PROSPECTUS

Infront ASA

(A public limited liability company organized under the laws of Norway)

Listing of Bonds issued by Infront ASA in a

EUR 105,000,000 senior secured callable open bond issue with maturity in 2023

ISIN: NO 0010850613

This prospectus (the "**Prospectus"**) relates to, and has been prepared in connection with the listing (the "**Listing"**) on Oslo Børs, a stock exchange operated by Oslo Børs ASA ("**Oslo Børs"**), of bonds (the "**Bonds**") which were issued by Infront ASA (the "**Company**" or the "**Issuer**", and together with its consolidated subsidiaries the "**Group**" or the "**Infront Group**") on 15 May 2019 in a EUR 105,000,000 senior secured callable open bond issue with maturity on 15 May 2023 (the "**Bond Issue**"). The Bonds have an interest rate of 3 month EURIBOR + 5.75% per annum, with a EURIBOR floor at 0.00 per cent.

The Bonds are expected to be listed and tradable on Oslo Børs on or about 12 November 2019.

The distribution of this Prospectus may in certain jurisdictions be restricted by law. Accordingly, this Prospectus may not be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. The Company and the Manager (as defined below) require persons in possession of this Prospectus to inform themselves about, and to observe, any such restrictions.

This Prospectus and the Bonds shall be governed by and construed in accordance with Norwegian law. The courts of Norway, with Oslo City Court as legal venue, shall have exclusive jurisdiction to settle any dispute which may arise out of, or in connection with the Bonds or this Prospectus.

THIS PROSPECTUS IS A LISTING PROSPECTUS FOR BONDS ALREADY ISSUED BY INFRONT ASA. NO SECURITIES ARE BEING OFFERED TO ANY PERSON IN ANY JURISDICTION ON THE BASIS OF THIS PROSPECTUS.

Investing in the Company and securities issued by the Company (including but not limited to the Bonds) involves material risks and uncertainties. See section 1 "Risk Factors" and section 3 "General information".

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Managers

ABG Sundal Collier ASA

Danske Bank, Norwegian branch

The date of this Prospectus is 7 November 2019

IMPORTANT INFORMATION

Please refer to section 13 "Definitions and Glossary" for definitions of terms used throughout this Prospectus, which also apply to the preceding pages.

This Prospectus has been prepared in order to provide information about the Group and its business in relation to the Listing of the Bonds, and to comply with the Norwegian Securities Trading Act of June 29, 2007 no. 75 (the "**Norwegian Securities Trading Act"**) and related secondary legislation, including the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2014/71/EC, as amended, and as implemented in Norway in accordance with Section 7-1 of the Norwegian Securities Trading Act (the "**EU Prospectus Regulation**"). This Prospectus has been prepared solely in the English language.

This Prospectus has been approved by the Norwegian Financial Supervisory Authority (the "**FSA**"), as competent authority under the EU Prospectus Regulation. The Norwegian FSA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by EU Prospectus Regulation. Such approval shall not be considered as an endorsement of the issuer that is the subject of this Prospectus. The Norwegian FSA has not made any form of control or approval relating to corporate matters described or referred to in this Prospectus. This Prospectus has been drawn up as part of a simplified prospectus in accordance with Article 14 of the EU Prospectus Regulation. The Norwegian FSA approved this Prospectus at 7 November 2019.

The Company has furnished the information in this Prospectus. The Company has engaged ABG Sundal Collier ASA and Danske Bank, Norwegian branch as managers in connection with the Bond Issue (collectively, the "**Managers**").

Unless otherwise indicated, the information contained herein is current as of the date hereof and the information is subject to change, completion and amendment without notice. In accordance with Article 23 of the EU Prospectus Regulation, significant new factors, material mistakes or material inaccuracies relating to the information included in this Prospectus, which are capable of affecting the assessment of the Bonds between the time of approval of this Prospectus by the Norwegian FSA and the Listing of the Bonds on Oslo Børs, will be included in a supplement to this Prospectus. Neither the publication nor distribution of this Prospectus shall under any circumstances create any implication that there has been no change in the Group's affairs or that the information herein is correct as of any date subsequent to the date of this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Bonds other than as contained in this Prospectus. If any such information is given or made, it must not be relied upon as having been authorised by the Company or the Managers or by any of the affiliates, advisors or selling agents of any of the foregoing.

An investment in the Bonds involves inherent risks. Potential investors should carefully consider the risk factors set out in section 1 "Risk Factors" in addition to the other information contained herein before making an investment decision. An investment in the Company or its securities is suitable only for investors who understand the risk factors associated with this type of investment and who can afford a loss of their entire investment. The contents of this Prospectus are not to be construed as legal, business or tax advice. Each prospective investor should consult with its own legal adviser, business adviser and tax adviser as to legal, business and tax advice. In the ordinary course of their respective businesses, the Manager and certain of their respective affiliates have engaged, and will continue to engage, in investment and commercial banking transactions with the Group.

Without limiting the manner in which the Company may choose to make any public announcements, and subject to the Company's obligations under applicable law, announcements relating to the matters described in this Prospectus will be considered to have been made once they have been received by Oslo Børs and distributed through its information system.

The distribution of this Prospectus and the offer and sale of the Bonds may in certain jurisdictions be restricted by law. The Company and the Manager require persons in possession of this Prospectus to inform themselves about, and to observe, any such restrictions. This Prospectus does not constitute an offer of, or an invitation to subscribe or purchase any securities in any jurisdiction in which such offer or sale would be unlawful. This Prospectus may not be distributed or published in any jurisdiction except under circumstances that will result in compliance with applicable laws and regulations. Persons in possession of this Prospectus are required to inform themselves about and to observe any such restrictions. In addition, the Bonds are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws and regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. The Company has not registered the Bonds under the U.S. Securities Act or the securities laws of other jurisdictions other than Norway and the Company does not expect to do so in the future. The Bonds may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the Securities Act), except for pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities law, or pursuant to an effective registration statement.

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1 RISK FACTORS

Investing in the Company's securities involves inherent risks. Prior to making any investment decision with respect to the Bonds, an investor should carefully consider all of the information contained in this Prospectus, and in particular the risks and uncertainties described in this Section, which the Company believes are the most material known risks and uncertainties faced by the Group as of the date hereof. The risk factors presented in this Section are limited to the risks that the Company believes to be specific to the Issuer and material for investors when making their investment decision. An investment in the Bonds is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment.

The risk factors presented in this section have been divided into a limited number of categories based on their nature. Within each category, the risk factors which are deemed by the Company to be the most material based of an overall assessment of the probability of their occurrence and the expected magnitude of their negative impact on the Group, are presented first. However, this does not mean that the remaining risk factors presented after the first risk factor are ranked in order of their likelihood of occurrence or the severity or significant of each risk. The order of the categories does not intend to represent any assessment of the materiality or the probability of occurrence of the risk factors within that category, when compared to risk factors in another category. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties described are not a genuine potential threat to an investment in the Company's securities. Should any of the following risks occur, it could have a material adverse effect on the Group's business, prospects, results of operations, cash flows and financial position, and the trading price of the Bonds may decline, causing investors to lose all or part of their invested capital. Additional risks not presently known to the Company or which the Company currently deems not to be material may also have a material adverse effect on the Company. A prospective investor should consult his or her own expert advisors as to the suitability of an investment in the Company's securities. It is not possible to quantify the significance to the Group of each individual risk factor as each of the risk factors mentioned below may materialise to a greater or lesser degree.

1.1 Risks relating to the industry in which the Infront Group operates

1.1.1 *Price pressure may impact ability to win new contracts and impact revenues from extended, existing contracts*

The significant competition within the Infront Group's industry exposes the Infront Group to price pressure. Contracts are awarded on a competitive bid basis, and price competition is often the principal factor in determining which supplier bid is successful. The entrance of lower cost providers may influence the Infront Group's market and lead to further competition that might adversely affect profitability. Some players, either those already active in the industry or those entering the industry, may also have greater resources than the Infront Group, and the failure to maintain a competitive service offering could have a material adverse effect on the Group's ability to win new contracts and revenues from extended, existing contracts.

1.1.2 *Risk related to being unable to meet the changing needs of the industry*

The technology market is in constant change, and the future success of the Infront Group depends on its ability to meet the changing needs of the industry. The Infront Group depends on the ability to respond effectively to technological changes to be able to retain their position in the market and expand further. The future performance of the Infront Group's operations will depend on the successful development, introduction and market acceptance of existing and new products and services that address customer requirements in a cost-effective manner. If the Infront Group does not expand or enhance its product and/or service range or respond effectively to technological change, its businesses may not grow. The introduction of new products and services, market acceptance of products and services based on new or alternative technologies, or the emergence of new industry standards could render the Infront Group's existing products obsolete or make it easier for other products and/or services to compete with its products and services.

The Infront Group might spend time and resources on new products, to meet market changes or customer demand, that are not accepted by the market. The failure to successfully conclude such processes can result in unrecovered costs and impede the growth of the Infront Group.

New standards for the products and services delivered by the Infront Group could render existing products and services of the Infront Group obsolete and unable to compete in the market. Failure to deliver new technology and make the necessary updates to the existing products could result in both loosing existing customers and failure to attract new ones.

1.1.3 *The Infront Group operates in a highly competitive market*

The IT and technology market with focus towards the financial industry is highly competitive, and competitors are constantly adjusting their promotional activity, products offered and pricing strategies in response to changing conditions.

The Infront Group may face competitive pressure from future new entrants or entrants competing through new technology, and there can be no assurances that the Infront Group will be able to maintain its competitive position or continue to meet changes in the competitive environment. Some of the Infront Group's current and future competitors may be able to adjust itself more efficiently to the rapid changes in the technology market, and may have greater financial resources and/or economies of scale, as well as lower cost bases, which could provide a competitive advantage. Competitors may also merge or form strategic partnerships. Should any existing competitors, or any new emerging competitors, be able to consolidate market shares, the Infront Group may face significantly increased competition which could have an aterial adverse effect on the Group's business, results of operations, cash flow, financial condition and prospects.

1.1.4 *Economic conditions and customer spending*

The Company's revenues are dependent on customer preferences and general pattern of consumers in the markets in which it operates. The Company relies on its ability to anticipate, identify and respond to changing trends and customer preferences and to manage its business plan, strategy, and inventory effectively. A shift in customer preferences away from the Company's products will have a significant adverse effect for the Company's revenues and prospects-. Should the Company lose customers for any reason, or not be able to attract additional customers, it will have significant adverse effect on the Group's business, results of operations, cash flow, financial condition and prospects. The Company's ability to generate revenue is further dependent on the general economic condition in each country in which they operates.

1.2 Risk relating to the business of the Group

1.2.1 *Infront Group face continuing risk related to its customers, and may not be able to sustain or develop its customer base*

The Infront Group's ability to generate revenues is highly dependent on its customer base. For the year ended 31 December 2018, 40% of the Infront Group's revenue was attributable to its 20 largest customers and all of these clients have around 1-5[1]% revenue share, including a number of Nordic commercial banks, savings banks and investment banks. After contracts are entered into, the deterioration of relations with, or the termination of any major contracts by, the Infront Group's largest customers could have a material adverse effect on the Infront Group's operating performance. The effect from loss of customers would be particularly severe if a number of important relationships were terminated or the number of products delivered to such customers was substantially reduced within a short period to time. Financial difficulties experienced by any of its significant customers could also have a significant impact on the Infront Group. In addition, should any of the Infront Group's significant customers divest large portions of their operations, experience consolidation or a change of control, the functions outsourced by such customer may face significant alteration which could lead to reductions or changes of the scope of, or termination of, major contracts with the Infront Group.

Further, the Infront Group is exposed to risk related to its customer base in general. The Infront Group's growth is, among others, dependent upon its ability to attract additional customers. Should the Infront Group lose customers for any reason, or not be able to attract additional customers, it will have a significant adverse effect on the Company's revenues, cash flow and future prospect. Inability to attract new customers will have a significant adverse effect on the Infront Group's strategies and its possibility to meet its financial targets and/or market expectations. The Infront Group cannot give any assurances that it will continue to achieve its historic rates of growth, be able to sustain its current customer base, or that it will be able to enter into contracts with additional customers at favourable terms, in accordance with its strategies or at all.

1.2.2 *Establishing customer relations and key commercial agreements requires long lead time and significant input of resources*

The Infront Group inter alia targets large and complex customer arrangements. Tendering, planning and preparations for, and establishment of, such contracts are time and cost consuming. The failure to successfully conclude such arrangements once tentatively approved, can result in unrecovered costs and impede the growth of the Infront Group.

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[1] The figures is inclusive of the revenue from aquiered operation of market connect

1.2.3 *Customer agreements may be terminated before their full term or may not be renewed*

The service contracts provided by the Infront Group to its customers and partners may include rights for the customer or partners to terminate for cause, change of control and convenience at or after specified times. The Infront Group may suffer loss of contracts as a result of such events, termination, or inability to maintain and renew contracts. Should this for any reason occur without the Infront Group being able to replace lost contracts, it may restrict the Infront Group's ability to grow and implement its strategies as well as result in reduced revenues from operations or even losses. With respect to suppliers, a loss of contract may restrict the Infront Group's ability to deliver products and services to its customers. Should supply contracts for any reason be lost without the Infront Group being able to replace such contract, it may have an adverse effect on the Group's business, results of operations, cash flow, financial condition and prospects.

1.2.4 *Contractual provisions on limitation of liability may not be enforceable*

The Company seeks to reduce its financial exposure under contractual arrangements through clauses in agreements limiting liability and warranty rights. Limitation of liability and warranty rights in contract may in certain jurisdictions be set aside by statutory law and the Company may be unable to enforce such limitations. Should the Company receive a claim under any agreement and not be able to enforce agreed limitations of liability and warranty rights, the Company will be exposed to an increased financial risk that may have a material adverse effect on the business, results of operations and financial condition of the Company.

1.2.5 *Ability of the Infront Group to compete efficiently depends upon its ability to differentiate itself and its products, systems and services from its competitors*

The Company's ability to compete effectively in the Company's markets depends in large part upon its ability to distinguish the Company and its products, systems and services from those of its competitors, including with respect to width and quality of product offering; product pricing and cost competitiveness; supporting customer needs; strong customer relationships; width and quality of intellectual property; brand quality and recognition; timing and success of new product development; and the speed of delivery of new products. To the extent the Company is unable to distinguish its products, systems and services, its competitors may be able to capture the Company's customers and reduce the Company's opportunities for success, which may have a material adverse effect on the business, results of operations, financial condition and prospects of the Company.

1.2.6 *Risk related to unauthorized disclosure of sensitive or confidential customer information could harm the Infront Group's business and standing with its customers and adverse market perception*

The Infront Group must display a high level of integrity and maintain the trust and confidence of its customers. Any mismanagement, fraud or failure to satisfy fiduciary or regulatory responsibilities, allegations of such activities, or negative publicity resulting from such activities, or the association of any of the above with the Infront Group or any of its brands, or a relevant industry sector generally, could adversely affect the Infront Group's reputation and the value of the Infront Group's brands, as well as its business, operating results and financial position.

The Infront Group relies on commercially available systems, software, tools and monitoring to provide security for the processing, transmission and storage of confidential customer information. The Infront Group's facilities and systems, and those of its third-party service providers, may be vulnerable to security breaches, acts of vandalism, computer viruses, misplaced or lost data, programming or human errors or other similar events. Any security breach involving the misappropriation, loss or other unauthorized disclosure of confidential information, whether by the Infront Group or its vendors, could damage the Infront Group's reputation, expose it to risk of litigation and liability and disrupt its operations, which in turn could have a material adverse effect on the Infront Group's ability to attract and retain customers and in turn adversely affect the Infront Group's business and profitability.

1.2.7 *The Group may not be successful in its overall business strategy*

There is a risk that the Company's strategy will not be successfully implemented, that the Company may not be successful in developing products to respond to customer demands or that the Company may not be able to do so at the right time, or that the Company's competitors might be more successful than the Company in developing and marketing their services and products. Furthermore, there can be no assurance that the benefits of the Company's strategy will be outweighed by the costs and resources required for developing its products and services.

1.2.8 *Growth, and new strategies and initiatives, may generate or result in periods of uncertainty or ultimately prove unsuccessful*

The Infront Group's failure to manage growth effectively and integrate new personnel may have adverse material effect on the Infront Group's operations.

The Infront Group may experience difficulties in managing its growth. The future growth and performance of the Infront Group and its operations will partly depend on its ability to manage growth effectively, including its ability to adequately manage the number of employees, technical solutions, operational efficiency, organisation and locations, and integrating any acquisitions. Growth may lead to inefficiency during changing/reorganising the daily operations like reorganizing the operations centres, updating software or systems, hiring and training new employees, adversely affecting profitability and cash flows.

The Infront Group has in the past deployed, and will in the future deploy, new strategies and initiatives, and the Infront Group must successfully create, develop and manage such strategies and initiatives. In the future, the Infront Group may experience periods of adaptation, transformation and change due to the deployment of new strategies and initiatives, which may generate or result in periods of uncertainty, or may have a material adverse effect. In addition, the success of such new strategies or initiatives depends on a number of factors, including, but not limited to, timely and successful execution of the new strategy and/or new initiative, market acceptance and the Infront Group's ability to manage the risks associated with such new strategies and/or new initiatives, and there can be no assurances that any such changes to the Infront Group's strategy and/or the adoption of new initiatives will be successful or have the impact intended by Management.

1.2.9 *The Infront Group may make acquisitions that prove unsuccessful or strain or divert the Infront Group's resources*

The Infront Group have in the past and may in the future make strategic acquisitions to support growth and profitability. Successful growth through acquisitions is dependent upon the Infront Group's ability to identify suitable acquisition targets, conduct appropriate due diligence, negotiate transactions on favourable terms, obtain required licences and authorisations and ultimately complete such acquisitions and integrate acquired entities into the Infront Group. If the Infront Group makes acquisitions, it may be unable to generate expected margins or cash flows, or realise the anticipated benefits of such acquisitions, including growth or expected synergies. The Infront Group's assessment of and assumptions regarding acquisition targets could prove to be incorrect, and actual developments may differ significantly from expectations. The Infront Group may not be able to integrate acquisitions successfully and such integration may require greater investment than anticipated, and the Infront Group could incur or assume unknown or unanticipated liabilities or contingencies with respect to customers, employees, government authorities or other parties. The process of integrating acquisitions may also be disruptive to the Infront Group's operations, as a result of, among other things, unforeseen legal, regulatory, contractual and other issues and difficulties in realising operating synergies, which could cause the Infront Group's results of operations to decline. Moreover, any acquisition may divert Management's attention from day to day business and may result in the incurrence of additional debt. Should any of the above occur in connection with an acquisition, there could be a material adverse effect on the Infront Group.

With respect to acquisitions it is important for the Infront Group to be able to retain customer relationships established by the acquired entity. This is referred to as migration of customers from the acquired entity's products and services to the ones of the Infront Group. Should the Infront Group fail to migrate customers as anticipated when making the acquisition, the acquisition may not be profitable and the Infront Group may incur significant loss and/or additional debt. Failure to implement migration in relation to acquisition of businesses may also result in the Infront Group not being able to achieve its strategic goals on schedule or at all.

1.2.10 *The Infront Group may be unable to protect and enforce its intellectual property rights*

The Infront Group's technology and know-how is an inherent part of the daily business and business strategy. The Infront Group relies on a combination of trade secrets, confidentiality procedures and contractual provisions to protect its intellectual property rights.

The Company seeks to register its IPR, however, certain IPR (including the trademarks and brands of vwd Group) are not registered and the Company is or will be exposed to risk of such IPR being used or registered by other third parties. Failure to register IPR could result in the Infront Group being restricted from using and/or relying on its trademarks, which could have an adverse effect on the Company's financial and legal condition and results of operation. The Company cannot give an assurance that they have implemented sufficient measures to protect know-how and intellectual property rights. The

Company cannot guarantee that they can fully compensate losses incurred by the Infront Group due to its employees' or contractors' breach of confidentiality agreements with the Company. Further the Infront Group's intellectual property rights and know-how does not secure the Infront Group any competitive advantage. Whether or not the measures to secure the intellectual property and other confidential are successful, such information may still become known to competitors of the Infront Group or be independently developed.

1.2.11 *Business may be adversely affected by disruptions to IT systems and/or other third party supplied services/solutions*

The Infront Group's core services are based on providing market data and trading solutions to the financial industry. Customers use the Infront Group's products in core business functions. It is important for companies operating within the financial industry to obtain information fast and in an efficient manner. Any disruptions to the Infront Group's IT systems or interruptions caused by third party supplied services may impact the Infront Group's ability to retain customers, as well as affect the Infront Group's business and profitability. Delivery of wrong data or data not delivered on time may result in compensation claim from customers, as well as affecting the Infront Group's reputations, which could have a material adverse effect. As the Infront Group is providing a real-time service any downtime can seriously hurt the reputation as well as increase the risk of investment loss claims from customers. The most realistic major scenario in this respect would be network routing problems at a regional line provider with the impact of temporarily limiting access to a set of customers.

1.2.12 *Insurance coverage may not protect against all damages or business disruptions*

The Company is of the opinion that its insurance coverage is sufficient to protect the Company against disruptions related to its operations, but there can be no assurance that all risks are covered by its policies. Further, there can be no assurance that the Company will be able to maintain its insurance at reasonable costs or sufficient amounts in order to protect its business from every risk of disruption.

1.2.13 *Non-compliance with rules regarding data protection may negatively affect the Group*

The Company collects, stores and processes personal data that is protected by data protection laws and regulations. Such laws and regulations on data protection have been subject to significant development during recent years and may be subject to change and interpretation. It may not be possible for the Company to detect or prevent every violation in every jurisdiction where the Company carries out its business operations, or in which its employees, hired-in personnel or sub-contractors are located. The Company is aware that the transition to such recently implemented laws and regulations has not been fully implemented in vwd Group and that certain data protection agreements may not be compliant with general data protection regulations. The protection of personal data is a significant factor in the operations of the Company and adequate resources are allocated to ensure continuing compliance. However, any failure to comply with applicable laws and regulations on data protection now or in the future may result in fines and reputational harm and could have a material adverse effect on Company’s business, financial condition and results of operations as well as negative publicity harming the Company's business and reputation.

1.2.14 *The Infront Group depends on its key executive Management and may not be able to retain or replace these individuals*

The Infront Group depends on the leadership and experience of its key executive Management. The loss of the services of any of the Infront Group's executive Management members could have a material adverse effect on its business and prospects, as it may not be able to find suitable individuals to replace such personnel on a timely basis or without incurring increased costs, or at all. Management believes that the Infront Group's future success will depend greatly on its continued ability to attract and retain highly skilled and qualified personnel. There is a high level of competition for experienced, successful personnel in both the technology market and the financial industry market. To the extent that the Infront Group is unable to meet or satisfy its staffing requirements, the Infront Group's growth and profitability may be impaired, which could have a material adverse effect on the Infront Group's business, financial condition, results of operations, cash flows and/or prospects.

1.2.15 *Risk related to operating in multiple jurisdictions*

The Group have subsidiaries in Sweden, Finland, France, United Kingdom, South Africa, Italy, Germany, Belgium, Netherlands and Switzerland and the Infront Group may in the future operate in additional jurisdictions. Operating in multiple jurisdictions exposes the Infront Group to several regulatory environments, which requires extra attention and costs in regard to compliance with foreign law. Laws and regulations may be changed, and operating in multiple jurisdiction increases the risk for Infront to not be fully in compliance with laws and regulations at any time. This may results in costs related organise

Infront's operations to be in compliance with laws and regulations and/or public fees or sanctions for not being fully in compliance. Changens in laws and regulation may make Infront's buisniess less profitable if such changes impcats the way Infront has to organise its operations. By operating in multiple jurisdictions the Infront Group is dependent on the general economic condition in each country in which they operates. The Infront Group must deal with different tax structures, and may not be able to transfer money from subsidiaries without incurring extra costs.

1.2.16 *Pension plans in several countries may affect the Group's financial condition*

The Infront Group's employees are located in several countries and any economic development and changes in laws and regulations in relation to pension rights will affect the Company's pension plans and the costs related to the pension plans, and consequently affect its financial situation. As per 31 December 2018, the retirement assets of vwd PortfolioNet Service and vwd group Switzerland (subsidiaries of vwd Group GmbH) were CHF 2,497,076 lower than the companies' pension obligations. This may have a negative effect on the Group's business, financial condition, and results of operations or cash flows.

1.2.17 *The Infront Group's results of operations and financial condition are subject to potential adverse fluctuations in currency exchange rates*

The Infront Group is exposed to interest rate risk in relation to the Bond Issue and its other loan agreements. Although the Company aims to minimize the risk of changes in interest rates by entering into adequate hedging transactions, interest rate fluctuations could have a negative effect on the Company's business, financial condition, results of operations and cash flows.

Fluctuations in currency exchange rates, particularly exchange rates between NOK against EUR, SEK, DKK, GBP and USD, have had, and are likely to continue to have, a significant transactional impact on the Infront Group's results of operations. Most staff and developments costs are incurred in NOK and EUR for the Infront Group. Fluctuations in currencies may be caused by a variety of different factors, including changes in the macroeconomic and political landscapes. Certain currencies, including NOK, may also be impacted by sensitivity and correlation to fluctuations in oil prices. Since June 2014, oil prices have declined significantly and the value of the NOK has decreased relative to benchmark currencies, which has increased the cost of services from suppliers purchased in, inter alia, USD and EUR. The Infront Group may not be able to pass all such increased costs on to customers.

