

PROGRESS SOFTWARE A/S

Sundkrogsgade 21
2100 København Ø
Business Registration No
77357211

Annual report 01.12.2016 - 30.11.2017

The Annual General Meeting adopted the annual report on 30.04.2018

Chairman of the General Meeting

Name: Leendert Steendijk

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Entity details

Entity

PROGRESS SOFTWARE A/S
Sundkrogsgade 21
2100 København Ø

Central Business Registration No (CVR): 77357211
Registered in: København
Financial year: 01.12.2016 - 30.11.2017

Board of Directors

Domenic Lococco
Leendert Steendijk
Brian Patrick Flanagan

Executive Board

Leendert Steendijk

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
Postboks 1600
0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of PROGRESS SOFTWARE A/S for the financial year 01.12.2016 - 30.11.2017.

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 30.11.2017 and of the results of its operations for the financial year 01.12.2016 - 30.11.2017.

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, 30.04.2018

Executive Board

Leendert Steendijk

Board of Directors

Domenic Lococco

Leendert Steendijk

Brian Patrick Flanagan

Independent auditor's report

To the shareholders of PROGRESS SOFTWARE A/S

Opinion

We have audited the financial statements of PROGRESS SOFTWARE A/S for the financial year 01.12.2016 - 30.11.2017, 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 30.11.2017 and of the results of its operations for the financial year 01.12.2016 - 30.11.2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

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

Independent auditor's report

- 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.

Independent auditor's report

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.

Violation of legislation on financial reporting and similar

Without qualifying our opinion, we point out that the accounting records of the Company are retained on servers outside Danish borders. The requirements for this practise have not been met contrary to the Danish Bookkeeping Act.

Copenhagen, 30.04.2018

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR) 33963556

Lars Andersen
State Authorised Public Accountant
Identification No (MNE) mne27762

Management commentary

Primary activities

The company's main activity comprises sale and distribution of computer development software and related support, training and consultancy services.

Development in activities and finances

The profit for the year amount to DKK 89,159 which is considered satisfactory. The management expects 2017/18 to generate a profit.

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 2016/2017

	<u>Notes</u>	<u>2016/2017</u> <u>DKK</u>	<u>2015/2016</u> <u>DKK</u>
Gross profit	1	317.245	786.563
Staff costs	2	(186.443)	(466.342)
Depreciation, amortisation and impairment losses		<u>(29.470)</u>	<u>(29.740)</u>
Operating profit/loss		101.332	290.481
Other financial income	3	79.020	191.218
Other financial expenses	4	<u>(64.061)</u>	<u>(17.908)</u>
Profit/loss before tax		116.291	463.791
Tax on profit/loss for the year	5	<u>(27.132)</u>	<u>(115.286)</u>
Profit/loss for the year		89.159	348.505
Proposed distribution of profit/loss			
Retained earnings		<u>89.159</u>	<u>348.505</u>
		89.159	348.505

Balance sheet at 30.11.2017

	<u>Notes</u>	<u>2016/2017</u> <u>DKK</u>	<u>2015/2016</u> <u>DKK</u>
Goodwill		265.231	294.701
Intangible assets	6	265.231	294.701
Other fixtures and fittings, tools and equipment		0	0
Property, plant and equipment	7	0	0
Deferred tax		636.106	628.538
Fixed asset investments	8	636.106	628.538
Fixed assets		901.337	923.239
Trade receivables		2.566.943	2.942.337
Receivables from group enterprises		0	6.125.725
Other receivables		6.000	0
Prepayments		0	4.251
Receivables		2.572.943	9.072.313
Cash		3.274.615	4.501.985
Current assets		5.847.558	13.574.298
Assets		6.748.895	14.497.537

