

Explorius Education ApS

Hørkær 24, 3 sal
2730 Herlev

CVR no. 32 55 22 18

**Annual report for the period 1 September 2016 – 31 August
2017**

The annual report was presented and approved at the
Company's annual general meeting on

12 January 2018

Tom Oluf Ericsson
chairman

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Statement by the Executive Board

The Executive Board has today discussed and approved the annual report of Explorius Education ApS for the financial year 1 September 2016 – 31 August 2017.

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

In my opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 August 2017 and of the results of the Company's operations for the financial year 1 September 2016 – 31 August 2017.

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

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

Herlev, 12 January 2018
Executive Board:

Tom Oluf Ericsson



Independent auditor's report

To the shareholder of Explorius Education ApS

Opinion

We have audited the financial statements of Explorius Education ApS for the financial year 1 September 2016 – 31 August 2017 comprising income statement, balance sheet and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 August 2017 and of the results of the Company's operations for the financial year 1 September 2016 – 31 August 2017 in accordance with the Danish Financial Statements Act.

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 rules and 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 that 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.



Independent auditor's report

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 the additional requirements in Denmark will always detect a material misstatement when it exists. Misstatements may 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 made 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 company 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 disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.



Independent auditor's report

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 12 January 2018

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Morten Høgh-Petersen
State Authorised
Public Accountant
MNE no. 34283

Explorius Education ApS
Annual report 2016/17
CVR no. 32 55 22 18

Management's review

Company details

Explorius Education ApS
Hørkær 24, 3 sal
2730 Herlev

CVR no.:	32 55 22 18
Established:	14 October 2009
Registered office:	Herlev
Financial year:	1 September – 31 August

Executive Board

Tom Oluf Ericsson

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
DK-2100 Copenhagen

Management's review

Operating review

Principal activities

The company's business consist of marketing and selling college stays in various countries.

Development in activities and financial position

The profit is reduced mainly due to lower sales, specifically on the US market. The management expects the result for the comming year to be at least at the level of 2016/2017.

Events after the balance sheet date

There are no significant subsequent events.

Financial statements 1 September – 31 August

Income statement

DKK	Note	2016/17	2015/16
Gross profit		6,336,138	10,749,338
Staff costs	2	-5,975,394	-6,723,367
Depreciation, amortisation and impairment		0	-37,546
Operating profit		360,744	3,988,425
Financial income		5,914	2,690
Financial expenses	3	-412,730	-66,526
Profit/Loss before tax		-46,072	3,924,589
Tax on profit/loss for the year	4	20,129	-883,704
Loss for the year		-25,943	3,040,885
Proposed profit appropriation/distribution of loss			
Retained earnings		-25,943	3,040,885
		-25,943	3,040,885

Financial statements 1 September – 31 August

Balance sheet

DKK	Note	2016/17	2015/16
ASSETS			
DKK			
Receivables			
Trade receivables		5,263,474	43,647
Receivables from group entities		18,659	621,068
Other receivables		196,412	114,600
Deferred tax asset		20,129	10,454
Prepayments		59,770	124,276
		<u>5,558,444</u>	<u>914,045</u>
Cash at bank and in hand		<u>6,571,738</u>	<u>5,781,761</u>
Total current assets		<u>12,130,182</u>	<u>6,695,806</u>
TOTAL ASSETS		<u><u>12,130,182</u></u>	<u><u>6,695,806</u></u>

Financial statements 1 September – 31 August

Balance sheet

DKK	Note	2016/17	2015/16
EQUITY AND LIABILITIES			
Equity	5		
Contributed capital		125,000	125,000
Proposed dividends for the financial year		0	3,000,000
Retained earnings		<u>957,527</u>	<u>983,469</u>
Total equity		<u>1,082,527</u>	<u>4,108,469</u>
Liabilities other than provisions			
Current liabilities other than provisions			
Trade payables		1,858,463	143,217
Corporation tax		296,816	578,974
Other payables		396,307	710,454
Accrued costs		2,864,579	938,490
Prepayments received from customers		<u>5,631,490</u>	<u>216,202</u>
		<u>11,047,655</u>	<u>2,587,337</u>
Total liabilities other than provisions		<u>11,047,655</u>	<u>2,587,337</u>
TOTAL EQUITY AND LIABILITIES		<u>12,130,182</u>	<u>6,695,806</u>
Contractual obligations, contingencies, etc.	6		
Contingent liabilities	7		
Related party disclosures	8		

Financial statements 1 September – 31 August

Notes

1 Accounting policies

The annual report of Explorius Education ApS for 2016/17 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act.

