Grant Thornton

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Financial Statements

for the year ended 31 December 2017

Struensee & Co. Holding ApS

Company reg. no. 37 56 69 26

The annual report have been submitted and approved by the general meeting on 31 May 2018

Chairman of the meeting

Contents

Executive management	Christian Husted
Board of directors	Ivan Rasmussen, chairman Christian Husted Kim Jesper Sten Hansen
Founded	15 March 2016
Financial year	1 January - 31 December
Registered number	37 56 69 26
Registered office	Magstræde 6 1204 Copenhagen Denmark
Independent auditor	Grant Thornton State Authorised Public Accountants Stockholmsgade 45 Denmark
Consolidation	The entities below are included in the 2017 Group Financial Statements: - Struensee & Co. Holding ApS, Denmark (parent) - Struensee & Co. Management Consulting A/S, Denmark - Struensee & Co. Norge AS, Norway - Struensee & Co. Hong Kong Ltd., Hong Kong - Struensee & Co., Abu Dhabi branch - Struensee & Co., Dubai branch - Agnus NO AS, Norway The entities below are included in the 2016 Group Financial Statements: - Struensee & Co. Holding ApS, Denmark (parent) - Struensee & Co. Norge AS, Norway - Agnus NO AS, Norway

Principal activities of the group and parent company

Struensee & Co. Holding Aps is Holding company for the Struensee Group who is engaged in consultancy tasks and advisory targeted the public sector including public authorities, institutions and companies as well as individually owned companies and foundations with interests in the public sector

Development in activities and financial matters

The group revenue for the year amounts to 31.2 mDKK, Ebitda for the year amounts to -2.97 mDKK and the net profit for the year amounts to -6.6 mDKK.

First six months of 2017 was rather active within the Groups core business area however the activities in the last six months of the year was significantly lower influenced by postponement of the government framework agreement.

The Group has continued it ambitious growth plan and has achieved interesting tasks in both Hong Kong and the UAE and the Group has furthermore invested significantly in developing IT applications which potentially can be used in public sector work.

On basis of the postponed government frame agreement, management consider the result in line with expectations.

Events subsequent to the financial year

After the end of the financial year, the government framework agreement has been approved and effectuated my March 2018. Struensee & Co. has been selected as one of the 9 consulting firms under the agreement. On this basis, management expect that the core business through second quarter again will create momentum and a positive development in both revenue and net profit for the coming year.

Statement by the Board of Directors and the Executive Management on the annual report

The Executive Management have today considered and approved the annual report of Struensee & Co. Holding ApS for the financial year 1 January 2017 - 31 December 2017.

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU and further requirements in the Danish Financial Statements Act. The financial statements of the parent company, Struensee & Co. Holding ApS, are prepared in accordance with the Danish Financial Statements Act (Årsregnskabsloven).

In our opinion, the accounting policies applied are appropriate, thus ensuring that the consolidated financial statements and the financial statements provide a fair presentation of the group's and the parent company's assets, liabilities and financial position as at 31 December 2017 and of the results of the group's and the parent company's operations and the consolidated cash flows for the financial year 1 January 2017 - 31 December 2017.

We believe that the management review contains a true and fair review of the development and performance of the group’s and the parent company’s business activities and financial situation, the earnings for the year and the financial position of the parent company and the financial position as a whole of the entities comprised by the consolidated financial statements, together with a description of the principal risks and uncertainties that the group and the parent company face.

The annual report is submitted for adoption by the general meeting.

Copenhagen, 31 May 2018

Executive Management

Christian Husted

Board of directors

Ivan Rasmussen Chairman	Christian Husted	Kim Jesper Sten Hansen

To the shareholders of Struensee & Co. Holding ApS

Our opinion
In our opinion, the Consolidated financial statements give a true and fair view of the Group's financial position at 31 December 2017 and of the results of the Group's operations and cash flows for the financial year 1 January to 31 December 2017 in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

Moreover, in our opinion, the Parent Company Financial Statements give a true and fair view of the Parent Company's financial position at 31 December 2017 and of the results of the Parent Company's operations for the financial year 1 January to 31 December 2017 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence
We are independent of the Group in accordance with International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the ethical requirements that are relevant to our audit of the financial statements in Denmark. We have also fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Statement on Management's Review
Management is responsible for the 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 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 Consolidated financial statements and the Parent Company 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 the Management's Review.

