Omada International ApS

Østerbrogade 135, 2100 København Ø

CVR no. 32 30 40 95

Annual report 2015

Approved at the annual general meeting of shareholders on 28 April 2016

Chairman:

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Omada International ApS for the financial year 1 January - 31 December 2015.

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 Company's financial position at 31 December 2015 and of the results of the Company's operations for the financial year 1 January - 31 December 2015.

We recommend the adoption of the annual report at the annual general meeting.

Copenhagen, 28 April 2016
Executive Board:

Christian Stendevad

Board of Directors:

Morten Boel Sigurdsson
Chairman

Independent auditors' report on the financial statements

To the shareholders of Omada International ApS

We have audited the financial statements of Omada International ApS for the financial year 1 January - 31 December 2015, which comprise an 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.

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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements according to Danish audit regulations. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors considers internal control relevant to the Company's preparation of financial statements that give a true and fair view 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of the results of its operations for the financial year 1 January - 31 December 2015 in accordance with the Danish Financial Statements Act.

Copenhagen, 28 April 2016
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR No. 30 70 02 28

Robert Christensen state authorised public accountant	Thomas Kühn state authorised public accountant

Management's review

Name	Omada International ApS
Address, Postal code, City	Østerbrogade 135, 2100 København Ø
CVR No.	32 30 40 95
Established	1 July 2011
Registered office	København
Financial year	1 January - 31 December
Website	www.omada.net
Board of Directors	Morten Boel Sigurdsson, Chairman
Executive Board	Christian Stendevad
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Osvald Helmuths Vej 4, P O Box 250, 2000 Frederiksberg, Denmark
Bankers	Danske Bank

Financial statements for the period 1 January - 31 December

Income statement

Note	DKK'000	2015	2014
	Gross profit/loss	-19	-11
2	Staff costs	0	0
	Operating profit/loss	-19	-11
	Income from investments in group entities	3,630	2,614
3	Financial expenses	-5	-5
	Profit before tax	3,606	2,598
4	Tax for the year	6	4
	Profit for the year	3,612	2,602

	Proposed profit appropriation		
	Net revaluation reserve according to the equity method	3,533	1,729
	Retained earnings	79	873
		3,612	2,602

Financial statements for the period 1 January - 31 December

Balance sheet

Notes	DKK'000	2015	2014
	ASSETS		
	Non-current assets		
5	**Investments**		
	Investments in group entities, net asset value	8,076	4,381
		8,076	4,381
	Total non-current assets	8,076	4,381
	Current assets		
	Receivables		
	Income taxes receivable	6	4
		6	4
	Total current assets	6	4
	TOTAL ASSETS	8,082	4,385
	EQUITY AND LIABILITIES		
	Equity		
6	Share capital	100	100
	Net revaluation reserve according to the equity method	5,263	1,729
	Retained earnings	-247	-230
	Total equity	5,116	1,599
	Provisions		
5	Provision, investments in group entities	1,918	1,755
	Total provisions	1,918	1,755
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	14	16
	Payables to group entities	1,034	1,015
		1,048	1,031
	Total liabilities other than provisions	1,048	1,031
	TOTAL EQUITY AND LIABILITIES	8,082	4,385

1 Accounting policies
7 Collateral
8 Contractual obligations and contingencies, etc.

Financial statements for the period 1 January - 31 December

Statement of changes in equity

DKK'000	Share capital	Net revaluation reserve according to the equity method	Retained earnings	Total
Equity at 1 January 2015	100	1,729	-230	1,599
Profit/loss for the year	0	3,533	79	3,612
Exchange adjustment	0	0	-96	-96
Equity at 31 December 2015	100	5,262	-247	5,115

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Omada International ApS for 2015 has been presented in accordance with the provisions of the Danish Financial Statements Act as regards reporting class B enterprises.

The accounting policies applied by the company are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner.

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 rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, the items 'Revenue', 'Cost of sale', 'Other external expenses' and 'Other operating income' are consolidated into one item designated 'Gross profit/loss'.

Other external expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to administration, etc.

Income from investments in group entities

The item includes the entity's proportionate share of the profit/loss for the year in subsidiaries after elimination of intra-group income or losses and net of amortisation and impairment of goodwill and other excess values at the time of acquisition.

