Ageras A/S

Vesterbrogade 1E, 6., 1620 København V

Company reg. no. 33 96 63 69

Annual report

1 January - 31 December 2017

The annual report have been submitted and approved by the general meeting on the 14/6-2018

Siegfried Wolfgang Heimgärtner
Chairman of the meeting

Contents

Notes to users of the English version of this document:

- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points remain unchanged from the Danish version of the document. This means that for instance DKK 146.940 is the same as the English amount of DKK 146,940, and that 23,5 % is the same as the English 23.5 %.

Management's report

The board of directors and the managing director have today presented the annual report of Ageras A/S for the financial year 1 January to 31 December 2017.

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

We consider the accounting policies used appropriate, and in our opinion, the consolidated annual accounts and the annual accounts provide a true and fair view of the assets, the liabilities and the financial position, consolidated and for the company respectively as on 31 December 2017, and of the results of the activities, consolidated and of the company respectively in the financial year 1 January to 31 December 2017.

We are of the opinion that the management's review includes a fair description of the issues dealt with.

The annual report is recommended for approval by the general meeting.

København V, 13 June 2018

Managing Director

Rico Lohse Andersen

Board of directors

Siegfried Wolfgang Heimgärtner
Chairman

Julian Charles Lucas Bennet

Rico Lohse Andersen

Martin Hegelund Møller

Gilbert Benjamin Kamieniecky

Independent auditor's report

To the shareholders of Ageras A/S

Opinion

We have audited the consolidated annual accounts and the annual accounts of Ageras A/S for the financial year 1 January to 31 December 2017, which comprise accounting policies used, profit and loss account, balance sheet and notes, consolidated and for the company respectively. The consolidated annual accounts and the annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated annual accounts and the annual accounts give a true and fair view of the assets, liabilities and financial position, consolidated and for the company respectively at 31 December 2017 and of the results of the company's operations, consolidated and for the company respectively for the financial year 1 January to 31 December 2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the below section "Auditor's responsibilities for the audit of the consolidated annual accounts and the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

The management's responsibilities for the consolidated annual accounts and the annual accounts

The management is responsible for the preparation of consolidated annual accounts and annual accounts that give a true and fair view in accordance with the Danish Financial Statements Act. The management is also responsible for such internal control as the management determines is necessary to enable the preparation of consolidated annual accounts and annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated annual accounts and the annual accounts, the management is responsible for evaluating the group's and the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the consolidated annual accounts and the annual accounts, unless the management either intends to liquidate the group or the company or to cease operations, or if it has no realistic alternative but to do so.

Auditor’s responsibilities for the audit of the consolidated annual accounts and the annual accounts

Our objectives are to obtain reasonable assurance about whether the consolidated annual accounts and the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements may arise due to fraud or error and may be considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions made by users on the basis of the consolidated annual accounts and the annual accounts.

As part of an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark, we exercise professional evaluations and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the consolidated annual accounts and the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of the 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 group’s and the company’s internal control.

- Evaluate the appropriateness of accounting policies used by the management and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of the management’s preparation of the consolidated annual accounts and the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about the group’s and 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 consolidated annual accounts and the annual accounts 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 group and the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and contents of the consolidated annual accounts and the annual accounts, including the disclosures in the notes, and whether the consolidated annual accounts and the annual accounts reflect the underlying transactions and events in a manner that gives a true and fair view.

- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or the business activities within the group to express an opinion on the consolidated annual accounts. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 the internal control that we identify during our audit.

Statement on the management's review

The management is responsible for the management's review.

Our opinion on the consolidated annual accounts and the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

In connection with our audit of the consolidated annual accounts and the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the consolidated annual accounts and the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.

Furthermore, 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 believe that the management's review is in accordance with the consolidated annual accounts or the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