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

Corporation tax and deferred 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 based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with 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 as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Income statement

Revenue

Revenue from the sale of services is recognised on a straight-line basis in the income statement as the services are provided.

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

Without changing in the accounting principles for recognition of revenue and expenses, there has been a change in the presentation in the balance sheet, thus the assets and liabilities related to revenue and variable costs are shown on a gross basis from 2016/2017.

Financial statements 1 September – 31 August

Notes

1 Accounting policies (continued)

Other operating costs

Other operating costs comprise items secondary to the activities of the entity, including losses on the disposal of intangible assets and property, plant and equipment.

Other external costs

Other external costs comprise distribution costs and costs related to sales, sales campaigns, administration, office premises, operating leases, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance leases, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Dividends from equity investments measured at cost are recognised as income in the Parent Company's income statement in the financial year when the dividends are declared.

Tax on profit/loss for the year

The Parent Company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. The subsidiaries are included in the joint taxation from the date when they are included in the consolidated financial statements and up to the date when they are excluded from the consolidation.

The Parent Company is the administrative company for the joint taxation and accordingly settles all payments of corporation tax to the tax authorities.

On payment of joint taxation contributions, current Danish corporation tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have used the losses to reduce their own taxable profit.

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to

Financial statements 1 September – 31 August

Notes

1 Accounting policies (continued)

amounts directly recognised in equity is recognised directly in equity.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a portfolio of receivables has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments and deferred income

Prepayments comprise prepayment of costs incurred relating to subsequent financial years.

Equity

Dividends

The expected dividends payment for the year is disclosed as a separate item under equity.

Liabilities other than provisions

Financial liabilities are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost using the effective interest method. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

Finance lease obligation comprise the capitalised residual lease obligation of finance leases.

Other liabilities are measured at net realisable value.

Prepayments and deferred income

Deferred income comprises advance invoicing regarding income in subsequent years.

Financial statements 1 September – 31 August

Notes

1 Accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities with a term of three months or less which are easily convertible into cash and which are subject to only an insignificant risk of changes in value.

2 Staff costs

DKK	2016/17	2015/16
Wages and salaries	5,121,503	5,910,286
Pensions	700,176	739,375
Other social security costs	153,715	73,706
	<u>5,975,394</u>	<u>6,723,367</u>
Average number of full-time employees	<u>18</u>	<u>23</u>

3 Financial expenses

DKK	2016/17	2015/16
Other financial costs	24,734	26,477
Exchange losses	387,996	40,049
	<u>412,730</u>	<u>66,526</u>

4 Tax on profit/loss for the year

DKK	2016/17	2015/16
Current tax for the year	-12,276	886,270
Adjustment of tax concerning previous years	0	2,209
Adjustment of deferred tax	-7,853	-4,775
	<u>-20,129</u>	<u>883,704</u>

5 Equity

DKK	Contributed capital	Retained earnings	Proposed dividends	Total
Equity at 1 September 2016	125,000	983,470	3,000,000	4,108,470
Distributed dividends	0	0	-3,000,000	-3,000,000
Transferred over the distribution of loss	0	-25,943	0	-25,943
Equity at 31 August 2017	<u>125,000</u>	<u>957,527</u>	<u>0</u>	<u>1,082,527</u>

Financial statements 1 September – 31 August

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6 Contractual obligations, contingencies, etc.

The company has signed a non-cancellable rental agreement ending the 30 April 2019. The contingent obligation until this date is for DKK 389 thousand.

7 Contingent liabilities

The company is a member of Rejsegarantifonden and Explorius Education ApS has issued a bank guarantee of DKK 1.000 thousand as security.

8 Related party disclosures

Ownership

The following shareholders are registered in the Company's register of shareholders as holding a minimum of 5% of the votes or a minimum of 5% of the contributed capital:

Explorius Education AB, Sweden, 100%