

# Sitecore Holding III A/S

Vester Farimagsgade 3, 5, 1606 Copenhagen V

CVR no. 37 52 08 45

## Annual report 2020/21

Approved at the Company's annual general meeting on 11 January 2022

Chair of the meeting:

.....  
Jonas Persson

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## Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Sitecore Holding III A/S for the financial year 1 July 2020 - 30 June 2021.

The annual report is 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 of the Company at 30 June 2021 and of the results of the Company's operations for the financial year 1 July 2020 - 30 June 2021.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 11 January 2022  
Executive Board:

.....  
Efsthios Tzikakis  
Chief Executive Officer

.....  
John Houston Gardiner  
Chief Financial Officer

Board of Directors:

.....  
Jonas Persson  
Chair

.....  
Marjorie Lao

.....  
Bjarne Kock Hansen

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Craig Allen Conway

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Carsten Oliver Thoma

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Bert Alfons Janssens

.....  
Darren Roos

## Independent auditor's report

To the shareholder of Sitecore Holding III A/S

### Opinion

We have audited the financial statements of Sitecore Holding III A/S for the financial year 1 July 2020 - 30 June 2021, comprising income statement, balance sheet and notes, including 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 Company's assets, liabilities and financial position at 30 June 2021 and of the results of the Company's operations for the financial year 1 July 2020 - 30 June 2021 in accordance with the Danish Financial Statements Act.

### 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' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

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

### 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 that 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.

### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made 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

- identify and assess the risks of material misstatement of the company 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.

## Independent auditor's report

- 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.

### Statement on the Management's review

Management is responsible for the Management's review.

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

Moreover, 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 conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 11 January 2022  
KPMG P/S  
Statsautoriseret Revisionspartnerselskab  
CVR no. 25 57 81 98

Martin Eiler  
State Authorised Public Accountant  
mne32271

Ilhan Dogan  
State Authorised Public Accountant  
mne47842

## Management's review

### Company details

Name	Sitecore Holding III A/S
Address, Postal code, City	Vester Farimagsgade 3, 5, 1606 Copenhagen V
CVR no.	37 52 08 45
Established	8 March 2016
Registered office	Copenhagen
Financial year	1 July 2020 - 30 June 2021
Board of Directors	Jonas Persson, Chair Marjorie Lao Bjarne Kock Hansen Craig Allen Conway Carsten Oliver Thoma Bert Alfons Janssens Darren Roos
Executive Board	Efstathios Tzikakis, Chief Executive Officer John Houston Gardiner, Chief Financial Officer
Auditors	KPMG P/S Statsautoriseret Revisionspartnerselskab Dampfærgevej 28, 2100 Copenhagen Ø

## **Management's review**

### **Business review**

The Company's purpose is to provide management services and to invest in and hold investments and financial instruments as well as other companies which in the Board's discretion are directly or indirectly associated.

### **Recognition and measurement uncertainties**

Recognition and measurement uncertainties has been specified in Note 2.

### **Financial review**

The income statement for 2020/21 shows a loss of EUR 9,573 thousand against a loss of EUR 19,812 thousand last year, and the balance sheet at 30 June 2021 shows equity of EUR 698,613 thousand.

Management considers the Company's financial performance in the year satisfactory.

The company's operations has not been significantly impacted by COVID 19.

The Company has received a letter of support, including subordination of intercompany debt, from the ultimate parent Sitecore Holding II A/S. Management asses no risks regarding the Company's going concern ability. Reference is made to note 3.

### **Events after the balance sheet date**

There are no significant events after the balance sheet date.

## Financial statements 1 July 2020 - 30 June 2021

### Income statement

Note	EUR'000	<u>2020/21</u>	<u>2019/20</u>
	Other operating income	0	1,629
	Other external expenses	-13	-104
	<b>Gross profit</b>	-13	1,525
4	Financial income	1,121	20
5	Financial expenses	-17,165	-18,591
	<b>Profit/loss before tax</b>	-16,057	-17,046
6	Tax for the year	6,484	-2,766
	<b>Profit/loss for the year</b>	<u>-9,573</u>	<u>-19,812</u>
	<b>Recommended appropriation of profit/loss</b>		
	Retained earnings/accumulated loss	<u>-9,573</u>	<u>-19,812</u>
		<u>-9,573</u>	<u>-19,812</u>