Copenhagen, 13 June 2018

Christensen Kjærulff

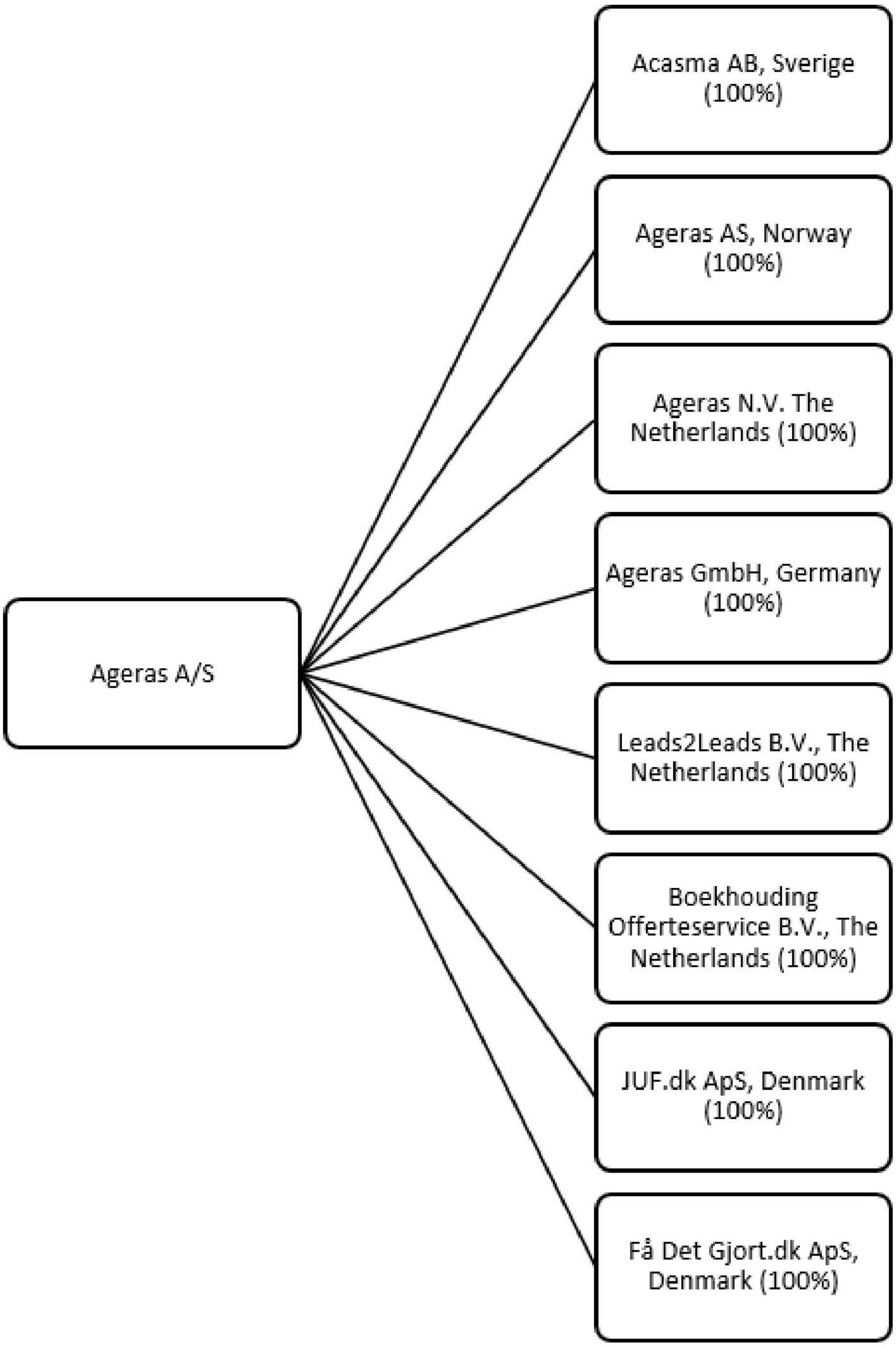
Company reg. no. 15 91 56 41

John Mikkelsen
State Authorised Public Accountant
MNE-nr. 26748

Company data

The company	Ageras A/S Vesterbrogade 1E, 6. 1620 København V
	Company reg. no. 33 96 63 69 Established: 18 October 2011 Financial year: 1 January - 31 December
Board of directors	Siegfried Wolfgang Heimgärtner, 41063 Moenchengladbach, Viersener Strasse 333, Germany, Chairman Julian Charles Lucas Bennet, 34 Tremadoc RoadLondon, SW47LL Storbritannien Rico Lohse Andersen, Store Kongensgade 50, 2., 1264 København K Martin Hegelund Møller, Skindergade 29, 1., 1159 København K Gilbert Benjamin Kamieniecky, 48 Grosvenor StreetW1K3HW London Storbritannien
Managing Director	Rico Lohse Andersen, Store Kongensgade 50, 2., 1264 København K, CEO
Auditors	Christensen Kjærulff Statsautoriseret Revisionsaktieselskab Store Kongensgade 68 1264 København K
Parent company	Armadillo Investment Limited
Subsidiaries	Acasma AB, Stockholm Ageras AS, Oslo Ageras N.V., Amsterdam Ageras GmbH, Berlin Få Det Gjort.dk ApS, Copenhagen JUF.dk ApS, Copenhagen Leads2Leads N.V., Amsterdam Boekhouding Offerteservice B.V., Amsterdam