Responsibilities for the financial statements and the audit
Management is responsible for the preparation of Consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act and for the preparation of Parent Company 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 Group's and the Parent 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 unless Management either intends to liquidate the Group or the Parent 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 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 in accordance with ISAs and 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 no 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 Group's and 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 and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Parent 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 Group or the Parent Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Copenhagen, 31 May 2018

Grant Thornton
State Authorized Public Accountants
CVR-No. 34 20 99 36

Michael Winther Rasmussen	Martin Bomholtz
State Authorised Public Accountant	State Authorised Public Accountant
MNE-no. 28708	MNE-no. 34117

Note		2017 DKK '000	2016 DKK '000
3	**Revenue**	**31.210**	**2.643**
	Operating costs	-10.504	-3.107
4	Staff costs	-23.673	-744
	Earnings before interest, taxes, depreciation and amortisation (EBITDA)	**-2.967**	**-1.208**
5	Non-operating expenses	-4.087	0
	Depreciation of other equipment	-87	-6
	Earnings before interest and taxes (EBIT)	**-7.141**	**-1.214**
6	Financial income	1	1
7	Financial expenses	-878	-125
	Earnings before taxes (EBT)	**-8.018**	**-1.338**
8	Tax on net loss for the year	1.382	0
	Net loss for the year	**-6.636**	**-1.338**
	Other comprehensive income		
	Exchange differences on translating foreign operations	2	0
	Total comprehensive income	**-6.634**	**-1.338**
	Distribution of comprehensive income		
	Parent company's shareholders	-6.634	-1.338
	Total	**-6.634**	**-1.338**

* 2016-figures comprise Struensee & Co. Holding ApS (Denmark), Struensee & Co. AS (Norway) and Agnus NO AS (Norway).
2017-figures comprise Struensee & Co. Holding ApS (Denmark), Struensee & Co. Management Consulting A/S (Denmark), Struensee & Co. AS (Norway), Agnus NO AS (Norway), Struensee & Co. Hong Kong Ltd. (Hong Kong), Struensee & Co. Dubai branch (Dubai) and Struensee & Co. Abu Dhabi branch (Abu Dhabi).

ASSETS

Note		31-12-2017 DKK '000	31-12-2016 DKK '000
	Non-current assets		
9	Intangible assets	2.207	0
10	Other equipment	508	11
	Other long-term receivables	251	0
	Total non-current assets	**2.966**	**11**
	Current assets		
11	Trade receivables	2.454	0
	Other receivables	335	2
	Prepaid expenses	695	1
8	Deferred tax asset	1.382	0
	Cash and bank balances	8.204	148
	Total current assets	**13.070**	**151**
	Total assets	**16.036**	**162**

EQUITY AND LIABILITIES

Note		31-12-2017 DKK '000	31-12-2016 DKK '000
	Equity		
	Share capital	100	50
	Other reserves	-25	-27
	Retained earnings	5.555	-1.542
12	**Total equity**	**5.630**	**-1.519**
13	Payables to credit institutions	5.000	0
	Total non-current liabilities	**5.000**	**0**
	Trade payables	680	21
	Other liabilities	4.726	1.660
	Total current liabilities	**5.406**	**1.681**
	Total equity and liabilities	**16.036**	**162**

* 2016-figures comprise Struensee & Co. Holding ApS (Denmark), Struensee & Co. AS (Norway) and Agnus NO AS (Norway).
2017-figures comprise Struensee & Co. Holding ApS (Denmark), Struensee & Co. Management Consulting A/S (Denmark), Struensee & Co. AS (Norway), Agnus NO AS (Norway), Struensee & Co. Hong Kong Ltd. (Hong Kong), Struensee & Co. Dubai branch (Dubai) and Struensee & Co. Abu Dhabi branch (Abu Dhabi).

DKK '000	Share capital	Share premium	Currency translation reserve	Retained earnings	**Total equity**
Statement of changes in equity 01-01-2016 - 31-12-2016					
Equity as at 01-01-2016	50	0	0	-204	-154
Net profit for the year	0	0	0	-1.338	-1.338
Other comprehensive income	0	0	-27	0	-27
Comprehensive income	**0**	**0**	**-27**	**-1.338**	**-1.365**
Equity as at 31-12-2016	**50**	**0**	**-27**	**-1.542**	**-1.519**
Statement of changes in equity 01-01-2017 - 31-12-2017					
Equity as at 01-01-2017	50	0	-27	-1.542	-1.519
Correction of retained earnings	0	0	0	2.557	2.557
Adjusted equity as at 01-01-2017	**50**	**0**	**-27**	**1.015**	**1.038**
Net profit for the year	0	0	0	-6.636	-6.636
Other comprehensive income	0	0	2	0	2
Comprehensive income	**0**	**0**	**2**	**-6.636**	**-6.634**
Capital increase	50	11.176	0	0	11.226
Dissolutions of share premium	0	-11.176	0	11.176	0
Transactions with owners	**50**	**0**	**0**	**11.176**	**11.226**
Equity as at 31-12-2017	**100**	**0**	**-25**	**5.555**	**5.630**

The correction of retained earnings as at 1 January 2017 relates to an elimination of a write-down of a receivable between a group company included in the consolidation for 2016 and a group company consolidated from 2017.

