

Grant Thornton Statsautoriseret Revisionspartnerselskab

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Sam Executive Search A/S

Hvidkærvej 17, 5250 Odense

Company reg. no. 35 05 17 75

Annual report

1 January - 31 December 2015

The annual report have been submitted and approved by the general meeting on the

Chairman of the meeting

Notes

03.06.16

- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

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Management's report

The board of directors and the managing director have today presented the annual report of Sam Executive Search A/S for the financial year 1 January to 31 December 2015.

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 annual accounts provide a true and fair view of the company's assets and liabilities and its financial position as on 31 December 2015 and of the company's results of its activities in the financial year 1 January to 31 December 2015.

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

Odense, 18 April 2016

Managing Director

Board of directors

Jesper Rasmussen

Finn Lasse Fredsko

Chapluca Orecchini

Kjeld Birch

Kirsten Fjord Skouby

Niels Martin Schreiner Andersen

The independent auditor's report on the annual accounts

To the shareholders of Sam Executive Search A/S

We have audited the annual accounts of Sam Executive Search A/S for the financial year 1 January to 31 December 2015, which comprise accounting policies used, profit and loss account, balance sheet, statement of changes in equity and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

The management's responsibility for the annual accounts

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

Auditor's responsibility

Our responsibility is to express an opinion on the annual accounts 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 annual accounts are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in the annual accounts, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of annual accounts 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 the management, as well as the overall presentation of the annual accounts.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

The audit has not resulted in any qualification.

The independent auditor's report on the annual accounts

Opinion

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2015 and of the results of the company's operations for the financial year 1 January to 31 December 2015 in accordance with the Danish Financial Statements Act.

Copenhagen, 18 April 2016

Grant Thornton

Company reg no 34 20/99 36

Claus Koskelin State Authorised Public Accountant

Company data

The company Sam Executive Search A/S

Hvidkærvej 17 5250 Odense

Company reg. no. 35 05 17 75

Financial year: 1 January - 31 December

Board of directors Jesper Rasmussen, Chairman

Gianluca Orecchini Kirsten Fjord Skouby Finn Lasse Fredskov

Kjeld Birch

Niels Martin Schreiner Andersen

Managing Director Torben Fox Maule

Auditors Grant Thornton, Statsautoriseret Revisionspartnerselskab

Stockholmsgade 45 2100 København Ø

Subsidiaries SAM Headhunting France Sarl, France

SAM Headhunting AS, Oslo, Norway

SAM Headhunting GmbH, Basel, Switzerland

SAM Headhunting OY, Vantaa, Finland

SAM Headhunting Slovakia s.r.o., Bratislava, Slovakia

SAM International GmbH, Switzerland

SAM Headhunting Czech Replublic s.r.o., Praha, Czech Replublic

SAM - Børsen ApS, Odense, Denmark

SAM Headhunting Magyarorzág Kft., Budapest, Hungary

SAM Headhunting S.r.l. Italy, Rom, Italy

SAM Headhunting Sp. z.o.o. Warszawa, Warszawa, Poland

SAM Headhunting Slovakia Holding s.r.o, Slovakia

Associated enterprises SAM Headhunting Deutschland GmbH, Augsburg, Germany

SAM Headhunting Sp. z.o.o. Poznan, Poznan, Poland

The annual report for Sam Executive Search A/S is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises.

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

Translation of foreign currency

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials.

Debtors, creditors, and other monetary items in foreign currency, which are not settled at the date of the balance sheet, are translated by using the closing rate. The difference between the closing rate and the rate at the time of establishment of the receivable or the payable is recognised in the profit and loss account under financial income and financial costs.

Fixed assets and other non-monetary assets acquired in foreign currency and which are not considered to be investment assets purchased in foreign currencies are measured at the exchange rate on the transaction date.