Group overview

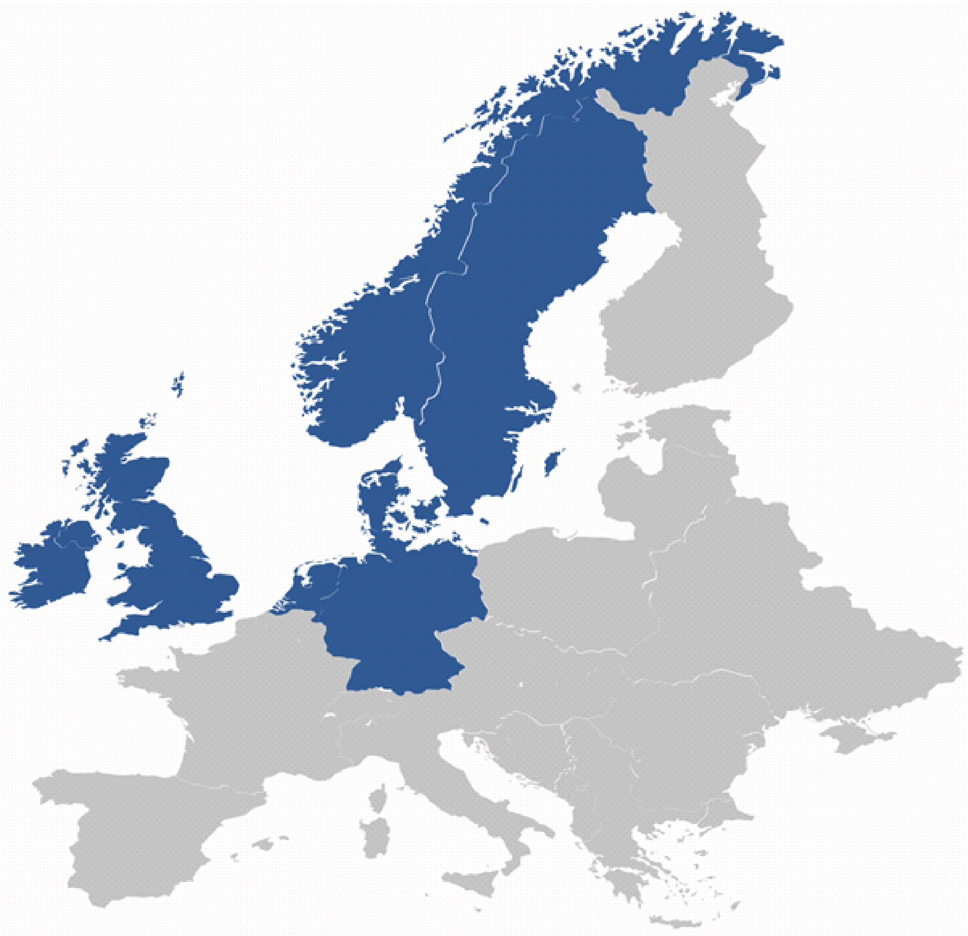


What is Ageras?

At Ageras we make complex things simple, because we believe transparency in the market creates empowerment for clients and service providers. We are the creators of an ecosystem, which connects SME’s (clients) to lawyers, accountants and bookkeepers.

For companies (our clients) pursuing the best advisor our services are free. Our partners (accountants, bookkeepers and lawyers) pay a monthly subscription fee to work with clients on the Ageras platform.

After being bootstrapped for the past 5 years, we are financially supported by one of the most prestigious private equity funds in the technology space: Investcorp. Together, we have left impressionable footprints in Denmark, Sweden, Norway, the Netherlands, Germany and the United Kingdom.



2017 at a glance

Another great year for Ageras

Ageras generated a total revenue of DKK 42 million in 2017, which is a growth of 12% compared to 2016. That results in a revenue CAGR of 34% since 2015.

The growth has continued in core markets, such as Denmark and Sweden (the latter had an impressive revenue growth of 137% from ‘16 to ‘17). Furthermore, we also see substantial growth in clients and partners in the newer geographical regions, such as The Netherlands and Germany.

The year ended with a EBITDA of DKK -8.189 which management finds satisfactory.

Expanding in Europe

2017 was yet another successful year for Ageras, where the group truly manifested itself as a fast-growing tech-company. We continue to match even more SME’s with professional service providers, while simultaneously building software solutions that foster a better collaboration between the respective parties.

Ageras was founded with international ambitions, and it is therefore very gratifying to witness our product being cordially welcomed in all new markets. We continued to expand in Germany and in The Netherlands, as we acquired our largest competitors Leads2Leads and Boekhouding Offerteservice.

Since the late summer of 2017, Germany has become the first country where we are offering a portfolio of office and customer management services in addition to our traditional search service.

After closing the year, Ageras also entered the United Kingdom with great success.

Don't take our word for it

In spite of being bootstrapped, we became a Børsen Gazelle for being the 12th fastest growing company in Denmark in 2017. We were also nominated for the EY Entrepreneur of the Year Award in 2017, where we won the start-up category in Copenhagen. This year we added yet another award to our collection, as we humbly accepted the Best B2B E-commerce Business Award (revenue < 100 mio DKK).