Several of the agreements that the Infront Group has entered into for supply of information used to provide its products and services to customers, inter alia agreements with stock exchanges, are long term agreements in local currency. The agreements as such do not contain any protection mechanism for the Infront Group with respect to currency fluctuations. Hence, fluctuations in NOK or such local currency may result in significant currency losses with respect to such agreements. Furthermore, currency exchange rates may negatively affect the business in connection with the translation of income from certain of the Infront Group's subsidiaries that do not report in NOK. Both revenue and operating expenses are exposed to foreign exchange rate fluctuations. In 2018, approximately 40% of revenues for the Infront Group were in SEK, 4% in NOK, 9% in DKK and 33% in EUR. The Infront Group seeks to reduce currency risk in its commercial agreements, but has no currency hedging in place. As a result, currency fluctuations may have a material adverse effect on the Infront Group's cost of services sold, business, results of operations and financial condition in the future.

1.2.18 *Instability in the financial markets may adversely affect the Infront Group's business*

Changes in global credit and equity markets, including market disruptions, limited liquidity and interest rate fluctuations may increase the cost of financing or restrict the Infront Group's access and ability to obtain financing on acceptable terms. Tightening of credit markets could make it more difficult for the Infront Group to access funds, refinance its existing indebtedness, enter into agreements for new indebtedness or obtain funding through the issuance of securities. Negative trends in the credit markets and/or financial institution failures could lead to lowered credit availability as well as difficulty in obtaining financing. In the event of limitations to its access to credit facilities, the Infront Group's liquidity, continued growth and financial condition could be adversely affected. Any debt financing for the Infront Group may impose financial and other covenants that restrict the Infront Group's operations, and will require interest payments that would create additional cash demands and financial risk. Additionally, the Infront Group's borrowing costs could be affected by ratings that independent rating agencies assign to the Infront Group's short and long-term debt, which are based largely on the Infront Group's performance as measured by credit metrics.

1.2.19 *Certain agreements are subject to change of control or similar provisions*

Certain of the Infront Group's agreements, including its loan agreements and the terms for the Bond Issue, are subject to change of control provisions that may be triggered by changes of control. Failure to receive necessary consents or waivers for any reason upon a change of control could result in the loss of contractual rights and benefits, or the termination of agreements, any of which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and/or prospects.

1.3 Risks relating to the acqustion of vwd Group

1.3.1 *Integration of the acquired business is a comprehensive and complex task, and Infront may not achieve the expected synergies and other benefits from the Transaction*

The acquisition of vwd Group (the "**Transaction**") represented an acquisition of a size and complexity not experienced by Infront before and in order for the acquisition to be successful, Infront must succeed in integrating vwd Group in a manner enabling the business of vwd Group to be continued in a manner not negatively affecting the businesses. Infront will face foreseen and may also face unforeseen risks and challenges when integrating vwd Group into its existing business. When resolving to acquire vwd Group, Infront made certain assumptions inter alia with respect to synergies to be achieved. There is a risk that some or all of the assumptions made will not be fulfilled, which may have a material adverse effect on the business, results of operations, cash flows, financial conditions and/or prospects of Infront.

The expected synergies and other benefits from the Transaction may not be achieved or not be achieved in the time frame in which they are expected. Achieving the anticipated synergies and other benefits from the Transaction depends in part on Infront's ability to integrate vwd Group in an effective and cost-efficient manner. Infront's failure to do so may result in significant costs and diversion of management's time from on-going business. No assurance can be given that the integration of vwd Group into Infront Group will be successful. Unsuccessful integration may have a material adverse effect on the business, results of operations, cash flows, financial conditions and/or prospects of Infront.

1.3.2 *Infront is acquiring an ongoing business with a number of exposures relating to the period prior to Completion*

By the acquisition of vwd Group, Infront acquired liabilities and other exposures relating to that business and which stems from periods prior to completion of the Transaction. The Company's protection against such liabilities and other exposures under the SPA for the Transaction is limited both by the scope of the warranties provided by the sellers of vwd Group (the "**Sellers**") and by the amount and time limitations applicable to these warranties. If such liabilities were to materialise Infront may incur costs that may have a negative material effect on Infornt's cashflow and results of operations.

1.3.3 *Risks related to agreements with vwd Group*

As part of the Transaction, several agreements were required entered into with effect from completion of the Transaction; including transitional services agreement, teaming agreements, framework agreements, license agreements, trading agreements and local sale and purchase agreements. The full terms and conditions of all these agreements have not been agreed between the parties, and thus there is a risk that one or more of these agreements will not materialise or that such agreements will be entered into on terms and conditions less favourable to Infront Group than currently expected by the Company. Agreements with less favourable terms and conditions than foreseen by Infront Group may cause increased operating costs that were not expected when entering into the Transaction. If some agreements does not materialise at all, Infront may have to seek other contractual partners than expected. This may leas to Infrontnot being able to achieve the expected synergies and other benefits from the Transaction, either at all or within the time frame in which they are expected.

1.3.4 *Infront relies on information made available by the Sellers*

In relation to the Transaction, the Company has received certain information about vwd Group, including certain vendor due diligence reports, and has performed its own due diligence of the vwd Group, including access to and Q&A with current management and the Sellers (together the "**Due Diligence Investigations**"). All acquisitions involve risks, some of which may not be known to a buyer or not disclosed by a seller. All due diligence reports are limited in nature. Lack of a complete analysis involves an increased risk that the Company is not made aware of any existing event of circumstance that may have a material adverse effect on vwd Group's business, results of operations, financial condition and/or prospects.

1.4 Risk related to laws and regulations

1.4.1 *Violations of and/or changes in laws and regulations, including employment laws and laws related to the Infront Group's technology, could increase costs or change the way the Infront Group does business*

The Infront Group is subject to numerous regulations, including labour and employment regulations, regulations concerning data protection and regulation concerning intellectual property. If these regulations were violated by the Infront Group's Management or employees or by its vendors, the Infront Group could be subject to fines or penalties or suffer reputational harm, which could reduce demand for the Infront Group's products and services and have a material adverse effect.

Similarly, changes in laws could make operating the Infront Group's business more expensive or require the Infront Group to change the way in which it conducts its business. For example, changes in laws relating to employee hours, wages, job classification and benefits could significantly increase the operating costs of the Infront Group. In addition, changes in data protection laws could lead to increased costs for certain products or services sold by the Infront Group and/or additional labour costs in connection with securing such information. It may be difficult for the Infront Group to foresee regulatory or legal changes impacting its business, and any actions required in order to respond to, or prepare for, such changes could be costly and/or may negatively impact the Infront Group's operations, and could have a material adverse effect.

1.4.2 *Applicable law and other factors may limit transfer of cash among group entities*

Applicable law, as well as other financing arrangements, may limit the amounts that some members of the Infront Group will be permitted to pay as dividends or distributions on their equity interests and limitations on the ability to transfer cash among entities within the group may mean that even though the entities in aggregate may have sufficient resources to meet their obligations, the Company may not be permitted to make the necessary transfers within the group. As a result the Company may risk not being able to service its obligations towards lenders or others in a timely manner or at all, which could have a material adverse effect.

1.4.3 *The Infront Group may incur costs and reputational damage from litigation and intellectual property disputes*

The Infront Group may be subject to legal proceedings in the future that may be significant and there can be no assurances that the outcome of pending or future proceedings and litigation will not have a material adverse effect.

Litigation may be necessary to protect, enforce or defend the Infront Group's intellectual property rights. Any litigation or claims brought by or against the Infront Group (whether successful or not) could result in substantial costs and diversion of its resources. Any intellectual property litigation or claims against the Infront Group could result in the loss or compromise of its intellectual property rights, could subject it to significant liabilities, require the Infront Group to seek licences or prevent the Infront Group from selling certain products and services. If any of the above risks were to materialise, the result could have a material adverse effect.

1.4.4 *Changes in tax laws, rules related to accounting for income taxes or adverse outcomes from audits by taxation authorities could impact the Infront Group's effective tax rate*

The Group operates in Norway, Sweden, Finland, France, United Kingdom, South Africa, Germany, Belgium, Netherlands, Switzerland and Italy, and its effective tax rate is derived primarily from the applicable tax rate in these countries. The Infront Group's effective tax rate may be lower or higher than its tax rates have been in the past due to numerous factors, including the sources of its income and the tax filing positions it takes on e.g. deductions. The Infront Group estimates its effective tax rate at any given point in time based on a calculated combination of the tax rates applicable to its Infront Group and on estimates of the amount of business likely to be done in any given jurisdiction. The effective tax rate for the Infront Group may vary with annual changes in rules related to accounting for income taxes, changes in tax laws in any of the jurisdictions in which the Infront Group operates, expiration of tax credits formerly available, changes to the rules for deduction of debt interest costs or adverse outcomes from tax audits that the Infront Group may be subject to in any of the jurisdictions in which it operates. All of these changes could result in an unfavourable change in its effective tax rate.

1.4.5 *The Infront Group's transfer pricing documentation and policies may be challenged*

The Combined Group will have activity in seven countries and different tax jurisdictions. As such, there is a risk that tax authorities may challenge the Infront Group's transfer pricing documentation and policies regarding intercompany transactions between companies in the Infront Group. Changes in rules related to transfer pricing documentation and policies in any of the jurisdictions in which the Infront Group operates, or adverse outcomes from tax audits that the Infront Group may be subject to in any of the jurisdictions in which it operates could have an adverse effect.

1.4.6 *Compliance with accounting standards and regulations, and changes in such standards and regulations*

Changes in accounting standards may mean that accounts or other financial information for the Infront Group in previous financial periods are not representative for comparison with future financial information.

The implementation of new accounting standards may materially impact the Infront Group's financial statements. Furthermore, there is a risk that such new standards may affect several commonly used financial ratios and performance metrics such as gearing, current ratio, asset turnover, interest cover, EBITDA, operating profit, net income, earnings per share, return on capital employed, return on equity, and cash flows from operations. Such changes may also, inter alia, affect any financing agreements and arrangements established by the Infront Group, including covenants thereof, and borrowing costs. Accordingly, accounting changes might affect investors' perception of the financial performance of the Infront Group and therefore could have an adverse effect.

1.4.7 *Antitrust and competition regulations or authorities may limit the Infront Group's ability to grow and may force the Infront Group to alter its business practices*

Depending on how a relevant market is defined by the Norwegian Competition Authority, the Swedish Competition Authority, the French Competition Authority, the British Competition Authority, the South African Competition Authority, the Dutch Competition Authority, the Swiss Competition Authority, the Belgian Competition Authority, the Italian Competition Authority and/or the German Competition Authority, the Infront Group may be found to have a leading competitive position, which could restrict the ability of the Infront Group to make additional expansion efforts, including through acquisitions. If the Infront Group were deemed to have a "dominant position" in any given market, certain of its business practices may need to be altered or modified in order to comply with applicable regulations, and there can be no assurances that the relevant Competition Authority will not take action against the Infront Group or that the Infront Group will successfully implement or carry out any required alterations or modifications to its business practices. An enforcement action by such antitrust or competition authority in Norway, Sweden, United Kingdom, France, Italy, Netherlands, Switzerland, Belgium, Germany and/or South Africa could have a material adverse effect on the Infront Group's business, financial condition, results of operations, cash flows and/or prospects.

1.4.8 *The Infront Group could be adversely affected by actual or alleged violations of applicable anti-bribery laws and regulations, and lack of historical policies or an introduction of new policies*

Domestic and foreign laws and regulations that are applicable to the Infront Group's operations are complex and may increase the costs of regulatory compliance, limit or restrict the products the Infront Group sells or subject the Infront Group's business to the possibility of regulatory actions or proceedings. Anti-bribery and anti-corruption laws and regulations generally prohibit companies and their intermediaries from making improper payments to governmental officials or other persons for the purpose of obtaining or retaining business. While the Infront Group's policies and programmes mandate compliance with applicable laws and regulations, including anti-bribery laws and other anti-corruption laws, the Infront Group cannot assure that it will be successful in preventing its individual suppliers or agents from taking actions in violation of these laws or regulations. Such violations, or allegations of such violations, could disrupt the Infront Group's business and result in a material adverse effect on the Infront Group's business, financial condition, results of operations, cash flows and/or prospects.

In addition, the Infront Group may historically have had insufficient policies and/or internal guidelines to address all concerns relating to the Infront Group's operations, which may have increased the risk of non-compliance with applicable regulations. Although the Infront Group has increased its focus on meeting such possible concerns by, *inter alia*, adopting new and extended policies regarding corporate governance and compliance, there can be no assurances that the Infront Group will comply with applicable regulations or will not incur liability or be otherwise negatively affected due to inadequate policies, historically or in the future. New or amended policies and guidelines may not be successfully implemented or prove to be insufficient to prevent the Infront Group from incurring liability or bad press or be subject to other consequences. Any such factors may have a material adverse effect on the Infront Group's business, financial condition, results of operations, cash flows and/or prospects.

1.5 Risk factors relating to the Bonds

1.5.1 *The Issuer may not have sufficient funds to service the Bonds*

During the lifetime of the Bonds, the Issuer will be required to make payments on the Bonds. The Issuer is dependent upon the ability of its subsidiaries to generate cash flow from operations and to make distributions to the Issuer. If the Issuer is unable to generate sufficient distributions from its subsidiaries, it will be forced to adopt an alternative strategy that may include actions such as reducing capital expenditures, selling assets, restructuring or refinancing indebtedness or seeking new equity capital. The Issuer cannot assure investors that any of these alternative strategies could be effected on satisfactory terms, if at all, or that they would yield sufficient funds to make the required payments under the Bond issue or to repay the Bonds at maturity.

1.5.2 *The Issuer may have insufficient funds to make required repurchases of Bonds*

Upon the occurrence of a put-option event (as defined in the term sheet), each individual bondholder has a right to require that the Issuer purchases all or some of the Bonds at 101% of the nominal value. However, it is possible that the Issuer will have insufficient funds at the time of the put-option event to make the required repurchase of the Bonds.

1.5.3 *Issuer's redemption of Bonds*

The terms of the Bonds will provide that the Issuer (i) may redeem all or parts of the Bonds at various call prices during the lifetime of the Bonds and (ii) shall redeem all the Bonds at nominal value upon certain conditions. This is likely to limit the market value of the Bonds.

1.5.4 *A trading market may not develop, and market price may be volatile*

The Bonds will be new securities for which currently there is no trading market. Even though the Issuer will apply for a listing of the Bonds on the Oslo Børs, the Issuer has not entered into any market-making scheme to ensure liquidity in the Bonds. There can be no assurance as to: (i) the liquidity of any market than may develop; (ii) bondholders' ability to sell the Bonds or (iii) the price at which Bondholders would be able to sell the Bonds. If such a market were to exist, the Bonds could trade at prices that may be lower than the principal amount or purchase price, depending on many factors, including prevailing interest rates, the market for similar bonds and the Group's financial performance and outlook. If an active market does not develop or is not maintained, the price and liquidity of the Bonds may be adversely affected.

1.5.5 *Value of collateral may be insufficient to cover outstanding Bonds*

Although the Bonds are secured obligations of the Issuer, there can be no assurance that the value of the assets securing the Bonds and the Issuer's other assets will be sufficient to cover all the outstanding Bonds together with accrued interests and expenses in case of a default and/or if the Issuer goes into liquidation.

1.5.6 *Bonds structurally subordinated to liabilities of Issuer's subsidiaries*

The Bonds are subject to credit risk relating to the Group's ability to meet its payment obligations, which in turn is largely dependent upon the performance of the Group's operations and its financial position. Generally, creditors under indebtedness and trade creditors of the Issuer's subsidiaries will be entitled to payments of their claims from the assets of such subsidiaries before these assets are made available for distribution to the Issuer, as a direct or indirect shareholder. Accordingly, in an enforcement scenario, creditors of the Issuer's subsidiaries will generally be entitled to payment in full from the sale or other disposal of the assets of such subsidiaries before the Issuer, as a direct or indirect shareholder, will be entitled to receive any distributions.

1.5.7 *Bond Terms may be amended or waived*

The terms of the Bonds will contain provisions for calling for meetings of bondholders in the event that the Issuer wishes to amend any of the terms and conditions applicable to the Bonds. These provisions permit defined majorities to bind all bondholders, including bondholders who did not attend and vote at the relevant bondholder meeting and bondholders who vote in a manner contrary to the majority.

1.5.8 *Exchange risks and exchange controls*

The Issuer will pay principal and interest on the Bonds in EUR. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than EUR. These include the risk that exchange rates may significantly change (including changes due to devaluation of EUR or revaluation of the Investor's Currency) because of economic, political and other factors over which the Issuer has no control and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to EUR would decrease (1) the Investor's Currency equivalent yield on the Bonds, (2) the Investor's Currency equivalent value of the principal payable on the Bonds and (3) the Investor's Currency equivalent market value of the Bonds.

Governmental and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal at all.

2 RESPONSIBILITY STATEMENT

The Company, with registered address at Munkedamsveien 45C, 0250 Oslo is responsible for this Prospectus. The Company declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is to the best of the Company's knowledge in accordance with the facts and contains no omissions likely to affect its import.

Oslo, 7 November 2019

Infront ASA

Gunnar Jacobsen	Beate Skjerven Nygårdshaug
Chairman	Board member
Mark Ivin	Torun Reinhammar
Board member	Board member

3 GENERAL INFORMATION

3.1 The approval of this Prospectus by the Norwegian Financial Supervisory Authority

The prospectus has been approved by the Norwegian Financial Supervisory Authority (Nw: *Finanstilsynet*) (the "**Norwegian FSA**"), as competent authority under Regulation (EU) 2017/1129. The Norwegian FSA only approves this prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129, and such approval shall not be considered as an endorsement of the issuer that is the subject of this prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

The prospectus has been drawn up as part of a simplified prospectus in accordance with Article 14 of Regulation (EU) 2017/1129. For the Guarantors Infront Sweden AB and EDG AG, the Prospectus fulfils the requirements for EU Growth Prospectuses in accordance with Article 15 of Regulation (EU) 2017/1129.

3.2 Other important investor information

The Company has furnished the information in this Prospectus.

No representation or warranty, express or implied is made by the Managers as to the accuracy, completeness or verification of the information set forth herein, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or the future. The Managers assume no responsibility for the accuracy or completeness or the verification of this Prospectus and accordingly disclaims, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this Prospectus or any such statement.

Neither the Company, nor the Managers, or any of their respective affiliates, representatives, advisers or selling agents, is making any representation to any prospective investors regarding the legality or suitability of an investment in the Bonds or any other security issued by the Company. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of a purchase of the Bonds or any other security issued by the Company.

Investing in the Bonds involves a high degree of risk. See Section 1"Risk Factors".

3.3 Presentation of financial and other information

3.3.1 *Financial information*

The Infront Group's financial information contained in this Prospectus relating to the Company has been derived from the audited consolidated financial statements as of, and for the year ended, 31 December 2018. The financial statements for the Company as of, and for the year ended, 31 December 2018 has been prepared in accordance with IFRS as adopted by EU. The financial statements for the Infront Group for the year ended 31 December 2018 have been audited by BDO AS, as incorporated by reference herein. The Infront Group's unaudited financial statements as of, and for the three month period ended 30 June 2019 as incorporated by reference in this Prospectus has been prepared in accordance with IAS 34 – "Interim financial reporting".

Certain figures included in this Prospectus have been subject to rounding adjustments (by rounding to the nearest whole number or decimal or fraction, as the case may be). Accordingly, figures shown for the same category presented in different tables may vary slightly. As a result of rounding adjustments, the figures presented may not add up to the total amount presented.

3.3.2 *Non-IFRS financial measures / Alternative Performance Measures ("APM")*

In this Prospectus, the Infront Group presents certain non-IFRS financial measures/APM:

- EBITDA corresponds to the ''operating profit before depreciation, amortisation and impairment'' in the consolidated income statement in the annual report. EBITDA represents earnings before interest, taxes, depreciation and amortisation.
- Adjusted EBITDA represents EBITDA adjusted for IPO- and M&A- related costs and other income.
- EBIT represents earnings before interest and taxes. EBIT corresponds to ''operating profit'' in the consolidated income statement in the annual report.

The non-IFRS financial measures/APM presented herein are not measurements of performance under IFRS or other generally accepted accounting principles and investors should not consider any such measures to be an alternative to: (a) operating revenues or operating profit (as determined in accordance with IFRS or other generally accepted accounting principles), as a measure of the Infront Group's operating performance; or (b) any other measures of performance under generally accepted accounting principles. The non-IFRS financial measures/APM presented herein may not be indicative of the Infront Group's historical operating results, nor are such measures meant to be predictive of the Infront Group's future results. The Company believes that the non-IFRS measures/APM presented herein are commonly reported by companies in the markets in which it competes and are widely used by investors in comparing performance on a consistent basis without regard to factors such as depreciation, amortisation and impairment, which can vary significantly depending upon accounting methods (particularly when acquisitions have occurred), business practice or based on non-operating factors. Accordingly, the Infront Group discloses the non-IFRS financial measures/APM presented herein to permit a more complete and comprehensive analysis of its operating performance relative to other companies and across periods, and of the Infront Group's ability to service its debt. Because companies calculate the non-IFRS financial measures/APM presented herein differently, the Infront Group's presentation of these non-IFRS financial measures/APM may not be comparable to similarly titled measures used by other companies.

The non-IFRS financial measure/APM are not part of the Company's consolidated financial statements, and are thereby not audited. The Company can give no assurance as to the correctness of such non-IFRS financial measures/APM and investors are cautioned that such information involve known and unknown risks, uncertainties and other factors, and are based on numerous assumptions. Given the aforementioned uncertainties, prospective investors are cautioned not to place undue reliance on any of these non-IFRS financial measures/APM.

3.3.3 *Certain terms used*

For definitions of certain terms and metrics used throughout this Prospectus, see Section 7 "Financial Information" and Section 13 "Definitions and Glossary".

3.3.4 *Currency Presentation*

In this Prospectus, all references to "NOK" are to the lawful currency of Norway¸ all references to "Euro" or "EUR" are to the lawful common currency of the European Union the ("**EU**") member states who have adopted the Euro as their sole national currency and all references to "CHF" are to the lawful currency of Switzerland. The Infront Group prepares its financial statements in NOK (presentation currency). Unless otherwise noted, all amounts in this Prospectus are expressed in NOK.

3.3.5 *Trademarks*

Each trademark, trade name or service mark of any other company appearing in this Prospectus belongs to its holder. Solely for convenience, the trademarks, trade names and copyrights referred to in this Prospectus are listed without the ™, ® and © symbols.

3.3.6 *Industry and market data*

This Prospectus contains statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data pertaining to the Infront Group's business and the industries and markets in which it operates. Unless otherwise indicated, such information reflects the Infront Group's estimates based on analysis of multiple sources, including data compiled by professional organisations, consultants and analysts and information otherwise obtained from other third party sources, such as annual and interim financial statements and other presentations published by listed companies operating within the same industry as the Infront Group, as well as the Infront Group's internal data and its own experience, or on a combination of the foregoing. Unless otherwise indicated in the Prospectus, the basis for any statements regarding the Infront Group's competitive position is based on the Company's own assessment and knowledge of the market in which it operates.

The Company confirms that where information has been sourced from a third party, such information has been accurately reproduced and that as far as the Company is aware and is able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Where information sourced from third parties has been presented, the source of such information has been identified. The Company does not intend, and does not assume any obligations to, update industry or market data set forth in this Prospectus.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. The Company has not independently verified and cannot give any assurances as to the accuracy of market data contained in this Prospectus that was extracted from these industry publications or reports and reproduced herein. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions. Such statistics are based on market research, which itself is based on sampling and subjective judgments by both the researchers and the respondents, including judgements about what types of products and transactions should be included in the relevant market.

As a result, readers should be aware that statistics, data, statements and other information relating to markets, market sizes, market shares, market positions and other industry data in this Prospectus and projections, assumptions and estimates based on such information may not be reliable indicators of the Infront Group's future performance and the future performance of the industry in which it operates. Such indicators are necessarily subject to a high degree of uncertainty and risk due to the limitations described above and to a variety of other factors, including those described in Section 1 "Risk Factors" and elsewhere in this Prospectus.

The following third party sources have been used in this Prospectus:

- Burton Taylor – Global market and analysis data demand (2012, 2013, 2014, 2015, 2016, 2017, 2018)
- OC&C Strategy Consultants
- EY – How the global wealth management industry is evolving (9 January 2018)
- Deloitte – 10 Disruptive trends in wealth management (2015)
- Accenture – Digital Disruption in Nordic Wealth Management (2016)
- PWC – Asset & Wealth Management Revolution: Embracing Exponential Change (30 October 2017)
- Coalition – Top 12 investment banks' revenues (2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018)
- New York Post

Please note that the third-party sources referred to are not freely available.

3.4 Forward-looking Statements

This Prospectus contains forward-looking statements, including, but not limited to, certain statements as set forth under Section 6 "Industry and market overview" and 5 "Information About the Group", and elsewhere in the Prospectus. Such forward-looking statements include, without limitation, projections and expectations regarding the Infront Group's future financial position, business strategy, plans and objectives. All forward-looking statements included in the Prospectus are based on information available to the Company, and views and assessments of the Company, as at the date of this Prospectus. Except as required by the applicable stock exchange rules or applicable law, the Company does not intend, and expressly disclaims any obligation or undertaking, to publicly update, correct or revise any of the information included in this Prospectus, including forward-looking information and statements, whether to reflect changes in the Company's expectations with regard thereto or as a result of new information, future events, changes in conditions or circumstances or otherwise on which any statement in this Prospectus is based.

When used in this document, the words "anticipate", "assume", "believe", "can", "could", "estimate", "expect", "intend", "may", "might", "plan", "should", "will", "would" or, in each case, their negative, and similar expressions, as they relate to the Company, its subsidiaries or its management, are intended to identify forward-looking statements. The Company can give no assurance as to the correctness of such forward-looking statements and investors are cautioned that any forward-looking statements are not guarantees of future performance. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Infront Group, or, as the case may be, the industry, to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Infront Group's present and future business strategies and the environment in which the Company and its subsidiaries operate.

