



## Prodata Bidco A/S

Stamholmen 157  
2650 Hvidovre  
CVR No. 39467763

## Annual report 2021

The Annual General Meeting adopted the  
annual report on 30.06.2022

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**Lars Bloch**

Chairman of the General Meeting

# Contents

Entity details	2
Statement by Management	3
Independent auditor's report	4
Management commentary	7
Income statement for 2021	8
Balance sheet at 31.12.2021	9
Statement of changes in equity for 2021	11
Notes	12
Accounting policies	14

# Entity details

## Entity

Prodata Bidco A/S

Stamholmen 157

2650 Hvidovre

Business Registration No.: 39467763

Registered office: Hvidovre

Financial year: 01.01.2021 - 31.12.2021

## Board of Directors

Eva Marika Fredriksson, Chairman

Søren Nordal Rode

Christian Bamberger Bro

Christoffer Arthur Müller

Petra Jenner

## Executive Board

Anders Gratte

## 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 Prodata Bidco A/S for the financial year 01.01.2021 - 31.12.2021.

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 31.12.2021 and of the results of its operations for the financial year 01.01.2021 - 31.12.2021.

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.

Hvidovre, 30.06.2022

## Executive Board

**Anders Gratte**

## Board of Directors

**Eva Marika Fredriksson**  
Chairman

**Søren Nordal Rode**

**Christian Bamberger Bro**

**Christoffer Arthur Müller**

**Petra Jenner**

# Independent auditor's report

## To the shareholders of Prodata Bidco A/S

### Opinion

We have audited the financial statements of Prodata Bidco A/S for the financial year 01.01.2021 - 31.12.2021, 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 31.12.2021 and of the results of its operations for the financial year 01.01.2021 - 31.12.2021 in accordance with the Danish Financial Statements Act.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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.

Hvidovre, 30.06.2022

**Deloitte**

Statsautoriseret Revisionspartnerselskab  
CVR No. 33963556

**Bill Haudal Pedersen**

State Authorised Public Accountant  
Identification No (MNE) mne30131

**Brian Schmit Jensen**

State Authorised Public Accountant  
Identification No (MNE) mne40050

# Management commentary

## Primary activities

The Company's main activity is to hold shares in ProData Group.

The Group is a full-service IT provider, capable of facilitating any client on a 360-degree service journey: from local expert consultancy augmentation of client teams, to setting up nearshore teams, to vendor consolidation, to managed teams and value-based pricing services in advanced, agile delivery models.

## 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

	Notes	2021 DKK'000	2020 DKK '000
Other external expenses		(65)	(403)
<b>Gross profit/loss</b>		<b>(65)</b>	<b>(403)</b>
Income from investments in group enterprises		51,786	18,314
Other financial income	1	538	1,238
Other financial expenses	2	(15,598)	(53,978)
<b>Profit/loss before tax</b>		<b>36,661</b>	<b>(34,829)</b>
Tax on profit/loss for the year	3	2,858	2,905
<b>Profit/loss for the year</b>		<b>39,519</b>	<b>(31,924)</b>
<b>Proposed distribution of profit and loss:</b>			
Retained earnings		39,519	(31,924)
<b>Proposed distribution of profit and loss</b>		<b>39,519</b>	<b>(31,924)</b>

# Balance sheet at 31.12.2021

## Assets

	Notes	2021 DKK'000	2020 DKK'000
Investments in group enterprises		572,968	521,381
<b>Financial assets</b>	4	<b>572,968</b>	<b>521,381</b>
<b>Fixed assets</b>		<b>572,968</b>	<b>521,381</b>
Receivables from group enterprises		1,492	19,314
Deferred tax		543	543
Income tax receivable		2,858	4,909
<b>Receivables</b>		<b>4,893</b>	<b>24,766</b>
<b>Cash</b>		<b>47</b>	<b>0</b>
<b>Current assets</b>		<b>4,940</b>	<b>24,766</b>
<b>Assets</b>		<b>577,908</b>	<b>546,147</b>

**Equity and liabilities**

	<b>Notes</b>	<b>2021 DKK'000</b>	<b>2020 DKK'000</b>
Contributed capital		2,160	2,160
Reserve for net revaluation according to the equity method		52,796	0
Retained earnings		243,356	256,832
<b>Equity</b>		<b>298,312</b>	<b>258,992</b>
Other provisions		0	40,000
<b>Provisions</b>		<b>0</b>	<b>40,000</b>
Bank loans		0	212,476
<b>Non-current liabilities other than provisions</b>		<b>0</b>	<b>212,476</b>
Bank loans		34,400	33,500
Trade payables		76	448
Payables to group enterprises		245,106	404
Other payables		14	327
<b>Current liabilities other than provisions</b>		<b>279,596</b>	<b>34,679</b>
<b>Liabilities other than provisions</b>		<b>279,596</b>	<b>247,155</b>
<b>Equity and liabilities</b>		<b>577,908</b>	<b>546,147</b>
Contingent liabilities	5		
Assets charged and collateral	6		