Investcorp acquired a majority stake

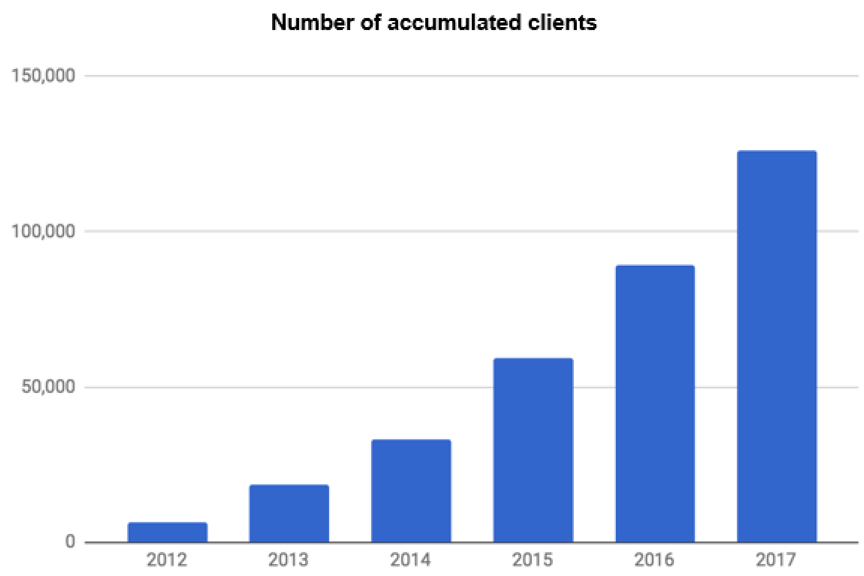
We are extremely delighted to welcome Investcorp to Ageras as a new majority shareholder. Investcorp has invested a significant amount of cash in Ageras.

Investcorp has established a market leading position by investing in lower mid-market technology companies with a particular focus on founder-owned data, IT security, internet, mobility and fintech businesses. They have raised more than $1 billion in funding for technology investments.

The investment by Investcorp is expected to support Ageras' high standards of service delivered to our clients and partners. Furthermore, the investment will help foster continued growth in the Scandinavian market, as well as the company's international footprint. It will also allow for expansion into new geographical areas, thus leveraging Ageras' strong brand, reputation for dependability and our insights into the professional service market.

Our partners and clients

SME's are starting to pursue alternatives to traditional accounting, and more SME's are beginning to realise the value of using a digital intermediary to find their best match. Therefore, our client base continues to grow with 37,000 new clients coming to Ageras in 2017 wanting us to find a new accountant and lawyer.



Furthermore, Ageras' Trustpilot score is above 9/10 in all markets, which is a clear indication of a superior user experience.

On the partner side we have implemented a new transparent revenue model, where partners pay a recurring subscription fee. This has aligned our interests with our partners' interests, resulting in a recurring revenue stream: The model was very well received by the market.

Events subsequent to the financial year

After the year-end closing of the financial year, Investcorp made a follow-up investment, adding a substantial amount of additional cash to the balance sheet.

Looking ahead

Ageras will continuously invest in the creation of a superior product for both clients and partners. Therefore, we are investing in AI and machine learning, which can help us facilitate even better matches between clients and partners.

Furthermore, we will evaluate the reception of our office and customer management services in Germany, further adjust the portfolio to the partners’ needs and consider expanding with these products into other markets.

We are also looking for potential acquisition targets that supports our market position as the prime supplier of accounting software solutions for SME’s and accountants.

We want to thank all clients, partners - and of course the hard-working Agerians for their trust and contribution to yet another great year for Ageras.

Best regards,

Chief Executive Officer
Rico Andersen

Profit and loss account 1 January - 31 December

DKK in thousands.

Note		Group 2017	Group 2016	Parent enterprise 2017	Parent enterprise 2016
1	Net turnover	42.089	37.445	16.171	18.317
	Other operating income	0	0	8.759	17.748
	Raw materials and consumables used	-14.827	-8.955	-8.166	-8.955
	Other external costs	-6.695	-12.406	-6.498	-7.293
	Gross results	**20.567**	**16.084**	**10.266**	**19.817**
2	Staff costs	-28.756	-22.964	-28.686	-23.475
	Depreciation, amortisation and writedown relating to tangible and intangible fixed assets	-3.030	-1.986	-2.914	-1.761
	Operating profit	**-11.219**	**-8.866**	**-21.334**	**-5.419**
	Income from equity investments in group enterprises	0	0	7.744	-3.778
	Other financial income	163	513	144	615
3	Other financial costs	-4.269	-1.030	-1.879	-810
	Results before tax	**-15.325**	**-9.383**	**-15.325**	**-9.392**
	Tax on ordinary results	3.058	-9	3.058	0
	Results for the year	**-12.267**	**-9.392**	**-12.267**	**-9.392**
	The group's results are as follows:				
	Shareholders in Ageras A/S	-12.267	-9.392		
		-12.267	**-9.392**		

	Parent enterprise 2017	Parent enterprise 2016
Proposed distribution of the results:		
Allocated from results brought forward	-12.267	-9.392
Distribution in total	**-12.267**	**-9.392**

Balance sheet 31 December

DKK in thousands.