Note		31-12-2017 DKK '000	31-12-2016 DKK '000
	Earnings before tax (EBT)	-6.636	-1.338
	Adjustment of non-cash transactions:		
	Depreciation and amortisation	177	6
	Financial income	-1	-1
	Financial expenses	878	125
	Other non-cash items	1.786	0
	Change in working capital:		
	Trade receivables	4.145	3
	Other receivables	284	0
	Prepaid expenses	-577	0
	Tax for the year	-1.412	0
	Trade payables	-217	-21
	Other liabilities	-4.971	1.515
	Net cash from operating activities before net financials	**-6.544**	**289**
	Financial income received	0	1
	Financial expenses paid	-402	-125
	Net cash from operating activities	**-6.946**	**165**
	Long term receivables	-87	0
	Purchase of property, plant and equipment	-152	-17
	Purchase of other intangible assets	-1.905	0
	Net cash used in investing activities	**-2.057**	**-17**
	Credit institutions, loan	5.000	0
	Net cash used in financing activities	**5.000**	**0**
	Total cash flows for the year	**-4.003**	**148**
	Cash beginning of year	148	0
18	Cash flow from business combination	12.059	0
	Cash end of year	**8.204**	**148**
	Cash, end of year, comprises:		
	Cash	8.204	148
	Short-term payables to credit institutions	0	0
	Total	**8.204**	**148**

Overview of notes to the consolidated financial statements

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1. Accounting policies

General information and statement of compliance with IFRSs
Struensee & Co. Holding ApS is a limited liability company domiciled in Denmark. The consolidated financial statements for 2017 have been prepared in accordance with International Financial Reporting Standards (IFRS) as approved by the EU and additional Danish disclosure requirements.

Danish kroner (DKK) is the group's presentation currency and the functional currency of the parent company. The consolidated financial statements are presented in Danish kroner (DKK) rounded off to the nearest DKK 1.000.

Basis of consolidation
The Group financial statements consolidate those of the parent company and all of its subsidiaries as of 31 December 2017. Subsidiaries are all entities over which the Group has the power to control the financial and operating policies. The Group obtains and exercises control through more than half of the voting rights. All subsidiaries have a reporting date of 31 December.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a Group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group has adopted IFRS for the first time in these financial statements. The Group’s transition date to IFRS is 1 January 2016. The rules for first-time adoption of IFRS are set out in IFRS 1, First-time Adoption of International Financial Reporting Standards (“IFRS 1”).

IFRS 1 allow certain exemptions and mandates certain accounting treatments in the application of particular standards to prior periods in order to assist companies with the transition process. The Company has not applied exemptions available under IFRS 1.

The policies have changed from the previous published financial statements which were prepared under applicable Danish Generally Accepted Accounting Practice (“DK GAAP”). The financial information has been restated in accordance with IFRS. The changes to accounting policies are explained in note 21 together with the reconciliation of opening balances and comparative results in note 21.

IFRS is subject to amendment and interpretation by the IASB and the IFRS Interpretations Committee, and there is an on-going process of review and endorsement by the European Commission. These accounting policies comply with each IFRS that is mandatory for accounting periods ending on 31 December 2017.

The financial statements have been prepared on the going concern basis and have been prepared under the historical cost convention as modified by the revaluation of financial assets and liabilities including derivative financial instruments. The principal accounting policies set out below have been consistently applied to all periods presented.

1. Accounting policies - continued

The entities below are included in the 2017 Group Financial Statements:
- Struensee & Co. Holding ApS, Denmark (parent)
- Struensee & Co. Management Consulting A/S, Denmark
- Struensee & Co. Norge AS, Norway
- Struensee & Co. Hong Kong Ltd., Hong Kong
- Struensee & Co., Abu Dhabi branch
- Struensee & Co., Dubai branch
- Agnus NO AS, Norway

The entities below are included in the 2016 Group Financial Statements:
- Struensee & Co. Holding ApS, Denmark (parent)
- Struensee & Co. Norge AS, Norway
- Agnus NO AS, Norway

Business combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition date fair values of assets transferred, liabilities incurred, and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquirer's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) fair value of consideration transferred, b) the recognised amount of any non-controlling interest in the acquirer and c) acquisition date fair value of any existing equity interest in the acquirer, over the acquisition date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in profit or loss immediately.

Foreign currency translation

On initial recognition, transactions in currencies other than the functional currency of the individual company are recognised at the exchange rate applicable at the transaction date. Receivables, payables and other monetary items denominated in foreign currency not settled at the balance sheet date are translated using the exchange rate applicable at the balance sheet date.

Exchange rate differences between the exchange rate applicable at the transaction date and the exchange rate at the date of payment and the balance sheet date, respectively, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment and intangible assets, inventories and other non-monetary assets purchased in foreign currency and measured based on historical cost are translated at the exchange rate applicable at the transaction date.

Tax

Tax for the year, consisting of current tax and changes in deferred tax, is recognised in the income statement at the portion attributable to tax on the profit or loss for the year, and directly in equity or in other comprehensive income at the portion attributable to amounts recognised directly in equity or in other comprehensive income, respectively.

Current tax payables and receivables are recognised in the balance sheet as tax computed on the basis of the taxable income for the year and taxes paid or refunded. Current tax for the year is computed based on the tax rules and tax rates applicable at the balance sheet date.