# Statement of changes in equity for 2021

	Contributed capital DKK'000	Reserve for net revaluation according to the equity method DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	2,160	0	256,832	258,992
Exchange rate adjustments	0	(199)	0	(199)
Profit/loss for the year	0	52,995	(13,476)	39,519
<b>Equity end of year</b>	<b>2,160</b>	<b>52,796</b>	<b>243,356</b>	<b>298,312</b>

# Notes

## 1 Other financial income

	2021 DKK'000	2020 DKK'000
Financial income from group enterprises	0	1,238
Exchange rate adjustments	538	0
	<b>538</b>	<b>1,238</b>

## 2 Other financial expenses

	2021 DKK'000	2020 DKK'000
Financial expenses from group enterprises	2,561	156
Other interest expenses	5,290	8,161
Exchange rate adjustments	0	2,573
Other financial expenses	7,747	43,088
	<b>15,598</b>	<b>53,978</b>

## 3 Tax on profit/loss for the year

	2021 DKK'000	2020 DKK'000
Current tax	(2,858)	(2,905)
	<b>(2,858)</b>	<b>(2,905)</b>

#### 4 Financial assets

	<b>Investments in group enterprises DKK'000</b>
Cost beginning of year	520,172
<b>Cost end of year</b>	<b>520,172</b>
Revaluations beginning of year	1,209
Exchange rate adjustments	(199)
Amortisation of goodwill	(18,027)
Share of profit/loss for the year	69,813
<b>Revaluations end of year</b>	<b>52,796</b>
<b>Carrying amount end of year</b>	<b>572,968</b>

The carrying amount of goodwill amounts to DKK '000 324.898.

<b>Investments in subsidiaries</b>	<b>Registered in</b>	<b>Corporate form</b>	<b>Equity interest %</b>
ProData Consult A/S	Denmark	A/S	100.00

#### 5 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which AX VI INV3 Holding III 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 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends 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.

#### 6 Assets charged and collateral

The shares in ProData Consult A/S as well as certain subsidiaries in Poland, Sweden and emagine Group have been pledged as security for the senior facility agreement entered into by AX VI INV3 Holding ApS. Further, a floating charge of DKK 25 million in the assets of ProData Consult A/S, and EUR 20 thousand in the assets of the subsidiary in the Netherlands has been provided. The Polish subsidiary has provided payment guarantees for a total of PLN 0.25 million and EUR 1,1 million. The ProData companies in Denmark, Norway, Sweden and Poland are part of a cash pool agreement with a credit limit of DKK 75 million.

The ProData companies in Denmark, Sweden, Poland and emagine Group have made a guarantee on a jointly basis towards the credit institution. AX VI INV3 Holding ApS, P-ProData 2018 A/S, ProData Holding A/S, ProData BidCo A/S and ProData Consult A/S and its subsidiaries jointly guarantee as obligor for any amounts due under the senior facility agreement.

# 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 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.

## Business combinations

Newly acquired or newly established enterprises are recognised in the financial statements from the time of acquiring or establishing such enterprises. Divested or wound-up enterprises are recognised in the income statement up to the time of their divestment or winding-up.

The purchase method is applied at the acquisition of new enterprises, under which identifiable assets and liabilities of these enterprises are measured at fair value at the acquisition date. Provisions for costs of restructuring of the enterprise acquired are only made in so far as such restructuring was decided by the enterprise acquired prior to acquisition. Allowance is made for the tax effect of restatements.

Positive differences in amount (goodwill) between cost of the acquired share and fair value of the assets and liabilities taken over are recognised in intangible assets, and they are amortised systematically over the income statement based on an individual assessment of their useful lives. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful life is reassessed annually.

The uniting-of-interests method is applied on acquisition of enterprises, mergers, demergers, contributions

of assets and exchanges of shares, etc. in which the enterprises concerned are controlled by the Parent, under which method the combination is considered completed at the date of acquisition without restatement of comparative figures. Under the uniting-of-interests method, the acquiree's assets and liabilities are recognised at their carrying amounts, adjusted for any differences in accounting policies and accounting estimates. The difference between the consideration agreed and the carrying amount of the acquiree is recognised in equity. difference between the consideration agreed and the carrying amount of the acquiree is recognised in equity.

### **Income statement**

#### **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.

#### **Income from investments in group enterprises**

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

#### **Other financial income**

Other financial income comprises, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

#### **Other financial expenses**

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and 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.

### **Balance sheet**

#### **Investments in group enterprises**

Investments in group enterprises are recognised and measured in the parent financial statements 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. Reference is made to the above section on business combinations for more details about the accounting policies applied to acquisitions of investments in group enterprises.

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

Goodwill is the difference between cost of investments and fair value of the pro rata share of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For amounts of goodwill, useful life has been 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. Useful lives are reassessed annually. The amortisation period 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.

**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.

**Tax payable or receivable**

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

**Cash**

Cash comprises cash in hand and bank deposits.

**Other provisions**

Other provisions comprise anticipated costs of expected earn-out. Earn-out are measured at net present value. Other liabilities are measured at net realisable value

**Other financial liabilities**

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