Assets

Note		Group 2017	Group 2016	Parent enterprise 2017	Parent enterprise 2016
	Fixed assets				
4	Software	8.654	10.764	8.654	10.764
5	Goodwill	2.399	673	0	0
6	Development projects in progress and prepayments for intangible fixed assets	7.245	0	6.526	0
	Intangible fixed assets in total	18.298	11.437	15.180	10.764
7	Other plants, operating assets, and fixtures and furniture	426	270	117	270
8	Decoration rented premises	748	1.002	748	1.002
	Tangible fixed assets in total	1.174	1.272	865	1.272
9	Equity investments in group enterprises	0	0	3.829	798
	Other debtors	0	150	0	0
	Deposits	2	0	0	148
	Financial fixed assets in total	2	150	3.829	946
	Fixed assets in total	**19.474**	**12.859**	**19.874**	**12.982**

Balance sheet 31 December

DKK in thousands.

Assets

Note		Group 2017	Group 2016	Parent enterprise 2017	Parent enterprise 2016
	Current assets				
	Trade debtors	6.811	9.891	4.425	4.430
	Amounts owed by group enterprises	0	0	5.121	0
	Amounts owed by associated enterprises	0	0	628	0
	Deferred tax assets	0	200	0	0
	Receivable corporate tax	1.436	0	1.436	0
	Accrued income and deferred expenses	949	322	206	324
	Debtors in total	9.196	10.413	11.816	4.754
	Available funds	2.068	2.089	616	953
	Current assets in total	**11.264**	**12.502**	**12.432**	**5.707**
	Assets in total	**30.738**	**25.361**	**32.306**	**18.689**

Balance sheet 31 December

DKK in thousands.

Equity and liabilities

Note		Group 2017	Group 2016	Parent enterprise 2017	Parent enterprise 2016
	Equity				
10	Contributed capital	545	500	545	500
11	Share premium account	0	3.419	0	3.419
12	Reserve for development expenditure	10.941	6.525	10.941	6.525
13	Results brought forward	-8.785	-26.749	-8.785	-26.749
	Equity before non-controlling interest.	2.701	-16.305	2.701	-16.305
	Minority interests	0	0	0	0
	Equity in total	**2.701**	**-16.305**	**2.701**	**-16.305**
	Provisions				
	Provisions concerning equity investments in group enterprises	0	0	242	6.669
	Provisions in total	**0**	**0**	**242**	**6.669**

Balance sheet 31 December

DKK in thousands.

Equity and liabilities

Note		Group 2017	Group 2016	Parent enterprise 2017	Parent enterprise 2016
	Liabilities				
	Mortgage debt	9.614	8.722	9.614	8.722
	Bank debts	8.573	0	8.573	0
	Long-term liabilities in total	18.187	8.722	18.187	8.722
	Short-term part of long-term liabilities	3.139	3.236	3.139	3.236
	Bank debts	0	469	825	469
	Prepayments received from customers	0	20.374	0	7.796
	Trade creditors	3.142	2.476	2.364	2.066
	Debt to group enterprises	0	0	1.360	1.258
	Debt to associated enterprises	0	124	0	112
	Other debts	3.569	6.265	3.488	4.666
	Short-term liabilities in total	9.850	32.944	11.176	19.603
	Liabilities in total	**28.037**	**41.666**	**29.363**	**28.325**
	Equity and liabilities in total	**30.738**	**25.361**	**32.306**	**18.689**

14 Mortgage and securities

15 Contingencies

Notes

DKK in thousands.

		Group 2017	Group 2016	Parent enterprise 2017	Parent enterprise 2016
1.	**Net turnover**				
	Turnover	42.089	37.445	16.171	18.317
		42.089	**37.445**	**16.171**	**18.317**
2.	**Staff costs**				
	Salaries and wages	26.176	20.900	25.167	20.997
	Pension costs	0	0	851	226
	Other costs for social security	430	388	425	484
	Other staff costs	2.150	1.676	2.243	1.768
		28.756	**22.964**	**28.686**	**23.475**
	Average number of employees	66	63	66	63
3.	**Other financial costs**				
	Financial costs, group enterprises	0	0	0	9
	Other financial costs	4.269	1.030	1.879	801
		4.269	**1.030**	**1.879**	**810**

DKK in thousands.

		Group		Parent enterprise	
		31/12 2017	31/12 2016	31/12 2017	31/12 2016
4.	**Software**				
	Cost 1 January 2017	13.143	6.618	13.143	6.618
	Additions during the year	0	6.525	0	6.525
	Cost 31 December 2017	**13.143**	**13.143**	**13.143**	**13.143**
	Amortisation and writedown 1 January 2017	-2.379	-1.068	-2.379	-1.068
	Amortisation for the year	-2.110	-1.311	-2.110	-1.311
	Amortisation and writedown 31 December 2017	**-4.489**	**-2.379**	**-4.489**	**-2.379**
	Book value 31 December 2017	**8.654**	**10.764**	**8.654**	**10.764**
5.	**Goodwill**				
	Cost 1 January 2017	1.726	1.726	601	601
	Additions during the year	1.961	0	0	0
	Cost 31 December 2017	**3.687**	**1.726**	**601**	**601**
	Amortisation and writedown 1 January 2017	-1.053	-726	-601	-501
	Amortisation for the year	-235	-327	0	-100
	Amortisation and writedown 31 December 2017	**-1.288**	**-1.053**	**-601**	**-601**
	Book value 31 December 2017	**2.399**	**673**	**0**	**0**
6.	**Development projects in progress and prepayments for intangible fixed assets**				
	Cost 1 January 2017	0	0	0	0
	Additions during the year	7.245	0	6.526	0
	Cost 31 December 2017	**7.245**	**0**	**6.526**	**0**
	Book value 31 December 2017	**7.245**	**0**	**6.526**	**0**

DKK in thousands.