1. Accounting policies - continued

Deferred tax is recognised using the balance sheet liability method on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities, except for deferred tax on temporary differences due to either initial recognition of goodwill or initial recognition of a transaction that is not a business combination, and where the temporary difference ascertained at the time of initial recognition does not affect either the tax result or the taxable income. The deferred tax is calculated based on the planned use of the individual asset or settlement of the individual liability.

Deferred tax is measured by applying the tax rules and tax rates expected to be applicable when the deferred tax is expected to crystallise as current tax. Any change in deferred tax as a result of changes in tax rules or rates is recognised in the income statement, unless the deferred tax is attributable to transactions that have previously been recognised directly in equity or in other comprehensive income. In the latter case, the change is recognised directly in equity or in other comprehensive income, respectively.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are recognised in the balance sheet at the expected realisable value, either through offsetting against deferred tax liabilities or as a net tax asset for offsetting against future positive taxable incomes to the extent that there is convincing evidence that sufficient taxable profit will be available against which the unused tax losses can be utilised. An assessment is made at each balance sheet date of whether it is probable that sufficient taxable income will be generated in future to enable utilisation of the deferred tax asset. The group is subject to joint taxation.

The current Danish income tax is allocated between the jointly taxed companies in proportion to their taxable incomes.

Statement of comprehensive income

Revenue
Revenue from a contract to provide services is recognised by reference to the stage of completion of the contract. The stage of completion of the contract is by reference to the proportion of the total cost of providing the services.

Revenue is measured at the fair value of the fee received or receivable and is stated exclusive of VAT and discounts.

Cost of sales
Cost of sales comprise cost directly relating to the revenue including externals consultants etc.

Gross profit
Gross profit comprise revenue and cost of sales.

Other operating expenses
Other operating expenses comprise expenses relating to administration, marketing, sales, costs of premises, operating leases, etc.

Net financials
Net financials comprise interest income and interest expenses as well as realised and unrealised gains and losses on transactions in foreign currency.

Non-operating expenses
Non-operating expenses comprise material non-recurring expenses not directly related to the Company's operations. These items are presented separately because they are treated as one-off expenses.

1. Accounting policies - continued

Balance sheet

Fair value
Fair values are categorised into different levels in a fair value hierarchy based on the degree to which the inputs to the measurement are observable and the significance of the inputs to the fair value measurement in its entirety:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Development projects
Development costs comprise staff costs and fees for sub-suppliers directly attributable to the development of projects. Development projects which are clearly defined and whose technical feasibility and sufficiency of resources have been demonstrated and which the company intends to complete, and market are recognised as development projects in the balance sheet if the costs can be determined reliably and there is sufficient certainty that future earnings will cover the development costs. Recognised development projects are measured at cost less accumulated amortisation and impairment losses.

Other development costs are recognised in the income statement under other external expenses or staff costs when paid.

Once completed, development projects are amortised according to the straight-line method over their estimated useful lives from the time when the asset is ready for use. Development projects are regarded as being ready for use at the time when the project is launched and made available to the customers at the latest. Amortisation methods, useful lives and residual values are reviewed every year.

Other equipment
Other equipment is measured in the balance sheet at the lower of cost less accumulated depreciation and the recoverable amount.

Cost comprises the acquisition price, costs directly related to the acquisition and costs for preparation of the asset until such time as the asset is ready for use. The depreciation period is usually three to five years. Depreciation methods, useful lives and residual values are reviewed every year.

Impairment of assets (impairment test)
The carrying amount of property, plant and equipment and intangible assets with determinable useful lives is tested for impairment every year if indications of impairment are identified and the recoverable amount of the asset is calculated to determine the amount of any impairment loss.

The recoverable amount of development projects in progress are determined every year, regardless of whether any indications of impairment exists.

If an asset does not produce inflows independently of other assets, the recoverable amount is determined for the smallest cash-generating unit of which the asset forms part.

1. Accounting policies - continued

The higher of fair value less selling costs and value in use is used as the recoverable amount of the asset. The value in use is determined as the present value of the expected net cash flows from use of the asset. If the recoverable amount of the asset is lower than the carrying amount, the carrying amount is written down to the recoverable amount.

Where cash-generating units are concerned, the impairment loss is distributed in such a way that goodwill is written down for impairment first, and subsequently any remaining impairment loss is distributed on the other assets in the unit. However, individual assets cannot be written down to a value lower than their fair value less expected selling costs. Impairment losses are recognised in the income statement.

Receivables
Receivables comprise trade receivables and other receivables. Receivables are included in the category loans and receivables, which are financial assets with fixed or determinable payments that are not listed in an active market and are not derivative financial instruments. On initial recognition, receivables are measured at fair value and subsequently at amortised cost, which usually corresponds to the nominal value, less write-downs for bad debts.