In case the foreign group enterprises and associated enterprises meet the criteria for being independent units, the profit and loss accounts are translated by using an average exchange rate for the period in question, and the balance sheet items are translated by using the closing rate. Differences arising in connection with the translation of the equity of foreign group enterprises at the beginning of the year to the closing rate are recognised directly in the equity. The same goes for differences arising in connection with translation of the profit and loss accounts from average exchange rate to the closing rate.

At recognition of foreign group enterprises which are integrated units, the monetary items are translated by using the closing rate. Non monetary items are translated by using the exchange rate prevailing at the time of acquisition or at the time of the following depreciation or writedown of the asset. The items of the profit and loss account are translated by using the exchange rate prevailing at the date of the transaction. However, items in the profit and loss account deriving from non monetary items are translated by using historical prices.

Exchange rate adjustments of current accounts with foreign group enterprises, which are considered an addition or a deduction in the equity of independent group enterprises, are recognised directly in the equity. Likewise, capital profits and losses on loans and derived financial instruments for hedging independent foreign group enterprises are recognised in the equity.

The profit and loss account

Gross profit

The gross profit comprises the net turnover, changes in inventories of finished goods and work in progress, work performed for own purposes and capitalised, other operating income, and external costs.

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.

License income is recognized when the underlying transactions is carried through.

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 include interest income, interest expenses, and realised and unrealised capital gains and losses on financial assets and liabilities. Net financials are recognised in the profit and loss account with the amounts concerning the financial year.

Dividend from equity investments in associated enterprises is recognised in the financial year where the dividend is declared.

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 company is subject to the Danish legislation concerning compulsory joint taxation with the Danish group enterprises. The company 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

Goodwill

Purchased goodwill is measured at cost with deduction of accumulated amortisation. Goodwill is amortised on a straight-line basis over the estimated financial life which is 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 expected residual value after the end of the useful life of the asset.

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

Goodwill 10 years

Fixtures and fittings, tools and equipment 2-5 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 take over of new group enterprises and associated enterprises, the acquisition method is applied, by which the taken over companies' assets and liabilities are measured at fair value at the time of take over. Provisions are made for covering costs in connection with decided restructuring projects in the taken over enterprise in connection with the take-over. The tax effect of the revaluation carried out is taken into consideration, cf. the below description of goodwill.

Positive differences (goodwill) between the acquisition value and the fair value of the assets and liabilities taken over, inclusive of liability provisions for restructuring, are recognised under equity investments in group enterprises, and they are amortised over the estimated financial life. The financial 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 strategically taken over companies 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.

Equity investments in associated enterprises

Equity investments in associated enterprises are measured at cost. In case the recoverable amount is lower than the cost, writedown takes place to this lower 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.

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.

Sam Executive Search 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, Sam Executive Search 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 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. In the period 2014 to 2016, the corporate tax rate will be reduced gradually from 25 % to 22 %, which will affect the deferred tax liabilities and deferred tax assets. Unless a recognition with a different tax rate than 22 % will result in a significant material deviation in the estimated deferred tax liability or tax asset, deferred tax liabilities and assets are recognised by 22 %.

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.

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

Profit and loss account 1 January - 31 December

Note	2	2015	2014
	Gross profit	21.849.002	20.093.132
	Staff costs	-20.143.421	-18.196.926
	Depreciation, amortisation and writedown relating to tangible and intangible fixed assets	-702.836	-809.941
	Operating profit	1.002.745	1.086.265
	Income from equity investments in group enterprises Other financial income	195.961 0	-152.181 32.220
2	Other financial costs	-685.764	-427.383
	Results before tax	512.942	538.921
	Tax on ordinary results	-67.687	-188.494
	Results for the year	445.255	350.427
	Proposed distribution of the results:		
	Allocated to results brought forward	445.255	350.427
	Distribution in total	445.255	350.427

