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**SPENCER STUART
INTERNATIONAL P/S**

Hammerensgade 1, 3.
1267 København K
Business Registration No
34058113

**Annual report 01.10.2017
- 30.09.2018**

The Annual General Meeting adopted the annual report on 07.02.2019

Chairman of the General Meeting

Name: Michael Vad

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Entity details

Entity

SPENCER STUART INTERNATIONAL P/S

Hammerensgade 1, 3.

1267 København K

Central Business Registration No (CVR): 34058113

Registered in: København

Financial year: 01.10.2017 - 30.09.2018

Board of Directors

Michael Vad

Keith Michael Winter

Valerie Harper

Executive Board

Michael Vad, adm. direktør

Tobias Petri

Kåre Sand

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

Postboks 1600

0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of SPENCER STUART INTERNATIONAL P/S for the financial year 01.10.2017 - 30.09.2018.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.09.2018 and of the results of its operations for the financial year 01.10.2017 - 30.09.2018.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

København, 07.02.2019

Executive Board

Michael Vad
adm. direktør

Tobias Petri

Kåre Sand

Board of Directors

Michael Vad

Keith Michael Winter

Valerie Harper

Independent auditor's report

To the shareholders of SPENCER STUART INTERNATIONAL P/S

Opinion

We have audited the financial statements of SPENCER STUART INTERNATIONAL P/S for the financial year 01.10.2017 - 30.09.2018, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 30.09.2018 and of the results of its operations for the financial year 01.10.2017 - 30.09.2018 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's responsibilities for the audit of the financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

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

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about 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 applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of 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:

Independent auditor's report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

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

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Independent auditor's report

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

København, 07.02.2019

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR) 33963556

Flemming Larsen
State Authorised Public Accountant
Identification No (MNE) mne27790

Management commentary

Primary activities

The objective of the Company's activities is to conduct an executive recruitment business as well as consulting and management services to companies with such activities as well as any other related business.

Development in activities and finances

Profit for the year amounts to DKK 1.981 thousand. Results are in line with expectations.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2017/18

	<u>Notes</u>	<u>2017/18</u> <u>DKK</u>	<u>2016/17</u> <u>DKK</u>
Gross profit		38.708.222	36.085.371
Staff costs	1	(36.166.726)	(33.446.012)
Depreciation, amortisation and impairment losses		<u>(404.692)</u>	<u>(489.425)</u>
Operating profit/loss		2.136.804	2.149.934
Other financial income		15.367	78.466
Other financial expenses		<u>(170.807)</u>	<u>(160.195)</u>
Profit/loss for the year		<u>1.981.364</u>	<u>2.068.205</u>
Proposed distribution of profit/loss			
Retained earnings		<u>1.981.364</u>	<u>2.068.205</u>
		<u>1.981.364</u>	<u>2.068.205</u>

Balance sheet at 30.09.2018

	<u>Notes</u>	<u>2017/18</u> <u>DKK</u>	<u>2016/17</u> <u>DKK</u>
Other fixtures and fittings, tools and equipment		691.051	844.483
Leasehold improvements		713.865	791.366
Property, plant and equipment	2	<u>1.404.916</u>	<u>1.635.849</u>
Fixed assets		<u>1.404.916</u>	<u>1.635.849</u>
Trade receivables		17.190.191	12.040.358
Receivables from group enterprises		2.127.198	1.043.629
Other receivables		1.016.059	726.382
Prepayments		731.277	152.697
Receivables		<u>21.064.725</u>	<u>13.963.066</u>
Cash		<u>15.221.376</u>	<u>20.386.421</u>
Current assets		<u>36.286.101</u>	<u>34.349.487</u>
Assets		<u>37.691.017</u>	<u>35.985.336</u>

Balance sheet at 30.09.2018

	<u>Notes</u>	<u>2017/18</u> <u>DKK</u>	<u>2016/17</u> <u>DKK</u>
Contributed capital	3	560.000	560.000
Retained earnings		<u>15.220.799</u>	<u>13.239.435</u>
Equity		<u>15.780.799</u>	<u>13.799.435</u>
Trade payables		507.785	385.752
Payables to group enterprises		1.784.886	5.276.630
Other payables		<u>19.617.547</u>	<u>16.523.519</u>
Current liabilities other than provisions		<u>21.910.218</u>	<u>22.185.901</u>
Liabilities other than provisions		<u>21.910.218</u>	<u>22.185.901</u>
Equity and liabilities		<u>37.691.017</u>	<u>35.985.336</u>
Unrecognised rental and lease commitments	4		
Assets charged and collateral	5		

Statement of changes in equity for 2017/18

	Contributed capital DKK	Retained earnings DKK	Total DKK
	<u>DKK</u>	<u>DKK</u>	<u>DKK</u>
Equity beginning of year	560.000	13.239.435	13.799.435
Profit/loss for the year	<u>0</u>	<u>1.981.364</u>	<u>1.981.364</u>
Equity end of year	<u>560.000</u>	<u>15.220.799</u>	<u>15.780.799</u>

Notes

	2017/18	2016/17
	DKK	DKK
1. Staff costs		
Wages and salaries	35.301.527	32.792.350
Pension costs	742.559	596.577
Other social security costs	122.640	57.085
	<u>36.166.726</u>	<u>33.446.012</u>
Average number of employees	<u>22</u>	<u>17</u>
	Other fixtures and fittings, tools and equipment DKK	Leasehold improve- ments DKK
2. Property, plant and equipment		
Cost beginning of year	2.789.778	1.234.531
Additions	173.759	0
Cost end of year	<u>2.963.537</u>	<u>1.234.531</u>
Depreciation and impairment losses beginning of year	(1.945.295)	(443.165)
Depreciation for the year	(327.191)	(77.501)
Depreciation and impairment losses end of year	<u>(2.272.486)</u>	<u>(520.666)</u>
Carrying amount end of year	<u>691.051</u>	<u>713.865</u>
	Number	Nominal value DKK
3. Contributed capital		
Ordinære aktier	560	560.000
	<u>560</u>	<u>560.000</u>
	2017/18	2016/17
	DKK	DKK
4. Unrecognised rental and lease commitments		
Liabilities under rental or lease agreements until maturity in total	<u>959.664</u>	<u>771.159</u>

Notes

5. Assets charged and collateral

Collateral provided for subsidiaries and group enterprises

Spencer Stuart International P/S has provided suretyship for Spencer Stuart International ApS.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises.

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Accounting policies

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes write-downs of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

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

Balance sheet

Property, plant and equipment

Plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	2-5 years
Leasehold improvements	5-10 years

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Accounting policies

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Prepayments

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

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

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