Factors that could cause the Infront Group's actual results, performance or achievements to materially differ from those in the forward-looking statements include but are not limited to, the competitive nature of the markets in which the Infront Group operates, technological developments, government regulations, changes in economic conditions or political events. These forward-looking statements reflect only the Company's views and assessment as at the date of this Prospectus. Factors that could cause the Infront Group's actual results, performance or achievements to materially differ from those in the forward-looking statements include, but are not limited to, those described in Section 1 "Risk Factors" and elsewhere in the Prospectus.

Given the aforementioned uncertainties, readers are cautioned not to place undue reliance on any of these forward-looking statements.

4 THE BONDS

4.1 The terms and details of the Bonds

Below is an overview of the key terms and details of the Bonds. The full bond agreement for the Bonds (the "**Bond Terms**") is included in Appendix 1 to this Prospectus and is publically available at www.oslobors.no.

Capitalised terms used in this Section 4 shall have the meaning ascribed to them in the Bond Terms unless given a different meaning herein.

ISIN number:	ISIN: NO 0010850613
Borrower/Issuer:	Infront ASA, registration no. 979 806 787 (Norway) and LEI code 54930074DH4YRWTS3R80.
Guarantors	Guarantor means each Material Group Company. "**Material Group Company**" means the Issuer, the Target and any Group Company which has subsequently been nominated as a Material Group Company by the Issuer pursuant to Clause 13.13 in the Bond Terms. At the date of this Prospectus the following Group Companies have been nominated as a Material Group Company: - the Issuer - Vwd Holding GmbH, registration no. HRB 114561 - vwd group GmbH, registration no. HRB 112881 - vwd Vereinigte Wirtschaftsdienste GmbH, registration no. HRB 100445 - EDG AG, registration no. HRB 100126 - Infront Sweden AB, registration no. 556726-2794 - Infront Italia SRL, registration no. 10556200961
Security Type:	Senior Secured Callable Bond Issue
Currency:	EUR.
Initial Issue Amount:	EUR 105,000,000
Maximum Issue Amount	EUR 200,000,000
Purpose of the Bond Issue:	The Issuer will use the net proceeds from the Initial Bond Issue (net of fees and legal costs of the Managers and the Bond Trustee) towards: (i) partly financing the acquisition of the entire share capital of vwd Group GmbH (the "**Target**"), including certain shareholder loans given to the Target; (ii) refinancing (in the form of on-lend financing) of Existing Target Debt; (iii) refinancing of the Existing Group Debt; (iv) payment of Transaction Costs; and (v) general corporate purposes of the Group. The Issuer will use the net proceeds from the issuance of any Additional Bonds (net of any fees) for the general corporate purposes of the Group.

Coupon rate:	3-month EURIBOR (the Reference Rate) plus 5.75 per cent. (the "**Margin**") per annum, with a EURIBOR floor at 0.00 per cent.

Reference Rate

"Reference Rate" shall mean EURIBOR (European Interbank Offered Rate) being;

(a) the interest rate displayed on Reuters screen EURIBOR01 (or through another system or website replacing it) as of or around 11.00 a.m. (Brussels time) on the Interest Quotation Day for the offering of deposits in Euro and for a period comparable to the relevant Interest Period;

(b) if no screen rate is available for the relevant Interest Period:

(vi) the linear interpolation between the two closest relevant interest periods, and with the same number of decimals, quoted under paragraph (a) above; or

(vii) a rate for deposits in the Bond currency for the relevant Interest Period as supplied to the Bond Trustee at its request quoted by a sufficient number of commercial banks reasonably selected by the Bond Trustee; or

(c) if the interest rate under paragraph (a) is no longer available, the interest rate will be set by the Bond Trustee in consultation with the Issuer to:

(viii) any relevant replacement reference rate generally accepted in the market; or

(ix) such interest rate that best reflects the interest rate for deposits in the Bond currency offered for the relevant Interest Period.

In each case, if any such rate is below zero, the Reference Rate will be deemed to be zero.

Issue Date:	15 May 2019
Maturity Date:	15 May 2023, adjusted according to Business Day Convention
Amortisation:	The Bonds shall be repaid in full on the Maturity Date at a price of 100.00 per cent. of the Nominal Amount (par value).
First Interest Payment Date:	15 August 2019
Last Interest Payment Date:	Maturity Date
Initial Nominal amount:	The Initial Nominal Amouint of each Bond is EUR 100,000
Issue Price:	100.00 per cent of Initial Nominal Amount.

Calculation of interest

(a) Each Outstanding Bond will accrue interest at the Interest Rate on the Nominal Amount for each Interest Period, commencing on and including the first date of the Interest Period, and ending on but excluding the last date of the Interest Period.

(b) Any Additional Bond will accrue interest at the Interest Rate on the Nominal Amount commencing on the first date of the Interest Period in which the Additional Bonds are issued and thereafter in accordance with (a) above.

(c) Interest shall be calculated on the basis of the actual number of days in the Interest Period in respect of which payment is being made divided by 360 (actual/360-days basis). The Interest Rate will be reset at each Interest Quotation Day by the Bond Trustee, who will notify the Issuer and the Paying Agent and, if the Bonds are listed, the Exchange, of the new Interest Rate and the actual number of calendar days for the next Interest Period.

Interest Payment: Interest on the Bonds will commence to accrue on the Issue Date and shall be payable quarterly in arrear on 15 August, 15 November, 15 February and 15 May each year (each an "**Interest Payment Date**"), on the date of any early redemption and on the Maturity Date. Day-count fraction for the coupon is actual/360, business day convention is "modified following".

Default interest:

(a) Default interest will accrue on any Overdue Amount from and including the Payment Date on which it was first due to and excluding the date on which the payment is made at the Interest Rate plus 3 percentage points per annum.

(b) Default interest accrued on any Overdue Amount pursuant to (a) (Default interest) will be added to the Overdue Amount on each Interest Payment Date until the Overdue Amount and default interest accrued thereon have been repaid in full.

(c) Upon the occurrence of a Listing Failure Event and for as long as such Listing Failure Event is continuing, the interest on any principal amount outstanding under these Bonds Terms will accrue at the Interest Rate plus 1 percentage point per annum.

Status of the Bonds: The Bonds constitute senior unsubordinated obligations of the Issuer. The Bonds rank pari passu between themselves and will rank at least pari passu with all other obligations of the Issuer (save for such claims which are preferred by bankruptcy, insolvency, liquidation or other similar laws of general application). The Bonds will be secured on a pari passu basis with the other Secured Parties in respect of the Security, subject to the super senior status of the Revolving Credit Facility and Permitted Hedging Obligations. The RCF Creditors and the Hedge Counterparties will receive (i) the proceeds from any enforcement of the Transaction Security and the Guarantees and certain distressed disposals and (ii) any payments following any other enforcement event prior to the Bondholders (but otherwise rank pari passu in right of payment with the Bonds) in accordance with the waterfall provisions of the Intercreditor Agreement.

Call Option:

(a) The Issuer may redeem all or some of the Outstanding Bonds (the "**Call Option**") on any Business Day from and including:

(i) the Issue Date to, but not including the First Call Date, at a price equal to the Make Whole Amount;

(ii) the First Call Date to, but not including, the Interest Payment Date falling 30 months after the Issue Date at a price equal to 102.875 per cent. of the Nominal Amount for each redeemed Bond;

(iii) the Interest Payment Date falling 30 months after the Issue Date to, but not including, the Interest Payment Date falling 36 months after the Issue Date at a price equal to 102.156 per cent. of the Nominal Amount for each redeemed Bond;

(iv) the Interest Payment Date falling 36 months after the Issue Date to, but not including, the Interest Payment Date falling 42 months after the Issue Date at a price equal to 101.438 per cent. of the Nominal Amount for each redeemed Bond;

(v) the Interest Payment Date falling 42 months after the Issue Date to, but not including, the Interest Payment Date falling 45 months after the Issue Date at a price equal to 100.719 per cent. of the Nominal Amount for each redeemed Bond; and

(vi) the Interest Payment Date falling 45 months after the Issue Date to, but not including, the Maturity Date at a price equal to 100.359 per cent. of the Nominal Amount for each redeemed Bond.

(b) Any redemption of Bonds pursuant to the above (as set out in Clause 10.2(a) in the Bond Terms) shall be determined based upon the redemption prices applicable on the Call Option Repayment Date.

(c) The Call Option may be exercised by the Issuer by written notice to the Bond Trustee at least 10 Business Days prior to the proposed Call Option Repayment Date. Such notice sent by the Issuer is irrevocable and shall specify the Call Option Repayment Date. Unless the Make Whole Amount is set out in the written notice where the Issuer exercises the Call Option, the Issuer shall calculate the Make Whole Amount and provide such calculation by written notice to the Bond Trustee as soon as possible and at the latest within 3 Business Days from the date of the notice.

(d) Any Call Option exercised in part will be used for pro rata payment to the Bondholders in accordance with the applicable regulations of the CSD.

First Call Date: The Interest Payment Date falling in May 2021.

Call Option Repayment Date: Call Option Repayment Date is the settlement date for the Call Option determined by the Issuer pursuant to Clause 10.2 in the Bond Terms, Clause 10.3(d) in the Bond Terms or a date agreed upon between the Bond Trustee and the Issuer in connection with such redemption of Bonds.

Make Whole Amount: The price equal to the sum of:

(a) the present value on the Call Option Repayment Date of 102.875 per cent. of the Nominal Amount of the redeemed Bonds as if such payment originally should have taken place on the First Call Date; and

(b) the present value on the Call Option Repayment Date of the remaining interest payments of the redeemed Bonds (excluding accrued but unpaid interest up to the Call Option Repayment Date) up to and including the First Call Date,

where the present value shall be calculated by using a discount rate of 0.50% per annum.

Security: As Security for the due and punctual fulfilment of the Secured Obligations, the Issuer shall procure that the following Transaction Security (subject to mandatory limitations under applicable law and the Security Principles) is granted in favour of the Security Agent with first priority within the times agreed in Clause 6 (Conditions for disbursement) in the Bond Terms:

Disbursement Security:

(i) first priority pledges over all the shares issued by any Material Group Company (other than the Issuer) owned by a Group Company;

	(ii) first priority charges over the bank accounts of each Material Group Company (to be unblocked except if an Event of Default has occurred and is continuing) to the extent permitted by law, regulation and the internal policies of the relevant banks; (iii) first priority assignment by way of a floating charge of the trade receivables of each Material Group Company to the extent permitted by law; (iv) first priority assignment of any Intercompany Loan made to a Material Group Company; and (v) joint and several unconditional and irrevocable Norwegian law guarantees from each of the Guarantors, which shall constitute senior obligations of the Guarantors. For more information about the Security reference is made to Clause 2.5 in the Bond Terms.
Undertakings	See clause 13 of the Bond Terms for more information.
Mandatory repurchase due to a Put Option Event	(a) Upon the occurrence of a Put Option Event, each Bondholder will have the right (the "**Put Option**") to require that the Issuer purchases all or some of the Bonds held by that Bondholder at a price equal to 101 per cent. of the Nominal Amount. (b) The Put Option must be exercised within 30 calendar days after the Issuer has given notice to the Bond Trustee and the Bondholders that a Put Option Event has occurred pursuant to Clause 12.3 (Put Option Event) in the Bond Terms. Once notified, the Bondholders' right to exercise the Put Option is irrevocable and will not be affected by any subsequent events related to the Issuer. (c) Each Bondholder may exercise its Put Option by written notice to its account manager for the CSD, who will notify the Paying Agent of the exercise of the Put Option. The Put Option Repayment Date will be the 5th Business Day after the end of the 30 calendar days exercise period referred to in paragraph (b) above. However, the settlement of the Put Option will be based on each Bondholders holding of Bonds at the Put Option Repayment Date. (d) If Bonds representing more than 90 per cent. of the Outstanding Bonds have been repurchased pursuant to this Clause 10.3 (Mandatory repurchase due to a Put Option Event) in the Bond Terms, the Issuer is entitled to repurchase all the remaining Outstanding Bonds at the price stated in paragraph (a) above by notifying the remaining Bondholders of its intention to do so no later than 20 calendar days after the Put Option Repayment Date. Such notice sent by the Issuer is irrevocable and shall specify the Call Option Repayment Date to occur at the earliest on the 15th calendar day following the date of such notice.
Put Option Event	Means Change of Control Event.
Change of Control Event	Change of Control Event means: (a) any event whereby any person or group of persons acting in concert gains control of fifty (50) per cent. or more of the shares or voting rights in the Issuer; or (b) the shares of the Issuer cease to be listed on Oslo Stock Exchange.

Repurchase of Bonds:	The Issuer and the Group Companies each have the right to acquire and own the Bonds. Such Bonds may at the Issuer's discretion be retained or sold (but not discharged).
Bond Trustee:	Nordic Trustee AS, P.O. Box 1470 Vika, N-0116 Oslo, Norway.
Bond Terms:	The bond terms governing the Bond Issue has been entered into by the Issuer and the Bond Trustee acting as the Bondholders' representative. The Bond Terms regulate the Bondholders' rights and obligations with respect to the Bonds.
Finance Documents:	Finance Documents means the Bond Terms, the Bond Trustee Fee Agreement, the Intercreditor Agreement, any Transaction Security Document, any Security Agent Agreement, and any other document designated by the Issuer and the Bond Trustee as a Finance Document.
Governing law and jurisdiction:	Norwegian
Registration:	The Bonds has been registered in the Norwegian Central Securities Depository (Verdipapirsentralen ASA) ("**CSD**"). Principal and interest accrued will be credited to the Bondholders through CSD.
Paying Agent	NT Services AS
Transfer restrictions:	The Bonds are freely transferable and may be pledged, subject to the following: (a) Bondholders located in the United States will not be permitted to transfer the Bonds except (a) subject to an effective registration statement under the Securities Act, (b) to a person that the bondholder reasonably believes is a QIB within the meaning of Rule 144A that is purchasing for its own account, or the account of another QIB, to whom notice is given that the resale, pledge or other transfer may be made in reliance on Rule 144A, (c) outside the United States in accordance with Regulation S under the Securities Act in a transaction on the relevant exchange, and (d) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available) (b) Certain purchase or selling restrictions may apply to Bondholders under applicable local laws and regulations from time to time. Neither the Issuer nor the Bond Trustee shall be responsible to ensure compliance with such laws and regulations and each Bondholder is responsible for ensuring compliance with the relevant laws and regulations at its own cost and expense. (c) A Bondholder who has purchased Bonds in breach of applicable restrictions may, notwithstanding such breach, benefit from the rights attached to the Bonds pursuant to these Bond Terms (including, but not limited to, voting rights), provided that the Issuer shall not incur any additional liability by complying with its obligations to such Bondholder.
Bondholder's meeting	At the Bondholders' Meeting, each Bondholder may cast one (1) vote for each Voting Bond owned at close on the Relevant Record Day. The Issuer's Bonds shall not have any voting rights. At least 50 per cent. of the Voting Bonds must be represented at a Bondholders' Meeting for a quorum to be present.

	Resolutions will be passed by simple majority of the Voting Bonds represented at the Bondholders' Meeting, unless otherwise set out in the Bond Terms. For further details of of the Bondholders' Meeting's authority, procedures, voting rules and written resolutions, see Clause 15 of the Bond Terms.
Taxation	Each Obligor is responsible for withholding any withholding tax imposed by applicable law on any payments to be made by it in relation to the Finance Documents. The Obligors shall, if any tax is withheld in respect of the Bonds under the Finance Documents: (i) gross up the amount of the payment due from it up to such amount which is necessary to ensure that the Bondholders or the Bond Trustee, as the case may be, receive a net amount which is (after making the required withholding) equal to the payment which would have been received if no withholding had been required; and (ii) at the request of the Bond Trustee, deliver to the Bond Trustee evidence that the required tax deduction or withholding has been made. Any public fees levied on the trade of Bonds in the secondary market shall be paid by the Bondholders, unless otherwise provided by law or regulation, and the Issuer shall not be responsible for reimbursing any such fees.
Limitation of claims	All claims under the Finance Documents for payment, including interest and principal, will be subject to the legislation regarding time-bar provisions under Norwegian Law.

4.2 The Guarantees

The Guarantees are joint and several unconditional and irrevocable Norwegian law guarantees (Nw.: *selskyldnerkausjon*) issued by each of the Guarantors in respect of the Secured Obligations (as defined in the Intercreditor Agreement), which includes, *inter alia*, all liabilities incurred by any member of the Group (including the Issuer) in connection with the Bond Terms and the related Finance Documents. The Guarantees are governed by a guarantee agreement dated 12 July 2019 (the "**Guarantee Agreement**").

Pursuant to the Guarantee Agreement:, each Guarantor irrevocably and unconditionally jointly and severally:

(a) guarantees to each Secured Party (as defined in the Intercreditor Agrement) the due and punctual performance of all the Secured Obligations (including, for the avoidance of doubt, any interest and default interest accrued thereon at any time) by any member of the Group and by each Debtor (as defined in the Intercreditor Agrement) to any Secured Party under the Debt Documents (as defined in the Intercreditor Agrement);

(b) undertakes with each Secured Party that whenever any member of the Group or any Debtor does not pay to any Secured Party any amount when due under or in connection with any Debt Documents (or anything which would have been due if the Debt Document or the amount was enforceable, valid and not illegal), that Guarantor shall immediately on demand pay that amount as if it was the principal obligor (*Norwegian: selvskyldnergarantist*); and

(c) agrees with each Secured Party that if any obligation guaranteed by it is or becomes unenforceable, invalid or illegal, it will, as an independent and primary obligation, indemnify that Secured Party immediately on demand against any cost, loss or liability it incurs as a result of any member of the Group or any Debtor not paying any amount which would, but for such unenforceability, invalidity or illegality, have been payable by it to any Secured Party under any Debt Documents on the date when it would have been due. The amount payable by a Guarantor under this indemnity will not exceed the amount it would have had to pay under this Agreement if the amount claimed had been recoverable on the basis of a guarantee.

The liability of each Guarantor under the Guarantee Agreement is limited to EUR 400,000,000 (or its equivalent in other currencies) plus the amount of any interest, commission, default interest, fees, costs and expenses accrued in respect thereof. In addition, the Guarantee contains mandatory and/or customary limitations of liability with respect to the different jurisdiction in which the Guarantors are incorporated. The guarantee provided by a Guarantor may be fully or partly unapplicable to the extent it would constitute unlawful financial assistance or breach other mandatory provisions of law applicable to such Guarantor.

4.3 Listing

The Company has applied for listing of Bonds on Oslo Børs, and admission to trading is expected to be on or about 12 November 2019 under ticker code "INFRNT001" and with ISIN NO 0010850613. The Company has listed its shares on Oslo Børs under the ticker code "INFRNT", apart from this neither the Company nor any other members of the Group have securities listed on any EEA regulated market.

4.4 Expenses related to the issuance and listing of the Bonds

The Company shall cover all expenses in connection with the Bond Issue such as preparation of the Bond Terms, review and approval of the Prospectus from the FSA, listing of the Bonds on Oslo Børs and registration and administration of the loan in Verdipapirsentralen (the "**VPS**") in the accordance with the agreement between the Company and the VPS. The total costs incurred by the Company in connection with the issuance and listing of the Bonds are expected to amount to approximately NOK 39,000,000.

4.5 Advisers

ABG Sundal Collier ASA and Danske Bank, Norwegian branch has acted as Managers in relation to the Bond Issue. Advokatfirmaet Selmer AS is acting as legal adviser to the Company. Wikborg Rein Advokatfirma AS is acting as legal counsel to the Managers.

4.6 Interests of natural and legal involved in the Bond

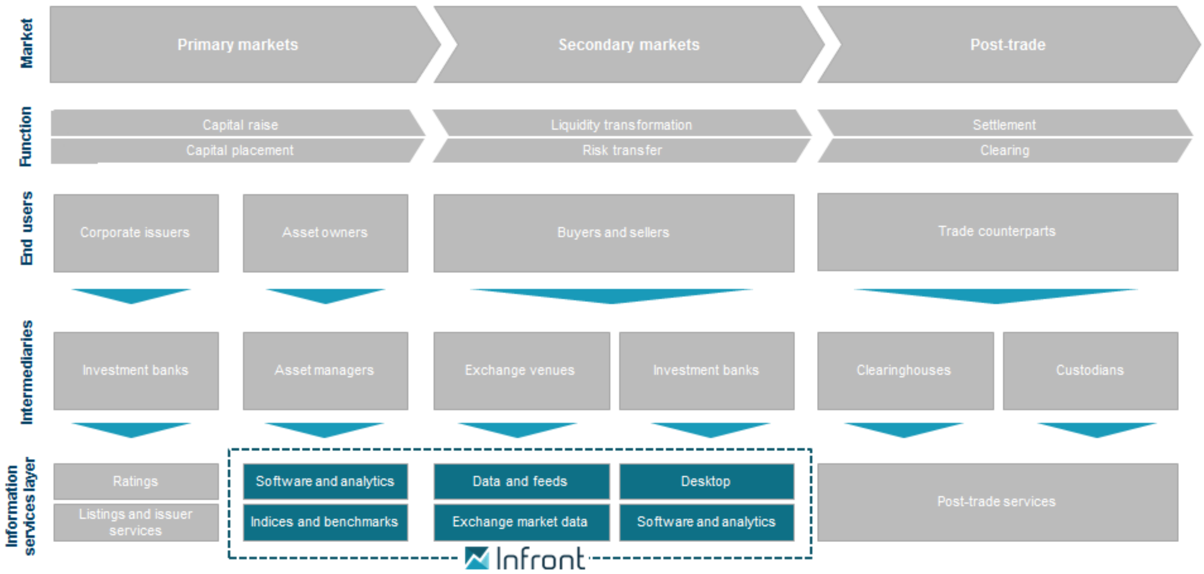
The Managers or their affiliates have provided from time to time, and will provide in the future, investment and commercial banking services to the Company and its affiliates in the ordinary course of business, for which they may have received and may continue to receive customary fees and commissions. The Managers, their employees and any affiliate may currently own existing Shares and/or bonds in the Company. The Managers does not intend to disclose the extent of any such investments or transactions otherwise than in accordance with any legal or regulatory obligation to do so. The Managers received a commission in connection with the issue of the Bonds.

5 INFORMATION ABOUT THE GROUP

5.1 Business Overview

The Infront Group is a Norwegian technology company and a provider of market data, trading solutions, and news for finance professionals. With proven "Fintech" solutions developed over the past 20 years, the Infront Group delivers the technology to keep its clients ahead of the investment game, reducing their costs along the way.

The Infront Group's value proposition is to provide high quality market data and trading solutions through an intuitive interface supported by an agile technology platform. The Infront Group offers its solutions through a range of five products and services; Professional information terminals, Professional trading terminals, Retail trading solutions, Financial news and Equity analytics and consensus estimates. The terminals are extensive software applications for viewing, analysing and processing news and financial information. None of the Infront Group's products or services are delivered as, or with, any hardware or physical equipment.



The Infront Group focuses on standardized products that score highly on user-experience, that are easy to deploy in a variety of user settings, and that are enabling the end-users to effectively manage access to data and news sources. The business model is to deliver Software as a Service ("**SaaS**").

Approximately 98% of the Infront Group's revenues are generated from subscription fees from the terminal and the news services as well as from the financial analytics software developed and sold through its subsidiary Infront Analytics SAS, for which the Infront Group experiences high retention rates and strong customer loyalty. Additional sources of revenues are one-off revenues related to set-up of services, and consulting represents the remaining revenues generated by the Infront Group. The Infront Group currently serves ~40,000 users in over 50 countries worldwide. The Infront Group operates from its headquarters in Oslo, as well as from its offices in Stockholm, Copenhagen, Helsinki, London, Paris, Cape Town, Johannesburg and Milan.

The Company was founded in 1998. After initially focusing on organic growth the Company has in more recent years updated its strategy to seek additional growth through mergers and acquisitions. The Company inter alia acquired Nyhetsbyrån Direkt AB in 2008, Infront Analytics SAS in 2012, TDN Finans AS in 2016, Infront Data AB in 2017 and the operations of Market Connect division from Spafid Connect S.p.A in 2018. Furthermore, the Company acquired parts of the Nordic operations of, and entered into a partnership with SIX Financial Information in 2016 and acquiered vwd Group Gmbh (vwd Group GmbH together with its subsidiaries "**vwd Group**") in July 2019.

5.2 Investment highlights

- The Infront Group has a leading market position in the Nordics in a market with high barriers-to-entry[2]

[2] Company information: Measured by number of terminals the Group has a no. 2 market position in the Nordics.

- The Infront Group provides modern and innovative technology solutions as well as information and trading platforms with next-generation user interface
- Favourable market trends driving the market for the Group's cost-effective offering
- The Infront Group has a favourable and sticky SaaS business model with high degree of recurring revenue

5.3 The Infront Group has identified attractive and tangible growth opportunitiesHistory and important events

The table below provides an overview of key events in the history of the Infront Group.