Any write-downs for bad debts are determined on the basis of an individual assessment of the individual receivable

Prepayments
Prepayments recognised under assets comprise costs incurred in respect of the subsequent financial year. Prepayments are measured at cost.

Equity, reserves and dividend payments
Share capital represents the nominal value of shares that have been issued. Share premium includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.
Other components of equity include the following:

Translation reserve comprises foreign currency translation differences arising from the translation of financial statements of the Group's foreign entities into DKK
Retained earnings includes all current and prior period retained profits and share-based employee remuneration.

All transactions with owners of the parent are recorded separately within equity. Dividend distributions payable to equity shareholders are included in other liabilities when the dividends have been approved in a general meeting prior to the reporting date.

Liabilities
Non-current liabilities comprise other credit institutions. Payables to credit institutions are measured at cost at the time of contracting such payables (raising of loans). Subsequently, the liabilities are measured at amortised cost, meaning that the difference between the proceeds from the loan and the repayable amount is recognised in the income statement over the period of the loan as a financial expense according to the effective interest method.

Other financial liabilities comprise bank debt, trade payables, other payables to public authorities and other liabilities. On initial recognition, other financial liabilities are measured at fair value less any transaction costs. Subsequently, the liabilities are measured at amortised cost according to the effective interest method, so that the difference between the proceeds and the nominal value is recognised in the income statement as a financial expense over the period of the loan.

1. Accounting policies - continued

Cash flow statement
The cash flow statement shows cash flows from operating, investing and financing activities as well as cash at the beginning and end of the year.

Cash flows from operating activities are presented in accordance with the indirect method and are determined as the operating profit or loss adjusted for non-cash operating items, changes in working capital and paid financial income, financial expenses and income tax.

Cash flows from investing activities comprise payments in connection with the acquisition and sale of companies and financial assets as well as the purchase, development, improvement and sale of property, plant and equipment and intangible assets.

Cash flows from financing activities comprise changes in the parent company's share capital and associated costs as well as the raising and repayment of loans, the repayment of interest-bearing debt, the purchase and sale of treasury shares and the payment of dividends.

Cash flows in currencies other than the functional currency are recognised in the cash flow statement using average exchange rates, unless they deviate significantly from the actual exchange rates at the transaction dates.

Cash and cash equivalents comprise cash less overdraft facilities that are an integrated part of the cash management.

2. Significant accounting estimates and judgment
In connection with the preparation of the consolidated financial statements, management makes a number of accounting estimates and judgments that affect the recognised values of assets, liabilities, income, expenses and cash flows as well as their presentation.

Accounting estimates reflect management's best estimates in terms of amounts where the measurement is subject to uncertainty, typically because the estimate is based on assumptions concerning future events. The accounting estimates are based on historical experience and other assumptions deemed relevant, but the actual results may, naturally, deviate from the estimates made. The estimates are regularly reassessed, and the effect of changes is recognised in the consolidated financial statements.

Accounting judgments reflect decisions made by management as to how the accounting policies are applied in specific situations where the accounting treatment depends on qualitative assessments. Examples could be when the risk passes or how a certain transaction or item is best presented to provide reliable and relevant information.

The following accounting estimates and judgments have had significant impact on the consolidated financial statements for 2017:

Impairment test
For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

1. Accounting policies - continued

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risks factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

2. Nature of operations
The principal activity of the Group is to provide advisory services, mainly to the public sector.

	2017	2016
	DKK '000	DKK '000
3. Revenue		
Advisory services	31.210	2.643
Total	**31.210**	**2.643**
4. Staff costs		
Wages and salaries	28.022	744
Other social security costs	126	-
Total	**28.148**	**744**
Total staff costs are recognized as follows:		
Staff costs	23.673	744
Non-operating costs	2.830	-
Capitalized development costs	1.645	-
Total	**28.148**	**744**

Non-operating costs are described in note 5.

Average number of employees during in the year	20	1

5. Non-operating expenses

Wages and salaries	2.830	-
Advisory costs	1.257	-
Total	**4.087**	**-**

Non-operating costs comprise a personel dividend and other costs in relation to the group restructuring at 1 Januar 2017.

	2017 DKK '000	2016 DKK '000
6. Financial income		
Interest income on assets measured at amortised cost	1	1
Total	**1**	**1**
7. Financial expenses		
Interest expenses on liabilities measured at cost	402	125
Foreign exchange losses, net	476	0
Total	**878**	**125**
8. Tax		
Net result for the year before tax	-10.504	-3.107
Tax rate	22%	22%
Expected tax expense	2.311	684
Adjustment for foreign activities	-1.051	-563
Adjust for non-deductible expenses	24	0
Total	**1.284**	**121**
Specification of tax expense for the year:		
Current tax	1.382	0
Change in deferred tax	0	0
Tax credit scheme	0	0
Tax for the year	**1.382**	**0**
Effective tax rate	**-13%**	**0%**
Breakdown of deferred tax:		
Property, plant and equipment	-9	0
Tax loss carryforward	1.391	0
Total deferred tax	**1.382**	**0**

The tax loss carryforward relate to the current year's loss in the Danish subsidiary, Struensee & Co. Denmark A/S. Based on the budgets for the year 2018 and a satisfactory order back log at the end of 2017, it is likely that the tax loss carryforward will be utilized within a foreseeable future.

