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Travel Operations A/S

Kirsten Walthers Vej 8 2500 Valby CVR No. 38707701

Annual report 01.07.2021 -30.06.2022

The Annual General Meeting adopted the annual report on 05.01.2023

Michael Holst Andersen Chairman of the General Meeting

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Entity details

Entity

Travel Operations A/S Kirsten Walthers Vej 8 2500 Valby

Business Registration No.: 38707701 Registered office: Copenhagen Financial year: 01.07.2021 - 30.06.2022

Board of Directors

Peter Christian Mægbæk Madsen, Chairman Michael Holst Andersen Peter Jacobsen Jacob Sylvest Andersen

Executive Board Michael Holst Andersen, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Travel Operations A/S for the financial year 01.07.2021 - 30.06.2022.

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 30.06.2022 and of the results of its operations for the financial year 01.07.2021 - 30.06.2022.

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.

Valby, 05.01.2023

Executive Board

Michael Holst Andersen CEO

Board of Directors

Peter Christian Mægbæk Madsen Chairman **Michael Holst Andersen**

Peter Jacobsen

Jacob Sylvest Andersen

Independent auditor's report

To the shareholders of Travel Operations A/S

Opinion

We have audited the financial statements of Travel Operations A/S for the financial year 01.07.2021 - 30.06.2022, 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 30.06.2022 and of the results of its operations for the financial year 01.07.2021 - 30.06.2022 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 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 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.

Valby, 05.01.2023

Deloitte Statsautoriseret Revisionspartnerselskab CVR No. 33963556

Stine Eva Grothen State Authorised Public Accountant Identification No (MNE) mne29431

Management commentary

Financial highlights

	2021/22	2020/21	2019/20	2018/19	2017/18
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Key figures					
Gross profit/loss	17,220	13,382	15,991	17,124	17,033
Operating profit/loss	1,706	965	(1,227)	1,742	5,991
Net financials	27	(125)	(218)	(78)	(39)
Profit/loss for the year	1,600	643	(1,133)	1,294	4,612
Total assets	32,951	30,985	12,625	11,812	15,192
Investments in property, plant and equipment	0	0	0	0	150
Equity	7,165	5,566	2,773	3,906	5,612
Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)	4,234	3,139	2,762	5,320	8,459
Ratios					
Equity ratio (%)	21.74	17.96	21.96	33.07	36.94

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Return on equity (%): Equity ratio (%): Equity * 100 Total assets

Primary activities

The primary activities of Travel Operations are to develop and deliver software solutions and services based on Microsoft technology for companies in the travel industry.

Development in activities and finances

During the year, Travel Operations has continued to invest in our solutions TravelOperations Enterprise for Microsoft Dynamics 365 and TravelOperations Engage for Microsoft Dynamics 365.

The solutions are targeted at larger global organizations within the travel industry that is looking to digitalize, automate and improve efficiency.

Both solutions continue to have the highest recognition from Microsoft and are listed as preferred solutions on Microsoft AppSource.

Coming out of the pandemic, the travel industry is recovering and TravelOperations has seen a significant increase in the demand for our solutions and services. During the year, a number of leading brands within the travel industry have signed contracts with TravelOperations to implement our platform. This has had a positive impact on the current year, but will also have a positive impact in the coming years.

The Company realized an EBITDA of DKK 4,234 thousand and a result of DKK 1,600 thousand, which Management considers satisfactory under the circumstances.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2021/22

		2021/22	2020/21
	Notes	DKK	DKK
Gross profit/loss		17,219,625	13,382,311
Staff costs	2	(12,985,453)	(10,243,371)
Depreciation, amortisation and impairment losses	3	(2,528,017)	(2,173,602)
Operating profit/loss		1,706,155	965,338
Other financial income	4	568,331	185,676
Other financial expenses		(541,337)	(310,702)
Profit/loss before tax		1,733,149	840,312
Tax on profit/loss for the year	5	(133,406)	(197,697)
Profit/loss for the year		1,599,743	642,615
Proposed distribution of profit and loss			
Retained earnings		1,599,743	642,615
Proposed distribution of profit and loss		1,599,743	642,615