	Group 31/12 2017	Group 31/12 2016	Parent enterprise 31/12 2017	Parent enterprise 31/12 2016
7. Other plants, operating assets, and fixtures and furniture				
Cost 1 January 2017	557	317	459	459
Additions during the year	564	240	0	0
Cost 31 December 2017	**1.121**	**557**	**459**	**459**
Amortisation and writedown 1 January 2017	-287	-152	-189	-53
Depreciation for the year	-408	-135	-153	-136
Amortisation and writedown 31 December 2017	**-695**	**-287**	**-342**	**-189**
Book value 31 December 2017	**426**	**270**	**117**	**270**

	Group 31/12 2017	Group 31/12 2016	Parent enterprise 31/12 2017	Parent enterprise 31/12 2016
8. Decoration rented premises				
Cost 1 January 2017	1.289	637	1.289	637
Additions during the year	0	652	0	652
Cost 31 December 2017	**1.289**	**1.289**	**1.289**	**1.289**
Depreciation and writedown 1 January 2017	-287	-73	-287	-73
Depreciation for the year	-254	-214	-254	-214
Depreciation and writedown 31 December 2017	**-541**	**-287**	**-541**	**-287**
Book value 31 December 2017	**748**	**1.002**	**748**	**1.002**

Notes

DKK in thousands.

9. Equity investments in group enterprises

Group enterprises:

	Domicile	Share of ownership
Acasma AB	Stockholm	100 %
Ageras AS	Oslo	100 %
Ageras N.V.	Amsterdam	100 %
Ageras GmbH	Berlin	100 %
Få Det Gjort.dk ApS	Copenhagen	100 %
JUF.dk ApS	Copenhagen	100 %
Leads2Leads N.V.	Amsterdam	100 %
Boekhouding Offerteservice B.V.	Amsterdam	100 %

	Group		Parent enterprise	
	31/12 2017	31/12 2016	31/12 2017	31/12 2016
10. Contributed capital				
Contributed capital 1 January 2017	500	500	500	500
Cash capital increase	45	0	45	0
	545	**500**	**545**	**500**
11. Share premium account				
Share premium account 1 January 2017	3.419	3.419	3.419	3.419
Share premium account for the year	31.185	0	31.185	0
Transferred to results brought forward	-34.604	0	-34.604	0
	0	**3.419**	**0**	**3.419**
12. Reserve for development expenditure				
Reserve for development expenditure 1 January 2017	6.525	0	6.525	0
Transferred from results brought forward	6.526	6.525	6.526	6.525
Depreciation	-2.110	0	-2.110	0
	10.941	**6.525**	**10.941**	**6.525**

DKK in thousands.

		Group		Parent enterprise	
		31/12 2017	31/12 2016	31/12 2017	31/12 2016
13.	**Results brought forward**				
	Results brought forward 1 January 2017	-26.749	-10.266	-26.749	-10.266
	Adjustment due to changed procedures	594	0	594	0
	Profit or loss for the year brought forward	-12.267	-9.392	-12.267	-9.392
	Acquired treasury shares	-477	-552	-477	-552
	Exchange rate adjustment, foreign subsidiary	-74	-14	-74	-14
	Transferred over the distribution of loss	-4.416	-6.525	-4.416	-6.525
	Transferred from share premium account	34.604	0	34.604	0
		-8.785	**-26.749**	**-8.785**	**-26.749**

DKK in thousands.

14. Mortgage and securities

For bank debts, the company has provided security in company assets. This security comprises goodwill, developement costs, receivable from sales and services, decoration rented premises, tools and equipment.

15. Contingencies

Contingent liabilities

Rental agreement liability

The company has provided a guarantee for rental agreement with Jeudan A/S of DKK 492 thousand.

The annual report for Ageras A/S is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises. Furthermore, the company has chosen to comply with some of the rules applying for class C enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

Recognition and measurement in general

Income is recognised in the profit and loss account concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs, these including depreciation, amortisation, writedown, provisions, and reversals which are due to changes in estimated amounts previously recognised in the profit and loss account are recognised in the profit and loss account.

Assets are recognised in the balance sheet when the group is liable to achieve future, financial benefits and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the group is liable to lose future, financial benefits and the value of the liability can be measured reliably.

At the first recognition, assets and liabilities are measured at cost. Later, assets and liabilities are measured as described below for each individual accounting item.