Year	Event
1998.............	The Company was founded by Kristian Nesbak and Morten Lindeman
1999.............	Launch of first edition of Infront terminal offering
2001.............	Launch of trading capabilities
2003.............	Company achieved a milestone with its first 1,000 users
2004.............	Infront expands with opening of Danish office, the first expansion outside of Norway
2005.............	Infront opens its Swedish office
2008.............	Acquisition of AB Nyhetsbyån Direkt, the Swedish newswire from Bisnode
2012.............	Acquisition of Infront Analytics SAS and the expansion to France
2014.............	Company achieved new milestone surpassing 10,000 terminal and solutions users
2015.............	Company decides to expand to London to broaden the scope of the Company
2016.............	Acquisition of TDN Finans AS
2016.............	Cooperation agreement with Symphony to include a communication service to Infront
2016.............	Company expands to South-Africa with offices in Johannesburg and Cape Town after selling in the South African market through local partners since 2009
2016.............	Acquisition of SIX News and SIX EDGE customers and initiation of long-term content partnership with SIX Financial Information
2017.............	In February, Infront launched its latest version of the Infront terminal
2017.............	In March, the Company acquired Swedish consensus estimate provider Infront Data AB
2017.............	In August, the Company opened an office in Helsinki, Finland
2017.............	The Company got listed on Oslo Børs
2018.............	The Company acquired the operations of Market Connect
2019.............	The Company acquired vwd Group

In 2008, the Company acquired AB Nyhetsbyån Direkt from Bisnode. This acquisition formed the foundation for the successful market penetration in Sweden in the years thereafter. By 2019, AB Nyhetsbyån Direkt, besides providing financial news, has expanded its product portfolio to include consensus estimates, IR services and web-TV services. The success of AB Nyhetsbyån Direkt presents also the motivation for the recent acquisition of TDN Finans AS in Norway in 2016, where the Company is making use of the key learnings from its experience with AB Nyhetsbyån Direkt.

In 2012, the Company acquired Infront Analytics SAS (previously named Infinancials SA) to expand the technical and analytical capabilities of the Infront terminal for its users and its users have now access to fundamental data of several thousand listed companies. Infront Analytics' technology is available on a stand-alone basis as well as a highly-integrated element of the terminal products.

In 2016, AB Nyhetsbyrån Direkt acquired the operations of the Swedish news agency SIX News. Furthermore, the Company acquired the customer portfolio of SIX EDGE financial market data terminal users in the Nordics and entered into a long-term content partnership with SIX Financial Information. The rationale behind the acquisition of SIX News was to further strengthen the quality of the service and to obtain cost synergies by reducing the total combined headcount. In addition, a long-term contract regarding the provisioning of reference and market data ensures that Infront users will have access to high-quality data through SIX covering global financial markets. All this combined further strengthened the Infront Group's product offerings and market position in the Nordics.

In the first quarter of 2017, the Company acquired 77.22% of the shares in Infront Data AB (previously Inquiry Financial Europe AB), a provider of consensus estimates and related services. On 12 March 2018 Infront ASA acquired the remaining shares of 22.78%. The acquisition further improved the Infront Group's available data and services to its estimates customers, and led to operational synergies.

On 20 December 2018, Infront acquired Market Connect, renamed Infront Italia, which provides products and services to more than 20,000 finance professionals and more than 100,000 retail investors through its partners. The complementary operations include feed, web solution and terminal products. Please refer to Section 7 "Financial Information" for a further description of the Infront Group's principal investments including acquisitions.

On 11 April 2019, Infront entered into a share purchase agreement regarding the acquisition of vwd Group GmbH (the "**SPA**"). As part of the Transaction, Infront acquired all shares in vwd Group GmbH, as well as all shareholder loans granted to vwd Group GmbH by some of the sellers. Completion of the Transaction took place 17 July 2019. Please refer to Section 5.13 "Presentation of vwd Group" for further information about the acquired group of companies.

The Transaction is expected to allow Infront to strengthen and complement its current financial data terminals offering and expand further into the value chain through addition of complementary service solutions, particularly within wealth management. Further, the management of Infront believes that the Transaction will add significant scale, both operationally, geographically and financially. On this basis, Infront expects to provide their customers with a better and wider set of products, services and solutions following the Transaction. This is in turn expected to significantly improve Infront's value proposition.

The Company financed the Transaction through a combination of new equity and debt, interalia the Bonds. The new equity was raised through an underwritten Rights Issue of approximately NOK 242.6 million.For a further description of the bond terms, please see section 4.1 "The terms and details of the Bonds".

5.4 The Infront Group's strategy

The Infront Group has spent the past years building a strong platform for growth, investing in research and development "**R&D**", strengthening its strong regional presence in the Nordics, and establishing a footprint in new markets. The goal for 2019-2023 is to capitalize on its past investments and accelerate profitable growth in the Nordic markets and abroad. The Infront Group is seeking to achieve this through organic growth, and by exploring strategic opportunities and M&A. The organic growth will be based on the investments in R&D and maximising the value creation potential of past acquisitions by increasing the revenue from existing customers as well as winning new accounts and customers. The Infront Group sees additional opportunity through increased focus on professional and retail solutions. In order to support its growth, the Infront Group will continue to invest in R&D. At the same time, the Infront Group sees significant value creation potential from continuing its efforts related to strategic opportunities and M&A in order to expand its customer base and product offering.

5.4.1 *Strengthen the Nordic position*

The Company is currently the second largest player in its relevant markets in the Nordics, serving the majority of the largest professional terminal users in the region[3]. Their presence is especially strong *among sell-side traders* in Norway and Sweden. Infront can build on its existing position by upselling its product offering at current relationships and exploring alternative sales channels.

Infront plans to increase its share-of-wallet for professional terminal users across the Nordics. Infront can benefit from its presence among sell-side traders and approach those who also operate on the buy-side. The opportunity is largest with integrated Nordic banking groups. Infront has existing relationships with these and can grow its share of their market data expenditure.

[3] Source: PwC Report from 2017, prepared in connection with the listing on Oslo Børs. The numbers is based on analysis carried out by TRG Screen.

The strategic partnership with SIX Financial Information enabled Infront to increase its Nordic customer base and reap significant data cost synergies. The partnership led to the acquisition of up to approximately 1,000 SIX EDGE terminal customers, which were migrated to Infront products during 2017.

5.4.2 *Increased focus on professional and retail solutions*

Infront will seek to strengthen its Nordic position by an increased focus on the *solutions* offering. The front-end solutions of Infront can be integrated with the trading infrastructure of a bank or brokerage to provide a powerful trading front-end for their institutional and retail clients. For instance, investment banks can use Infront's solutions to offer its trading clients a customized Infront terminal. In this way, financial institutions can work as alternative sales channels for Infront, and there is high revenue potential in creating such customer relationships with key regional financial institutions. Recently, the Infront Group has invested significant resources in expanding its web-based product portfolio. Going forward, this product segment is expected to see strong growth and opens new sales opportunities internationally. In June 2017, the Infront Group signed its first major contract for the latest version of this product, with Nordnet. During 2018, Infront successfully signed and implemented retail solutions at SEB and Handelsbanken. It currently pursues similar opportunities with other banks and brokerages.

5.4.3 *Grow strongly in new markets*

In addition to continued growth in the Nordics, the Infront Group aims to accelerate its growth in the rest of Europe and South Africa. By expanding to countries with larger economies and financial sectors than the Nordics, the Infront Group expects to be able to grow its revenues substantially by capturing even a small fraction of these markets. To support its organic growth ambitions, Infront has increased its international sales forces in Paris, London, Helsinki and South Africa, targeting both sell- and buy-side terminal and solution sales. The Infront Group will consider opening additional offices across Europe depending on strong expected return-on-investment. For information about Infronts's presens in the German speaking regin, reference is made to Section 5.13 "Presentation of vwd Group".

Europe (Paris):
Infront's Paris office has previously focused on the operation of its subsidiary Infront Analytics SAS, but has over the last years increased their efforts on selling Infront's terminal products as well. The sales operations are currently covered by sales persons based in London and Oslo, as a new sales team, focusing on selected European countries, is expected to be in place by the end of 2019. The sales team will mainly target current users of alternative and competing terminal offerings as well as offering trading solutions to pan-European institutions. The European team is expected to gradually increase its contribution to the Infront Group's growth targets in the period 2019-2023.

Italy (Milan):

The Milan office was established at yearend 2018 as a result of the acquisition of the Market Connect assets from Mediobanca. The office currently serves the Italian customer base of more than 20,000 professional and 100,000 retail customers. Going forward, Infront intends to grow the local sales team and to focus on selling the Infront terminal and solutions to Italian finance professionals.

UK (London):
The London office was established in 2015 and currently serves a few select larger customer and independent professional traders. As in the rest of Europe, the Infront Group will target current UK users of competing products, and expects increasing sales successes in the years ahead.

South Africa (Johannesburg and Cape Town):
Previously, the Infront Group approached the South-African market through a partnership, in which local player INET sold Infront's terminals on their behalf. Due to the acquisition of INET by competitor IRESS, Infront decided to open local sales offices in Cape Town and Johannesburg in late 2016. Each office employs one dedicated sales person.

Finland (Helsinki):
The Helsinki office was established in August 2017, aiming at accelerating the Company's sales and profitably growing its market share in Finland. The office currently employs one customer relations manager.

5.4.4 *Continue product R&D to support growth strategy*

The Infront Group's R&D and product teams will continue to extend the software and application offering, both in depth and width. Continuous regulatory changes in Europe are pushing more and more of trading from over the counter "**OTC**" to the regulated exchanges, which will give the Infront Group's clients access to previously un-accessible data sets. The same regulations will force client to upgrade legacy systems or to buy standardized systems, in order to be compliant with new regulations.

Technology changes in the solution space will enable Infront's distribution platform to deliver data directly to the end-users for public and private web solutions. Currently this has been hosted internally at the banks/brokers, often at very high costs.

5.4.5 *Strategic acquisitions and partnerships*

In parallel to the Infront Group's focus on increased organic growth, the Infront Group considers strategic acquisitions and partnerships as a viable path to further improve its market position. Over the past years, the Company has built strong in-house capabilities around M&A, with the CFO leading overall efforts.

As part of Infront's past corporate development, targeted acquisitions have proven to be an effective tool to build a valuable and diversified customer base, expand market data coverage and improve product functionality. Such transactions have proven particularly supportive in terms of efficiently acquiring larger bulks of new customers. High product loyalty, combined with a very competitive product line-up makes this strategy very feasible and cost-efficient.

The Infront Group has spent significant resources on mapping the competitive landscape in continental Europe and the UK. This work has been carried out by combining the knowledge of external resources as well as the internal industrial knowledge gained over the last 20 years. As a result of this effort, several potential acquisition targets that offer financial information terminal to finance professionals across Europe have been identified. The revenues of these companies are varying from NOK 20 million to more than NOK 500 million.

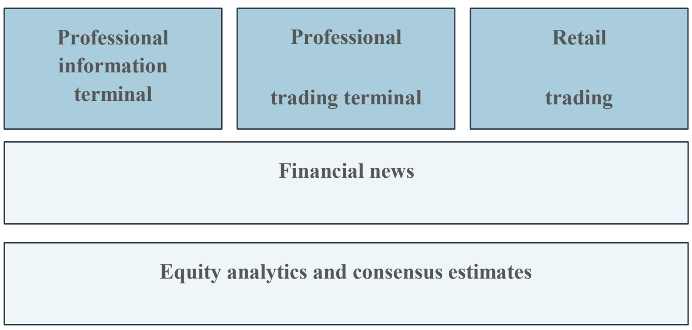
The acquisitions of Market Connect in 2018 and the recently announced signing of the acquisition of vwd Group are prime examples of the successful execution of the Infront Group's M&A strategy.

The Infront Group is continuously evaluating strategic opportunities and is committed to continuing this strategy going forward.

5.5 Products and Services

The Infront Group provides market data, trading solutions, and news for finance professionals and private investors. The business can be separated into five product segments, where different terminal solutions make up three of the five segments. The remaining two product segments are offered as content across all the terminal solutions as well as stand-alone offerings directly to external customers and third party vendors. None of the Infront Group's products or services are delivered as, or with, any hardware or physical equipment. For information on products and services provided by vwd Group refrence is made to Section 5.13 "Presentation of vwd Group".

The table below illustrates the current product categories offered by the Infront Group:



5.5.1 *Professional Information Terminal*

The Infront Professional Information Terminal combines real-time global market data, news and analytics in a modern, intuitive user interface. One of the key strengths of the terminal is that it is fast and effective to use, while still being very powerful and flexible. The terminal covers all asset classes, with global market data from exchanges, news agencies and specialist services. In addition to real-time data and news, with full order-depth, tick-by-tick consolidated views, alerts, charting etc.

The terminal offers advanced analytical modules for equities, bonds, foreign exchange and options. The terminal can be extended by integrating with Excel, Portfolio Management Systems and collaboration-platforms like Symphony.

The Infront Information Terminal is available for Windows with additional apps for Android, iPhone and iPad and a light-weight web version. While the Windows version is currently the most powerful, Infront has accelerated the shift towards a full-blown Web version that will be fully cloud-based and platform-independent.

The data stems from more than 80 exchanges, MTFs (Multilateral Trading Facility), Dark Pools, SIs (Systematic Internaliser) inter-dealer brokers among other sources. With close to 50% of the trades taking place outside the primary exchanges, Infront's terminal provides access to understand where, when and how instruments are trading.

The Infront Information Terminal is sold on a monthly subscription basis with various modules.

5.5.2 *Professional Trading Terminal*

The Infront Professional Trading Terminal is integrated with trading infrastructure of banks or brokerages to provide a powerful trading front-end with the capability to trade with up to 600 counter-parties, through partner networks or dedicated connections. The Infront terminal can be set up to trade on cross-asset classes including equities, derivatives, FX, CFDs, fixed income, OTC instruments and more. The Infront Trading platform supports various blotters, order types, work flows and implementation of algorithms or strategies provided by brokers. In addition, Infront support various integration services for portfolio data from back-office, quotes, research and other proprietary data.

The Infront Professional Trading Terminal is sold on a monthly subscription basis per user with the addition of a monthly access fee per client for the sell-side trading solution. In addition, trading infrastructure and integrations are sold on a case-by-case basis with recurring income or once off fees.

5.5.3 *Retail trading solutions*

Infront retail trading solutions enables banks or brokerages to integrate Infront's front ends with their trading infrastructure and offer Infront's advanced front ends to their premium retail clients. With Infront's Web technology the bank/brokerage can also integrate streaming, white-labelled HTML5-widgets directly into their web site. These solutions can be managed and hosted by Infront and thus outsourcing the whole stack of market data and front-end management and development.

Retail trading solutions are sold on a project-basis. Contracts tend to typically run from twelve to thirty-six months. The product is sold as a SaaS, usually combined with some up-front consulting work.

5.5.4 *Financial news services*

The Company provides easy access to real-time financial news through its subsidiaries TDN Finans AS, AB Nyhetsbyrån Direkt as well as other third-party partners. It also provides regulatory news, in-depth research and social media integrated in its user interface. The news engine includes powerful search-, filtering- and alert tools, combined with an historical archive that makes it possible for the user to gain the desired insight.

AB Nyhetsbyrån Direkt has been ranked the best Swedish newswire for 21 out of the last 22 years, rated by professional investors and managers in listed blue chip companies.[4] It provides real-time news about listed companies, commodities, statistics and other macro events, political development relevant for finance and the general development and trends on the financial markets. The news service is also integrated on leading financial sites and business magazines in the Nordics, securing widespread distribution. The service is delivered across various client segments including sell side service providers, buy side investors, private investors, companies, public institutions, organisations, and other media institutions. AB Nyhetsbyrån Direkt collaborates with other news agencies in order to have full financial news coverage. Partners include

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[4] "*Affärsmedia- & Ekonomijournalistrankingen*" done by Hallvarsson & Halvarsson together with Svensk Image. The latest ranking included in this statement is from 2019.

Ritzau Finans in Denmark and Startel in Finland and Refinitiv internationally. AB Nyhetsbyrån Direkt is also closely working together with TDN Finans AS in Norway.

TDN Finans AS is a real-time news supplier covering the Norwegian business community and financial markets. Through collaboration with AB Nyhetsbyrån Direkt in Sweden, Ritzau Finans in Denmark and Startel in Finland, TDN Finans AS covers the Nordic financial news market, macro statistics and commodities. The agency's products are available to customers on all major terminals including Infront and Refinitiv.

5.5.5 *Equity analytics and consensus estimates*

Infront Analytics allows for in-depth analysis with several analytic tools for equities, funds, fixed income, derivatives, and FX. It makes it possible to screen, compare and analyse listed companies worldwide with fundamentals, consensus estimates and ratios, combined with powerful, proprietary tools for Excel.

It facilitates visualization of the markets with advanced charting tools to make better investment decisions. Market insight is secured by access to time-series on more than 4 million instruments, from intraday tick-by-tick to years of history. Overview of corporate actions, news and research directly in the chart, customizable with studies, annotations are sharable with a single click.

The Infront Analytics product is both sold as a stand-alone product by its subsidiary Infront Analytics SAS and as part of the Infront Terminal. The product is sold as a SaaS.

Infront Analytics provides a combination of high-quality data, analytics, and tools, making comparable analysis quick and easy. Infront Analytics is offered in several different subscription and pricing levels, such as investor, advisor, analyst and premium. It covers more than 70,000 public companies and serves 7,000 corporate finance, private equity, asset management, private banking, and investment professionals worldwide. Infront Analytics SAS has distribution partners such as SIX Financial Information and FIS Sunguard. Current data providers are WVB, FactSet and Morningstar.

Consensus estimates are delivered through Infront Data. Infront Data AB delivers broad coverage of fundamental data for 2,200 companies and its consensus estimates covers around 1,200 different European companies. The data is collected and processed by Infront Data AB in-house. Infront Data AB also closely follows ~200 Nordic companies to provide continuous estimates. The customer base is primarily listed companies using the consensus as a valuable tool in IR activities. Other user groups are buy-side professionals, as well as professional and private investors, using consensus for screening and/or stock evaluation.

5.6 Sales and distribution

The Company has local sales teams in fourteen countries. The sales team comprises of more than hundred sales and customer relations personnel and seven marketing employees.

Sales are conducted directly with Business to Business ("**B2B**") sales towards buy-side and sell-side clients. Sales team members are involved in the whole sales cycle from prospecting to closing. Depending on the characteristic of the sales cases and situation (i.e. professional terminal sales vs. professional trading solutions vs. retail trading solutions), product management or technical resources can be involved in structuring of proposals, deliveries, project management and discussions with prospective customers.

The sales team is led by the Head of Sales, who is also part of the management team. The Head of Sales is overall responsible for the sales strategy and follows-up local teams on an ongoing basis. The sales team discusses and meets on a regular basis to exchange current sales opportunities pipeline, competition, best-practice sales methods and in order to continuously ensure cross-border learning. The sales strategies can vary from country to country depending on the competition and the possibilities.

Infront's products are promoted primarily through the Company's own website and through events. Infront's marketing activities are focusing on getting new professional users to try the Infront professional information terminal and promote the retail trading solutions. Infront participates in major trade fairs in Europe and RSA. These activities are important to create relevant sales leads and follow up existing customers. A selection of conferences is TradeTech Europe, TSAM UK, FPL EMEA and Nordic conferences.

5.7 Property, plant and equipment

The Infront Group has no material tangible fixed assets. The headquarter offices in Munkedamsveien 45C in Oslo, Norway, are leased. The offices have a total gross size of approx. 1,247 square meters, of which the Company uses all. However, the offices provide ample space for the Company's employees and Management is of the opinion that it provides significant headroom for an increased number of employees.

5.8 Research and development

The Infront Group is a leading player in financial market data[5] and R&D is seen as critical to sustain continued innovation. The Company invests substantial resources in research and development to enhance the applications and technology infrastructure, develop new features, conduct quality assurance testing and improve the core technology. As of the date of this Prospectus, the R&D team comprised of around 140 employees, collectively reporting to the Chief Technology Officer.

With solid investment in R&D over many years, the Infront Group has acquired unique expertise, especially in the following areas:

- Building scalable systems for real time of financial market data; the combination of high scalability, low latency and large volume is especially challenging and give Infront a very valuable competitive edge
- Effective visualization of financials information for decision making; Infront has extensive experience with building user interfaces providing the right level of information and aggregates at the right time to support complex decisions
- Integration with financial market data and trading platforms; Infront has long experience in interacting with other financial systems, such as connections to 80 exchanges, news agencies, banks and brokerages, portfolio management systems and back offices

Infront will concentrate its R&D resources in four main areas going forward:

Mobility

Traditionally finance professionals have used a Windows based Terminal to do the heavy lifting, but Management has identified a clear trend towards being able to do business "on-the-go", as well as the want to move away from the limitations coming with a traditional pure Windows based installed tool. The Infront Group is investing heavily in web technology and aims to aggressively move all its frontend-products over to hybrid solutions; using native code only when it makes sense, with most of the functionality/content delivered as HTML5, to be reused across all platforms.

APIs

API, or application programming interface, is a set of functions and procedures that allow the creation of applications which access the features or data of an operating system, application, or other service. Infront's core technologies have a set of API's that can be used to access data and functionality provided by our scalable backend. The Infront Group is working on streamlining, unifying and opening the APIs' – providing a solid foundation to build new products internally as well as opening the API's for external consumption; allowing for open integration with third party providers/partners.

Client Analytics

With Infront's strong professional user base, the Infront Group has an opportunity to harness the vast amount of user data being produced continuously. Infront has traditionally relied on customer surveys as well as its tight relationships with its client-base to understand customer needs and product usage. Going forward the Infront Group will greatly increase the amount of information it gathers and will invest in systems, training and processes for utilizing this important data source.

Artificial Intelligence and Machine Learning

The Infront Terminal presents a vast information universe to the customer; getting help to distinguish valuable information from noise is getting more and more important. The Infront Group is looking into how it can utilize cloud-based Machine Learning to identify opportunities for its customers as well as how AI can be used to improve and optimize trading decisions.

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[5] Company information based on the PwC Report and Screen Consultants, including discussions with experts.

The Infront Group's R&D strategy is driven by an overall product and development roadmap that reflects the Infront Group's strategy. Product management, sales, and R&D are tightly interlinked and cooperate to deliver innovation and product improvements in an efficient and productive manner.

The Infront Group, through Infront Analytics SAS, holds rights to a patent regarding the condensed and synthesized visualization of fundamental financial data. The patent is registered in the USA. The patent is not believed to be vital to the future performance of the Infront Group.

5.9 Contracts and agreements

5.9.1 *Material contracts outside the ordinary course of business*

During the two years prior to the date of this Prospectus, the Company has entered into two agreements that are deemed to be material contracts outside the ordinary course of business:

- The acquisition of Inquiry Financial Europe AB (now "Infront Data AB") in March 2017.
- The acquisition of Market Connect in December 2018.
- The acquisition of vwd Group

Other than as described above, neither the Infront Group nor any member of the Infront Group have entered into any material contracts outside the ordinary course of business for the two years prior to the date of this Prospectus. Furthermore, the Infront Group has not entered into any other contracts outside the ordinary course of business, which contains any provision under which any member of the Infront Group has any obligation or entitlement.

5.9.2 *Types of contracts*

Currently Infront operates with mainly five types of contracts. These five types of contracts may be categorised as (i) customer contracts, (ii) information sourcing contracts and (iii) technical support contracts as described in Sections 5.9.2.1 "*Customer contracts*", 5.9.2.2 *"Information sourcing contracts"* and 5.9.2.3 *"Technical support contracts"*.

5.9.2.1 Customer contracts

As of 31 March 2019, the Infront Group served approximately 40,000 professional users in over 50 countries worldwide. With regards to the provision of the Infront Group's products and services, as further described in Section 5.5 "Products and Services", the Infront Group enters into a number of customer contracts on a regular basis that may be summarised by the follow key items:

- Customer contracts are entered into in the ordinary course of business
- Typically, customer contracts are signed on an initial twelve (12) months basis, with automatic renewal after the initial contract period. The customer contracts have termination and renewal periods ranging from 3 to 12 months, which normally corresponds to the invoicing term for the individual contracts
- Customer contracts for the Infront Group’s retail trading solutions are signed on an initial thirty six (36) to sixty (60) months basis
- There are two main types of customer contracts:
  - End user agreements for terminal users, news subscribers or analytics clients
  - Solution agreements for the delivery of a solutions product

Agreements with larger and smaller customers are generally entered into on the same terms and conditions. However, the larger customers typically have a broad customer base that it is providing Infront products and services to, in accordance with the agreements entered into between Infront, generating a more significant part of the Infront Group's revenues. In 2018, approximately 40% of the Infront Group's revenue was attributable to its 20 largest customers and all of these clients have around 1-5[6]% revenue share, including a number of Nordic commercial banks, savings banks and investment banks.

Other customers of the Infront Group include the full range of finance professionals and private investors.

As of 31 March 2019, the Infront Group had approximately 6.1 thousand professional terminal users and 32.2 thousand solutions users.

[6] The figures is inclusive of the revenue from aquiered operation of market connect

In addition to entering into customer contracts in the ordinary course of business, customer contracts can also be acquired when acquiring businesses. Terms and conditions of such customer contracts vary. Following an acquisition, the Infront Group will typically initiate a process to migrate customers of the acquired entity from the acquired entity's products and services to those provided by the Infront Group. Subject to successful migration of customers, renewed customer contracts are entered into.

5.9.2.2 Information sourcing contracts

The Infront Group's information sourcing contracts form the basis for the services provided by the Infront Group. Information is sourced from relevant third parties to tailor the products and services provided by the Infront Group. The Infront Group sources information to produce and deliver its products and services, as further described in Section 5.5 "Products and Services". Hence, the Infront Group's operations rely on the supply of information and the relevant sourcing contracts. The Infront Group is, however, not dependent on any single contract, as the information is sourced from several sources of which no single source alone is deemed material for the Infront Group's business operations. The information is sourced from several re-distribution vendors, exchanges and news agencies and specialist vendors based on contracts, as further described below.

