
IBM Global Financing Danmark ApS

Annual Report for
4 February – 31 December
2016

Kongevejen 495 B, DK-2840 Holte

CVR No 37 42 43 31

The Annual Report was
presented and adopted
at the Annual General
Meeting of the Company
on 15 May 2017



Jørgen Welling
Conductor

Contents

| | <u>Page</u> |
|----------------------------------------------------|-------------|
| Management's Statement and Auditor's Report | |
| Management's Statement on the Annual Report | 3 |
| Independent Auditor's Report | 4 |
| Management's Review | |
| Company Information | 6 |
| Review | 7 |
| Financial Statements | |
| Income Statement 4 February – 31 December | 8 |
| Balance Sheet at 31 December | 9 |
| Notes to the Annual Report | 11 |
| Notes, Accounting Policies | 14 |

Management's Statement on the Annual Report

The Board of Directors and the Executive Board have today considered and adopted the Annual Report of IBM Global Financing Denmark ApS for the financial period 4 February – 31 December 2016.

The Annual Report was prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the financial position at 31 December 2016 of the Company and of the results of the Company operations for 2016.

In our opinion, Management's Review includes a true and fair account of the affairs described.

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

Holte, 15 May 2017

Executive Board



Søren Gert Christiansen

Board of Director



Jan Christer Renlund
Chairman



Mats Eric Ellasson

Søren Gert Christiansen

Independent Auditor's Report

To the Shareholders of IBM Global Financing Danmark ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2016 and of the results of the Company operations for the financial period 4 February - 31 December 2016 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of IBM Global Financing Danmark ApS for the financial period 4 February - 31 December 2016, which comprise income statement, balance sheet, notes and summary of significant accounting policies.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the 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 our report. We are independent of the Company in accordance with the International Ethics Standards Board for 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 audit opinion.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, 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 Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the Financial Statements or with our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Moreover, we considered whether Management's Review includes the disclosures required by the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review 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 in Management's Review.

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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Independent Auditor's Report (continued)

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 judgment and maintain professional scepticism throughout the audit. We also:

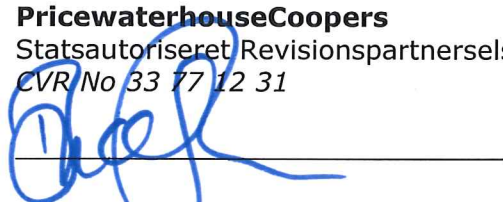
- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting 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 Company'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 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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, 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.

København, 15 May 2017

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31



Brian Christiansen

State Authorised Public Accountant



Henrik Jensen

State Authorised Public Accountant

Company Information

The Company

IBM Global Financing Danmark ApS
Kongevejen 495B
DK-2840 Holte

Telephone: +45 24 00 00

Web site: www.ibm.com/financing/dk-da/

CVR No: 37424331

Financial period: 4 February – 31 December

Municipality of reg office: Rudersdal

Executive Board

Søren Gert Christiansen

Board of Directors

Jan Christer Renlund
Mats Eric Eliasson
Søren Gert Christiansen

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Review

The Annual Report of IBM Global Financing Danmark ApS for 2016 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

Principal activities

The Company's principal activities comprise leasing including both operating and finance leases of IT equipment – and relevant services as well as financing offered to businesses by way of loans and factoring.

Changes in company activities

The Company was established on 4 February 2016 and changed its name to IBM Global Financing Danmark ApS on 15 August 2016.

The establishment of IBM Global Financing Danmark ApS is based on a wish to hive off IBM Danmark ApS' leasing and lending activities into a separate legal entity.

IBM Global Financing Danmark ApS took over the leasing activities from IBM Danmark ApS at 1st August. Simultaneously, the Company acquired a number of receivables from IBM Danmark ApS.

Development in the period and expectations for the year ahead

The profit for period after tax amounts to DKK 16.428k, which is satisfactory and meets expectations for the period.

In 2017, the profit is expected to be above the level for the profit earned in this financial period.

Income Statement 4 February – 31 December

| | Note | 2016 |
|-----------------------------------------------------------------------------------------------------------------|------|----------------------|
| | | DKK '000 |
| Gross profit | | 40.521 |
| Staff expenses | 1 | <u>-4.822</u> |
| Earnings before interest, tax, depreciation and amortisation (EBITDA) | | 35.699 |
| Depreciation, amortisation and impairment losses for property, plant and equipment as well as intangible assets | | -6.946 |
| Other operating expenses | | <u>-7.800</u> |
| Profit before financial income and expenses | | 20.953 |
| Financial income | 2 | 442 |
| Financial expenses | 3 | <u>-333</u> |
| Profit before tax | | 21.062 |
| Tax on profit for the period | 4 | -4.634 |
| Net profit for the period | | <u>16.428</u> |
| Distribution of profit | | |
| Proposed distribution of profit | | |
| Retained earnings | | <u>16.428</u> |
| | | <u>16.428</u> |