Balance sheet 31 December

Note		2015	2014
	Fixed assets		
3	Goodwill	4.213.921	4.798.694
	Intangible fixed assets in total	4.213.921	4.798.694
4	Other plants, operating assets, and fixtures and furniture	176.482	89.275
5	Decoration rented premises	124.144	134.215
	Tangible fixed assets in total	300.626	223.490
6	Equity investments in group enterprises	887.077	571.357
7	Equity investments in associated enterprises	109.455	85.908
	Other investment assets	0	145.205
	Financial fixed assets in total	996.532	802.470
	Fixed assets in total	5.511.079	5.824.654
	Current assets		
	Trade debtors	2.671.627	2.670.526
	Amounts owed by group enterprises	1.692.448	899.893
	Other debtors	342.758	377.809
	Accrued income and deferred expenses	309.604	528.143
	Debtors in total	5.016.437	4.476.371
	Current assets in total	5.016.437	4.476.371
	Assets in total	10.527.516	10.301.025

Balance sheet 31 December

All amounts in DKK.

	Equity and liabilities		
Not	e	2015	2014
	Equity		
8	Contributed capital	532.700	532.700
	Results brought forward	1.279.853	872.362
	Equity in total	1.812.553	1.405.062
	Provisions		
	Provisions for deferred tax	185.070	117.383
	Provisions concerning equity investments in group enterprises	439.190	211.394
	Provisions in total	624.260	328.777
	Liabilities		
	Bank debts	2.428.481	3.337.207
	Trade creditors	1.569.614	1.283.543
	Debt to group enterprises	114.393	143.385
	Other debts	3.978.215	3.803.051
	Short-term liabilities in total	8.090.703	8.567.186
	Liabilities in total	8.090.703	8.567.186
	Equity and liabilities in total	10.527.516	10.301.025

9 Mortgage and securities

10 Contingencies

Statement of changes in equity

	Contributed capital	Share premium account	Results brought forward	In total
	_	_		
Equity 1 January 2014	522.700	0	362.355	885.055
Cash capital increase	10.000	190.000	0	200.000
Profit or loss for the year brought				
forward	0	0	350.427	350.427
Transferred from share premium	0	-190.000	190.000	0
Purchase of treasury shares	0	0	-30.420	-30.420
Equity 1 January 2015	532.700	0	872.362	1.405.062
Profit or loss for the year brought				
forward	0	0	445.255	445.255
Currency adjustments	0	0	-37.764	-37.764
	532.700	0	1.279.853	1.812.553

All amounts in DKK.

1. The significant activities of the enterprise

The company's main activities are headhunting, recruitment, acquisitions and sale of companies, business development and other related activities.

		2015	2014
2.	Other financial costs		
	Financial costs, group enterprises	0	14.320
	Other financial costs	685.764	413.063
		685.764	427.383
		31/12 2015	31/12 2014
3.	Goodwill		
	Cost 1 January 2015	5.848.805	5.848.805
	Cost 31 December 2015	5.848.805	5.848.805
	Amortisation and writedown 1 January 2015	-1.050.111	-465.339
	Amortisation for the year	-584.773	-584.772
	Amortisation and writedown 31 December 2015	-1.634.884	-1.050.111
	Book value 31 December 2015	4.213.921	4.798.694
4.	Other plants, operating assets, and fixtures and furniture		
	Cost 1 January 2015	244.480	198.724
	Additions during the year	188.742	83.656
	Disposals during the year	-13.149	-37.900
	Cost 31 December 2015	420.073	244.480
	Amortisation and writedown 1 January 2015	-155.205	-74.817
	Depreciation for the year	-88.386	-114.911
	Depreciation, amortisation and writedown for the year, assets disposed of	0	34.523
	Amortisation and writedown 31 December 2015	-243.591	-155.205

Book value 31 December 2015	124.144	134.215
Depreciation and writedown 31 D	ecember 2015 -234.333	-204.656
Depreciation for the year	-29.677	-115.333
Depreciation and writedown 1 Janu	ary 2015 -204.656	-89.323
Cost 31 December 2015	358.477	338.871
Additions during the year	19.606	4.798
Cost 1 January 2015	338.871	334.073
5. Decoration rented premises		
	31/12 2015	31/12 2014
All amounts in DKK.		

All amounts in DKK.