9. Intangible assets

Amounts in DKK '000	Development projects in progress
Financial year 2017	
Additions during the year	2.207
Carrying amount as at 31-12-2017	**2.207**
Carrying amount as at 31-12-2016	0

Impairment test of development projects
Development projects in progress are impairment tested individually at group level. The carrying amount of development projects is mDKK 2,2 at 31 December 2017. The recoverable amount of development projects in progress relates to development of new cloud based platforms for the public sector and educational institutions. Based on value-in-use calculations no impairment was identified. Management has assessed that reasonably probable changes in the key assumptions will not lead to impairment.

The recoverable amount is a calculated value in use based on budgets for the coming three financial years. Key assumptions for the used budgets are the expected number of future clients of the systems and the average revenue per client. The budgets are based on management's expectation for on-boarding new clients to the system.

Development costs, which do not fulfill the requirements for recognition in the balance sheet are expenses immediately in the income statement under other operating expenses and staff costs. The development costs directly recognized in the income statement in 2017 is DKK 0 for the Group (2016: 0).

10. Property, plant and equipment

Amounts in DKK '000	Other equipment
Financial year 2016	
Additions during the year	17
Costs as at 31-12-2016	**17**
Depreciation during the year	6
Depreciation and impairment losses at 31-12-2016	**6**
Carrying amount as at 31-12-2016	**11**
Financial year 2017	
Costs as at 01-01-2017	17
Additions during the year	674
Costs as at 31-12-2017	**691**
Depreciation as at 01-01-2017	6
Depreciation during the year	177
Depreciation and impairment losses at 31-12-2017	**183**
Carrying amount as at 31-12-2017	**508**

	31-12-2017 DKK '000	31-12-2016 DKK '000

11. Trade receivables

	31-12-2017 DKK '000	31-12-2016 DKK '000
Gross receivable	2.454	0
Provision for losses	0	0
Total	**2.454**	**0**

Receivables due not written down:

	31-12-2017 DKK '000	31-12-2016 DKK '000
Overdue, less than 30 days	0	0
Overdue, more than 30 days	0	0
Total	**0**	**0**

The fair value does not differ significantly from the carrying amount.

12. Equity

Share capital
The company's share capital consists of 1.000 ordinary shares of DKK 100 (2015: 500). The shares are fully paid in. All shares are equally eligible to receive dividends and the repayment of capital and represent on vote at the shareholders' meeting.

Share premium
Proceeds received in addition to the nominal value of the shares issued during the year have been included in share premium.

Retained earnings
Retained earnings represent retained profits.

Capital management policies and procedures
The Group's capital management objectives are to ensure its ability to continue as a going concern and to provide an adequate return to shareholders.

13. Payables to credit institutions

	Currency	Term to maturity	Interest	Carrying amount	Fair value
Financial year 2017					
The Danish Growth Fund	DKK	2-5 years	CIBOR 3 + 6.3 %	5.000	5.000
Total				**5.000**	**5.000**
As at 31-12-2016				0	0

14. Contingent liabilities

The Danish group companies is taxed jointly with the majority shareholder Christian H. Holding ApS from 28 December 2017. Until this date, Struensee & Co. Holding ApS was the administration company in the taxation. The Danish companies have joint and several and unlimited liability for the total income tax and any obligations to withhold tax at source interest, royalties and dividends for these jointly taxed Danish entities. The liability also includes any subsequent corrections to the calculated tax liability as a consequence of changes made to the jointly taxable income.

15. Operating lease commitments

	31-12-2017 DKK '000	31-12-2016 DKK '000
The Group has operating leases in respect of office premises and cars. The leases are based on fixed lease payments, which are index-adjusted once every year.		
The total, future minimum lease payments are distributed as follows:		
Within 1 year	1.245	0
1-5 year(s)	343	0
After 5 years	0	0
Total	**1.588**	**0**
Operating lease payment recognised in the income statement amounts to	**1.849**	**0**

16. Financial risks

Risk management policy
The Executive Management manages the Group’s financial risks. The management of the Group's risks is included in management's day-to-day monitoring of the Group. The Group is exposed to a variety of financial risks, which result from its operating and investing activities. The Group does not actively engage in the trading of financial assets and financial. The most significant financial risks to which the Group is exposed to are described below.

Credit risk
Due to the nature of the business and customers, credit risk is deemed minimal. The maximum credit risk relating to receivables corresponds to the carrying amount.

16. Financial risks - continued

Interest rate risks
All other things being equal, a reasonably probable higher interest rate level compared with the interest rate level at the balance sheet date would have an the following hypothetical effect on the loss for the year and the year-end equity:

	2017		2016	
Amounts in DKK	Income statement	Equity	Income statement	Equity
The Danish Growth Fund	-50	-50	0	0
Total	**-50**	**-50**	**0**	**0**

A reasonably probable lower interest rate level compared with the interest rate level at the balance sheet date would have a similar, opposite effect on the loss for the year and equity.