Balance Sheet at 31 December

| Assets | Note | 2016 |
|--------------------------------------------|-------------|--------------------|
| | | DKK '000 |
| IT equipment | | 32.246 |
| Total property, plant and equipment | | 32.246 |
| Long-term lease receivables | 5 | 486.850 |
| Total fixed asset investments | | 486.850 |
| Total non-current assets | | 519.096 |
| Factoring Receivables | | 1.071.916 |
| Lease receivables | 5 | 510.828 |
| Receivables from group related companies | | 450 |
| Prepayments | | 65 |
| Total receivables | | 1.583.259 |
| Cash at bank and in hand | | 5.804 |
| Current assets | | 1.589.063 |
| Assets | | 2.108.159 |

Balance Sheet at 31 December

| Liabilities and Equity | Note | 2016 |
|----------------------------------------------------------------|-------------|-------------------------|
| | | DKK '000 |
| Share capital | | 60 |
| Retained earnings | | <u>385.118</u> |
| Equity | 6 | <u>385.178</u> |
| Provision for deferred tax | 7 | <u>22.315</u> |
| Provisions | | <u>22.315</u> |
| Payables to group related companies | 8 | <u>328.119</u> |
| Long-term debt | | <u>328.119</u> |
| Trade payables | | 94.882 |
| Payables to group related companies | | 1.263.838 |
| Other payables | | 11.283 |
| Deferred income | | <u>2.544</u> |
| Short-term debt | | <u>1.372.547</u> |
| Debt | | <u>1.700.666</u> |
| Liabilities and equity | | <u>2.108.159</u> |
| Contingent assets, liabilities and other financial obligations | 9 | |
| Related parties and ownership | 10 | |
| Significant subsequent events | 11 | |

Notes to the Annual report

| | 2016 |
|-------------------------------------------|----------------------|
| | DKK '000 |
| 1 Staff | |
| Payroll | 3.876 |
| Pensions | 935 |
| Other social security expenses | <u>11</u> |
| | <u>4.822</u> |
| | |
| Average number of employees | 11 |
| | |
| 2 Financial income | |
| Interest income, group related companies | 375 |
| Other financial income | <u>67</u> |
| | <u>442</u> |
| | |
| 3 Financial expense | |
| Interest expense, group related companies | -312 |
| Other financial expense | -20 |
| Foreign exchange loss | <u>-1</u> |
| | <u>-333</u> |
| | |
| 4 Tax on profit for the period | |
| Current tax for the period | 17.681 |
| Deferred tax for the period | <u>-22.315</u> |
| | <u>-4.634</u> |
| | |
| which breaks down as follows: | |
| Tax on profit for the period | <u>-4.634</u> |
| | <u>-4.634</u> |

Notes to the Annual report

2016

DKK '000

5 Receivables from finance leases etc.

| | |
|-----------------------|-----------------------|
| Within 1 year | 510.828 |
| Between 1 and 5 years | <u>486.850</u> |
| | <u>997.678</u> |

6 Equity

The share capital consists of 60,000 shares of a nominal value of DKK 1 each. No shares carry any special rights.

In connection with the capital increase totalling DKK 368,700k at 15 August 2016, the share capital was increased by DKK 10k to a total of DKK 60k.

Thus, the premium amounted to DKK 368,690k which has been recognised directly in retained earnings.

7 Provision for deferred tax

Provision for deferred tax is made at the tax rate at which temporary differences are expected realised on the basis of the gradual reduction of the corporation tax rate to 22% adopted in 2013.

| | |
|-------------------------------------------------|-----------------------|
| Deferred tax recognised in the income statement | <u>-22.315</u> |
| Provision for deferred tax at 31 December | <u>-22.315</u> |

8 Debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt. The debt falls due for payment as specified below:

Payables to group related companies

| | |
|--------------------------------------------------|-------------------------|
| Between 1 and 5 years | <u>328.119</u> |
| Long-term part | 328.119 |
| Other short-term debt to group related companies | <u>1.263.838</u> |
| | <u>1.591.957</u> |

Notes to the Annual report

2016

DKK '000

9 Contingent assets, liabilities and other financial obligations

| | |
|-----------------------------------------------------------------------------------------------------------|-----|
| Contingent liabilities, including lease and guarantee obligations as well as other contingent liabilities | 119 |
|-----------------------------------------------------------------------------------------------------------|-----|

The Group's Danish enterprises are jointly and severally liable for tax on the jointly taxed income etc of the Group. The total accrued corporation tax is disclosed in the annual report of IBM Danmark ApS, which is the management company under the joint taxation. Moreover, the group enterprises are jointly and severally liable for Danish withholding taxes by way of dividend tax, royalty tax and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Including contingent assets, liabilities and other financial obligations related to group related companies

| | |
|-----------------------------------------------------------------------------------------------------------|-------|
| Contingent liabilities, including lease and guarantee obligations as well as other contingent liabilities | 2.363 |
|-----------------------------------------------------------------------------------------------------------|-------|

10 Related parties and ownership

Controlling interest

IBM Global Financing Investments II B.V. holds 100% of the shares of IBM Global Financing Danmark ApS.

