

Karnov Group Holding Denmark A/S

CVR 33 58 55 51

Annual report 2015

The Annual General Meeting adopted the annual report on

30.06. 2016



Chairman of the General Meeting

Karnov Group Holding Denmark A/S

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Management's Statement

Board of Directors and the Executive Boards have today considered and adopted the Annual Report of Karnov Group Holding Denmark A/S for the financial year 1 January - 31 December 2015.

The Annual Report is prepared in accordance with International Financial Reporting Standards as adopted by the EU. Moreover, the Annual Report is prepared in accordance with additional Danish disclosure requirements. The Management report have been prepared in accordance with Danish disclosure requirements.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2015 of the Company and of the results of the Company operations and cash flows for 2015.

In our opinion, Management's Review includes a true and fair account of the development in the operations and financial circumstances of the Company, of the results for the year and of the financial position of the Company as well as a description of the most significant risks and elements of uncertainty facing the Company.

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

Copenhagen, 20 April 2016

Executive Board



Flemming Breinholt

Board of Directors



Vivek Kumar
Chairman



Flemming Breinholt



Dora Brink Clausen

Independent Auditor's Report

To the Shareholders of Karnov Group Holding Denmark A/S.

Report on the Financial Statements

We have audited the Financial Statements of Karnov Group Holding Denmark A/S for the financial year 1 January - 31 December 2015, which comprise income statement, statement of comprehensive income, balance sheet, statement of changes in equity, cash flow statement and notes, including summary of significant accounting policies. The Financial Statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional disclosure requirements of the Danish Financial Statements Act.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of the Financial Statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU and additional disclosure requirements of 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.

Auditor's 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 under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the Financial Statements are free from material misstatement.

An audit involves performing audit procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, 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 auditor 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 audit opinion.

The audit has not resulted in any qualification.

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2015 and of the results of the Company operations and cash flows for the financial year 1 January - 31 December 2015 in accordance with International Financial Reporting Standards as adopted by the EU and additional disclosure requirements of the Danish Financial Statements Act.

Statement on Management's Review

We have read Management's Review in accordance with the Danish Financial Statements Act. We have not performed any procedures additional to the audit of the Financial Statements. On this basis, in our opinion, the information provided in Management's Review is consistent with the Financial Statements.

Copenhagen, 20 April 2016
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31


Jesper Winholt
State Authorised Public Accountant


Steffen Kaj Pedersen
State Authorised Public Accountant

Company details

Company	Karnov Group Holding Denmark A/S Sankt Petri Passage 5 1165 Copenhagen K Municipality of registered office: Copenhagen
Company type	The company is a Holding Company
Board of Directors	Vivek Kumar (Chairman) Flemming Breinholt Dora Brink Clausen
Executive board	Flemming Breinholt
Legal counsel	Gorrissen Federspiel H.C. Andersens Boulevard 12 1553 Copenhagen V.
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup
Bank	Danske Bank Frederiksberggade 1 1459 Copenhagen K.
Consolidated financial statements	The company is a part of the consolidated financial statements for KARN TOPCO AB, Stockholm, Sweden. Therefore no consolidated financial statement has been prepared for Karnov Group Holding Denmark A/S in accordance with § 112 in the Danish financial statement act. The consolidated financial statement of Karnov group can be downloaded from www.karnovgroup.se .

Management's review

Financial highlights

	<u>2015</u> DKK'000	<u>2014</u> DKK'000	<u>2013</u> DKK'000	<u>2012</u> DKK'000	<u>2011</u> DKK'000
Income statement					
Revenue	60.000	75.000	20.000	105.000	77.000
Operating profit	59.902	74.922	19.780	104.743	64.840
Finance costs net	(20.287)	(26.334)	(28.970)	(26.517)	(28.413)
Profit/ loss for the year from continuing opera	43.668	53.739	-5.566	82.876	44.494
Balance sheet					
Total assets	561.716	537.138	538.260	527.709	530.203
Equity	179.755	196.085	222.346	227.912	175.036
Ratios					
Profit margin	99,8%	99,9%	98,9%	99,8%	84,2%
Return on capital employed	10,7%	13,9%	3,7%	19,8%	12,2%
Equity ratio	32,0%	36,5%	41,3%	43,2%	51,3%

Definitions of performance highlight

Profit margin	Gross profit divided by revenue
Return on capital employed	Gross profit divided by total assets
Equity ratio	Equity divided by total equity and liabilities

Karnov Group Denmark Holding is founded 30 May 2011, as a consequence the financial highlights for 2011 only contains 9 months.

Management's review

Annual report

The Management believe that all essential information to evaluate the company's financial statements and the financial development are included in the annual report and Management review.

No events have occurred after the reporting date of importance to the financial statements.

Company business

The company runs information and communication business through a subsidiary.

Environment

The company have no production, so the company have no substantial economic risk.

Development activities

The company's ongoing activities Includes assistance to group subsidiary.

The assistance is developing a user friendly platform for access to information.

Result for the annual report

The result of the year is as expected.

Outlook for 2016

The expectations for 2016 is a profit for the year as the profit for 2015.