Assumptions for sensitivity analysis:

- Sensitivities are based on the recognised financial liabilities as at 31 December
- The sensitivity is based on a change of 1% point
- The above changes are regarded as reasonably probable based on the current market situation and expectations for the developments in the level of market interest rates.

Foreign currency risk
The Group is subject to currency risks on payables and receivables in foreign currency, and purchases of services in foreign currency. The Group's most material currency risk relates intercompany debt and receivables in AED and HKD.

Liquidity risk
The Group liquidity risks covers the risk that the Group is not able to meet its liabilities as they fall due. The Group is not subject to material liquidity risks.
The maturities of financial liabilities appear from the tables below. All amounts are contractual cash flows, i.e. inclusive of interest.

In addition to the loan from the Danish Growth Fund of 5 mDKK the Group has additional overdraft facilities of a 7 mDKK at Handelsbanken and 5 mDKK from the ultimate parent company, Christian H. Holding ApS, totalling at 12 mDKK.

17. Related parties

Ownership

Christian H. Holding ApS, Magstræde 6, HST Holding ApS, 1204 Copenhagen has control of the Group, as the company holds the majority of the voting rights. Christian H. Holding ApS is also the ultimative controlling party.

Name	Registered office	Owner-ship interest
Subsidiaries		
Struensee & Co. Management Consulting A/S	Denmark	100%
Struensee & Co. Norge AS	Norway	100%
Agnus AS	Norway	100%
Struensee & Co. Hong Kong Ltd.	Hong Kong	100%
Struensee & Co. Abu Dhabi Branch	Abu Dhabi	100%
Struensee & Co. Dubai Branch	Dubai	100%

Transactions with other related parties

There were no transactions with other related parties.

Remuneration for key management employees:	31-12-2017 DKK '000	31-12-2016 DKK '000
Executive management, fee	1.649	0
Executive management, personel dividend from restructuring	2.605	0
Board of directors, fee	38	0
Total remuneration for key management employees	**4.292**	**0**

18. Business combinations

On 1 January 2017 the Group acquired Struensee & Co. Management Consulting A/S, Denmark. The Group has acquired Struensee & Co. Management Consulting A/S as part of a restructuring of the Danish company.

The fair values of identifiable assets and liabilities in Struensee & Co. Management Consulting A/S as the date of acquisition were:

	01-01-2017 DKK '000
Other equipment	522
Long-term receivables	164
Other current assets	7.333
Net cash	12.059
Non-current liabilities	-30
Current liabilities	-8.823
Total identifiable net assets at fair value	**11.225**
Goodwill arising on acquisition	0
Purchase consideration transferred	**11.225**

19. Events occuring after the balance sheet date

There are no post balance data events that required adjustments to the financial statements.

20. New accounting standards

IASB has published a number of new and revised accounting standards and interpretations, which are not mandatory for the preparation of the consolidated financial statements for 2017. Management has begun to assess the impact of IFRS 15 on revenue recognition (effective date 1 January 2018) and IFRS 16 on leases (effective date 1 January 2019, not yet adopted by the EU) on the future financial reporting. The other standards are not expected to have any substantial impact on the group.

21. Pledged securities

The Groups has pledged securities in simple claims arising from sales of services as well as in operating equipment. The total pledged securities amount to 12.000 TDKK and the corresponding debt amount to 5.000 TDKK at 31 December 2017.

22. The Group's transition to IFRS

The consolidated financial statements for 2017 are the first consolidated financial statements for the group to be prepared in accordance with IFRS as approved by the EU. The IFRS opening balance sheet as at 1 January 2016 and the comparative figures for 2016 have been prepared in accordance with IFRS, including the transitional provisions of IFRS 1 "First-time adoption of IFRS". The accounting policies are based on the accounting standards and interpretations in effect at 31 December 2017. The IFRS opening balance sheet as at 1 January 2016 has been prepared as if IFRS had always been applied, except for the transitional provisions in IFRS.

The conversion to IFRS has led to a number of changes in respect of the descriptions used and wording of accounting policies.

The main changes are in respect to the primary statements. The profit and loss account and the Statement of Recognised Gains and Losses has been replaced with a Statement of Comprehensive Income. The Balance Sheet has changed format and is now the statement of financial position. Instead of presenting net assets and shareholders’ funds, the information is now presented as total assets and total equity and liabilities.

A Statement of Changes in Equity is presented as a primary statement and provides information on the movements in equity during the financial year. Previously this information was presented as part of the movement in reserves and reconciliations of movement in shareholders’ funds notes. There were no transitional provisions.

The cash flow statement is not affected by the transition to IFRS.