11 Significant subsequent events

No events have occurred after the balance sheet date which materially affect the assessment of the Company's financial position.

Notes, Accounting Policies

Basis of Preparation

The Annual Report of IBM Global Financing Danmark ApS for 2016 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class B.

The Financial Statements for 2016 are presented in DKK thousands.

Presentation currency

The Company uses Danish kroner as the measurement currency. All other currencies are regarded as foreign currencies.

Business combinations

Intragroup business combinations are accounted for by the uniting-of-interests method without any restatement of comparative figures (the book value method). Whereby assets and liabilities acquired are measured at carrying amounts and recognized at the date of the acquisition.

The difference between the consideration agreed and the carrying amounts of the acquired assets and liabilities of the acquired enterprise is recognised in equity.

IBM Global Financing Danmark ApS has acquired the leasing and lending activities, including related assets and liabilities from IBM Danmark ApS at 1 st August 2016.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement.

Leases

Leases under which all material risks and rewards have been transferred to the lessee are classified as finance leases and are recognised in assets held under lease receivables. Finance leases are measured at the present value of future minimum lease payments. Finance leases are not subject to any write-down.

Notes, Accounting Policies

All other leases are considered operating leases.

Income statement

Gross profit/loss

With reference to section 32 of Danish Financial Statements Act, revenue has not been disclosed in the Annual Report.

Revenue

Revenue comprises interest income from loans and finance leases as well as lease payments from operating leases.

The Company recognises interest on loans and finance leases in the income statement when revenue can be measured reliably and it is probable that future economic benefits will flow to the Company. Interest income is recognised based on the effective interest method.

When computing the lease payments on finance leases, the interest rate implicit in the lease is applied as the discount rate and the related interest is recognised as income in the income statement.

Income from leases moreover comprises lease payments from operating leases. Lease payments from operating leases are recognised on a straight-line basis over the term of the leases.

Gains and losses realised on the sale of used IT equipment are recognised in other operating income.

Staff expenses

Staff expenses comprise wages and salaries, including holiday pay and pensions as well as other social security expenses, etc. to the Company's employees.

Financial income and expenses

Financial income and expenses comprise interest as well as realised and unrealised exchange adjustments.

Tax on profit for the period

Tax for the period consists of current tax for the period and deferred tax for the period. The tax attributable to the profit for the period is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity. The tax recognised in the income statement is classified as tax on ordinary activities and other taxes, respectively.

Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

Notes, Accounting Policies

The Company is jointly taxed with Danish group enterprises. The current corporation tax is allocated to the jointly taxed enterprises in proportion to their taxable incomes.

Balance sheet

Property, plant and equipment

Property, plant and equipment are measured at cost with the addition of revaluations and less accumulated depreciation and impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost with the addition of revaluations and reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

| | |
|--------------|-----------|
| IT equipment | 3-5 Years |
|--------------|-----------|

The residual value of the Company's property, plant and equipment is subjected to an annual reassessment.

Impairment of fixed assets

The carrying amounts of property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by depreciation.

If so, an impairment test is carried out to determine whether the recoverable amount is lower than the carrying amount and the asset is written down to its lower recoverable amount.

The recoverable amount of the asset is calculated as the higher of net selling price and value in use. Where a recoverable amount cannot be determined for the individual asset, the assets are assessed in the smallest group of assets for which a reliable recoverable amount can be determined based on a total assessment.

Receivables

Receivables comprise loans and lease receivables. Loans are initially measured at cost and subsequently at amortised cost.

Leases under which all material risks and rewards have been transferred to the lessee are classified as finance leases and are recognised in receivables. Receivables from finance leases are measured at the present value of future lease payments. When computing the net present value, the interest rate implicit in the lease is applied as the discount rate. Assets acquired under finance leases are not subject to any depreciation or impairment and are presented as receivables. The interest included in the lease payment is currently recognised as income in the income statement.

Notes, Accounting Policies

Deferred income

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Provisions

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Company has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Deferred tax assets and liabilities

Deferred tax is recognised in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities. Deferred tax on temporary differences concerning non-taxable amortisable goodwill as well as other items is not recognised where, unless arising from acquisitions, they have arisen at the date of acquisition without affecting the profit for the period or the taxable income.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. In cases where the computation of the tax base may be made according to alternative tax rules, deferred tax is measured on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities.

Deferred tax assets and liabilities are offset within the same legal tax entity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as tax calculated on the taxable income for the period, adjusted for tax on the taxable income of previous periods and for taxes paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in financial income and expenses in the income statement.

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.