Balance sheet at 30.11.2017

	<u>Notes</u>	<u>2016/2017</u> DKK	<u>2015/2016</u> DKK
Contributed capital		500.000	500.000
Retained earnings		<u>1.733.265</u>	<u>1.644.106</u>
Equity		<u>2.233.265</u>	<u>2.144.106</u>
Payables to group enterprises		1.207.324	7.883.760
Income tax payable		0	661.517
Other payables		447.552	962.535
Deferred income		<u>2.860.754</u>	<u>2.845.619</u>
Current liabilities other than provisions		<u>4.515.630</u>	<u>12.353.431</u>
Liabilities other than provisions		<u>4.515.630</u>	<u>12.353.431</u>
Equity and liabilities		<u>6.748.895</u>	<u>14.497.537</u>
Contingent liabilities	9		
Related parties with controlling interest	10		
Group relations	11		

Statement of changes in equity for 2016/2017

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	500.000	1.644.106	2.144.106
Profit/loss for the year	0	89.159	89.159
Equity end of year	500.000	1.733.265	2.233.265

Notes

1. Gross profit

For competitive reasons, disclosure is only made of gross profit. We refer to section 32 of the Danish Financial Statements Act. Gross profit includes revenue, less cost of sales and other external expenses.

	2016/2017	2015/2016
	DKK	DKK
2. Staff costs		
Wages and salaries	179.954	462.634
Pension costs	6.489	3.708
	186.443	466.342
Average number of employees	2	1

	2016/2017	2015/2016
	DKK	DKK
3. Other financial income		
Other interest income	201	25
Exchange rate adjustments	78.819	191.193
	79.020	191.218

	2016/2017	2015/2016
	DKK	DKK
4. Other financial expenses		
Other interest expenses	42.045	5.603
Exchange rate adjustments	22.016	12.305
	64.061	17.908

	2016/2017	2015/2016
	DKK	DKK
5. Tax on profit/loss for the year		
Current tax	33.873	(63.089)
Change in deferred tax	(6.741)	178.375
	27.132	115.286

Notes

	Goodwill DKK
	<u> </u>
6. Intangible assets	
Cost beginning of year	324.441
Cost end of year	<u>324.441</u>
Amortisation and impairment losses beginning of year	(29.740)
Amortisation for the year	<u>(29.470)</u>
Amortisation and impairment losses end of year	<u>(59.210)</u>
Carrying amount end of year	<u>265.231</u>
	Other fixtures and fittings, tools and equipment DKK
	<u> </u>
7. Property, plant and equipment	
Cost beginning of year	18.539
Cost end of year	<u>18.539</u>
Depreciation and impairment losses beginning of year	<u>(18.539)</u>
Depreciation and impairment losses end of year	<u>(18.539)</u>
Carrying amount end of year	<u>0</u>
	Deferred tax DKK
	<u> </u>
8. Fixed asset investments	
Cost beginning of year	628.538
Additions	<u>7.568</u>
Cost end of year	<u>636.106</u>
Carrying amount end of year	<u>636.106</u>
9. Contingent liabilities	
The Company has entered an office rent commitment of DKK 12.000.	

Notes

10. Related parties with controlling interest

Progress Software Corporation, 14 Oak Park, Bedford Massachusetts 01730, USA

11. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Progress Software Corporation, 14 Oak Park, Bedford Massachusetts 01730, USA

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.

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

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 invoiced sales during the year of licences, consultancy services and service contracts adjusted for prepayments received less cost of sales and other external costs.

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.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

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.

Accounting policies

Staff costs

Staff costs comprise salaries and wages as well as 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, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Other financial income

Other financial income comprises dividends etc received on other investments, 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 as well as 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 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.

Balance sheet

Goodwill

Goodwill is the positive difference between cost and value in use of assets and liabilities taken over as part of the acquisition. 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 it is not possible to estimate the useful life reliably, it is set at 10 years. Useful lives are reassessed on an annual basis. The amortisation periods used are 5 years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Accounting policies

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.

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:

Other fixtures and fittings, tools and equipment 1 year

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.

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.

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.

Receivables

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

Prepayments

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

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

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

Income 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.

Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.