## Financial statements 1 July 2020 - 30 June 2021

### Balance sheet

Note	EUR'000	<u>2020/21</u>	<u>2019/20</u>
	<b>ASSETS</b>		
	<b>Non-current assets</b>		
7	<b>Financial assets</b>		
	Investments in group enterprises	1,145,639	989,015
8	Deferred tax assets	<u>6,442</u>	<u>0</u>
		<u>1,152,081</u>	<u>989,015</u>
	<b>Total non-current assets</b>	<u>1,152,081</u>	<u>989,015</u>
	<b>Current assets</b>		
	<b>Receivables</b>		
	Joint taxation contribution receivable	0	150
	Tax credit receivable	683	642
	Other receivables	<u>319</u>	<u>0</u>
		<u>1,002</u>	<u>792</u>
	<b>Total current assets</b>	<u>1,002</u>	<u>792</u>
	<b>TOTAL ASSETS</b>	<u><u>1,153,083</u></u>	<u><u>989,807</u></u>

## Financial statements 1 July 2020 - 30 June 2021

### Balance sheet

Note	EUR'000	<u>2020/21</u>	<u>2019/20</u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
9	Share capital	6,980	6,980
	Share premium account	0	0
	Retained earnings	691,633	674,056
	<b>Total equity</b>	<u>698,613</u>	<u>681,036</u>
	<b>Liabilities</b>		
	<b>Non-current liabilities</b>		
	Bank debt	326,300	134,418
	Payables to group enterprises	0	148,396
	<b>Total non-current liabilities</b>	<u>326,300</u>	<u>282,814</u>
	<b>Current liabilities</b>		
	Bank debt	0	12,000
	Payables to group enterprises	126,605	11,862
	Other payables	1,565	2,095
	<b>Total current liabilities</b>	<u>128,170</u>	<u>25,957</u>
		<u>454,470</u>	<u>308,771</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>1,153,083</u>	<u>989,807</u>

- 1 Accounting policies
- 2 Recognition and measurement uncertainties
- 3 Capital matters
- 10 Contractual obligations and contingencies, etc.
- 11 Collateral
- 12 Related parties

## Financial statements 1 July 2020 - 30 June 2021

### Statement of changes in equity

EUR'000	Share capital	Share premium account	Retained earnings	Total
Equity at 1 July 2020	6,980	0	674,056	681,036
Group contribution	0	27,140	0	27,140
Transfer through appropriation of loss	0	0	-9,573	-9,573
Transferred from share premium account	0	-27,150	27,150	0
Currency adjustment	0	10	0	10
<b>Equity at 30 June 2021</b>	<b>6,980</b>	<b>0</b>	<b>691,633</b>	<b>698,613</b>

## Financial statements 1 July 2020 - 30 June 2021

### Notes to the financial statements

#### 1 Accounting policies

The annual report of Sitecore Holding III A/S for 2020/21 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

In accordance with section 112(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

Effective from the financial year 2020/21, the Company has implemented amending act no. 1716 of 27 December 2018 to the Danish Financial Statements Act. The implementation of the amending act has not affected the Company's accounting policies on recognition and measurement of assets and liabilities but has solely entailed a requirement for further disclosures. The accounting policies used in the preparation of the financial statements are consistent with those of last year.

#### Reporting currency

The financial statements are presented in euros (EUR), as the Company's most significant transactions are settled in EUR.

#### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

#### *Foreign group entities*

Foreign exchange adjustments of balances with separate foreign subsidiaries, which are considered part of the aggregate investment in the subsidiary, are taken directly to equity, and foreign exchange gains and losses on loans and derivative financial instruments designated as hedges of foreign subsidiaries are recognised directly in equity.

## Financial statements 1 July 2020 - 30 June 2021

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Income statement

###### Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains on the sale of non-current assets and income from investment tax credits.

###### Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses primarily relating to administration.

###### Profit from investments in subsidiaries

The item includes dividend received from subsidiaries in so far as the dividend does not exceed the accumulated earnings in the subsidiary in the period of ownership.

###### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, e.g. from group entities, exchange gains and losses and amortisation of financial assets and liabilities.

##### Tax

Tax for the year includes current tax on the year's expected taxable income. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other Danish group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

##### Balance sheet

###### Investments in subsidiaries

Investments in subsidiaries are measured at cost, which includes the cost of acquisition calculated at fair value plus direct costs of acquisition. If there is evidence of impairment, an impairment test is conducted. Where the carrying amount exceeds the recoverable amount, a write-down is made to such lower value.

## Financial statements 1 July 2020 - 30 June 2021

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Impairment of non-current assets

The carrying amount of investments in subsidiaries is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists.

##### Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

##### Equity

###### *Proposed dividends*

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

##### Income taxes and deferred taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

## Financial statements 1 July 2020 - 30 June 2021

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Liabilities

Financial liabilities comprising amounts owed to credit institutions, trade payables and payables to group enterprises are recognised at the date of borrowing at cost, corresponding to the proceeds received less transaction costs paid. In subsequent periods, financial liabilities are measured at amortised cost.

Other payables are measured at net realisable value.

#### 2 Recognition and measurement uncertainties

The Company makes estimates, and assumptions concerning the future when performing impairment tests over investments. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below. The judgments, estimates, and assumptions made are based on historical experience and other factors that Management considers to be reliable, but which by their very nature are associated with uncertainty and unpredictability. These assumptions may prove incomplete or incorrect, and unexpected events or circumstances may arise.

The Company is also subject to risks and uncertainties that may lead to actual results differing from these estimates, both positively and negatively.

#### 3 Capital matters

Intercompany payables as reflected on the balance sheet will be repaid to group entities as funds become available, and do not have to be repaid sooner than the company has liquidity to do so. Intercompany receivables may not be repaid to the Company until the respective counterparty has the liquidity to do so. The Company has received a declaration of financial support from its ultimate parent, Sitecore Holdings II A/S committing to provide sufficient resources to settle any liabilities as they fall due if the Company does not have sufficient resources of its own. All internal debt of the Company and other group entities is subordinated to other liabilities, and no internal debt will be called or required to be repaid between the Company of any group entities unless and until the individual entity has sufficient liquidity to do so. This declaration is effective for at least 12 months from approval of the Company's annual report.

EUR'000	2020/21	2019/20
<b>4 Financial income</b>		
Interest receivable, group entities	0	18
Exchange adjustments	1,121	0
Other financial income	0	2
	1,121	20
<b>5 Financial expenses</b>		
Interest expenses, group entities	0	7,981
Other interest expenses	15,748	10,461
Exchange adjustments	17	149
Other financial expenses	1,400	0
	17,165	18,591

## Financial statements 1 July 2020 - 30 June 2021

### Notes to the financial statements

EUR'000	2020/21	2019/20
<b>6 Tax for the year</b>		
Estimated tax charge for the year	-42	-150
Deferred tax adjustments in the year	-452	0
Tax adjustments, prior years	-5,990	2,916
	<u>-6,484</u>	<u>2,766</u>

### 7 Financial assets

EUR'000	Investments in group enterprises
Cost at 1 July 2020	1,310,144
Additions	156,624
Cost at 30 June 2021	<u>1,466,768</u>
Value adjustments at 1 July 2020	-321,129
Value adjustments at 30 June 2021	-321,129
<b>Carrying amount at 30 June 2021</b>	<u>1,145,639</u>

Name	Legal form	Domicile	Interest	Equity EUR'000
<b>Subsidiaries</b>				
Sitecore Corporation	A/S	Denmark	100.00%	312,959
Sitecore USA Holding	LLC	USA	100.00%	133,371

The impairment analysis for Sitecore Corporation shows excess value of greater than 15%. This impairment test is based on revenue growth expectations of about 15% in FY 2022 and more than 20% in FY 2023. Management assessed these assumptions as fair. The revenue assumption break-even point is -4% compared to realized revenue in 2020/21.

The impairment analysis for Sitecore USA Holding shows excess value of more than 100%.

### 8 Deferred tax assets

It is the managements expectations that the company will be able to utilize the deferred tax asset within the following 3 years, based on the forecast of the entity.

### 9 Share capital

Analysis of changes in the share capital over the past 5 years:

EUR	2020/21	2019/20	2018/19	2017/18	2016/17
Opening balance	6,980	6,980	6,980	6,980	6,818
Capital increase	0	0	0	0	162
	<u>6,980</u>	<u>6,980</u>	<u>6,980</u>	<u>6,980</u>	<u>6,980</u>



## Financial statements 1 July 2020 - 30 June 2021

### Notes to the financial statements

#### 10 Contractual obligations and contingencies, etc.

##### Other contingent liabilities

The Company is jointly taxed with its parent, Sitecore Holding II A/S, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

#### 11 Collateral

As collateral for credit facilities the Company has issued a negative pledge and pledged its investments in group entities as security to Wilmington Trust (London) Limited.

#### 12 Related parties

##### Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
Sitecore Holding II A/S	Copenhagen, Denmark	<a href="http://www.cvr.dk">www.cvr.dk</a>