



Infare II ApS

Borgergade 14, 2.
1300 Copenhagen
CVR No. 38636855

Annual report 2019

The Annual General Meeting adopted the
annual report on 17.07.2020

Ian Wheeler

Chairman of the General Meeting

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Entity details

Entity

Infare II ApS

Borgergade 14, 2.

1300 Copenhagen

CVR No.: 38636855

Registered office: Copenhagen

Financial year: 01.01.2019 - 31.12.2019

Board of Directors

Ian Wheeler, Chairman

Otto Gernandt

Søren Leth Truelsen

Daniel Konrad Mytnik

Niclas Gabran

Lars-Erik Houmann Christensen

Executive Board

Mikkel Bønnelycke

Harald Eisenächer

Nils Gelbjerg-Hansen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P. O. Box 1600

0900 Copenhagen C

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Infare II ApS for the financial year 01.01.2019 - 31.12.2019.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 17.07.2020

Executive Board

Mikkel Bønnelycke

Harald Eisenächer

Nils Gelbjerg-Hansen

Board of Directors

Ian Wheeler

Chairman

Otto Gernandt

Søren Leth Truelsen

Daniel Konrad Mytnik

Niclas Gabran

Lars-Erik Houmann Christensen

Independent auditor's report

To the shareholders of Infare II ApS

Opinion

We have audited the financial statements of Infare II ApS for the financial year 01.01.2019 - 31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 opinion.

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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 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 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

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

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 of the management commentary.

Copenhagen, 17.07.2020

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Bjørn Winkler Jakobsen

State Authorised Public Accountant
Identification No (MNE) mne32127

Henrik Hartmann Olesen

State Authorised Public Accountant
Identification No (MNE) mne34143

Management commentary

Primary activities

The objective of the Infare group is trade and internet related activities by way of web fare intelligence sales to the airline and travel industry.

The objective of the Company is to be a holding company for Infare Solutions A/S.

Description of material changes in activities and finances

The Company was established at 11 May 2017.

Goodwill is the result of the Company's recent acquisition of Infare Solutions A/S and acquisition of customer contracts. No events have occurred after the time of acquisition that would give an indication of impairment.

The result for the year amounts to a loss of DKK 14.2 million which is considered as expected. The loss for the year is mainly due to amortisation of goodwill from the investment in Infare Solutions A/S and the loss for the year in Infare Solutions A/S.

Management expects an improved result for the coming year when revenue and profit will grow in Infare Solutions A/S and for 2020 the expected EBITDA is DKK 52 million.

Uncertainty relating to recognition and measurement

At 31 December 2019 remaining goodwill from the acquisition of Infare Solutions A/S amounted to DKK 97.6 million. Due to the nature of business activities, expected cash flow are estimated several years ahead. The budget for 2020 and forecasts have been approved by management and Board of directors. They include the effect of plans intended to achieve growth and efficiency in the years ahead. The budgets and forecasts forming the basis of the future expected cash flows, are subject to normal business uncertainty.

Events after the balance sheet date

The outbreak and spread of COVID-19 at the beginning of 2020 has resulted in a reduction of approx 4% of Infare Solutions A/S revenue in the period January to April 2020 compared to expectations at the beginning of the year. This decline is primarily caused by extraordinary discounts for clients and a decrease in activities. Both based on COVID-19. Only to a limited extent has the Company been able to reduce the outcome of this reduction in revenue via staff reduction, as most of the staff are full-time permanent employees.

At present, we are not able to make a reliable estimate of when the impact of COVID-19 will decrease and the operation of the Company will return to normal. Depending on the time frame for when the Company's revenue will be normalised and how revenue and expenses will be affected until then, a subsequent potentially considerable impairment may be needed.

Apart from the above, no events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

Income statement for 2019

	Notes	2019 DKK	2018 DKK
Gross profit/loss		(23,750)	(28,500)
Income from investments in group enterprises		(14,243,925)	(24,257,024)
Profit/loss before tax		(14,267,675)	(24,285,524)
Tax on profit/loss for the year	2	6,567	974
Profit/loss for the year		(14,261,108)	(24,284,550)
Proposed distribution of profit and loss			
Retained earnings		(14,261,108)	(24,284,550)
Proposed distribution of profit and loss		(14,261,108)	(24,284,550)

Balance sheet at 31.12.2019

Assets

	Notes	2019 DKK	2018 DKK
Investments in group enterprises		98,321,369	112,565,294
Other financial assets	3	98,321,369	112,565,294
Fixed assets		98,321,369	112,565,294
Receivables from group enterprises		2,316	974
Joint taxation contribution receivable		5,225	0
Receivables		7,541	974
Current assets		7,541	974
Assets		98,328,910	112,566,268

Equity and liabilities

	Notes	2019 DKK	2018 DKK
Contributed capital		74,500	74,500
Retained earnings		98,183,160	112,444,268
Equity		98,257,660	112,518,768
Payables to group enterprises		47,500	23,750
Other payables		23,750	23,750
Current liabilities other than provisions		71,250	47,500
Liabilities other than provisions		71,250	47,500
Equity and liabilities		98,328,910	112,566,268

Uncertainty relating to recognition and measurement	1
Contingent liabilities	4

Statement of changes in equity for 2019

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	74,500	112,444,268	112,518,768
Profit/loss for the year	0	(14,261,108)	(14,261,108)
Equity end of year	74,500	98,183,160	98,257,660

Notes

1 Uncertainty relating to recognition and measurement

At 31 December 2019 remaining goodwill from the acquisition of Infare Solutions amounted to DKK 97,637 thousand. Due to the nature of business activities, expected cash flow are estimated several years ahead. The budget for 2020 and forecasts have been approved by management and Board of directors. They include the effect of plans intended to achieve growth and efficiency in the years ahead. The budgets and forecasts forming the basis of the future expected cash flows, are subject to normal business activity uncertainty.

2 Tax on profit/loss for the year

	2019 DKK	2018 DKK
Current tax	(5,225)	0
Adjustment concerning previous years	(1,342)	(974)
	(6,567)	(974)

3 Financial assets

	Investments in group enterprises DKK
Cost beginning of year	147,491,590
Cost end of year	147,491,590
Impairment losses beginning of year	(34,926,296)
Amortisation of goodwill	(13,314,180)
Share of profit/loss for the year	(929,745)
Impairment losses end of year	(49,170,221)
Carrying amount end of year	98,321,369

Investments in subsidiaries	Registered in	Corporate form	Equity interest %	Equity DKK	Profit/loss DKK
Infare Solutions A/S	Copenhagen	A/S	100	684,066	(929,745)

4 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Infare I ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises.

Income from investments in group enterprises

Investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in group enterprises.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to reserve for net revaluation according to the equity method in equity.

Goodwill is calculated as the difference between cost of the investments and fair value of the pro rata share of assets and liabilities acquired. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful lives are reassessed annually. The amortisation periods used are 10 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Other financial liabilities

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