Balance sheet at 30.06.2022

Assets

		2021/22	2020/21
	Notes	DKK	DKK
Completed development projects	7	5,511,766	4,280,868
Intangible assets	6	5,511,766	4,280,868
Other fixtures and fittings, tools and equipment		0	0
Property, plant and equipment	8	0	0
Investments in group enterprises		8,067,551	8,587,526
Deposits		179,453	106,625
Financial assets	9	8,247,004	8,694,151
Fixed assets		13,758,770	12,975,019
Trade receivables		6,018,162	6,152,076
Contract work in progress		0	444,101
Receivables from group enterprises	10	11,185,943	6,696,607
Other receivables		171,284	1,747,407
Prepayments		558,527	44,773
Receivables		17,933,916	15,084,964
Cash		1,258,668	2,925,400
Current assets		19,192,584	18,010,364
Assets		32,951,354	30,985,383

Equity and liabilities

		2021/22	2020/21
	Notes	DKK	DKK
Contributed capital		1,375,000	1,375,000
Reserve for development expenditure		4,244,343	3,284,243
Retained earnings		1,545,993	906,350
Equity		7,165,336	5,565,593
Deferred tax		1,244	274,852
Provisions		1,244	274,852
Bank loans		1,772,595	1,689,510
Joint taxation contribution payable		407,014	672,409
Other payables		11,073,266	13,253,370
Non-current liabilities other than provisions	11	13,252,875	15,615,289
Current portion of non-current liabilities other than provisions	11	0	1,014,030
Bank loans		692,056	0
Prepayments received from customers		6,430,627	2,033,548
Trade payables		2,405,781	1,135,534
Payables to group enterprises		97,584	0
Income tax payable		672,423	410,930
Other payables		2,233,428	4,935,607
Current liabilities other than provisions		12,531,899	9,529,649
Liabilities other than provisions		25,784,774	25,144,938
Equity and liabilities		32,951,354	30,985,383
Uncertainty relating to recognition and measurement	1		
Unrecognised rental and lease commitments	12		
Contingent liabilities	13		
Assets charged and collateral	13		

Statement of changes in equity for 2021/22

	Contributed capital DKK	Reserve for development expenditure DKK	Retained earnings DKK	Total DKK
Equity beginning of year	1,375,000	3,284,243	906,350	5,565,593
Transfer to reserves	0	960,100	(960,100)	0
Profit/loss for the year	0	0	1,599,743	1,599,743
Equity end of year	1,375,000	4,244,343	1,545,993	7,165,336

Notes

1 Uncertainty relating to recognition and measurement

As part of its strategy, the Company founded the subsidiary Travel Operations Business A/S in January 2020. The object of this subsidiary is to offer Business Central solutions to small and medium-sized customers in the travel industry. Upon the foundation of the subsidiary, Travel Operations A/S disposed of the relevant development projects to Travel Operations Business A/S. Afterwards, the Company has provided the subsidiary with the necessary loan finance and liquidity to acquire the development projects and to finance the ongoing operations of Travel Operations Business A/S.

On 30 June 2022, Travel Operations A/S had total receivables from Travel Operations Business A/S of DKK 9,269 thousand. In the financial year 2021/22, Travel Operations Business A/S realised a loss of DKK 2,028 thousand, and it had negative equity of DKK 4,243 thousand on 30 June 2022.

The budget for the next financial year shows positive results and cash flows for the last six months, just as the subsidiary expects a high growth rate and significantly improved performance in the years ahead. By a positive budget performance, the subsidiary will be able to meet its obligations, such as its debt to Travel Operations A/S as it falls due.

Based on the budget presented for the next financial year and the positive development of customer intake in terms of the Business Central solution offered by Travel Operations Business A/S, Management believes that the Company's receivables from Travel Operation Business A/S will be settled at maturity, and that the value of the investment at least corresponds to the carrying amount.

Please also refer to the management commentary.

2 Staff costs

	2021/22	2020/21
	DKK	DKK
Wages and salaries	12,153,198	9,637,084
Other social security costs	180,117	162,996
Other staff costs	652,138	443,291
	12,985,453	10,243,371
Average number of full-time employees	15	15
3 Depreciation, amortisation and impairment losses		
	2021/22	2020/21
	DKK	DKK
Amortisation of intangible assets	2,528,017	2,173,602
	2,528,017	2,173,602

4 Other financial income

	2021/22 DKK	
Financial income from group enterprises	151,653	92,298
Exchange rate adjustments	416,678	93,378
	568,331	185,676

5 Tax on profit/loss for the year

	2021/22	2021/22 2020/21
	DKK	DKK
Current tax	407,014	672,409
Change in deferred tax	(273,608)	(474,712)
	133,406	197,697

6 Intangible assets

	Completed development projects DKK
Cost beginning of year	16,340,187
Additions	3,758,915
Cost end of year	20,099,102
Amortisation and impairment losses beginning of year	(12,059,319)
Amortisation for the year	(2,528,017)
Amortisation and impairment losses end of year	(14,587,336)
Carrying amount end of year	5,511,766

7 Development projects

The development projects aim at developing an ERP system for the travel industry. During the financial year, the Company completed a series of projects.