22. The Group's transition to IFRS - continued

Effects of transition to IFRS to the income statement for the year ended 31 December 2016

Amount in DKK '000	DK GAAP	Effect of transition to IFRS	IFRS
Revenue	**2.643**	**0**	**2.643**
Cost of sales	-547	0	-547
Gross profit	**2.096**	**0**	**2.096**
Other operating expenses	-2.560	0	-2.560
Staff costs	-744	0	-744
Loss before depreciation and amortisation (EBITDA)	**-1.208**	**0**	**-1.208**
Non-operating expenses	0	0	0
Depreciation of other	-6	0	-6
Operating loss (EBIT)	**-1.214**	**0**	**-1.214**
Financial income	1	0	1
Financial expenses	-125	0	-125
Loss before tax	**-1.338**	**0**	**-1.338**
Tax on loss for the year	0	0	0
Net loss for the year	**-1.338**	**0**	**-1.338**

22. The Group's transition to IFRS - continued

Effect of transition to IFRS to the balance as at 31 December 2016

ASSETS			
Amount in DKK '000	DK GAAP	Effect of transition to IFRS	IFRS
Non-current assets			
Other equipment	11	0	11
Total non-current assets	**11**	**0**	**11**
Current assets			
Other receivables	2	0	2
Prepaid expenses	1	0	1
Cash and cash equivalents	148	0	148
Total current assets	**151**	**0**	**151**
Total assets	**162**	**0**	**162**
EQUITY AND LIABILITIES			
Share capital	50	0	50
Translation reserve	-27	0	-27
Retained earnings	-1.542	0	-1.542
Total equity	**-1.519**	**0**	**-1.519**
Trade payables	21	0	21
Current tax liabilities	0	0	0
Other liabilities	1.660	0	1.660
Total current liabilities	**1.681**	**0**	**1.681**
Total equity and liabilities	**162**	**0**	**162**

Note		2017 DKK '000	2016 DKK '000
	Gross profit	-3.763	-1
2	Staff costs	-1.057	0
	Operating profit	**-4.820**	**-1**
	Other financial costs	-207	0
	Loss before tax	**-5.027**	**-1**
	Tax on loss for the year	0	0
	Net profit for the year	**-5.027**	**-1**
	Proposed distribution of net loss:		
	Retained earning	-5.027	-1
	Total	**-5.027**	**-1**

Note		31-12-2017 DKK '000	31-12-2016 DKK '000
	ASSETS		
3	Investments in subsidiaries	5.821	24
	Other non-current receivables	84	0
	Total non-current assets	**5.905**	**24**
	Current assets		
	Prepayments	684	0
	Cash and cash equivalents	5.799	25
	Total current assets	**6.483**	**25**
	Total assets	**12.388**	**49**
	EQUITY AND LIABILITIES		
4	Share capital	100	50
6	Retained earnings	6.413	-1
	Total equity	**6.513**	**49**
	Payables to group companies	5.758	0
	Other liabilities	117	0
	Total equity and liabilities	**12.388**	**49**

1. Accounting policies

The financial statements of the parent company Struensee & Co. Holding ApS have been prepared in accordance with the provisions of the Danish Financial Statements Act on listed companies.

The financial statements are presented in Danish kroner (DKK).

Differences in relation to the group's accounting policies
The parent company applies the same accounting policies for recognition and measurement as the group with the exceptions and additions set out below. For a complete description of the parent company's accounting policies, see note 1 to the consolidated financial statements.

Income statement and balance sheet

Investments in subsidiaries
Investment in subsidiaries are measured at cost less writedowns.

Newly-acquired companies are recognised in accordance with the acquisition method, according to which the identifiable assets and liabilities of newly-acquired companies are recognised at fair value at the date of acquisition.

The goodwill (positive difference) determined at the date of acquisition is recognised under equity investments in subsidiaries and amortised according to the straight-line method based on an individual assessment of the useful life of the asset, the maximum period, however, being 20 years.

Cash flow statement

No cash flow statement is prepared for the parent company, as the parent company is included in the consolidated cash flow statement in accordance with section 86(4) of the Danish Financial Statements Act.

2. Principal acitivites

The principal acitivity of the company and its branches it to provide advisory services and investments.

	2017 DKK '000	2016 DKK '000
3. Staff costs		
Wages and salaries	1.057	0
Social security costs	0	0
Total	**1.057**	**0**
Average number of employees in the year	1	0
4. Investments in subsidiaries		
Cost, start	24	0
Additions during the year	5.797	24
Carrying amount, end	**5.821**	**24**
5. Share capital		
Share capital, start	50	50
Cash capital increase	50	0
Carrying amount, end	**100**	**50**
6. Share premium		
Share premium, start	0	0
This year's share premium	11.176	0
This year's dissolution of share premium	-11.176	0
Retained earnings, end	**0**	**0**
7. Retained earnings		
Retained earnings, start	-1	0
Transferred from share premium	11.176	0
This year's result carried forward	-5.027	-1
Currency adjuments on translating foreign operations	265	0
Retained earnings, end	**6.413**	**-1**