 2019 Financial Statements by the directors of the Company.

2 Events after the balance sheet date

While our results of operations, cash flows or financial condition have not been adversely impacted to date, the COVID-19 pandemic has caused general business disruption worldwide beginning in January 2020. The full extent to which the COVID-19 pandemic will directly or indirectly impact our business, results of operations and financial condition will depend on future developments that are highly uncertain and cannot be accurately predicted. In response to the spread of COVID-19, we are requiring or have required substantially all of our employees to work remotely to minimize the risk of the virus to our employees and the communities in which we operate, and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees and business partners.

The global impact of COVID-19 continues to rapidly evolve, and we will continue to monitor the situation and the effects on our business and operations closely. We do not yet know the full extent of potential impacts on our business or operations or on the global economy as a whole, particularly if the COVID-19 pandemic continues and persists for an extended period of time. Given the uncertainty, we cannot reasonably estimate the impact on our future results of operations, cash flows, or financial condition. The effect of the COVID-19 pandemic will not be reflected in our results of operations and overall financial performance until future periods.

3 Depreciation, amortisation and impairment losses

	2019 USD'000	2018 USD'000
Amortisation of intangible assets	100	100
	100	100

4 Intangible assets

	Goodwill USD'000
Cost beginning of year	1,000
Cost end of year	1,000
Amortisation and impairment losses beginning of year	(367)
Amortisation for the year	(100)
Amortisation and impairment losses end of year	(467)
Carrying amount end of year	533

5 Financial assets

	Investments in group enterprises USD'000
Cost beginning of year	223,469
Additions	56,575
Cost end of year	280,044
Impairment losses beginning of year	(257,281)
Exchange rate adjustments	1,760
Share of profit/loss for the year	(91,351)
Investments with negative equity value depreciated over receivables	123,929
Impairment losses end of year	(222,943)
Carrying amount end of year	57,101

Investments in subsidiaries	Registered in	Equity interest %
Unity Technologies ApS	Denmark	100
Unity Software Limited	United Kingdom	100
Unity Technologies LT, UAB	Lithuania	100
Unity Technologies Canada Company	Canada	100
Unity Technologies SARL	France	100
Unity Technologies AB	Sweden	100
Unity Technologies S.A.S.	Colombia	100
Digital Monarch Media Ltd.	Canada	100
Multiplay Ltd.	United Kingdom	100
Graphine NV	Belgium	100

6 Income tax receivable

No deferred tax asset has been recognized in the financial statement, due to uncertainty regarding the timeline for future usage. The Entity will assess whether to recognize the tax asset in the coming periods.

Corporate income tax receivable for the Danish jointly taxed companies amounted to USD 1.649 thousand at 31 December 2019 (2018: USD 834 thousand).

7 Non-current liabilities other than provisions

	Due after more than 12 months 2019 USD'000
Other provisions	123,929
	123,929

A provision has been made for group enterprises with negative equity, where the Company has a legal or constructive obligation to cover the liabilities of the group enterprises.

8 Contingent liabilities

The Company is the administration company for Danish jointly, taxed companies. The administration company has unlimited, joint and several liability together with the other jointly taxed companies for all corporate income taxes arising under the join taxation scheme. Corporate income tax receivable for the Danish jointly taxed companies amounted to USD 1.649 thousand at 31 December 2019 (2018: USD 834 thousand).

9 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest and largest group:

Unity Software Inc, USA.

Copies of the consolidated financial statements of Unity Software Inc may be ordered at the following address:
30 3rd St, San Francisco, CA 94103, USA

Ultimate Parent Unity Software Inc. has at the date of this financial statement, issued their financial statement for 2019.

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.

Consolidated financial statements

Referring to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of UNITY IPR ApS and group entities are included in the consolidated financial statements of Unity Software Inc, USA.

Changes in accounting policies

The Company re-assessed its functional currency and determined as at December 31, 2019, its functional and presentation currency changed from the Danish krone to the U.S. dollar. This change is based on management's assessment of the currency of the primary economic environment in which the Company operates. This change was retrospectively applied.

The translation from DKK to USD has been made so that all transactions from 1 January 2018 has been recalculated with the official currency rate as of the date of the transactions.

The main changes can be disclosed as the following:

	2018	2018	2019	2019	Percentage	Percentage
	DKK'000	USD'000	DKK'000	USD'000	DKK	USD
Operating profit/loss	(2.773)	(424)	(6.131)	(916)	121%	116%
Profit/loss before tax	(658.660)	(100.964)	(619.264)	(93.214)	-6%	-8%
Profit/loss for the year	(658.660)	(100.964)	(619.264)	(93.214)	-6%	-8%
Equity	(227.369)	(35.035)	(450.716)	(66.289)	98%	89%

The DKK amounts from 2018 are based on the financial statement 2018 in DKK adjusted for the impact from change of revenue recognition from the subsidiary Unity Technologies ApS. The impact of Income from investments in group enterprises in 2018 has been recalculated to DKK with the average exchange rate for 2018: 0.15829. The impact on Equity in 2018 has been recalculated to DKK with the ending rate for 2018: 0.15339.

The functional and presentation currency is USD. The exchange rates are at 31.12.2018: 0.15339 and at 31.12.2019: 0.14979.

The subsidiary Unity Technologies ApS has chosen IFRS 15 as basis for interpretation for revenue recognition with full retrospective adoption in accordance with the Danish Financial Statements Act. The change is due to an alignment with the ASC 606 under US GAAP where at the Parent Company operates. The financial impact of the subsidiary is an increase of the Revenue for the year 2018 with USD 11.884 thousand, a decrease of the Deferred

Income 31.12.2018 with USD 936 thousand and a decrease of the Retained Earnings 31.12.2018 with USD 10,948 thousand.

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.

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.

Income statement

Other external expenses

Other external expenses include expenses relating to ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets and property, plant and equipment.

Income from investments in group enterprises

The item "income from investments in group enterprises" in the income statement includes the pro-portionate share of the profit/loss after tax in the subsidiaries after full elimination of intergroup profit/losses and amortisation of goodwill.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

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.

Balance sheet

Goodwill

Goodwill is the positive difference between cost and fair value of assets and liabilities arising from acquisitions.

Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful lives are reassessed annually. The amortisation periods used are 10 years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

In the parent financial statements, 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 unamortised goodwill and plus or minus unrealised intra-group profits and losses.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Group enterprises with negative equity value are measured at USD 0, and any receivables from these entities are written down to the extent that the receivables are deemed irrecoverable. To the extent that the Entity has a legal or construction obligation to cover a negative balance exceeding the receivable, the residual amounts is recognised as provisions.

Goodwill is calculated as the difference between cost of the investments and fair value of the pro rata share of assets and liabilities acquired. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful lives are reassessed annually. The amortisation periods used are 5-10 years.

Goodwill is 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.

Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Prepayments

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

Cash

Cash comprises bank deposits.

Other provisions

Other provisions comprise provisions for investments in group enterprises. Refer to “Investments in group enterprises”.

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.