8 Property, plant and equipment

	and fittings,
	tools and
	equipment
	DKK
Cost beginning of year	150,000
Cost end of year	150,000
Depreciation and impairment losses beginning of year	(150,000)
Depreciation and impairment losses end of year	(150,000)
Carrying amount end of year	0

9 Financial assets

	Investments in group enterprises DKK	Deposits DKK
Cost beginning of year	8,587,526	106,625
Additions	0	72,828
Cost end of year	8,587,526	179,453
Dividend	(519,975)	0
Impairment losses end of year	(519,975)	0
Carrying amount end of year	8,067,551	179,453

			Equity	Equity	
Investments in		Corporate	interest	Equity	Profit/loss
subsidiaries	Registered in	form	%	DKK	DKK
Travel Operations Business A/S	Denmark	A/S	76.00	(4,242,288)	(2,027,666)
TravelOperations PTY LTD	Australia	PTY LTD	100.00	(25,083)	(21,461)
TravelOperations Corporation	United States	Inc	100.00	773,494	146,449
Travel Operations A/S	New Zealand	Overseas Non- ASIC Company	100.00	(32,144)	(13,449)
Scandisys AB	Sweden	AB	100.00	212,358	(13,100)

10 Receivables from group enterprises

Receivables from group enterprises primarily consist of receivables of DKK 9,269 thousand from its subsidiary, Travel Operations Business A/S. The Company has issued a letter of comfort to Travel Operations Business A/S, valid for 12 months as of today.

11 Non-current liabilities other than provisions

		Due after more than 12 months 2021/22	Outstanding after 5 years 2021/22
	Due within 12 months		
	2020/21		
	DKK	DKK	DKK
Bank loans	1,014,030	1,772,595	0
Joint taxation contribution payable	0	407,014	0
Other payables	0	11,073,266	1,472,670
	1,014,030	13,252,875	1,472,670

12 Unrecognised rental and lease commitments

	2021/22	2020/21
	DKK	DKK
Liabilities under rental or lease agreements until maturity in total	220,295	79,803

13 Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. 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 these entities.

14 Assets charged and collateral

Bank loans are secured by way of a deposited mortgage deed registered to the mortgagor on plant and equipment of DKK 2,000,000 nominal.

Collateral provided for group enterprises

The Company has issued a letter of comfort to Travel Operations Business A/S, valid for 12 months as of today.

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 a few 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 section 110 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, other operating income, costs of raw materials and consumables and other external expenses.

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Contract work in progress is included in revenue based on the stage of completion so that revenue corresponds to the selling price of the work performed in the financial year (the percentage-of-completion method).

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and ordinary writedowns of the relevant inventories.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, as well as gains and losses from the sale of intangible assets and property, plant and equipment.

Other financial income

Other financial income comprises interest income, net capital or exchange gains on payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, net capital or exchange losses on payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

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

Intellectual property rights etc.

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity under reserve for development costs that is reduced

as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

The amortisation period used is between three and five years.

Intellectual property rights etc. are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation. For self-constructed assets, cost comprises direct and indirect costs of materials, components, subsuppliers and labour costs. For as-sets held under finance leases, cost is the lower of the asset's fair value and present value of future lease payments.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

	Useful life	
	Years	
Other fixtures and fittings, tools and equipment	3-5 years	

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

Investments in group enterprises are measured at cost. Investments 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.

Contract work in progress

Contract work in progress is measured at the selling price of the work carried out at the balance sheet date.

The selling price is measured based on the stage of completion and the total estimated income from the individual contracts in progress. Usually, the stage of completion is determined as the ratio of actual to total budgeted consumption of resources.

If the selling price of a project in progress cannot be made up reliably, it is measured at the lower of costs incurred and net realisable value.

Each contract in progress is recognised in the balance sheet as receivables or liabilities other than provisions, depending on whether the net value, calculated as the selling price less prepayments received, is positive or negative.

Costs of sales work and of securing contracts, as well as finance costs are recognised in the income statement as incurred.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Other financial liabilities

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

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.

Tax receivable or payable

Current tax receivable or payable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Joint taxation contributions payable or receivable

Current joint taxation contributions receivable or joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of 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.