Certain fixed asset investments and liabilities are measured at amortised cost, by which method a fixed, effective interest is recognised during the useful life of the asset or the liability. Amortised cost is recognised as the original cost with deduction of any payments and additions/deductions of the accrued amortisation of the difference between cost and nominal amount. In this way capital losses and capital profits are spread over the useful life.

At recognition and measurement, such predictable losses and risks are taken into consideration, which may appear before the annual report is presented, and which concerns matters existing on the balance sheet date.

The consolidated annual accounts

The consolidated annual accounts comprise the parent company Ageras A/S and those group enterprises of which Ageras A/S directly or indirectly owns more than 50 % of the voting rights or in other ways has controlling interest. As it appears from the group chart, enterprises of which the group owns between 20 and 50 % of the voting rights and exercises considerable, but not controlling interest are considered associated enterprises.

By the consolidation, elimination of intercompany income and costs, shareholding, intercompany balances and dividends and realised and unrealised gains and losses from transactions among the consolidated enterprises takes place.

Equity interests in group enterprises are settled by the proportional share of the group enterprises' trade value of net assets and liabilities at the date of acquisition.

Minority interests

The items of the group enterprises are recognised by 100 % in the consolidated annual accounts. The minority interests' proportionate share of the profit or loss and the equity of the group enterprises are adjusted annually, and they are recognised as a separate item below the profit and loss account and as a separate item in the balance sheet respectively.

The profit and loss account

Net turnover

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received. The net turnover is recognised exclusive of VAT and taxes and with the deduction of any discounts granted in connection with the sale.

Cost of sales

Costs of sales includes costs for the purchase of raw materials and consumables less discounts and changes in inventories.

Other operating income

Other operating income comprise accounting items of secondary nature in proportion to the principal activities of the enterprise, including gains on disposal of intangible and tangible fixed assets.

Other external costs

Other external costs comprise costs for distribution, sales, advertisement, administration, premises, loss on debtors, and operational leasing costs.

Staff costs

Staff costs include salaries and wages including holiday allowances, pensions and other costs for social security etc. for staff members. Staff costs are less public reimbursements.

Depreciation, amortisation and writedown

Depreciation, amortisation and writedown comprise depreciation on, amortisation of and writedown relating to intangible and tangible fixed assets respectively.

Net financials

Net financials comprise interest, realised and unrealised capital gains and losses concerning financial assets and liabilities, amortisation of financial assets and liabilities, additions and reimbursements under the Danish tax prepayment scheme, etc. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

Interest and other costs concerning loans for financing the production of intangible and tangible fixed assets and concerning the production period are not recognised in the cost of the fixed asset.

Results from equity investments in group enterprises

After full elimination of intercompany profit or loss and deduction of amortisation of consolidated goodwill, the equity investment in the individual group enterprises are recognised in the profit and loss account at a proportional share of the group enterprises' results after tax.

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The parent enterprise and the Danish group enterprises are subject to the Danish rules on compulsory joint taxation of the consolidated Danish enterprises. The parent enterprise acts as an administration company in relation to the joint taxation. This means that the total Danish tax payable of the income of the Danish consolidated companies is paid to the tax authorities by the company.

The current Danish corporate tax is allocated among the jointly taxed companies in proportion to their respective taxable income (full allocation with reimbursement of tax losses).

The balance sheet

Intangible fixed assets

Development projects, patents, and licences

Development costs and internally generated rights are recognised in the profit and loss account as costs in the acquisition year.

Patents and licenses are measured at cost with deduction of accrued amortisation. Patents are amortised on a straight-line basis over the remaining patent period, and licenses are amortised over the contract period, however, for a maximum of 10 years.

Gain and loss from the sale of development projects, patents, and licenses are measured as the difference between the sales price with deduction of sales costs and the book value at the time of the sale. Gain or loss are recognised in the profit and loss account as other operating income or other operating expenses respectively.

Goodwill

Acquired goodwill is measured at cost with deduction of accumulated amortisation. As it is not possible to determine a reliable estimate of the useful life, the amortisation period is set at 10 years.

Tangible fixed assets

Tangible fixed assets are measured at cost with deduction of accrued depreciation and writedown.

The basis of depreciation is cost with deduction of any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the book value, the amortisation discontinues.

If the amortisation period or the residual value is changed, the effect on amortisation will in the future be recognised as a change in the accounting estimates.

The cost comprises the acquisition cost and costs directly attached to the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing.

Depreciation takes place on a straight line basis and based on an evaluation of the expected useful life:

	Useful life
Other plants, operating assets, fixtures and furniture	*3-5 years*

Minor assets with an expected useful life of less than 1 year are recognised as costs in the profit and loss account in the year of acquisition.

Profit or loss deriving from the sales of tangible fixed assets is measured as the difference between the sales price reduced by the selling costs and the book value at the time of the sale. Profit or losses are recognised in the profit and loss account as other operating income or other operating expenses.