Re-distribution contracts

- Infront has agreements with two main re-distribution vendors of exchange data; SIX Financial Information and ICE real-time data services (Interactive Data)
- The agreements allow Infront to re-distribute data from these aggregators to Infront's products. Except for data produced by the aggregators, Infront must usually also have an agreement with the underlying source (Exchange) in order to re-distribute the content
- The re-distribution contracts usually have a termination notice period of 12 months

Exchanges

- These contracts give Infront the right to distribute specified content, for an agreed monthly fee. There will usually be a fee related to the number of end users as well
- Specialist vendors typically have defined tiers of end users, while exchange and news agreements have a fee per individual end user
- In a few cases, the sources also require that each end user sign a direct agreement with the source before being allowed to receive data through Infront
- Most of the sources require monthly reporting from Infront on the number of end users receiving data. The sources can also do an audit of the user reporting
- The Exchange contracts usually have a termination notice period of 3 months

News agencies and specialist vendors

- Infront has agreement with news agencies and specialist data providers, allowing Infront to re-distribute news or specialist data to Infront products
    - The main vendors are Factset (equity fundamental data, corporate actions and estimates), Morningstar (funds data), Tullett Prebon (OTC money market, fixed income and FX data), and Dow Jones Newswires (calendar and news)
- The news agencies and specialist vendors contracts usually have a termination notice period of 12 months

5.9.2.3 Technical support contracts

Infront's services are highly linked with the continuous operation of computers and telecommunication equipment, hosted in datacentres in Oslo, Stockholm and London. To mitigate the risk of Infront's services being unavailable, business critical services are live-live with automatic switchover. Databases and backups are replicated between the different locations, and the system is designed so that no single component can take the service down for all customers.

The Infront Group's operation of technical equipment may be summarised by the following key items:

- In general, technical and data agreements are entered into for sourcing technical services, i.e. with suppliers of infrastructure.
- Infront currently has contracts with Interxion for Server and Network Equipment hosting (racks, electricity, backup power, hands on) in London and Stockholm, IP only for hosting in Oslo plus connectivity in Oslo and Stockholm, and BT for hosting and technical support in Milan. (There are minor contracts with ConnectU for connectivity in London, Verizon for connectivity in Stockholm, TNS for connectivity in London and FNN/VpNett for connectivity in Oslo).

5.10 Litigation and disputes

Due to the nature of the Infront Group's business, the Infront Group might be involved in disputes and litigation matters from time to time. These matters may include, among other things, project errors, employment matters, intellectual property related matters, as well as other disputes that arise in the ordinary course of business. The Infront Group cannot predict with certainty the outcome of any claim or other litigation matter. The ultimate outcome of any litigation matter and the potential costs associated with prosecuting or defending such lawsuits, including the diversion of Management's attention to these matters, could have a material adverse effect on Infront Group's business, revenue, profit and financial condition.

The Infront Group has not been part of any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Company and/or Infront Group's financial position or profitability.

5.11 Dependency on contracts, patents, and licences

It is the Company's opinion that it is not dependent upon any specific contracts, patents or licences.

5.12 Environment

The Infront Group does not use resources or input that have significant environmental impact. The Infront Group's impact on the environment is limited to the materials and energy necessary for the Infront Group to conduct its business. There are continuous efforts to shift towards electronic communication internally and externally which will help to reduce paper consumption. The business causes limited environmental pollution.

5.13 Presentation of vwd Group

This Section provides an overview of vwd Group GmbH ("**vwd Holdco**", and together with its consolidated subsidiaries "**vwd Group"**) as of the date of this Prospectus.

5.13.1 *Introduction*

vwd Group is a financial data terminal and complementary service solutions provider in the European market serving the wealth management industry. vwd Holdco is a limited liability company domiciled and incorporated in Germany, headquartered in Frankfurt (Mainzer Landstraße 178 – 190, 60327 Frankfurt am Main, phone: +49 69 507010).

vwd Group was founded in 1949 as a provider of financial news. Over the following 70 years the vwd Group expanded into provision of financial data (1980), introduced financial data terminal solutions (2004), added portfolio and risk management services (2008), integrated a range of financial and regulatory data technologies into their solutions (2014), and introduced cloud-based architecture (2017). The expansion has been executed through both organic initiatives and acquisitions.

vwd Group was listed on the Frankfurt Stock Exchange (Börse Frankfurt) until taken private by The Carlyle Group ("**Carlyle"**), a global alternative asset manager, in September 2012 following a voluntary takeover offer[7]. Vwd Group was acquiered by the Company in July 2019.

Today, vwd Group offers a fully-integrated, module-based and fully-scalable SaaS platform focused on Data and Feed Solutions ("**DFS**", term used interchangeably with financial data terminals), Portfolio and Advisory Solutions (“**PAS**”), Publication and Distribution Solutions ("**PDS**") and Regulatory and Calculation Solutions ("**RCS**"). vwd Group has deployed more than 50,000 workstations to approximately 2,400 Business to Business ("**B2B**") customers. Clients mainly comprise banks, asset managers, wealth managers, corporates, media and insurance. The solutions are offered on subscription basis with module- and volume-based fees.

5.13.2 *Industry and business overview for vwd Group*

vwd Group is a provider of financial data terminals and complementary service solutions. vwd Group offers all of its solutions through an integrated, modular technology platform based on a fully scalable software-as-a-service (“SaaS”) model. vwd Group focuses on providing its solutions and services to the solutions for the wealth management industry in the German-

[7] Source: 01.10.2019, Carlyle press release (https://www.carlyle.com/media-room/news-release-archive/carlyle-group-decides-launch-voluntary-takeover-offer-german-vwd)

speaking region, this includes Germany, Austria and Switzerland, but vwd Group is also present in Belgium, Netherlands, Luxembourg and Italy.

vwd Group's vision is to offer intuitive solutions on a modular technology platform and empower wealth management and investment professionals to make smarter, more efficient and regulatory compliant investment decisions. To date, vwd Group has built a strong market position in the German-speaking region, a diversified blue-chip client base with approximately 2,400 enterprise customers, developed a proprietary ticker plant with coverage of more than 120 exchanges and more than 500 contributory data sources, and a revenue base consisting of approximately 98% recurring revenues.

In 2018, vwd Group introduced functionality that enabled adherence to MiFID II and PRIIPS regulations in the investment process. In 2019, vwd Group launched a new cloud platform to deliver market data and portfolio management capabilities to investment professionals and their customers.

5.13.3 *Segment information*

vwd Group categorises its products into four segments; DFS, PAS, PDS and RCS. In addition, vwd Group has a small portfolio of legacy solutions. Customers of legacy products are to be migrated to the four product segments. Solutions covered under DFS represent the majority of revenues.

5.13.3.1 Data and Feed Solutions (DFS)

Data feeds collate a wide range of market, financial and portfolio information that are incorporated in front-end solutions for the user. DFS is offered through a web-browser and a cloud-based platform, providing real-time and historical market data feeds for stock, funds, bonds, commodities, interest rates and more. Flexibility to set-up customised interfaces, monitoring and alerting, and to install a wide range of plug-ins to provide an optimal data management solution. The solution provide access to data from more than 120 stock exchanges, has more than 500 contributory sources and tracks more than 18 million instruments.

5.13.3.2 Portfolio and Advisory Solutions (PAS)

Solutions and systems that support all stages of the asset management workflow from customer on-boarding to reporting of portfolio performance, on a fully digital and customisable basis. PAS provides process and advisory support, as well as risk evaluation services, in development and management of portfolios. The entire process is developed for full regulatory compliance with step-by-step guidance available for users. The offering provides a wide range of relevant user interfaces to optimise the service, with ability for individual customisation to ensure perfect fit.

5.13.3.3 Publication and Distribution Solutions (PDS)

PDS provides pre-formatted financial product performance and documentation for media companies and asset managers which publish fund and market performance information. Provides a module-based web manager for the creation of custom fund and market performance portraits that can be used for print or online publication purposes.

5.13.3.4 Regulatory and Calculation Solutions (RCS)

Full-service platform for creating and distributing regulatory documents and data. Provides audit-proofed fulfilment of internal compliance and market regulation requirements through creation of documents and reports. Solution based on product and industry expertise, and interaction with authorities and relevant agencies. Intuitive front-end solution for easy process handling, flexiable user interfaces and step-by-step guidance to ensure user friendliness.

The table below depicts a breakdown of core total revenues for vwd Group .

(EUR million, unaudited)	**2017**	**2018**
PAS	8,7	10,5
RCS	6,5	8,2
DFS	26,8	26,8

PDS	15,1	14,0
Legacy	10,4	8,3
Non Core	7,6	6,4
TOTAL	75,1	74,2

5.13.4 *Employees*

vwd Group employed an average of 400 people in the 2018 financial year. vwd Group had employees in seven countries; Germany, Switzerland, Netherlands, France, Italy, Belgium and Italy.

6 INDUSTRY AND MARKET OVERVIEW

*This Section discusses the industry and markets in which the Group operates. Certain information in this Section relate to market environment, market developments, growth rates, market trends, industry trends, competition and similar information are estimates based on data compiled by professional organisations, consultants and analysts in addition to market data from other external and publicly available sources, and the Company's knowledge of the markets. There are different views related to market developments reflecting the overall uncertainties. Any forecast information and other Forward-looking Statements in this Section are not guarantees of future outcomes and these future outcomes could differ materially from current expectations. Numerous factors could cause or contribute to such differences, see Section 1"*Risk Factors*" for further details.*

6.1 Introduction

Infront is a financial data terminal provider (interchangeably used with Data and Feed Solutions provider) with a strong footprint in the Nordic financial market and a growing presence in Europe and South Africa. The Infront Group is headquartered in Oslo with offices in London, Paris, Milan, Cape Town, Johannesburg, Stockholm, Helsinki and Copenhagen.

vwd Group is a financial data terminal and complementary service solutions provider focused on the wealth management industry in the German-speaking region (Germany, Austria and Switzerland) and nearby markets (Belgium, Netherlands, Luxembourg and Italy). vwd Group has headquarters in Frankfurt and offices in Kaiserslautern, Schweinfurt, Herzogenrath, Rimpar, Antwerp, Dortmund, Milan, Zurich, Amsterdam and Luxembourg.

Service solutions complementary to financial data terminals include: Portfolio and Advisory Solutions (PAS) comprising portfolio services, order services and analytics services; Publication and Distribution Solutions (PDS) comprising fund services and web services; and Regulatory and Calculation Solutions (RCS) comprising regulatory services, documentation services and more.

The following section focuses on the markets for financial data terminals and complementary service solutions in markets where Infront and vwd Group are mainly present.

6.1.1 *Global financial data terminal market*

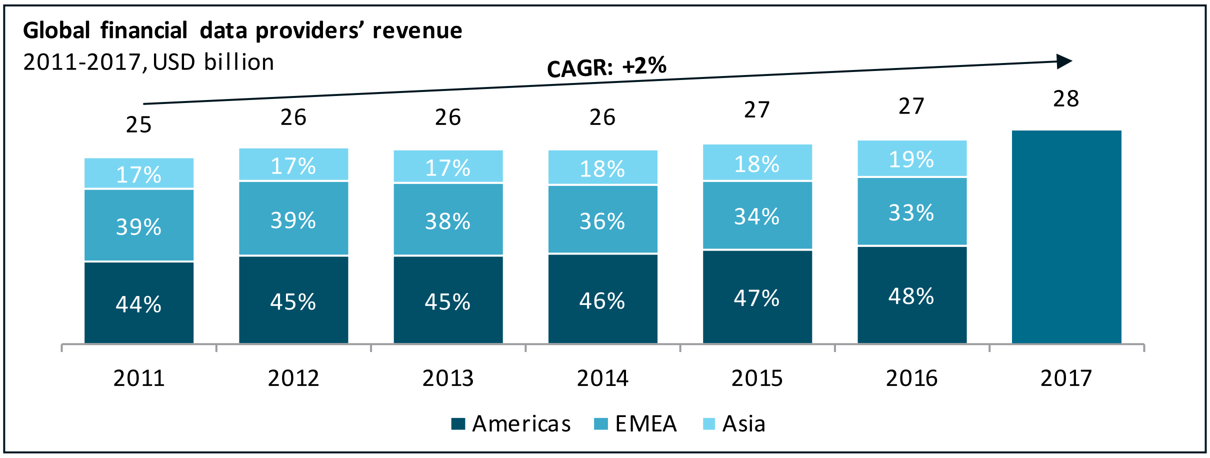
The value proposition of financial data terminals is to consolidate and present data from various sources to different users and support them in making and executing trading and other investment decisions. Terminal providers typically gather data from stock exchanges, news agencies, statistical agencies and independent research outlets and normalise them into a common format presented through an interface. Historically the terminals have been desktop based, but recently there has been increasing presence of cross-platform and cloud-based solutions.

Given the nature of the data content, the customers of financial data terminals primarily come from the financial sector and include professional traders, asset managers, wealth managers, research analysts and corporate finance advisors.

The global market for financial data providers is estimated to have passed the USD 28 billion mark in 2017 growing by a 2% compounded annual growth rate ("**CAGR**") since 2011, reflecting its overall maturity. The EMEA (Europe, Middle East, Africa), the market most relevant to Infront and vwd Group, accounts for approximately USD 9 billion of the global market[8].

[8] Source: Burton Taylor – Global market and analysis data demand (2012, 2013, 2014, 2015, 2016, 2017, 2018)

The chart below depicts the global revenue of financial data providers.



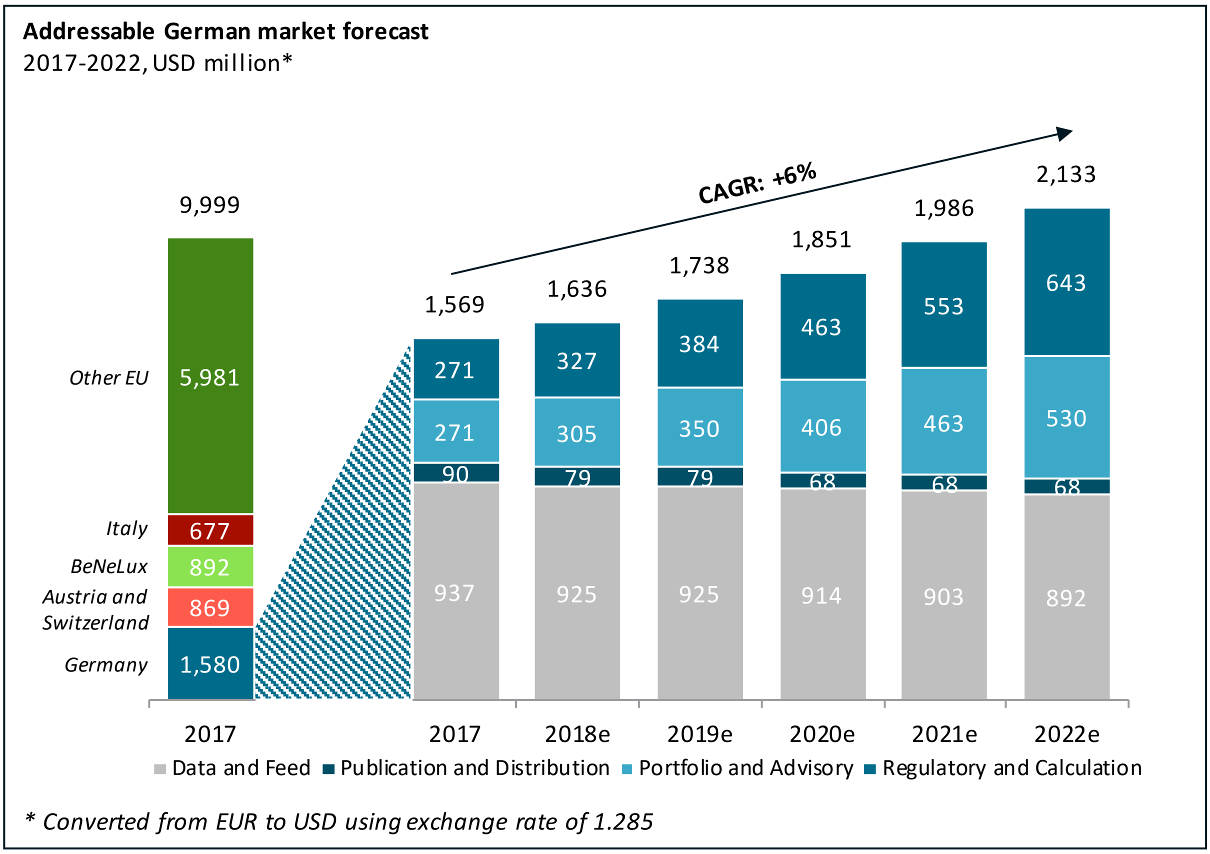
Source: Burton Taylor – Global market and analysis data demand (2012, 2013, 2014, 2015, 2016, 2017, 2018)

6.1.2 *European financial data terminal and complementary service solutions market*

The European financial data terminal and complementary service solutions market (EU28 plus Switzerland) represents a total market opportunity of approximately USD 10 billion. Of these USD 10 billion, approximately USD 4 billion come from German-speaking and nearby markets, of which the vwd Group is mainly present.

The German market alone is approximately USD 1.6 billion and expected to grow at a 6% CAGR until 2022. Growth is mainly driven by the markets for PAS and RCS with annual growth of 19% and 14%, respectively. The market for DFS is expected to be flat. The market for PDS is expected to continue its current decline driven by the decline in print media.

The chart below depicts the addressable German market forecast.



Source: OC&C Strategy Consultants

6.2 Key market drivers and trends

The market for financial data terminals and complementary service solutions is invariably linked to the performance of the financial services sector, which represents the bulk of the demand. The financial sector is divided into sell-side and buy-side institutions. Sell-side includes investment and commercial banks, securities brokerages and market makers, whilst buy-side consists of asset managers, wealth managers, hedge funds and retail investors.

The financial sector is undergoing profound changes driven by new regulation post the 2009 financial crisis and technological progress challenging traditional business model of both sell-side and buy-side. For financial data terminal and complementary service solution providers, there are three main market drivers and trends:

1. **Changing demand dynamics:** Demand growth in the market for financial data terminals and complementary service solutions is expected to be driven by service solutions like portfolio advisory and regulatory support. This development stems from an expected increase in High Net Worth Individuals ("**HNWI**") and Ultra High Net Worth Individuals ("**UHNWI**"), and increased interest for wealth management services among the underserved Mass Affluent ("**MA**") market.
2. **Increased cost sensitivity:** Increased competition on both the sell-side and buy-side of the financial sector has driven cost sensitivity and margin focus. Cost reductions have mainly been seen in the form of staff headcount reductions and reduction in financial data terminals cost. The latter has driven a transition away from the legacy providers towards lower cost new entrants.
3. **Increasing regulation:** Increasing regulatory requirements are being introduced, resulting in increased market transparency and need for regulatory service solutions. These two trends enable new entrants to enter a market historically dominated by legacy providers, with solution portfolios comprising regulatory services.

The above market dynamics create opportunities for providers who are able to offer a one-stop-shop for both financial data terminals and complementary service solutions addressing changing customer needs at reasonable price levels.

6.2.1 *Changing demand dynamics*

Going forward, demand growth is expected to come from the wealth management industry. This trend is expected to be driven by an increase in the number of HNWI and UHNWI (collectively "**HNWI+**"). The global volume of net investable assets of HNWI+ is expected to increase by around 25% from USD 55 trillion in 2018 to almost USD 70 trillion by 2021 (CAGR 4.7%)[9]. Further, increased demand for wealth management services from the MA market is expected to add additional demand growth. Both of these developments is predicted to drive the need for high quality complementary service solutions at a low cost[10,11]. In the period from 2010 to 2017, the Bloomberg terminal's share of Bloomberg revenue is down from 85.22% to 74.10%[12], illustrating how complementary service solutions are increasing in importance.

Simultaneously, within asset management, there is a global shift from active to passive investment strategies. Technological advances reduce the traditional opportunities of arbitrage, and drive the growth in passive asset management and algorithmic trading. Passive investment style is expected to account for 25% of global Assets under Management (AuM) by 2025, up from 17% in 2016[13]. The increasing popularity of passive investments increases the need for financial data terminal providers to expand into complementary service solutions that address the emerging customer demands.

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[9] Source: EY – How the global wealth management industry is evolving (9 January 2018)

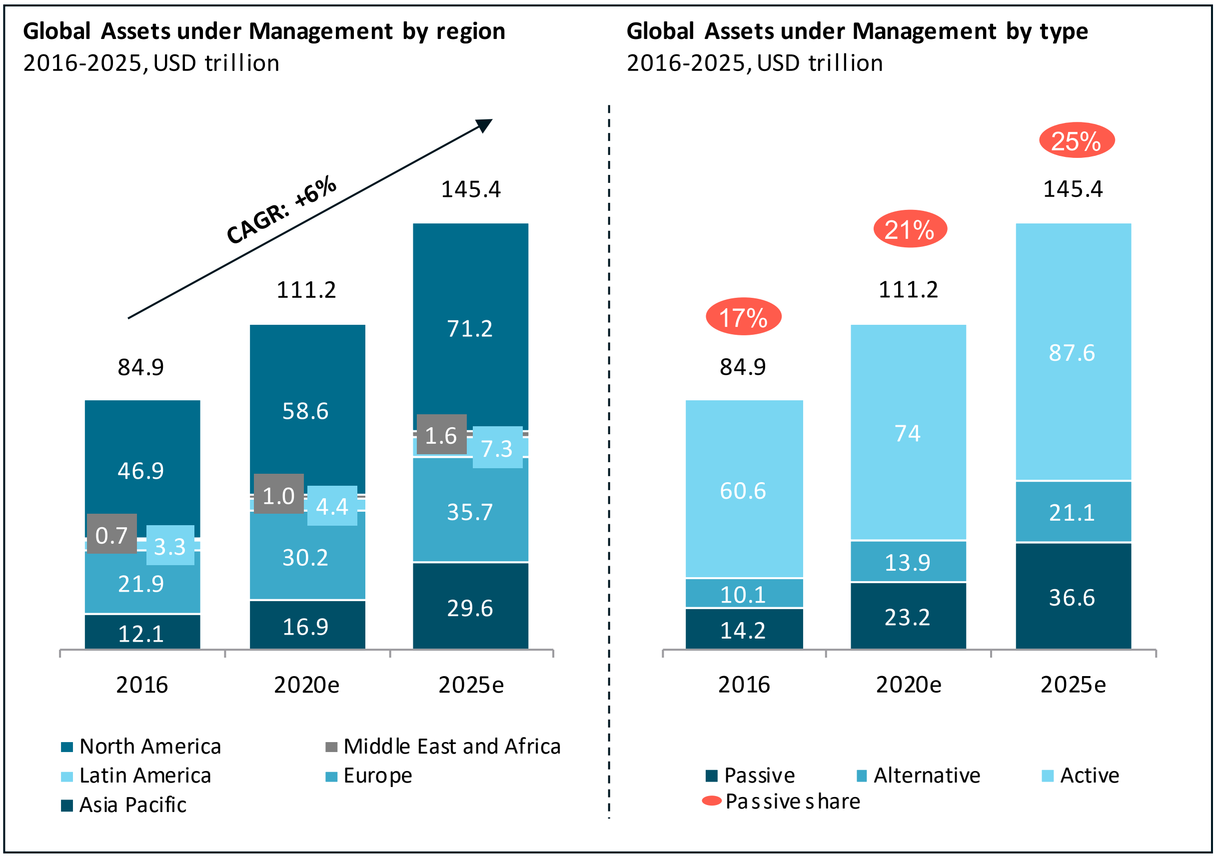
[10] Source: Deloitte – 10 Disruptive trends in wealth management (2015)

[11] Source: Accenture – Digital Disruption in Nordic Wealth Management (2016)

[12] Source: Burton Taylor - Global market and analysis data demand (2018)

[13] Source: PWC – Asset & Wealth Management Revolution: Embracing Exponential Change (30 October 2017)

The chart below depicts development in global Assets under Management.



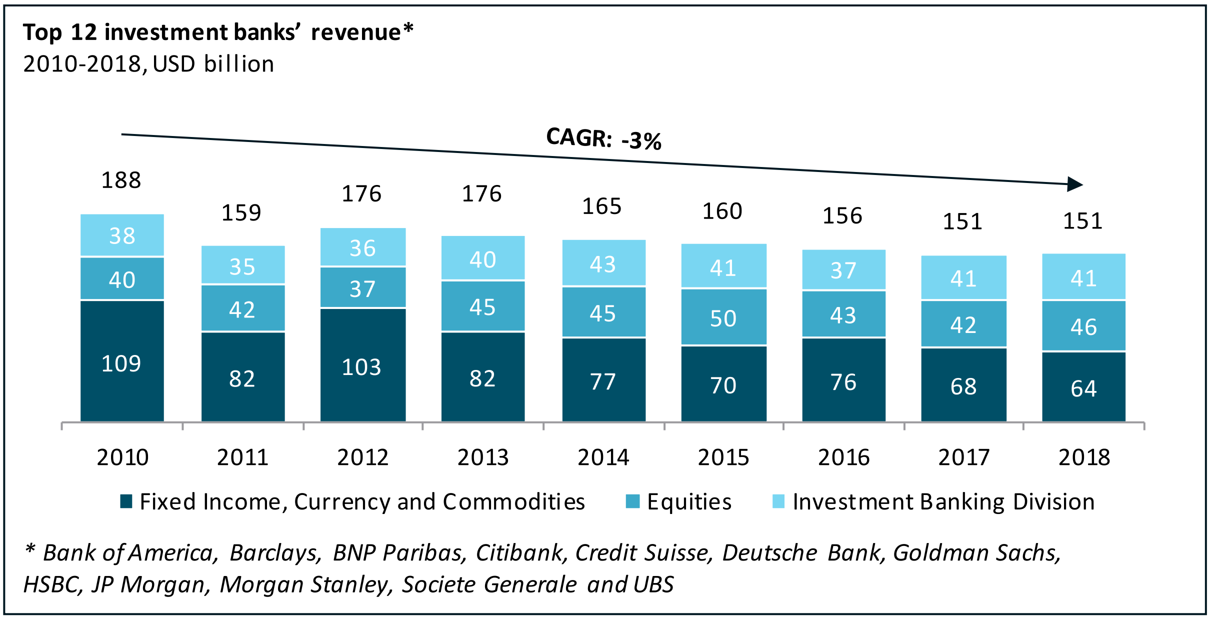
Source: PWC – Asset & Wealth Management Revolution: Embracing Exponential Change

6.2.2 *Increased cost sensitivity*

The financial sector is going through a cost transformation post the 2009 financial crisis. Investment banks have experienced falling revenues in recent years declining a total of 19% from the 2010 level, equalling negative 3% CAGR[14]. In addition, there is a growing shift away from traditional human-based trading towards increasingly autonomous algorithmic and passive trading. This limits the overall demand growth potential for financial data terminals as the user base is likely to adjust their demand accordingly. Further, it provides an opportunity to expand the solution offering to manage more passive investment strategies.

