

**Deloitte.**

Deloitte  
Statsautoriseret Revisionspartnerselskab  
CVR-nr. 33863556  
Waldemarsgade 6  
Postboks 1600  
0900 København C

Telefon 36102030  
Telefax 36102040  
www.deloitte.dk

**Spencer Stuart International P/S**  
**Hammerensgade 1, 3**  
**1267 København K**  
**Central Business Registration No 34058113**

**Annual report 2015/16**

The Annual General Meeting adopted the annual report on 31.01.2017

**Chairman of the General Meeting**



---

Name: Michael Vad

**Contents**

	<b>Page</b>
<b>Entity details</b>	1
<b>Statement by Management on the annual report</b>	2
<b>Independent auditor's reports</b>	3
<b>Management commentary</b>	4
<b>Accounting policies</b>	5
<b>Income statement for 2015/16</b>	8
<b>Balance sheet at 30.09.2016</b>	9
<b>Statement of changes in equity for 2015/16</b>	11
<b>Notes</b>	12

## **Entity details**

### **Entity**

Spencer Stuart International P/S

Hammerensgade 1, 3

1267 København K

Central Business Registration No: 34058113

Registered in: København

Financial year: 01.10.2015 - 30.09.2016

### **Board of Directors**

Keith Michael Winter

Valerie Harper

Michael Vad

### **Executive Board**

Michael Vad

Kåre Sand

Tobias Petri

### **Entity 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 01.10.2015 - 30.09.2016.

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 30.09.2016 and of the results of its operations for the financial year 01.10.2015 - 30.09.2016.

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, 31.01.2017

### Executive Board



Michael Vad



Kåre Sand



Tobias Petri

### Board of Directors



Keith Michael Winter



Valerie Harper



Michael Vad

## Independent auditor's reports

### To the shareholders of Spencer Stuart International P/S

#### Report on the financial statements

We have audited the financial statements of Spencer Stuart International P/S for the financial year 01.10.2015 - 30.09.2016, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared in accordance with the Danish Financial Statements Act.

#### Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal 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 about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity'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 entity'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 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.

Our audit has not resulted in any qualification.

#### Opinion

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.09.2016 and of the results of its operations for the financial year 01.10.2015 - 30.09.2016 in accordance with the Danish Financial Statements Act.

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

København, 31.01.2017

#### Deloitte

Statsautoriseret Revisionspartnerselskab  
Central Business Registration No 33963556

Flemming Larsen  
statsautoriseret revisor

## **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 593 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.

## 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 with addition of certain provisions for reporting class C.

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.

## Accounting policies

### 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.

### 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.

### Amortisation, depreciation 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 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.



## Accounting policies

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.

### Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write-downs 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.

**Income statement for 2015/16**

	<u>Notes</u>	<u>2015/16 DKK</u>	<u>2014/15 DKK'000</u>
<b>Gross profit</b>		<b>29.994.064</b>	<b>31.769</b>
Staff costs	1	(28.753.343)	(30.846)
Depreciation, amortisation and impairment losses	2	(390.621)	(342)
<b>Operating profit/loss</b>		<b>850.100</b>	<b>581</b>
Other financial income		14.867	0
Other financial expenses		(272.409)	(163)
<b>Profit/loss for the year</b>		<b>592.558</b>	<b>418</b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		592.558	418
		<u>592.558</u>	<u>418</u>

**Balance sheet at 30.09.2016**

	<u>Notes</u>	<u>2015/16 DKK</u>	<u>2014/15 DKK'000</u>
Other fixtures and fittings, tools and equipment		1.256.407	1.176
Leasehold improvements		816.486	794
<b>Property, plant and equipment</b>	<b>3</b>	<b>2.072.893</b>	<b>1.970</b>
<b>Fixed assets</b>		<b>2.072.893</b>	<b>1.970</b>
Trade receivables		9.632.543	10.926
Receivables from group enterprises		7.476.510	4.160
Other short-term receivables		696.835	883
Prepayments		184.647	368
<b>Receivables</b>		<b>17.990.535</b>	<b>16.337</b>
<b>Cash</b>		<b>6.909.957</b>	<b>11.681</b>
<b>Current assets</b>		<b>24.900.492</b>	<b>28.018</b>
<b>Assets</b>		<b>26.973.385</b>	<b>29.988</b>

**Balance sheet at 30.09.2016**

	<u>Notes</u>	<u>2015/16 DKK</u>	<u>2014/15 DKK'000</u>
Contributed capital	4	560.000	560
Retained earnings		<u>11.171.230</u>	<u>10.579</u>
<b>Equity</b>		<u><b>11.731.230</b></u>	<u><b>11.139</b></u>
Trade payables		432.778	165
Payables to group enterprises		3.073.129	3.060
Other payables		<u>11.736.248</u>	<u>15.624</u>
<b>Current liabilities other than provisions</b>		<u><b>15.242.155</b></u>	<u><b>18.849</b></u>
<b>Liabilities other than provisions</b>		<u><b>15.242.155</b></u>	<u><b>18.849</b></u>
<b>Equity and liabilities</b>		<u><b>26.973.385</b></u>	<u><b>29.988</b></u>
Unrecognised rental and lease commitments	5		
Mortgages and securities	6		
Related parties with controlling interest	7		

**Statement of changes in equity for 2015/16**

	<b>Contributed capital DKK</b>	<b>Retained ear- nings DKK</b>	<b>Total DKK</b>
Equity beginning of year	560.000	10.578.672	11.138.672
Profit/loss for the year	0	592.558	592.558
<b>Equity end of year</b>	<b>560.000</b>	<b>11.171.230</b>	<b>11.731.230</b>

## Notes

	<u>2015/16</u> <u>DKK</u>	<u>2014/15</u> <u>DKK'000</u>
<b>1. Staff costs</b>		
Wages and salaries	28.334.488	30.463
Pension costs	364.289	331
Other social security costs	54.566	52
	<u>28.753.343</u>	<u>30.846</u>
	<u>2015/16</u> <u>DKK</u>	<u>2014/15</u> <u>DKK'000</u>
<b>2. Depreciation, amortisation and impairment losses</b>		
Depreciation of property, plant and equipment	390.621	342
	<u>390.621</u>	<u>342</u>
	<u>Other fix- tures and fit- tings, tools and equipment</u> <u>DKK</u>	<u>Leasehold improve- ments</u> <u>DKK</u>
<b>3. Property, plant and equipment</b>		
Cost beginning of year	2.396.888	1.082.150
Additions	392.890	100.000
Cost end of year	<u>2.789.778</u>	<u>1.182.150</u>
Depreciation and impairment losses beginning of the year	(1.221.099)	(287.316)
Depreciation for the year	(312.272)	(78.348)
Depreciation and impairment losses end of the year	<u>(1.533.371)</u>	<u>(365.664)</u>
Carrying amount end of year	<u>1.256.407</u>	<u>816.486</u>
	<u>Number</u>	<u>Nominal value</u> <u>DKK</u>
<b>4. Contributed capital</b>		
Ordinære aktier	560	560.000
	<u>560</u>	<u>560.000</u>
	<u>2015/16</u> <u>DKK</u>	<u>2014/15</u> <u>DKK'000</u>
<b>5. Unrecognised rental and lease commitments</b>		
Liabilities under rental or lease agreements with third parties until maturity	<u>1.453.228</u>	<u>4.337</u>

**Notes**

**6. Mortgages and securities**

**Collateral securities provided for subsidiaries and group enterprises**

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