Writedown of fixed assets

The book values of both intangible and tangible fixed assets as well as equity investments in subsidiaries and associated enterprises are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets respectively. Writedown takes place to the recoverable amount, if this value is lower than the book value.

The recoverable value is equal to the value of the net selling price or the value in use, whichever is higher. The value in use is determined as the present value of the expected net cash flow deriving from the use of the asset or the group of assets.

Previously recognised writedown is reversed when the condition for the writedown no longer exist. Writedown relating to goodwill is not reversed.

Decoration of rented premises

Decoration of rented premises are measured at cost with deduction of accrued depreciation. Depreciation takes place on a straight-line basis over the estimated useful life of the asset, which is set at 5 years.

Financial fixed assets

Equity investments in group enterprises

Equity investments in group enterprises are recognised in the balance sheet at a proportional share under the equity method, the value being calculated on the basis of the accounting policies of the parent company by the deduction or addition of unrealised intercompany profits and losses, and with the addition or deduction of residual value of positive or negative goodwill measured by applying the acquisition method.

Group enterprises and associated enterprises with negative equity are recognised without any value, and to the extent they are considered irrevocable, amounts owed by these companies are written down by the parent's share of the equity. If the negative equity exceeds the debtors, the residual amount is recognised under liability provisions to the extent the parent has a legal or actual liability to cover the negative equity of the subsidiary.

To the extent the equity exceeds the cost, the net revaluation of equity investments in group enterprises are transferred to the reserves under the equity for net revaluation as per the equity method. Dividends from group enterprises expected to be decided before the approval of this annual report are not subject to a limitation of the revaluation reserves. The reserves are adjusted by other equity movements in group enterprises.

Newly taken over or newly established companies are recognised in the annual accounts as of the time of acquisition. Sold or liquidated companies are recognised at the time of cession.

Profit or loss in connection with the sale of group enterprises are measured as the difference between the sales amount and the book value of net assets at the time of the sale, inclusive of remaining consolidated goodwill and expected costs for sale and cession. Profit and loss are recognised in the profit and loss account under net financials.

In connection with the acquisition of new group enterprises and associated enterprises, the acquisition method is applied, by which the acquirees' assets and liabilities are measured at fair value at the time of acquisition. Provisions for payment of costs for decided restructuring activities in the acquirees in relation to the acquisition are recognised. The tax effect of the revaluations carried out is taken into consideration.

Positive differences (goodwill) between cost and fair value of identifiable, acquired assets and liabilities, inclusive of liability provisions for restructuring, are recognised under equity investments in group enterprises, and they are amortised over their estimated useful life. The useful life is determined on the basis of the management's experience with the individual business areas. The amortisation period is maximum 20 years, being the longer for strategical acquirees with a strong market position and a long-range earnings potential. The book value of goodwill is evaluated currently and written down in the profit and loss account in those cases where the book value exceeds the expected future net income from the enterprise or the activity, to which the goodwill is attached.

Other securities and equity investments

Securities and equity investments recognised under fixed assets comprise listed bonds and shares which are measured at fair value on the balance sheet date. Listed securities are measured at market price.

Other unlisted securities are measured at cost. Writedown takes place to the recoverable amount, if this value is lower than the book value.

Debtors

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

Accrued income and deferred expenses

Accrued income and deferred expenses recognised under assets comprise incurred costs concerning the next financial year.

Available funds

Available funds comprise cash at bank and in hand.

Equity

Share premium

Share premium comprises amounts paid as premium in connection with the issue of shares. Costs in connection with a carried through issue are deducted in the premium. The premium reserve may be utilised as dividend, issue of bonus shares, and for payment of losses.

Reserves for development costs

Reserves for development costs comprise recognised development costs with deduction of related deferred tax liabilities. The reserves can not be used as dividend or for payment of losses. The reserves are reduced or dissolved if the recognised development costs are amortised or abandoned. This takes place by direct transfer to the distributable reserves of the equity.

Corporate tax and deferred tax

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

Ageras A/S is jointly taxed with the Danish group companies and acts in this respect as the administration company. According to the rules of joint taxation, Ageras A/S is unlimited, jointly and severally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Payable and receivable joint taxation contributions are recognised in the balance sheet as "Receivable corporate tax" or “Payable corporate tax".

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax assets, including the tax value of tax losses eligible for carry?over, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set?off in deferred tax liabilities within the same legal tax unit.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.

Liabilities

Financial liabilities related to borrowings are recognised at the received proceeds with the deduction of transaction costs incurred. In following periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value by use of the effective interest. The difference between the proceeds and the nominal value is recognised in the profit and loss account during the term of the loan.

Mortgage debt and bank debt are for instance measured at amortised cost. As to cash loans, this corresponds to the outstanding debt of the loan. For bond loans, the amortised cost corresponds to an outstanding debt calculated as the underlying cash value at the date of borrowing adjusted by amortisation of the market value adjustment on the date of the borrowing carried out over the repayment period.

Liabilities relating to investment properties are measured at amortised cost.

Other liabilities are measured at amortised cost which usually corresponds to the nominal value.