[14] Source: Coalition – Top 12 investment banks' revenues (2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018), comprise Bank of America, Barclays, BNP Paribas, Citibank, Credit Suisse, Deutsche Bank, Goldman Sachs, HSBC, JP Morgan, Morgan Stanley, Societe Generale and UBS

The chart below depicts revenue for top 12 investment banks.



Source: Coalition

Investment banks have responded to the profitability pressure with multibillion-dollar cost-cutting programmes. Given the cost structure of investment banks, cost-cuts have been dominated by staff reductions and financial data terminals costs.

Between 2010 and 2018, the top 12 investment banks has reduced their headcount every year from 66,800 in 2010 to 51,900 in 2018[15]. Large financial data terminal users like Bank of America and JP Morgan have stated that they will review their need for up to 25% of Bloomberg terminals[16]. From 2014 to 2018, the number of Bloomberg terminals in the market has only seen a minor increase from 324,399 to 325,301[17]. Common approaches to reduce costs of financial data terminals involve; review and rationalisation of the usage amongst employees that do not require the comprehensive bundled terminals offered by Bloomberg and Refinitiv[18], and greater willingness to consider alternatives. The focus on financial data terminal expenditures creates an opportunity for competitors of the legacy providers to offer more cost-efficient solutions.

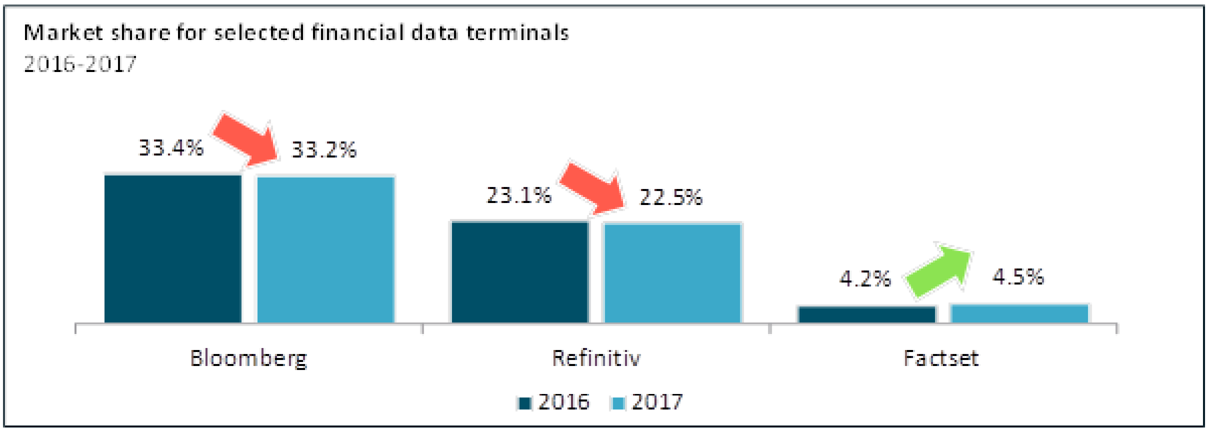
[15] Source: Coalition – Top 12 investment banks' headcount (2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018), comprise Bank of America, Barclays, BNP Paribas, Citibank, Credit Suisse, Deutsche Bank, Goldman Sachs, HSBC, JP Morgan, Morgan Stanley, Societe Generale and UBS

[16] Source: New York Post (Jan-2016), 02-10.2019: https://nypost.com/2016/01/11/jpmorgans-dimon-dogs-bloomberg-over-computer-terminal-changes/

[17] Source: Burton Taylor – Global market and analysis data demand (2014, 2015, 2016, 2017, 2018)

[18] Following a strategic partnership between Thomson Reuters and private equity funds managed by Blackstone, the Financial & Risk business of Thomson Reuterns has been re-named Refinitiv

The chart below depicts market share for selected financial data terminals.



Source: Burton Taylor – Global market and analysis data demand (2018)

6.2.3 *Increasing regulation*

The finance sector has become more regulated post the 2009 Financial Crisis. Market in Financial Instruments Directive ("**MiFID II**") is one of the most important new regulations[19]. MiFID II is a European Union legislation regulating firms that provide services related to financial instruments and venues where those instruments are traded. In force since January 2018, the regulation has driven more transparency and disclosure in the traditionally lightly regulated over-the-counter ("**OTC**") markets for derivatives, fixed income securities and other tailored financial instruments by pushing them onto electronic, exchange-based trading platforms. MiFID II extended the post-transparency regime to include these instruments.

Consequently, traditional communication platforms used to trade in OTC markets, such as Bloomberg Instant, face increased competition from other financial data terminal providers. Historically, incumbents have charged high prices for the terminal subscription justified by their insight into less transparent markets. Increased regulation is now driving the need for better value propositions that cover both pre-trade and post-trade services. Moreover, regulation is also expected to drive demand for more information services in order to meet more strict compliance regulation.

6.3 Market structure and competitive landscape

The business of financial data terminals and complementary service solutions can be categorised into four submarkets; (i) DFS, (ii) PAS, (iii) PDS and (iv) RCS.

6.3.1 *Data and Feed Solutions (DFS)*

Data and Feed Solutions comprise financial data terminals and related trading software, applications and web-solutions for the professional and retail segment. The platform provides financial news, data, estimates and information services, as well as trading execution.

The market can be segmented based on the extent to which different financial data terminal providers cover different market data, functionalities, geographies and whether they enable trading execution. Historically, the legacy providers, Bloomberg and Refinitiv, have dominated the market and have been able to charge the highest price for their extensive coverage and functionality. In modern times, a number of new entrants have emerged with their own financial data terminals and complementary service solution offerings.

In some instances, financial institutions develop financial data terminals with trading solutions in-house, rather than outsourcing it to third-parties. However, as third-parties have developed cost-efficient and advanced solutions easily

[19] In addition to MiFID II, regulations include, amongst other, PRIIP (Packaged Retail Investment and Insurance Product), FIDLEG (Financial Services Act), and GDPR (the EU General Data Protection Regulation)

integrated with the rest of the trading infrastructure at the financial institution, this alternative has become increasingly preferred.

Legacy providers

Bloomberg and Refinitiv have secured market leading positions by bundling several in-house services in their one-stop-shop terminals. A core feature of the Bloomberg Terminal is Bloomberg Instant, a collaboration and chat feature that is commonly used to trade OTC-traded financial instruments. In this way, Bloomberg Instant provides Bloomberg with a unique access to OTC market data. Further, an essential part of the Bloomberg value proposition is its extensive coverage across all asset classes, even in thinly covered and highly specialised markets. Refinitiv has built its strong presence from its market leading news agency and investing heavily in its full-service 'Eikon' terminal solution.

As the two legacy providers in the market, Bloomberg and Refinitiv's financial data terminal solutions have components of legacy IT systems, which require maintenance and adaption with time. However, due to their extensive offering and market position they are able to compensate any potentially higher costs with a substantially higher price point than other financial data terminal providers.

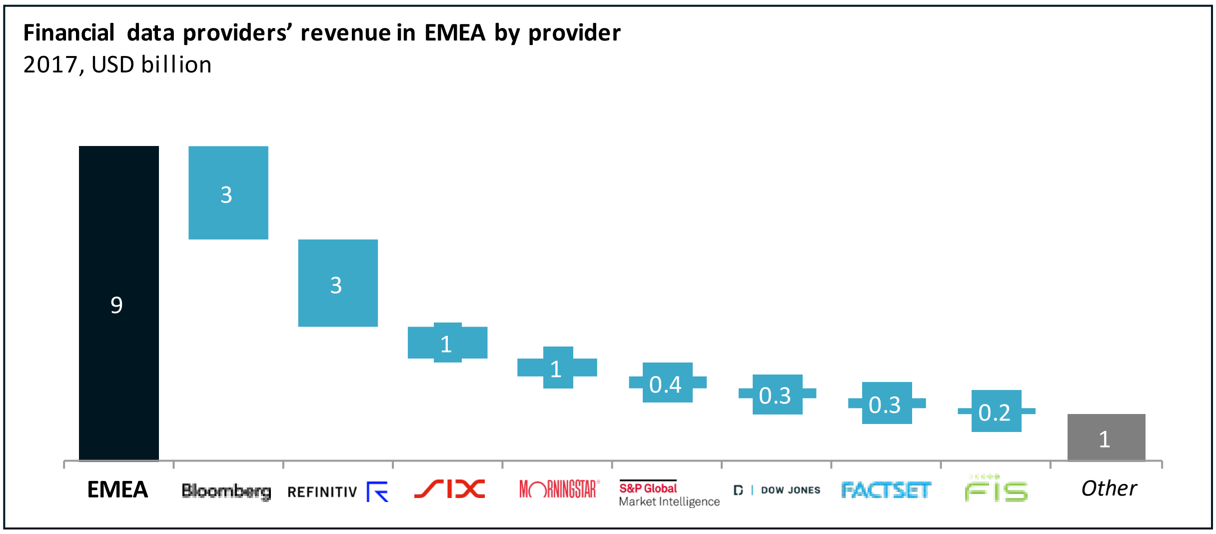
New entrants

New entrants can be categorised as global or regional challengers. Global challengers offer coverage of most public markets and asset classes, but usually have a strong heritage and expertise within a particular asset class or functionality. They typically offer both financial data terminals and web-based solutions with a selection of relevant features at a lower price point.

There has been a market consolidation over the past couple of years among some companies considered as global challengers. Due to the increased market focus on lower prices and broader offering, companies are taking advantage of the benefits of scale through consolidations. Companies from adjacent markets, primarily other data providers and exchanges, are also seeing the opportunity to pool costs and provide competitively priced data products.

Regional challengers have emerged following the increased accessibility of financial data and demand for lower priced solutions. They offer coverage of most public markets and asset classes with a stronger focus on selected geographies. Their customer base includes both retail and professional clients, and they typically offer a software- or web-based terminal with trading solutions.

The chart below depicts market share for selected financial data providers in EMEA.



Source: Burton Taylor – Global market and analysis data demand (2018)

Bloomberg: The incumbent and currently largest player in the EMEA market. Bloomberg has approximately 325,000 subscribers world-wide and is perceived as an exclusive community for financial professionals. The Bloomberg terminal is the most expensive terminal, priced four times higher than Infront. Bloomberg holds a strong position within fixed income, partly explained by their Bloomberg Instant chat, which is used to communicate in OTC markets. The Bloomberg terminal provides trading solutions in addition to their market data access and analytics, all on a single platform. Bloomberg has a complete asset class coverage, including: equities execution, fixed income trading, foreign exchange electronic trading and commodities electronic trading. The company's order management solutions are integrated with the rest of their enterprise services.

Refinitiv: Incumbent and second largest player in the EMEA market, with ties to Thomson Reuters. Refinitiv provides financial markets data and infrastructure, and serve over 40,000 institutions in over 190 countries. It provides data and insights, trading platforms, and open data and technology platforms that connect the global financial markets. Platforms include Eikon, Elektron, FXall, and World-Check, providing services within trading, investment, wealth management, regulatory compliance, market data management, enterprise risk and fighting financial crime.

SIX: SIX Financial Information is the financial data terminal division of the Global firm SIX. They offer a data software terminal called SIX iD. The terminal offers a wide coverage of asset classes, but specialises in reference data. SIX iD and Infront have entered a partnership in the Nordics, but meet as competitors on the continent. In addition, the platform SIX Solutions develops and manages customised information and trading services for financial institutions, media and other companies. The main product groups include: display solutions, real-time calculation solutions, reference data based solutions, compliance and risk solutions, operation and hosting and customized web solutions.

Morningstar: Global financial services firm with 5,230 employees across 27 countries. Focus on developing and distributing the Morningstar Direct platform, a fully web-based solution that provides investment decision support and tools for managing the entire asset management workflow. Through their solution, Morningstar provides investment management solutions for portfolio construction, monitoring and security selection, all with regulatory compliance. Security selection is supported by proprietary investment data, research and ratings. Morningstar targets financial advisors, asset managers, retirement planners, private individuals and institutions.

S&P Global Market Intelligence: Part of S&P Global, a US-based and publicly traded financial information and analytics company. The Market Intelligence business provides solutions addressing customer needs to make informed investment decisions, manage credit risks, receive real-time news and insights, delve into in-depth research, and ensure regulatory compliance. These services are provided through the two platforms; Market Intelligence Platform and S&P Capital IQ Platform. S&P targets investment managers, investment and commercial banks, private equity, insurance, corporations, governments, regulatory agencies, academia and professional service providers.

Dow Jones: Worldwide news and information company including The Wall Street Journal, Dow Jones Newswires, Factiva, Barron's, MarketWatch and Financial News. Offers intelligence technology including; advanced data feeds, integrated service solutions, in-depth research, investigative journalism through wide range of user interfaces. Beyond news services, Dow Jones offer; tools for third-party risk management and regulatory compliance solutions, services for licensing and reprinting of branded content, and a research platform for strategic decision making.

Factset: Factset is a US based company and the seventh largest player in the EMEA market, it has a particularly strong position in the Nordic market. The company highlights its robust analytics solution as a growth driver. FactSet has expanded its product through acquisitions to become a multi asset class and multi-functional market data terminal. In April 2017, FactSet acquired Interactive Data, improving and expanding their solutions portfolio and their geographic reach.

FIS MarketMap: Global provider of financial technology including; software, services, consulting and outsourcing solutions focused towards retail and institutional banking, payments, asset and wealth management, risk and compliance, trade enablement, transaction processing and record-keeping. FIS has more than 52,000 worldwide employees. Serves more than 20,000 clients in over 130 countries, and contribute annually to transactions of more than USD 9 trillion.

6.3.2 *Portfolio and Advisory Solutions (PAS)*

In the PAS segment, the Infront Group is the only European player alongside Expersoft. The market is highly fragmented at the national level with most companies focused on specific functionalities rather than geographies. Thus, no provider offer a one-stop-shop for service solution covered under PAS.

Expersoft: Provider of software solutions for wealth and asset managers, mainly focused on portfolio management solutions, supported by a smaller regulatorty solution offering. The company does not offer financial data terminals and is not present in other relevant market segments. Focused on the Swiss market, and currently limited presence in the German market. Annual revenue of approximately EUR 50 millions.

Inasys: German company offering solutions within securities advice and asset management towards financial institutions, in addition to back-office services, technical server operations, banking services and individual project services. Solutions support the full workflow in handling the HNWI+ segment, and provide asset analyses, portfolio optimisation compliant with regulatory requirements.

PS Plus: Partner with SIX. Small player focused on German market with below EUR 5 million in revenues. Provides portfolio management solutions for wealth management, asset management, family office and financial controlling. Portfolio management supported by regulatory solution, however this offering is dependent on partnership with SIX. The company does not offer financial data terminals.

DSER: German company providing portfolio management solutions towards banks, credit unions, international corporate banks, local family owned banks, financial advisors, independent financial advisors, and insurance companies. Core solution is the portfolio management software, Munio 7.0, with 17.000 daily accesses. The company administers annual stock volume of over EUR 40 million and approximately 2 million transactions per year.

6.3.3 *Publication and Distribution Solutions (PDS)*

Small market segment in decline as a result of decline in print media. The segment sees limited competition as very few players have sufficiently exhaustive German financial data, particularly on the fund side. Several companies operating with different business models and targeting other customer segments ensure very limited competition.

Fundinfo: International platform for information and mandatory publications of investment funds recognised by financial market supervisory authorities. Provides a network between thousands of funds, fund distributors and investors. The Company has an in-house research team and system (Digital Advisor) delivering fund research and selection.

Smarthouse Adesso financial solutions: Full-service provider of services and solutions for digital development of businesses in the financial industry. Services include; digital strategy consulting, concept and design, search engine optimisation, content management systems, web and application development, and hosting and management services. Aims to support the financial industry in providing their customers with a digital front that display relevant financial content and products.

KNEIP: Support investment managers, insurance agencies and banks with data management and reporting solutions that ensure regulatory compliance. Provide a platform that collate all fund data and enable production multiple outputs, accelerating time to market, mitigating risk, and reducing cost and effort of fund management.

6.3.4 *Regulatory and Calculation Solutions (RCS)*

Currently a small market, but expected to see significant growth going forward as regulation increases and is further implemented. Fragmented competitive environment with a mix of local or small regional companies offering solutions for specific asset classes or specific regulatory requirements.

Value & Risk: German company offering know-how in evaluating and valuing complex, illiquid financial instruments, financial engineering service and risk consulting. Service targeted towards commercial banks, asset managers, portfolio managers, insurers and pension funds. All evaluations meet regulatory and internal transparency requirements, in addition the company offers access to experienced financial experts for in-depth discussions. Services offered include; valuation of financial instruments, transaction analysis, reporting, risk analysis, consulting and more.

Cleversoft: German company offering cloud-based regulation technology solutions for the financial services industry. The solution optimises and automates processes for generation of regulatory documents, marketing materials, commission payments, and other back-office processes. Serves more than 200 clients around the globe. Services include the generation of regulatory documents and reports, customer relationship management, document management, factsheets, marketing materials, commission settlement and web integration.

Fairmat: Italy based company providing a regulation compliant multi-platform software. The company offers; consulting and services to evaluate, benchmark and hedge financial contracts, systems for measuring and hedging financial risk, and financial decisions support ranging from capital budgeting and project valuation to derivative pricing.

WallStreetDocs: Offers a complete document automation solution. Product portfolio include; DocAuto, PRIIPCloud, RexGChange, and Transparitrade. Together, the portfolio provide instant production of complex documents in a broad range of formats, production of Key Information Documents (KIDs) required under the PRIIPs financial regulation for structured products, OTC derivatives and funds, exchange of PRIIP and MiFID II data and documentation, including the PRIIP Key Information Document (KID), and increased transparency and accessibility of investment products.

7 FINANCIAL INFORMATION

7.1 Annual accounts

Infront's audited financial statements and interim financial statement have been incorporated by reference in this Prospectus (see Section 12.1 "Documents on display").

7.2 Auditor

The Company's auditor is BDO AS, with registration number 993 606 650 and business address at Munkedamsveien 45A, 0250 Oslo, Norway. BDO AS is a member of Den Norske Revisorforeningen (The Norwegian Institute of Public Accountants). BDO has been the Infront Group's auditor throughout the period covered by financial information included in the Prospectus.

BDO AS' audit reports on Infronts audited financial statements are incorporated by reference in this Prospectus (see Section 12.1 "Documents on display "). BDO AS has not audited, reviewed or produced any report on any other information provided in this Prospectus.

7.3 Selected historical financial information

7.3.1 *The Group*

The table below sets out selected data from the Group's consolidated statement of income for the year ended 31 December 2018 and the three and six months period ended on 30 June 2019:

(In NOK thousands)	**Three months ended 30 June Unaudited 2019** *IFRS*	**Year to date (30 June) Unaudited 2019** *IFRS*	**Twelve months ended 31 December Audited 2018** *IFRS*
Total operating revenues	105,927	210,750	276,044
EBITDA	10,065	28,010	43,138
Total operating expenses	104,735	200,040	252,807
Operating profit (EBIT)	1,192	10,709	23,237
Financial income/(expenses) - net	-12,201	-10,606	(1,571)
Profit before income tax	-11,009	104	21,666
Profit for the period	-9,927	281	16,525

The table below sets out selected data from the Group's consolidated balance sheet for the year ended 31 December 2018 and the half year on 30 June 2019:

(In NOK thousand) ASSETS	**As at 30 June Unaudited 2019** IFRS	**As at 31 December Audited 2018** IFRS
Total non-current assets	251,299	207,338
Total current assets	1,437,141	186,274
TOTAL ASSETS	1,688,441	393,612

EQUITY AND LIABILITIES		
Total equity attributable to owners of the parent	374,774	147,017
Non-controlling interests	0	0
Total shareholders' equity	374,774	147,017
Total non-current liabilities	1,043,527	82,087
Total current liabilities	270,140	164,509
Total liabilities	1,313,667	246,597
TOTAL EQUITY AND LIABILITIES	1,688,441	393,614

The table below sets out selected data from the Group's consolidated statement on cash flow for the year ended 31 December 2018 and the half year ended 30 June 2019:

(In NOK thousand)	**Six months ended** **30 June** **Unaudited** **2019** IFRS	**Twelve months ended** **31 December** **Audited** **2018** IFRS
Net cash inflow from operating activities	1,115	36,726
Net cash (outflow) from investing activities	-16,556	-120,493
Net cash (inflow) from financing activities	1,2150,89	49,533
Net change in cash and cash equivalents	1,199,649	-34,235
Cash and cash equivalents 1 January/1 July	86,953	122,796
FX effects on cash	-2,781	-1,609
Cash and cash equivalents 30 June	1,283,821	86,953

7.3.2 *The Guarantors*

7.3.2.1 Introduction

Below is an overview of where each Guarantor's statement of income, financial position and cash flow for the year ended on 31 December 2018 may be found. Infront Italia S.r.l. was incorporated in November 2018 and has therefore not yet published any financial information and is not included in the overview below. Financial information about Infront Italia S.r.l. is given in item 7.3.2.3 Infront Italia S.r.l.

7.3.2.2 Financial information

	Financial reports 2017	**Financial reports 2018**	**Financial reports 2019**
Infront Sweden AB		Appendix 3	

Statement of income	-	Page 4	-
Financial position	-	Page 5 and page 6	-
Accounting policies and notes	-	Pages 7-9	-
Accounting standard		Swedish GAAP	
vwd Group GmbH (previously named "Vienna GmbH")	Appendix 8[20]	Appendix 4	
Statement of income	Page 31 (appendix 1 to the report on the auditing of the financial statements)	Page 12 (appendix 1.3)	-
Financial position	Page 30 (appendix 2 to the report on the auditing of the financial statements)	Page 11 (appendix 1.2)	-
Cash flow	-	Page 14 (appendix 1.4)	-
Accounting policies and notes	Page 32-34 (appendix 3 to the report on the auditing of the financial statements)	Page 16 – 60 (appendix 1.6)	-
Accounting standard	German GAAP	IFRS	
vwd Vereinigte Wirtschaftsdienste GmbH	Appendix 9	Appendix 5 and 6	
Statement of income	Page 33 (annex 1.2 to the report on the audit on the annual financial statements and status report)	Appendix 5: page 27 (annex 1.2 to the report on the audit on the annual financial statements)	-
Financial position	Page 32 (annex 1.1 to the report on the audit on the annual financial statements and status report)	Appendix 5: page 26 (annex 1.1 to the report on the audit on the annual financial statements)	-
Accounting policies and notes	Page 34-50 (annex 1.4 to the report on the audit on the annual financial statements and status report.)	Appendix 6: page 4 -17 (annex 1.3 to the annual financial statements)	-
Accounting standard	German GAAP	German GAAP	
EDG AG		Appendix 7	

[20] Annual financial statements as of 31 December 2017 for "Vienna GmbH", which was the previous name of vwd Group GmbH"

Statement of income	-	Page 2 (annex 1.2 to the annual financial statements)	-
Financial position	-	Page 3 (annex 1.1 to the annual financial statements)	-
Accounting policies and notes	-	Page 4-9 (annex 1.3 to the annual financial statements)	-
Accounting standard		German GAAP	
vwd Holding GmbH			Appendix 12 (Interim financial statements from 20 February 2019 to 30 June 2019)
Statement of income	-	-	Page 3 (Annex 1.2 to the financial statements)
Financial position	-	-	Page 2 (Annex 1.1 to the financial statements)
Accounting policies and notes	-	-	Page 4-6 (Annex 1.3 to the financial statements)
Accounting standard			German GAAP

7.3.2.3 Infront Italia S.r.l.

Infront Italia S.r.l was incorporated on 28 November 2018 to act as the acquiring party of Market Connect, a division under Spafid Connect S.p.A., a subsidiary of Mediobanca S.p.A. The acquisition was carried out as an asset purchase and was completed on 20 December 2018. Infront Italia S.r.l has no other activities than the Market Connect business. Market Connect has had no previous financial reporting since it was a division with the legal entity Spafid Connect S.p.A.The legal entity Infront Italia S.r.l was exempt from publishing statutory financial statements for 2018 in Italy. Infront Italia S.r.l's first statutory financial reporting as legal entity is therefore for the financial period ending 31 December 2019. Since 1 January 2019 the financial information for the entity has been consolidated into the financial reporting of the Infront group and presented in the quarterly reporting.

To compensate for the unavailable statutory financial information the following is included in Appendix 12 to the Prospectus

- Unaudited Profit & loss statement for the period 28 November 2018 – 30 June 2019
- Unaudited Balance statement per 30 June 2019
- Unaudited Notes to support the Profit & loss statement and Balance statement

The financial information has been prepared under Italian GAAP. As there are no obligations in Italy for Infront Italia S.r.l to prepare such half-year reporting, this has been prepared solely for the purpose of providing information to this Prospectus.

The impact of Infront Italia S.r.l on the Groups' financial position has been described in the 2018 Annual Report (p. 15-16), Q1 2019 financial report (p. 6 and p. 8-10) and the Q2 2019 financial report (p. 8-9).