Financial expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest expenses, etc.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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 and its Danish group entities are taxed on a joint basis. The Danish income tax charge is allocated between profit-making and loss-making Danish entities in proportion to their taxable income (full allocation method).

Jointly taxed companies entitled to a tax refund are, as a minimum, reimbursed by the management company according to the current rates applicable to interest allowances, and jointly taxed companies having paid too little tax pay, as a maximum, a surcharge according to the current rates applicable to interest surcharges to the management company.

Balance sheet

Investments in group entities

On initial recognition, investments in subsidiaries and associates are measured at cost and subsequently at the proportionate share of the enterprises' net asset values calculated in accordance with the parent company's accounting policies less or plus any residual value of positive or negative goodwill determined in accordance with the acquisition method. Subsidiaries and associates with a negative net asset value are measured at DKK 0 (nil), and any amounts owed by such enterprises are written down by the parent company's share of the net asset value if the amount owed is deemed irrecoverable. If the negative net asset value exceeds the amounts owed, the remaining amount is recognised under provisions if the parent company has a legal or a constructive obligation to cover the enterprise's deficit. Net revaluations of investments in subsidiaries and associates are transferred to the net revaluation reserve according to the equity method in so far as the carrying amount exceeds the acquisition cost.

Enterprises acquired or formed during the year are recognised in the financial statements from the date of acquisition or formation. Enterprises disposed of are recognised up to the date of disposal.

Acquisitions of new subsidiaries and associates are accounted for using the purchase method, according to which the assets and liabilities acquired are measured at their fair values at the date of acquisition. Provision is made for costs related to adopted plans to restructure the acquired enterprise in connection with the acquisition. The tax effect of revaluations made is taken into account.

Gains or losses on disposal of subsidiaries and associates are made up as the difference between the sales price and the carrying amount of net assets at the date of disposal plus non-amortised goodwill and anticipated selling costs. Gains or losses are recognised in the income statement as financial income or financial expenses.

Impairment of fixed assets

Intangible assets, property, plant and equipment and investments in subsidiaries and associates are subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation. Impairment tests are conducted in respect of individual assets or groups of assets generating separate cash flows when there is indications of impairment. The assets are written down to the higher of the value in use and net realisable value (recoverable amount) of the asset or group of assets if this is lower than the carrying amount. As for group of assets, impairment losses are first recognised in respect of goodwill and thereafter proportionately in respect of the other assets.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective indication that a receivable or a group of receivables is impaired. If there is objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Equity

Reserve for net revaluation according to the equity method

The net revaluation reserve according to the equity method includes net revaluations of investments in subsidiaries and associates relative to cost. The reserve may be eliminated in case of losses, realisation of investments or a change in accounting estimates. The reserve cannot be recognised at a negative amount.

Corporation tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Other payables

Other payables are measured at net realisable value.

2 **Staff costs**

The Company has no employees.

	DKK'000	2015	2014
3	**Financial expenses**		
	Interest expenses, group entities	5	5
		5	5
4	**Tax for the year**		
	Estimated tax charge for the year	-6	-4
		-6	-4

Financial statements for the period 1 January - 31 December

Notes to the financial statements

5 **Investments**

DKK'000	Investments in group entities, net asset value
Cost at 1 January 2015	897
Cost at 31 December 2015	897
Value adjustments at 1 January 2015	3,484
Exchange adjustment	-96
Share of the profit/loss for the year	3,630
Other adjustments, investments	161
Value adjustments at 31 December 2015	7,179
Carrying amount at 31 December 2015	**8,076**

	Legal form	Domicile	Interest
Subsidiaries			
Omada GmbH	GmbH	Germany	100.00 %
Omada Ltd.	Ltd.	England	100.00 %

DKK'000	2015	2014
6 **Share capital**		
The share capital consists of the following:		
100,000 shares of DKK 1.00 each	100	100
	100	100

The Company's share capital has remained DKK 100 thousand over the past 4 years.

7 **Collateral**

The Company has not placed any assets or other as security for loans at 31/12 2015.

8 **Contractual obligations and contingencies, etc.**

Other contingent liabilities

The Company is jointly taxed with Omada A/S, which acts as management company for the Danish group companies, 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.