Karnov Group Holding Denmark A/S

Income statement for 1 January - 31 December

	Note	2015 DKK'000	2014 DKK'000
Revenue		60.000	75.000
Revenue		<u>60.000</u>	<u>75.000</u>
Other expenses		(98)	(78)
Operating profit		<u>59.902</u>	<u>74.922</u>
Finance income	3	2.451	2.231
Finance costs	4	(22.738)	(28.565)
Finance costs net		<u>(20.287)</u>	<u>(26.334)</u>
Profit/ loss before income tax		39.615	48.588
Income tax expense	5	4.053	5.151
Profit/ loss for the year from continuing operations		<u>43.668</u>	<u>53.739</u>

Statement of comprehensive income 1 January - 31 December

	2015 DKK'000	2014 DKK'000
Profit/ loss for the year from discontinuing operations	-	-
Result for the year	43.668	53.739
Total comprehensive income for the year	<u>43.668</u>	<u>53.739</u>

Karnov Group Holding Denmark A/S

Balance sheet 31 December

	Note	2015 DKK'000	2014 DKK'000
ASSETS			
Investment in Group enterprises	8	507.965	507.965
Non-current assets		507.965	507.965
Loan to parent company		1.288	0
Loan to subsidiary		22.588	23.899
Loan to other group enterprises/ companies		16.826	0
Income tax receivables	5	12.759	5.151
Cash		290	123
Current assets		53.751	29.173
Total assets		561.716	537.138
EQUITY AND LIABILITIES			
Share capital	6	6.600	6.600
Dividends		0	60.000
Retained earnings		173.155	129.485
Equity		179.755	196.085
Borrowings parent company		326.950	291.634
Non-current liabilities		326.950	291.634
Payables to parent company		48.147	33.938
Payables to subsidiary		6.782	15.448
Other liabilities		83	33
Current liabilities		55.012	49.419
Total liabilities		381.962	341.053
Total equity and liabilities		561.717	537.138

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Statement of Cash Flows 1 January - 31 December

	Note	2015 DKK'000	2014 DKK'000
Profit/ loss before tax		59.902	74.922
Finance income	6	2.451	2.231
Finance cost	7	(22.738)	(28.565)
Tax paid		-	-
		39.614	48.588
Change in intercompany		23.354	20.375
Change in other receivables		(2.851)	-
Change in trade payables and other payables		50	(85)
Net cash generated from operation activities		60.167	68.878
Repayments of borrowings		-	10.959
Dividends paid		(60.000)	(80.000)
Net cash used in financing activities		(60.000)	(69.041)
Net cash decreases in cash and cash equivalents		167	(163)
Cash and cash equivalents at beginning of the year		123	286
Cash and cash equivalents at end of the year		290	123

Statement of changes in equity

	Share capital DKK'000	Retained earnings DKK'000	Dividends DKK'000	Total DKK'000
Balance as at 1 January 2015	6.600	129.485	60.000	196.085
Profit/ loss for the year		43.668		43.668
Other comprehensive income for the year		-		-
Total comprehensive income for the year	-	43.668	-	43.668
Dividends paid to shareholders			-60.000	(60.000)
Dividends provided			-	-
Total transactions with owners, recognised directly in equity	-	-	(60.000)	(60.000)
Balance as at 31 December 2015	6.600	173.154	0	179.754
Balance as at 1 January 2014	6.600	135.746	80.000	222.346
Profit/ loss for the year		53.739		53.739
Other comprehensive income for the year		-		-
Total comprehensive income for the year	-	53.739	-	53.739
Dividends paid to shareholders			(80.000)	(80.000)
Dividends provided		(60.000)	60.000	-
Total transactions with owners, recognised directly in equity	-	(60.000)	(20.000)	(80.000)
Balance as at 31 December 2014	6.600	129.485	60.000	196.085

Notes

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Notes

1 Accounting policies

Basis of preparation

The financial statements of Karnov Group Holding Denmark A/S have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, and are prepared with additional Danish disclosure requirements for annual reports as started in the IFRS Executive Order pursuant to the Danish Financial Statement act.

The financial statements are presented in Danish kroner (DKK), which is the functional currency.

Changes in accounting policy and disclosures

New standards, amendments and interpretations adopted by the company

The company implemented no new or amended standards or interpretations in 2015.

New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2015 reporting periods and have not been early adopted by the company.

- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contracts with Customers

Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement within 'finance income or costs'.

Revenue

Dividend income is recognised when the right to receive payment is established.

Investments in Group enterprises

Investments in Group enterprises are recognised and measured to cost.

Financial assets

The company classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The company's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents' in the balance sheet.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the income statement within the period in which they arise.

Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

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Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Trade payables and other liabilities

Trade payables and other liabilities are recognised initially at fair value

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Statement of Cash flows

The cash flow statement is prepared according to the indirect method. Cash consist cash and cash equivalents. Cash flow statement shows cash flows for the year stemming from operating, investing and financing.

Cash flows from operation activities comprise profit(loss) adjusted for non cash costs, interest received, interest paid, tax paid and change in working capital.

Cash flows from investing activities comprise payment in connection with the purchase and sale of companies and intangible assets and property, plant and equipment.