The Group's total assets as at 31 December 2018 were NOK 393.6 million, compared to NOK 274.9 million in 2017. This increase reflected the increased tangible and intangible assets and trade and other receivables, due to the acquisition of

Market Connect, combined with the cash effect from acquiring remaining shares of Infront Data, dividend payments and SIX transaction-related payments. The combined book value of Intangible assets and Equipment and fixtures increased to NOK 188.0 million as at 31 December 2018, compared toNOK 115.6 million in 2017. Trade and other receivables were NOK 99.3 million in 2018 and NOK 30.0 million in 2017. These increases mainly reflected the inclusion of Market Connect business in Infront Italia.

The Group's cash position was NOK 87.0 million as at 31 December 2018, compared to NOK 122.8 million in 2017. The decrease was related to payment of NOK 10.4 million in May, the acquisition of the remaining shares of Infront Data of NOK 5.8 million, the acquisition of Market Connect business of NOK 84.6 million and SIX transaction related payments.

Total non-current liabilities of the Group at the end of 2018 were NOK 82.1 million, compared to NOK 42.8 million at the end of 2017. The increase was primarily due to the combined effect of an M&A transaction related loan facility of NOK 60.0 million entered into in December, the payment for the remaining stake in Infront Data in Q1 2018 and SIX transaction-related payments. Current liabilities at the end of 2018 were NOK 164.5 million, compared to NOK 94.3 million in 2017. The increase reflected the inclusion of acquired business of Market Connect.

The financing of the acquisition of Infront Italia S.r.l. is described in note 8 on p. 110 in the Annual Report 2018 which states that the Group has granted its newly incorporated subsidiary Infront Italia S.r.l. a loan of EUR 9 million to finance acquisition-related transactions. The initial repayment plan is six financial years with an annual interest of 5% calculated from 1 January 2019. As of 31 December 2018 the total non-current loan receivable from Infront Italia S.r.l. was NOK 74 612 250.

In Q1 2019, the operating revenue of the Group was NOK 104.8 million, compared to NOK 68.9 million in Q1 2018, which means an increase of 52%. This increase was driven by higher sales and prices across the group, and the full revenue recognition from Infront Italia. Cost of services rendered for the period was NOK 42.0 million, compared to NOK 23.0 million in Q1 2018. The increase reflected the revenue growth, and the full impact from the inclusion of Infront Italia.

The Group's total assets as of 31 March 2019 were NOK 457.2 million, compared to NOK 393.6 million at the end of December 2018. The increase reflected the increased tangible and right-of-use assets, and trade and other receivables due to the acquisition of Market Connect, combined with the cash effects from interest payments of long-term debt (related to financing of M&A) and SIX transaction-related payments. Trade and other receivables were NOK 136.4 million at the end of Q1 2019, compared to NOK 99.3 million same quarter last year. The increase mainly reflected the inclusion of Market Connect business in Infront Italia. Total non-current liabilities at the end of Q1 2019 were NOK 110.7 million, compared to NOK 82.1 million at the end of 2018. The increase was primarily due to combined effects of an M&A-related loan facility of NOK 60.0 million from December 2018 from the Market Connect acquisition. Current liabilities at the end of Q1 2019 were NOK 192.8 million, compared to NOK 164.5 million at the end of 2018. The increase reflected the full impact from inclusion of acquired Market Connect business and the current lease liabilities from implemented IFRS 16.

Q2 2019 the Group's operating revenue was NOK 105.9 million, an increase of 56% from the same quarter last year where the operating revenue was NOK 68.1 million. The increase was driven by higher sales and prices across the Group, as well as full revenue recognition from Infront Italia. Q2 2019 EBITDA included vwd Group transaction-related costs of NOK 10.8 million. Adjusted EBITDA increased to NOK 20.8 million from adjusted EBITDA of NOK 10.7 million in Q2 2018. Before implementation of IFRS 16, adjusted EBITDA amounted to NOK 18.6 million compared to NOK 10.7 million in adjusted EBITDA for the same period last year. The increase was mainly due to the inclusion of Infront Italia. Cost of services rendered for the period was NOK 40.7 million in Q2 2019, compared to NOK 22.1 million in Q2 2018. The increase reflected the revenue growth and the full impact from the inclusion of Infront Italia. Employee-related expenses were NOK 30.8 million in Q2 2019, compared to NOK 25 million in Q2 2018. The increase reflected additional employees due to the acquisition of Infront Italia and investment in product development for future growth. Total assets as of 30 June 2019 were NOK 1,688.4 million, compared to NOK 393.6 million at the end of December 2018. The increase was primarily driven by the proceeds from the EUR 105 million bond issue on 15 May 2019. The proceeds were on an escrow account until the closing of the acquisition of the vwd Group on 17 July 2019. In addition, the increase reflected an increase of tangible and right-of-use assets and trade and other receivables due to the inclusion of Infront Italia. Trade and other receivables were NOK 153.3 million at the end of Q2 2019, compared to NOK 99.3 million at the end of December 2018. The increase mainly reflected the inclusion of Market Connect business in Infront Italia.

Further, the integration plan for the Infront Italia has been described in the Q1 report. The integration of Infront Italia (previously Market Connect) has progressed according to the plan and as of the end of Q1 2019, initial cost savings of approximately NOK 5 million on an annual basis were realized at group level by consolidating exchange and data contracts with the full effect expected from Q2. In late March, Infront Italia introduced the Infront Professional Terminal to the Italian market with quality content covering the local financial market, including real-time data, news, reference data, corporate actions, regulated information and exchange notices. Infront Italia is the leading financial market data and content provider in Italy. Infront acquired Market Connect in late 2018 in order to expand its European footprint. Infront Italia is now reported as part of the Terminals and Solutions segment.

7.4 The Guarantor's auditors

Infront Sweden AB

Infront Sweden AB's auditor is BDO Sweden AB, with registration number 556186-9909 and business address at Box 6343, 102 35 Stockholm, Sweden. BDO Sweden AB is member of Föreningen auktoriserade revisorer (the institute for the accountancy profession in Sweden). BDO Sweden AB has been the auditor for Infront Sweden AB throughout the period covered by financial information included in the Prospectus.

vwd Group GmbH

vwd Group GmbH's auditor is Deloitte GmbH, with registration number USt-IdNr DE813671378 and business address at Franklinstraße 50 in 60486 Frankfurt am Main, Germany. Deloitte GmbH is part of international Deloitte Group. Deloitte GmbH has been the auditor for vwd Group GmbH throughout the period covered by financial information included in the Prospectus.

vwd vereinigte Wirtschaftsdienste GmbH

vwd Vereinigte Wirtschaftsdienste GmbH's auditor is Deloitte GmbH, with registration number USt-IdNr DE813671378 and business address at Franklinstraße 50 in 60486 Frankfurt am Main, Germany. Deloitte GmbH is part of international Deloitte Group. Deloitte GmbH has been the auditor for vwd Vereinigte Wirtschaftsdienste GmbH throughout the period covered by financial information included in the Prospectus.

EDG AG

EDG AG's auditor is Deloitte GmbH, with registration number USt-IdNr DE813671378 and business address at Franklinstraße 50 in 60486 Frankfurt am Main, Germany. Deloitte GmbH is part of international Deloitte Group. Deloitte GmbH has been the auditor for EDG AG throughout the period covered by financial information included in the Prospectus.

Vwd Holding GmbH

Vwd Holding GmbH auditor is Deloitte GmbH, with registration number USt-IdNr DE813671378 and business address at Franklinstraße 50 in 60486 Frankfurt am Main, Germany. Deloitte GmbH is part of international Deloitte Group.

Infront Italia S.r.l.

Infront Italia S.r.L.’s auditor is BDO Italia S.p. A., with registration number 07722780967 and business address at Viale Abruzzi, 94 -20131 Milan, Italy. BDO Italia S.p.A. is part of BDO International Limited.

7.5 Trend information

The market for the Infront Group's core products was generally stable in 2018, with limited variation across the geographical regions where Infront operates. Demand for terminals was stable during the year. At the same time, continued focus on costs, expected reductions of headcount and upcoming regulatory changes limited the growth for this market segment.

Interest for retail trading solutions continued to increase during 2018, driven by increased demand for white-label, webbased solutions and prospects of additional regulations.

The global market for financial information has been characterized by consolidation across the value-chain and geographies over the past years.

Infront acquired Market Connect in late 2018 (renamed to Infront Italia post acquisition) to expand the European revenue base and market share. Infront Italia provides feed, web solution and terminal products and related services to more than 20,000 finance professionals and more than 100,000 retail investors through partners with annual revenue of approximately NOK 125 million. Infront announced 28 March 2019 that the integration of Market Connect progresses according to plan. Initial cost savings of approximately NOK 5 million on an annual basis have been realised at group level by consolidating exchange and data contracts. The realised cost reductions will have full effect from the second quarter of 2019.

The Company acquiered vwd Group GmbH on 17 July 2019, as well as all shareholder loans granted to vwd Group GmbH by some of the sellers. The Transaction is expected to allow Infront to strengthen and complement its current financial data terminals offering and expand further into the value chain through addition of complementary service solutions, particularly within wealth management. The Company financed the Transaction through a combination of new equity and debt, interalia the Bonds. The new equity was raised through an underwritten Rights Issue of approximately NOK 242.6 million. Please refer to Section 5.3 "History and important events" and Section 5.13 "Presentation of vwd Group" for further information about the acquired group of companies.

Infront targets a top-3 position in the market for terminals to financial professionals in Europe. The Company works towards this long-term target, supported by a strong pipeline in Europe and South Africa, a strengthened sales team, and the financial flexibility to actively pursue add-on acquisitions including the acquisition of vwd Group. Infront expects continued organic growth in the number of users of both terminals and the new retail solutions as the company implements new customer contracts. With attractive prices and flexible products, Infront benefits from the pressure on budgets in financial institutions, which is likely to intensify under the transparency requirements of MiFID II. The offices in Europe and South Africa are experiencing positive momentum in their respective markets, and the company expects all regions to contribute to organic revenue growth in 2019.

Infront is committed to deliver outstanding value to its customers through innovative and user friendly solutions. Continued product development is a key component of the business strategy. The company will also continue to pursue M&A opportunities to further improve the products and service offering, and to expand the customer base.

7.6 Significant changes

Other than the acquisition of vwd Group and the Bond Issue related to this acquisition, there has been no significant changes in the financial or trading position of the Infront Group since the date of the interim financial statements for the three months ended 30 June 2019, which have been incorporated by reference into the Prospectus, see Section 12.2 "Documents incorporated by reference".

8 THE COMPANY'S BOARD AND MANAGEMENT

8.1 Introduction

The General Meeting is the highest authority of the Company. All shareholders in the Company are entitled to attend and vote at General Meetings of the Company and to table draft resolutions for items to be included on the agenda for a General Meeting.

The overall management of the Infront Group is vested in the board of directors (the "**Board**" or "**Board of Directors**")and the Management. In accordance with Norwegian law, the Board of Directors is responsible for, among other things, supervising the general and day-to-day management of the Infront Group's business ensuring proper organisation, preparing plans and budgets for its activities ensuring that the Infront Group's activities, accounts and assets management are subject to adequate controls and undertaking investigations necessary to perform its duties.

The Management is responsible for the day-to-day management of the Infront Group's operations in accordance with Norwegian law and instructions set out by the Board of Directors. Among other responsibilities, the Infront Group's chief executive officer, or CEO, is responsible for keeping the Infront Group's accounts in accordance with applicable law and for managing the Infront Group's assets in a responsible manner. In addition, and according to Norwegian law, the CEO must brief the Board of Directors about the Infront Group's activities, financial position and operating results at a minimum of one time per month.

8.2 Board of directors

8.2.1 *The Issuer*

8.2.1.1 Overview

The Articles of Association provide that the Board of Directors shall consist of 3 to 7 shareholder-elected members.

As at the date of this Prospectus, the Company's Board of Directors consists of the following:

Name of director	Director since	Current term expires
Gunnar Jacobsen (chairman)	2008	2021
Beate Skjerven Nygårdshaug	2017	2021
Mark Ivin	2017	2020
Torun Reinhammar	2017	2020

The Board of Directors is in compliance with the independence requirements of the Norwegian Code of Practice for Corporate Governance dated 17 October 2018 (the "**Corporate Governance Code**", see also www.nues.no), meaning that (i) the majority of the shareholder-elected members of the Board of Directors are independent of the Company's executive Management and material business contracts, (ii) at least two of the shareholder-elected members of the Board of Directors are independent of the Company's main shareholders, and (iii) no members of the Company's executive Management are on the Board of Directors.

All members of the Board of Directors are independent of the Company's significant business relations. All of the members of the Board of Directors are independent of the Management.

The Company's registered office, Munkedamsveien 45C, 0250 Oslo serves as the business address for the members of the Board of Directors in relation to their directorships of the Company.

8.2.1.2 Brief biographies of the members of the Board of Directors

Set out below are brief biographies of the members of the Board of Directors, including their relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a member of the Board of Directors is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and management positions in subsidiaries of the Company).

In the following, for directorships the denominations "C" and "BM" states the position as chairman of the Board of Directors ("C") and ordinary board member ("BM"), respectively, and "CEO", "CFO", "COO" and "EVP" state the position as Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Executive Vice President respectively in the relevant companies.

Gunnar Jacobsen, Chairman

Gunnar Jacobsen is currently investment director in the Norwegian company Kistefos AS.

He holds a Master of Science in Marketing and Management from the Norwegian School of Management (BI).

Gunnar Jacobsen joined Kistefos in 2006. Prior to joining Kistefos, Jacobsen was CEO of BlueCom, a Norwegian telecommunications company targeting primarily the residential market. His previous experience includes senior project management in BlueCom, and business development activities at Telenor.

Beate Skjerven Nygårdshaug, Board member

Beate Skjerven Nygårdshaug joined the Board of Directors in April 2017.

Nygårdshaug is currently the legal director of OSM Aviation AS, a position she has had from August 2018. Her prior experience also includes being managing director in Bergsjo AS and Nex AS andhead of Legal at Kistefos AS from 2006 to 2014 and head of legal at TDC Song from 2003 until 2006.

She holds a Master of Law from Oslo University, an executive MBA in business & administration from IMD, Switzerland, a Master of International Law (LLM) from G.G.U San Francisco University, as well an education course in International Business from Harvard, USA.

Mark Ivin, Board member

Mark Ivin became member of the Board of Directors in April 2017.

He is currently CFO and acting CEO of Get AS, which was sold by private equity owners Goldman Sachs Capital Partners and the Quadrangle Group to TDC Group in 2014, and again to Telia Company in 2018. Ivin has held management positions at Hughes Space and Communications in Los Angeles, California, and in Oslo as senior manager at EY and partner at PwC, as well as senior management and board positions at Statkraft. He has a Bachelor of Science in Business Administration degree from the University of Denver, Colorado, and an MBA from Thunderbird School of Global Management, Phoenix, Arizona, and executive education from IMD, Switzerland.

Torun Reinhammar, Board member

Torun Reinhammar became member of the Board of Directors in April 2017.

She has more than 30 years of experience within the media sector and has been journalist, Editor in Chief, CEO and board member of AB Nyhetsbyrån Direkt.

After having acted corporate governance and responsible investment specialist at the Swedish insurance and pensions company Folksam, she joined the global NGO CDP (former Carbon Disclosure Procect), where she currently holds a position as Senior Account Manager for Investor Engagement, working with investors in Europe. Reinhammar has a bachelor's degree in journalism and political science, from the University of Gothenburg, as well as a Diploma from the John Hopkins University, SAIS Europe Bologna.

8.2.1.3 Remuneration

The Board of Directors received the following in remuneration in 2018. Information extracted from the annual report for the year ended 31 December 2018:

Name	Position	Cash remuneration in NOK	Other remuneration in NOK
Gunnar Jacobsen	Chairman	300,000	0
Benjamin Jonathan Christoffer Røer*	Board member	150,000	0
Beate Skjerven Nygårdshaug	Board member	150,000	0
Mark Ivin	Board member	150,000	0
Torun Reinhammar	Board member	150,000	0

**resigned as board member 10 May 2019*

No additional remuneration has been determined for participation in board committees, which includes the audit committee and the remuneration committee.

8.2.1.4 Shares and options held by members of the Board of Directors

As of the date of this Prospectus, the members of the Board of Directors have the following shareholdings and options in the Company (including direct and indirect ownership):

Name	Number of Shares	Number of options
Gunnar Jacobsen (chairman)	72,463	0
Beate Skjerven Nygårdshaug	7,291	0
Mark Ivin	7,291	0
Torun Reinhammar	834	0

8.2.2 *The Guarantors*

Below are an overview of the Guarantors' board of directors.

Infront Sweden AB

Infront Sweden AB's registered office, Kungsgatan 33, 111 56, Stockholm serves as the business address for the members of the board of directors in relation to their directorships of the company.

Kristian Nesbak, Chairman

See below under Section 8.3.1 "The Issuer" for a further description of the principal activities performed by Kristian Nesbak.

Morten Alexander Lindeman, Director

See below under Section 8.3.1 "The Issuer" for a further description of the principal activities performed by Morten Alexander Lindeman.

Infront Italia S.r.l.

Infront Italia S.r.l.'s registered office, Via del Vecchio Politecnico, 9-20121 – Milano serves as the business address for the members of the board of directors in relation to their directorships of the company.

Kristian Nesbak , CEO

See below under Section 8.3.1 "The Issuer" for a further description of the principal activities performed by Kristian Nesbak.

vwd Group GmbH

vwd Group GmbH's registered office, Mainzer Landstraβe 178-190, 60327 Frankfurt am Main serves as the business address for the members of the board of directors in relation to their directorships of the company.

Shiva Ramabadran, Managing Director (Geschäftsführer)

Shiva is CEO of vwd Vereinigte Wirtschaftsdienste GmbH. Prior to this, he had already worked as a freelance consultant in corporate management and assumed the role of CTO as interim manager. Shiva brings his extensive experience in design and implementation of technological infrastructures for internationally active companies and has created the infrastructure for numerous well known buy-side institutions on Wall Street. For instance, he worked for five years for Wall Street Systems and, among other things, managed the research and development team there.

Udo Kersting, Managing Director (Geschäftsführer)

Udo is Managing Director and as CRO is responsible for the activities of Sales, Marketing, Consulting Services and Support. Previously, as CPO, he was responsible for the development of the product vision and the product roadmap of vwd. Udo is an expert for the capital market business and processes in the securities business. As a member of the Divisional Board for Capital Markets at WestLB AG and its successor organization, Portigon, he oversaw the business fields certificates, equity derivatives and stocks. In 2013, Udo became a partner at stratec consultants GmbH, concentrating on process optimization and the strategic focus of the securities business at banks.

Björn Döhrer, Managing Director (Geschäftsführer)

Björn is Managing Director and, as CPO, is responsible for the product roadmap and product development. He is co-founder and chairman of the supervisory board of the vwd subsidiary EDG AG. Prior to his CPO role, Björn as a product strategist was responsible for the design and implementation of strategic projects. For instance, he designed the regulatory solutions for the PRIIPs and MiFID II regulation as well as the digitalization solutions for the vwd group. He managed various large-scale projects for well-known customers, for example the introduction of a uniform risk classification in the securities business of various banks with affiliated distribution channels. Björn is also an expert on regulatory issues as well as author of various opinions and studies on the future of investment advisory and regulation in financial markets.

Christian Mieth, Managing Director (Geschäftsführer)

Christian is Managing Director and CFO of vwd. He joined vwd in 2011 and was in his former role as Executive Director Finance already responsible for several groupwide financial transactions and projects. Christian started his professional career at Deloitte in auditing and filled also a role as financial responsible for Hyundai Motor Deutschland and SUBARU Deutschland for several years. He received a university degree in Finance in Great Britain.

vwd Vereinigte Wirtschaftsdienste GmbH

vwd Vereinigte Wirtschaftsdienste GmbH's registered office, Mainzer Landstraβe 178-190, 60327 Frankfurt am Main serves as the business address for the members of the board of directors in relation to their directorships of the company.

Shiva Ramabadran, Managing Director (Geschäftsführer), CEO

See above under "vwd Group GmbH" for a further description of the principal activities performed by Shiva Ramabadran.

Udo Kersting, Managing Director (Geschäftsführer), CRO

See above under "vwd Group GmbH" for a further description of the principal activities performed by Udo Kersting.

Björn Döhrer, Managing Director (Geschäftsführer), CPO

See above under "vwd Group GmbH" for a further description of the principal activities performed by Björn Döhrer.

Christian Mieth, Managing Director (Geschäftsführer), CFO

See above under "vwd Group GmbH" for a further description of the principal activities performed by Christian Mieth.

EDG AG

EDG AG's registered office, Mainzer Landstraβe 178-190, 60327 Frankfurt am Main serves as the business address for the members of the board of directors in relation to their directorships of the company.

Arndt Völkle, Managing Director (Vorstand)

Arndt is a co-founder and Managing Director of EDG AG where he has been responsible for EDGs scalable IT platform for valuation and risk analytics since the formation of the company. Arndt is also an expert on the valuation of structured products and derivatives. Arndt graduated from the European Business School (EBS) in Oestrich-Winkel with a major in Finance. He also holds an MBA from the University of Pittburgh Katz Graduate School of Business. Arndt gained first work experience at Deutsche Bank, KPMG and McKinsey. Before co-founding EDG, he was Managing Partner at QuantriX Partners, responsible for quantitative analyses and capital markets.

Marc-Christian Seeber, Managing Director (Vorstand)

Mark is Managing Director of EDG AG where he is responsible for product management and sales. At the parent company vwd, Mark is the overall product owner of the Regulatory and Calculation Services and is responsible for the product roadmap and product development in this division. He contributed significantly to the success of the regulatory solutions for the PRIIPs and MiFID II regulation of the vwd group and has been with EDG AG for 10 years. Mark graduated as an industrial engineering at the Darmstadt University of Applied Sciences (HDA), majoring in mechanical engineering. His final thesis on the subject of quantitative quality characteristics in ETFs influenced many further developments of existing EDG products. Mark is an expert on regulatory issues related to financial products and the author of several studies.

Vwd Holding GmbH

Vwd Holding GmbH's registered office, Mainzer Landstraβe 178-190, 60327 Frankfurt am Main serves as the business address for the members of the board of directors in relation to their directorships of the company.

Morten Alexander Lindeman, Director

See below under Section 8.3.1 "The Issuer" for a further description of the principal activities performed by Morten Alexander Lindeman.

8.3 Management

8.3.1 *The Issuer*

8.3.1.1 Overview

The Management of the Company consists of four individuals. The names of the members of the Management as at the date of this Prospectus, and their respective positions, are presented in the table below:

Name	Position	Served since
Kristian Nesbak	Chief Executive Officer	1998
Morten Lindeman*	Chief Information Officer	2019
Max Hofer	Chief Financial Officer	2013
Joachim Rosli**	Head of Sales	2016

**Has been with Infront since 1998*
***Has been with Infront since 2000*

All members of the Management are employed by the Company.

The Company's registered office, Munkedamsveien 45C, 0250 Oslo, serves as the business address for the members of Management in relation to their positions in the Company.

8.3.1.2 Brief Biographies of the members of the Management

Set out below are brief biographies of the members of the Management, including their relevant management expertise and experience, an indication of any significant principal activities performed by them outside the Company and names of companies and partnerships of which a member of the Management is or has been a member of the administrative, management or supervisory bodies or partner the previous five years (not including directorships and management positions in subsidiaries of the Company).

Kristian Nesbak, Chief Executive Officer

Kristian Nesbak founded the Company together with Morten Lindeman in 1998. Prior to this Nesbak was one of the founders of Falcon, who became the market leader in financial information services in Norway and Sweden. In 1994, Falcon was purchased by Reuters, and Nesbak became responsible for their Internet products in the Nordic countries.

Morten Lindeman, Chief Information Officer

Morten Lindeman founded the Company together with Kristian Nesbak in 1998. He holds the position as Chief Information Officer of the Company. He is responsible for technology and innovation, mainly related to server and distribution part of the Company. Through his position he has extensive contact with customers and suppliers. Lindeman gives lectures and participates in panel debates on behalf of the Company.

In the period from 1990 to 1994 he worked as a developer with responsibility for the server for Falcon AS and as senior software developer at Reuters Norge AS from 1994 to 1998.

Max Hofer, Chief Financial Officer

Max Hofer joined the Company in December 2013. He previously served as the CFO of a fast-growing technology company, the Online Backup Company AS, and has experience as an investor from Kistefos, Altor Equity Partners and Bain Capital. He started his career at McKinsey & Company, working on corporate finance-related projects for clients across Europe. Hofer holds a Master of Science degree in Economics and Finance from the University of St. Gallen (HSG), Switzerland. In addition, he holds a CEMS Master in International Management

Joachim Rosli, Head of Sales

Joachim Rosli is a senior business developer with extensive experience in management, business development, product management and solution sales towards the financial industry for the last 20 years. He has extensive international knowledge of information technology and trading solutions. He joined the Company in 2000.

Rosli holds a M.Sc. degree from the Norwegian School of Marketing and City University Business School in London

8.3.1.3 Remuneration and benefits

The remuneration paid to the members of the Management in 2018 was NOK 8,580,528. The table below sets out the total remuneration paid to the members of the Management in relation to the financial year 2018 (all in NOK).

Name	Position	Salary	Pension contribution	*Other remuneration	Total amount
Kristian Nesbak	Chief Executive Officer	1,507,500	37,247	692,483	2,232,247

Morten Lindeman	Chief Information Officer	1,206,000	37,247	304,983	1,543,247
Max Hofer	Chief Financial Officer	1,424,212	35,116	687,483	2,141,828
Joachim Rosli	Head of Sales	1,009,111	33,060	265,466	1,307,637

**Include bonus payments and customary benefits in kind such as phone and internet.*

The Company has established a bonus scheme that comprises the Management. Members of Management are entitled to cash bonuses pursuant to their respective employment contracts which become payable upon achievement of certain pre-determined targets. The targets and size of the bonus varies between the members of Management. The targets relate to, inter alia, (i) achievement of budget targets, (ii) migration of users following M&A acquisitions and (iii) bonuses based on subjective criteria.