		31/12 2015	31/12 2014
6.	Equity investments in group enterprises		
	Acquisition sum, opening balance 1 January 2015	333.650	190.712
	Additions during the year	88.408	142.938
	Cost 31 December 2015	422.058	333.650
	Revaluations, opening balance 1 January 2015	-295.659	-123.364
	Result for the year	195.961	-152.181
	Currency exchange	-37.767	0
	Other adjustments	0	-20.114
	Revaluation 31 December 2015	-137.465	-295.659
	Offsetting against debtors	163.294	321.972
	Transferred to provisions	439.190	211.394
	Set off against debtors and provisions for liabilities	602.484	533.366
	Book value 31 December 2015	887.077	571.357

Group enterprises:

	Domicile	Share of ownership
SAM Headhunting France Sarl	France	51,0 %
SAM Headhunting AS	Oslo, Norway	100,0 %
SAM Headhunting GmbH	Basel, Switzerland	100,0 %
SAM Headhunting OY	Vantaa, Finland	100,0 %
SAM Headhunting Slovakia s.r.o.	Bratislava, Slovakia	51,0 %
SAM International GmbH	Switzerland	100,0 %
SAM Headhunting Czech Replublic s.r.o.	Praha, Czech Replublic	51,0 %
SAM - Børsen ApS	Odense, Denmark	100,0 %
SAM Headhunting Magyarorzág Kft.	Budapest, Hungary	100,0 %
SAM Headhunting S.r.l. Italy	Rom, Italy	100,0 %
SAM Headhunting Sp. z.o.o. Warszawa	Warszawa, Poland	100,0 %
SAM Headhunting Slovakia Holding s.r.o	Slovakia	100,0 %

All amounts in DKK.

		31/12 2015	31/12 2014
7.	Equity investments in associated enterprises		
	Acquisition sum, opening balance 1 January 2015	63.558	63.558
	Additions during the year	109.455	0
	Disposals during the year	-63.558	0
	Cost 31 December 2015	109.455	63.558
	Revaluation, opening balance 1 January 2015	22.350	22.350
	Reversal of prior revaluations	-22.350	0
	Writedown 31 December 2015	0	22.350
	Book value 31 December 2015	109.455	85.908

The financial highlights for the enterprises according to the latest approved annual reports

	Share of ownership	Equity	Results for the year	Book value at Sam Executive Search A/S
SAM Headhunting Deutschland GmbH, Augsburg, Germany	49,0 %	-	-	91.321
SAM Headhunting Sp. z.o.o. Poznan, Poznan, Poland	49,0 %			18.134
		0	0	109.455

Annual Reports have not been prepared.

8. Contributed capital

	532.700	532.700
Cash capital increase	0	10.000
Contributed capital 1 January 2015	532.700	522.700

The share capital consists of 532.700 shares, each with a nominal value of DKK 1,00. No shares hold particular rights.

The enterprise' holding of own shares is 30.420 shares of DKK 1,00 each, corresponding to 5.7% of the contributed capital.

All amounts in DKK.

9. Mortgage and securities

For bank debts to a maximum of DKK 5.000.000 the company has provided security in company assets representing a nominal value of DKK 2.671.627. This security comprises the below assets, stating the book values:

Receivable from sales and services

DKK 2.671.627

10. Contingencies

Purchase

Guarantee issued regarding purchase of shares of, DKK 145.205.

Operational leasing

In addition to financial leasing contracts, the company has entered into operational leasing contracts with an average annual leasing payment of DKK 931.813. After 5 years the leasing contracts the outstanding leasing payment is DKK 0, and the total outstanding leasing payment is DKK 2.271.343.

Joint taxation

The company is the administration company of the group of companies subject to the Danish scheme of joint taxation and unlimited jointly and severally liable with the other jointly taxed companies for the total corporation tax.

The company is unlimited jointly and severally liable with the other jointly taxed companies for any obligation to withhold tax on interest, royalties and dividends.

Any subsequent adjustments of corporate taxes or withheld taxes etc. may cause changes in the company's liabilities.