Cash flows from financing activities comprise changes in the size or composition of the share capital, dividend payments to owners, raising of loans and instalments on loans and sale and purchase of other financial assets.

2 Significant accounting estimates and assessments

The preparation and the Financial statements involves the use of informed accounting estimates. These estimates and assessments are made by Karnov Group Holding Denmark's Management.

There are no areas implying a high degree of assessment or complexity or areas in which assumptions and material to the financial statement.

Notes

3 Finance income	2015	2014
	DKK'000	DKK'000
Interest income	2.451	2.229
Other finance income	0	2
	2.451	2.231
4 Finance costs	2015	2014
	DKK'000	DKK'000
Finance costs to borrowings	(3)	(4.053)
Finance costs intercompany	(22.735)	(16.918)
Amortisation of financing cost	-	(7.594)
	(22.738)	(28.565)
5 Income tax expense	2015	2014
	DKK'000	DKK'000
Tax on profit/ loss for the year can be specified as follows:		
Current tax on profit/ loss for the year	(4.759)	(5.151)
Tax regarding previous year	706	
	(4.053)	(5.151)
Profit/ loss before income tax	39.615	48.588
Calculated 23,5 % (2014 24,5%) tax on profit/ loss before tax	9.310	11.904
Non-taxable income	(14.100)	(18.375)
Other adjustments	737	1.320
	(4.053)	(5.151)
Tax charge		
	(4.053)	(5.151)
No deferred income tax		

6 Share capital	Shares	Number of shares	Shares of DKK
Karnov Group Holding Denmark A/S	Class A	600.000	1
	Class B	6.000.000	1
		6.600.000	

The company was established 30 March 2011. The original capital was 500.000 shares, at 6 April 2011 the company issued 6.100.000 shares. All shares rank equally. All shares issued by the company were fully paid.

Notes

7 Financial assets and liabilities

	2015				
	0 – 1 year DKK'000	1 < 5 year DKK'000	> 5 year DKK'000	Total DKK'000	Fair value DKK'000
Borrowings parent company	48.147	326.950	-	375.097	375.097
Other liabilities	83	-	-	83	83
Financial liabilities	48.230	326.950	-	375.180	375.180
Loan to subsidiary	22.588	-	-	22.588	22.588
Other receivables	-	-	-	-	-
Cash	290	-	-	290	290
Financial assets	22.878	-	-	22.878	22.878
	25.352	326.950	-	352.302	352.302

	2014				
	0 – 1 year DKK'000	1 < 5 year DKK'000	> 5 year DKK'000	Total DKK'000	Fair value DKK'000
Borrowings parent company	33.938	291.634	-	325.572	325.572
Other liabilities	33	-	-	33	33
Financial liabilities	33.971	291.634	-	325.605	325.605
Loan to subsidiary	23.899	-	-	23.899	23.899
Other receivables	-	-	-	-	-
Cash	123	-	-	123	123
Financial assets	24.022	-	-	24.022	24.022
	9.949	291.634	-	301.583	301.583

8 Investment in Group enterprises

	2015		2014	
	DKK'000	DKK'000	DKK'000	DKK'000
Cost		507.965		507.965
		507.965		507.965
Investment In Group enterprises as follows	Place of business	% of ownership interest	Profit/ loss	Equity
Karnov Group Denmark A/S	Copenhagen	100	48.675	93.651

9 Off-balance sheet items

	2015	2014
	DKK'000	DKK'000
Shares in subsidiary Karnov Group Denmark A/S is pledged along intercompany receivables and deposits at banks.	548.957	507.965

Notes

10 Related parties

The group is controlled by Five Arrows Principal Investments II Holding Sàrl (incorporated in Luxembourg), which owns 55,4% of the company's shares.

	Parent companies		Other group companies	
	2015	2014	2015	2014
Received interest	1.320	1.028	1.322	1.201
Paid interest	22.585	16.918	150	-
Financial assets	1.288	-	22.588	23.899
Financial liabilities	48.147	33.938	6.782	15.448

11 Events after the reporting period

No events have occurred after the reporting date of importance to the financial statements.

12 Financial risk

Credit risk

Credit risk arises from cash and cash equivalents, as well as credit exposures from loans to other companies in the group. The credit risk concerning cash equivalents are based on the group risk policies.

No credit limits were exceeded during the reporting period, and management does not expect any losses from non-performance by these counterparties.

Liquidity risk

The company generates sufficient positive cash flows to service its liabilities and planned development. Surplus cash is declared as dividend. Capital management is carried out to ensure low risk. Management monitors funding and liquidity and ensures the availability of required liquidity through cash management and committed facilities.

Market risks

Foreign exchange risk:

The company has no assets or liabilities in foreign currency as a result of this the company is not exposed to foreign exchange rate risks.

Interest rate risk:

The company's payables and receivables to the parent company and other group companies are subject to a variable interest rate which is currently CIBOR plus 6.8%.

Bank deposits are subject to variable interest rates which are currently 0.0% (2014: 0.1%)

The carrying amounts of recognized financial assets or liabilities will not change significantly subject to changes in Interest rate levels.