8.3.1.4 Shares and options held by members of the Management

On 14 May 2018, the Board resolved to issue share options to certian members of the Management. A total of 1,032,927 options for shares of the Company were distributed amongst the Management. Each option, when exercised, will give the right to acquire one share in the Company. The options are granted without consideration. Pursuant to the vesting schedule, 1/3 of the options will vest annually after the day of grant (as long as the option holder is still engaged by the Company). The exercise price is equal to NOK 27.13 per share. Any options not exercised by the 5th anniversary of the grant will be void.

The share option program consists of three tranches, as displayed in the table below:

Allotment of share options	Fair value	Strike price (NOK)	Grant date	Vesting date	Expiry date	Latest exercise schedule	Total number of share options	Exercised share options	Average exercise price	Remaining share options
Tranche I	1 197 541	27.13	26.06.2018	26.06.2019	26.06.2023	NA	344 309	-	-	344 309
Tranche II	1 700 232	27.13	26.06.2018	26.06.2020	26.06.2023	NA	344 309	-	-	344 309
Tranche III	2 103 315	27.13	26.06.2018	26.06.2021	26.06.2023	NA	344 309	-	-	344 309
Total	5 001 088						1 032 927	-	-	1 032 927

**The fair value of the options is determined when the options are allotted and expensed over the vesting period. The fair value at grant date is determined using an adjusted form of the Black Scholes Model, that takes into account the exercise price, the term of the option, the impact of dilution (where material), the share price at the grant date, expected price volatility of the underlying share and risk free interest rate. The expected share price volatility is based on historical volatility for a selection of comparable listed companies. Risk free interest rate is based on treasury bonds with similar duration as the option program.*

As of the date of this Prospectus, the members of the Management have the following shareholdings and options in the Company (including direct and indirect ownership):

Name	Position	Number of Shares	Number of options
Kristian Nesbak	Chief Executive Officer	5,340,000	0
Morten Lindeman	Chief Information Officer	6,000,000	0
Max Hofer	Chief Financial Officer	166,666	387,347
Joachim Rosli	Head of Sales	16,666	103,293

8.3.2 *The Guarantors*

Below are an overview of the Guarantors' management.

Infront Sweden AB

Kenneth Charles Riggio, Chief Executive Officer

Ken Riggio joined Infront in October 2007, founding the local Swedish & Finnish offices and being responsible for the business operations in Sweden, Finland and now the UK. Ken has a long history in the Nordic financial markets, where he spent over 8 years managing and selling the Reuters First products and running the Reuters order-routing platforms (RORe & RTex). Prior to that, he spent 2 years at ABN AMRO and 4 years at SIX Financial in Sweden.

Infront Italia S.r.l.

Kristian Nesbak, CEO.

See above under Section 8.3.1 "The Issuer" for a further description of the principal activities performed by Kristian Nesbak.

vwd Group GmbH

Shiva Ramabadran, Managing Director (Geschäftsführer)

See above under Section 8.2.2 "The Guarantors" for a further description of the principal activities performed by Shiva Ramabadran.

Udo Kersting, Managing Director (Geschäftsführer)

See above under Section 8.2.2 "The Guarantors" for a further description of the principal activities performed by Udo Kersting.

Björn Döhrer, Managing Director (Geschäftsführer)

See above under Section 8.2.2 "The Guarantors" for a further description of the principal activities performed by Björn Döhrer.

Christian Mieth, Managing Director (Geschäftsführer)

See above under Section 8.2.2 "The Guarantors" for a further description of the principal activities performed by Christian Mieth.

vwd Vereinigte Wirtschaftsdienste GmbH

Shiva Ramabadran, Managing Director (Geschäftsführer), CEO

See above under Section 8.2.2 "The Guarantors" for a further description of the principal activities performed by Shiva Ramabadran.

Udo Kersting, Managing Director (Geschäftsführer), CRO

See above under Section 8.2.2 "The Guarantors" for a further description of the principal activities performed by Udo Kersting.

Björn Döhrer, Managing Director (Geschäftsführer), CPO

See above under Section 8.2.2 "The Guarantors" for a further description of the principal activities performed by Björn Döhrer.

Christian Mieth, Managing Director (Geschäftsführer), CFO

See above under Section 8.2.2 "The Guarantors" for a further description of the principal activities performed by Christian Mieth.

EDG AG

Arndt Völkle, Managing Director (Vorstand)

See above under Section 8.2.2 "The Guarantors" for a further description of the principal activities performed by Arndt Völkle.

Marc-Christian Seeber, Managing Director (Vorstand)

See above under Section 8.2.2 "The Guarantors" for a further description of the principal activities performed by Marc-Christian Seeber.

Vwd Holding GmbH

Morten Lindemann, Managing Director (Geschäftsführer)

See above under Section 8.3.1.2 "Brief Biographies of the members of the Management" for a further description of the principal activities performed by Morten Lindeman.

8.4 Benefits upon termination

No employee, including any member of Management, has entered into employment agreements that provide for any special benefits upon termination of employment.

No member of the Board of Directors has or will have service contracts with the Company or any of its subsidiaries providing for benefits upon termination of employment.

8.5 Pension and retirement benefits

The Norwegian companies in the Infront Group are subject to the requirements of the Mandatory Company Pensions Act, and the Companies' pension scheme follows the requirements of the act.

The employees of the Infront Group are covered by different pension schemes that vary from country to country and between the different companies. All the plans are assessed to be defined contribution plans. The period's contributions are recognised in the income statement as salary and personnel costs.

The Swedish company AB Nyhetsbyrån Direkt have, in addition to other schemes, "Direktpension"-scheme covering some of its employees. The scheme is an agreement between the AB Nyhetsbyrån Direkt and the covered employees that AB Nyhetsbyrån Direkt will pay the pension based on the available pension funds. The pension funds, recognised on the statement of financial position, are pledged in favour of the employees. Both the pension funds and the liability that includes payroll tax are recognised on the statement of financial position.

(TNOK)	31.12.2018	31.12.2017
Pension funds (Direkt pension)	398	434
Pension liability (Direkt pension)	2,425	510
Pension expenses	2018	2017
Expenses for defined contribution plans	4,920	4,459
Settlement of defined benefit plan	-	-
Total	4,920	4,459

8.6 Loans and guarantees

The Company has not granted any loans, guarantees or other commitments to any of the members of the Board of Directors or Management.

8.7 Nomination Committee

The Articles of Association provide for a nomination committee composed of 2 to 3 members who are elected by the General Meeting. The nomination committee comprises of Benjamin Røer and Morten Lindeman. The nomination committee is responsible for nominating the shareholder-elected members of the Board of Directors and members of the nomination committee and to make recommendations for remuneration to the members of the Board of Directors. The Company's General Meeting has on 19 April 2017 adopted instructions for the nomination committee.

8.8 Audit committee

The Board of Directors of Infront has elected an audit committee amongst the members of the Board of Directors. The audit committee comprises of Mark Ivin (chairman) and Beate Skjerven Nygårdshaug. Pursuant to section 6-43 of the Norwegian Public Companies Act, the audit committee shall:

- prepare the Board of Directors' supervision of the Company's financial reporting process;
- monitor the systems for internal control and risk management;
- have continuous contact with the Company's auditor regarding the audit of the annual accounts; and
- review and monitor the independence of the Company's auditor, including in particular the extent to which services than auditing provided by the auditor or the audit firm represent a threat to the independence of the auditor.

8.9 Remuneration committee

The Company has established a remuneration committee that shall consist of two or three members of the Board. The members of the remuneration committee shall be independent of the Company's executive Management. The members of the remuneration committee are appointed by the Board of Directors for a period of two years, or until they resign their position as a member of the Board of Directors. The committee currently comprises of Gunnar Jacobsen, Beate Skjerven Nygårdshaug and Mark Ivin.

The remuneration committee is a preparatory and advisory committee for the Board of Directors that shall prepare matters for the Board's consideration and decisions regarding the remuneration of, and other matters pertaining to, the Company's executive Management. The recommendations of the remuneration committee shall cover all aspects of remuneration to the executive Management, including but not limited to salaries, allowances, bonuses, options and benefits-in-kind.

The Company has adopted separate instructions for the remuneration committee setting out further details on the duties, composition and procedures of the committee.

8.10 Board and management practices

The Company has adopted routines and guidelines to ensure proper distribution and handling of information, internally in the Infront Group and for the Management and the Board of Directors, and distribution of information to the market. The Company has adopted insider manuals, manual on disclosure of information, rules of procedures for the Board of Directors, instructions for the nomination committee, audit committee and the remuneration committee. The committees are described in Sections 8.7 "Nomination Committee", 8.8 "Audit committee" and 8.9 "Remuneration committee" above.

For further information on the executive Management and the Board of Directors please refer to Sections 8.2 "Board of directors" and 8.3 "Management".

8.11 Conflict of interests.

For information on the Infront Group's involvement in transactions with related parties, see Section the Company's annual report for 2018 note 23, incorporated by reference in 12.2 "Documents incorporated by reference".

There are no family relations between any of the members of the Board of Directors or members of Management.

There are currently, to the Company's knowledge, no actual or potential conflicts of interest between the private interests or other duties of any of the members of Management and the Board of Directors in the Company and the Guarantors and their duties towards the Company or the Guarantor, including any family relationships between such persons.

8.12 Convictions for fraudulent offences, bankruptcy etc.

None of the members of the Board of Directors or the Management have during the last five years preceding the date of this Prospectus:

- any convictions in relation to indictable offences or convictions in relation to fraudulent offences;
- received any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies) or was disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company; or
- been declared bankrupt or been associated with any bankruptcy, receivership or liquidation in his/her capacity as a founder, director or senior manager of a company or partner of a limited partnership, other than as described in Section 8.2.1.2 "Brief biographies of the members of the Board of Directors"

8.13 Corporate governance

The Company has adopted and implemented a corporate governance regime based on the Corporate Governance Code. The Company complies with the Corporate Governance Code, except for the deviations described below.

Acqusition of own Shares

The Board of Birectors of the Company has been provided with an authorisation to acquire own Shares which include more than one purpose instead of having one authorisation for each specific purpose.

General meetings

The Articles of Association require shareholders to give notice to the Company of their participation at general meetings within five days prior to the General Meeting, rather than allowing shareholders to give notice as close to the meeting as possible. The notice period is set in accordance with the Norwegian Public Companies Act in order to facilitate proper and time and cost efficient preparations of general meetings.

Nomination committee

Morten Lindeman, Chief Information Officer and part of the Management, is a member of the nomination committee. It has been considered expedient and an advantage for the Company that Lindeman, who is also one of the larger shareholders and with significant understanding of the business and history of the Company may be represented at the committee.

Take-overs

There are no defence mechanisms against take-over bids in the Articles of Association, nor have other measures been implemented to specifically hinder acquisitions of Shares in the Company. The Board of Directors has not established written guiding principles for how it will act in the event of a take-over bid, as set out in section 14 of the Corporate Governance Code, as such situations are normally characterized by concrete and one-off situations which make a guideline challenging to prepare.

In the event a take-over were to occur, the Board of Directors will consider the relevant recommendations in the Corporate Governance Code and whether the concrete situation entails that the recommendations in the Corporate Governance Code can be complied with or not.

9 SHARES AND SHARE CAPITAL

The following is a summary of certain corporate information and material information relating to the Shares and share capital of the Company and certain other shareholder matters, including summaries of certain provisions of the Articles of Association and applicable Norwegian law in effect as at the date of this Prospectus. The summary does not purport to be complete and is qualified in its entirety by the Articles of Association and applicable law.

9.1 Company corporate information

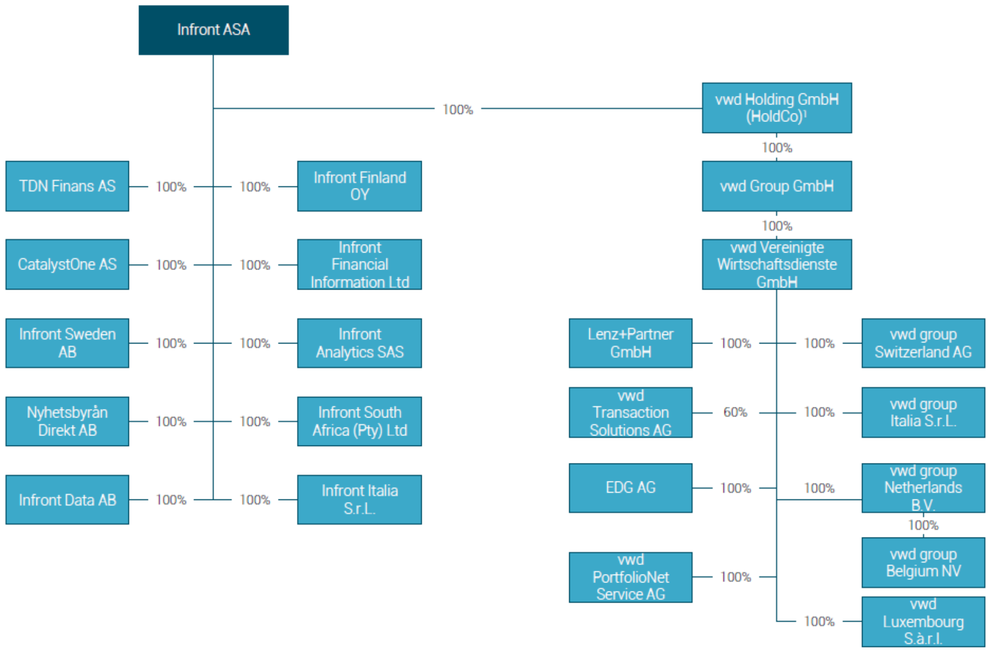
The Company, having Infront ASA as its registered name and Infront as its commercial name, is a Norwegian incorporated public limited liability company organised and existing under the laws of Norway, pursuant to the Norwegian Public Limited Companies Act. The legal entity identifier ("**LEI**") of the Company is 54930074DH4YRWTS3R80. The Company's registered office is in the municipality of Oslo, with address Munkedamsveien 45C, 0250 Oslo, Norway, telephone + 47 23 31 00 30. The Company was incorporated 21 April 1998, and was registered converted into a public limited liability company on 15 May 2017. The Company is registered with the Norwegian Register of Business Enterprises with registration number 979 806 787, and the Shares are registered in book-entry form with the VPS and have ISIN NO 0010789506. The Company's register of shareholders with the VPS is administrated by DNB Bank ASA, Issuer Service, Dronning Eufemias gate 30, N-0191 Oslo, Norway.

The Infront Group's website can be found at www.infrontfinance.comand serves as web site for both the Issuer as well as all of the Guarantors. The content of www.infrontfinance.com is not incorporated by reference into or otherwise forms part of this Prospectus.

9.2 Legal structure

The Company is the parent entity of the Infront Group, consisting of the Company and 11 direct held subsidiaries: TDN Finans AS, Nyhetsbyrån Direkt AB, Infront Financial Information Ltd., CatalystOne AS, Infront Finland OY, Infront South Africa (Pty) Ltd, Infront Sweden AB, Infront Analytics SAS, Infront Data AB Infront Italia S.r.L. and Vwd Holding GmbH. Vwd Holding GmbH is the parent company of vwd Group GmbH, which again has the wholly owned subsidiary vwd Vereinigte Wirtschaftsdienste GmbH. vwd Vereinigte Wirtschaftsdienste has eight direct and wholly owned subsidiaries, consisting of Lenz+Partner GmbH, vwd Transaction Solutions AG, EDG AG, vwd PortfolioNet Service AG, vwd group Switzerland AG, vwd group Italia S.r.L, vwd group Netherlands B.V., and vwd Luxembourg S.à.r.l. The picture below illustrates the legal structure of the Infront Group. vwd group Netherlands B.V. has the wholly owned subsidiary vwd group Belgium NV.

Infront Group Consolidated Company Chart



Source: Company information
1) Blitz F19-516 GmbH changed its legal name to vwd Holding GmbH on 15.08.2019

The Infront Group's operations are carried out through the subsidiaries as well as the Company. All the Company's and Guanrantors' holdings in the subsidiaries specified above are likely to have a significant effect on the assessment of the Company's assets and liabilities, financial condition or profits and losses.

9.2.1 *Infront ASA*

Infront ASA is the operational entity responsible for the development, sales and maintenance of the Infront terminal and retail trading solutions products. It is based in Oslo and as of 30 June 2019 the Infront Group employed 148 employees. As of the same date, the Company had 57 employees. The Company launched the first version of its terminal product in 1999. Today the Company generate the vast majority of its revenues based on recurring subscriptions for its products.

The Infront Group has data supply contracts with more than 80 exchanges and news services globally. It serves customers in Norway and other European markets, where the Infront Group historically has not been represented by local resources.

Over the course of its corporate history, the Company has also taken over the role of the Infront Group's holding company. Hence, the Company today carries out corporate services, management and Infront Group finance services, and also provides certain services related to project development for its subsidiaries.

The Company also generates internal revenues based on dividends and agreements established between the Company and individual subsidiaries in the Infront Group. The scope of these agreements includes management services to subsidiaries and transfer pricing agreement to compensate for its product development.

9.2.2 *Further information about the Guarantors of the Bond Issue*

9.2.2.1 Infront Sweden AB (Guarantor)

Infront Sweden AB is a Swedish private limited company incorporated 14 March 2007 organised and existing under the laws of Sweden, pursuant to the Swedish Companies Act. Infront Sweden AB is registered with the Swedish Companies Registration Office, with registration number 556726-2794 and registered address at Kungsgatan 33, 111 56, Stockholm, telephone + 46 8 700 56 40. The company does not have a LEI code. The company's Headquarter is in Stockholm. The subsidiary operates within sales and marketing of financial products concerning trading market and trading information, functioning as a sales office including some support resources for local customers. Infront Sweden AB`s activities are financed by operating cash flow.

9.2.2.2 Infront Italia S.r.l. (Guarantor)

Infront Italia S.r.l. is an Italian private limited company incorporated 28 November 2018 and organised and existing under the laws of Italy. Infront Italia S.r.l. is registered with the Italian Business Register, with registration number 10556200961 and registered address at Via del Vecchio Politecnico, 9-20121 – Milano, telephone +39 -02-87330803. The company does not have a LEI code. The Italian office is headquartered in Milan. The subsidiary operates the "Market Connect" business as supplier of information services that integrate: financial data and information coming from different sources as well as the "Stock Notices" (Avvisi di Borsa) of Borsa Italiana, news, financial and corporate information delivered either through standardised screen-based devices solutions or through value added customizable feeds that allow the customer to receive data from different markets, news, financial and business information.

9.2.2.3 vwd Group GmbH (Guarantor)

vwd Group GmbH is a German private limited company organised and existing under the laws of Germany. vwd Group GmbH is registered with the German commercial register of the local court (*Amtsgericht*) of Frankfurt am Main under HRB 112881 and LEI code 529900B9VWS7U0XB5C98. The registered address is at Mainzer Landstraβe 178-190, 60327 Frankfurt am Main, telephone +49 69 50701-0. vwd Group GmbH was incorporated on 29 August 2012 as a provider of financial news. vwd Group was listed on the Frankfurt Stock Exchange (Börse Frankfurt) until taken private in September 2012 following a voluntary takeover offer. vwd Group GmbH is a holding company. Through its subsidiaries, vwd Group GmbH offers a fully-integrated, module-based and fully-scalable SaaS platform focused on Data and Feed Solutions ("**DFS**", term used interchangeably with financial data terminals), Portfolio and Advisory Solutions ("**PAS**"), Publication and Distribution Solutions ("**PDS**") and Regulatory and Calculation Solutions ("**RCS**"). The business object of vwd Group GmbH is acquiring, holding, managing and disposing of participation of any kind, provision of commercial services to affiliate and non-affiliated companies, as well as all actions belonging to the activities of a managing holding company.

9.2.2.4 vwd Vereinigte Wirtschaftsdienste GmbH (Guarantor)

vwd Vereinigte Wirtschaftsdienste GmbH is a German limited liability company incorporated 8 June 1998 and organised and existing under the laws of Germany. vwd Vereinigte Wirtschaftsdienste GmbH is registered with the German commercial register of the local court (*Amtsgericht*) of Frankfurt am Main under HRB 100445 and LEI code 391200YH0EMJT0X5V546. The registered address is at Mainzer Landstraβe 178-190, 60327 Frankfurt am Main, telephone +49 69 50701-0. The business object is collecting, gathering, editing and distributing of business news, data and information (especially financial information such as share prices, fund prices, prices of derivative financial instruments etc.) needed by the media and the wider economy for the performance of their tasks, with all existing and future technical means and transmitted via existing and future media, as well as development, production and trade of soft- and hardware needed for the collection, gathering, editing and distribution of all business news, data and information.

9.2.2.5 EDG AG (Guarantor)

EDG AG is a German stock corporation company organised and existing under the laws of Germany. EDG AG is registered with the German commercial register of the local court (*Amtsgericht*) of Frankfurt am Main under HRB 100126 and registered address at Mainzer Landstraβe 178-190, 60327 Frankfurt am Main, telephone +49 69 50701-0. The company does not have a LEI code. The Company was incorporated on 4 June 2008. The business object of EDG AG is performance of price and risk calculation in the field structured financial products and, performance of respective product and market analyses as well as holding and managing of participation in specialized subsidiaries. EDG AG`s activities are financed by operating cash flow.

9.2.2.6 Vwd Holding GmbH (Guarantor)

Vwd Holding GmbH is a German limited liability company organised and existing under the laws of Germany. The Company was incorporated on 20 February 2019. Vwd Holding GmbH is registered with the German commercial register of the local court (*Amtsgericht*) of Frankfurt am Main under registration number HRB 114561 and with registered address at Mainzer Landstraβe 178-190, 60327 Frankfurt am Main, telephone +49 69 50701-0. The company does not have a LEI code. The business object of Vwd Holding GmbH is being a holding company for vwd Group GmbH and its subsidiaries.

9.3 Current share capital

The current share capital of the Company is NOK 4,332,976 divided on 43,329,760 Shares fully paid with a par value of NOK 0.10 each and issued in accordance with Norwegian law. The Shares are registered in the VPS register with ISIN NO 0010789506.

The Shares are equal in all respects and there are no different voting rights or classes of shares. Each Share carries one vote at the General Meeting. Please refer to Section 9.10.1 "The Articles of Association" for a further review of certain rights attached to the Shares.

9.4 Share capital history

The table below summarizes the development in the Company's share capital for periods covered by the historical financial information included in this Prospectus as Appendices B and C and up to the date of this Prospectus.

Date of registration	Type of change	Change in issued share capital (NOK)	Subscription price per Share (NOK)	Par value per Share (NOK)	No. of issued Shares after change	Total issued share capital after change (NOK)
19 April 2017	Bonus issue	1,948,502.7	n/a	1.00	2,165,003	2,165,003
19 April 2017	Share split			0.10	21,650,030	2,165,003
28 September 2017	Capital increase	434,782.6	23	0.10	25,997,856	2,599,785.60
31- December 2018				0.10	25,997,856	2,599,785.60
28 June 2019	Capital increase	1,733,190.4	14	0.10	43,329,760	4,332,976

9.5 Shareholders

As at the date of this Prospectus, the Company has the following 20 largest shareholders, holding an aggregate 86.6% of the issued and outstanding Shares:

Shareholders	Number of shares	Percentage
LINDEMAN AS / Morten Lindeman	4,366,667	16.8%
NESBAK AS / Kristian Nesbak	4,233,334	16.3%
JPMorgan Chase Bank, N.A., London	1,701,851	6.5%
JPMorgan Chase Bank, N.A., London	1,600,000	6.2%
HSBC TTEE MARLB EUROPEAN TRUST	1,219,149	4.7%
STRAWBERRY CAPITAL AS	1,035,657	4.0%
HANDELSBANK NORDISKA SMABOLAG	920,000	3.5%
Goldman Sachs International	791,834	3.0%
Ram One	639,000	2.5%
VASSBOTN	628,976	2.4%

RUGZ AS	581,596	2.2%
Citibank, N.A.	579,134	2.2%
Skandinaviska Enskilda Banken AB	500,000	1.9%
State Street Bank and Trust Comp	400,000	1.5%
Skandinaviska Enskilda Banken AB	350,000	1.3%
Danske Bank A/S	332,676	1.3%
Danske Bank A/S	323,254	1.2%
ALCUR SELECT	271,596	1.0%
Rational Asset Management Equity L	261,000	1.0%
JPMorgan Chase Bank, N.A., London	255,000	1.0%
Remaining shareholders	5,007,132	19.26%
Total number of shares	25,997,856	100%

There are no differences in voting rights between the shareholders. Each of the Shares carries one vote.

Shareholders owning 5% or more of the Shares have an interest in the Company's share capital which is notifiable pursuant to the Norwegian Securities Trading Act. The table above shows the ownership percentage held by such notifiable shareholders.

Lindeman AS and Nesbak AS may together or separately exercise considerable influence on the Infront Group. To the extent known to the Company, there are no other persons or entities that, directly or indirectly, jointly or severally, exercise or could exercise control over the Company. The Company is not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.

No particular measures are initiated to ensure that control is not abused by large shareholders. Minority shareholders are protected against abuse by relevant regulations in the Norwegian Public Companies Act and the Norwegian Securities Trading Act among others. See Section 9.10.2 "Certain aspects of Norwegian corporate law" and Section 11.10 "Compulsory acquisition" for further information.

The Articles of Association do not contain any provisions that would have the effect of delaying, deferring or preventing a change of control of the Company. The Shares have not been subject to any public takeover bids during the current or last financial year.

9.6 Authorisation to increase the share capital and to issue Shares

At the Company's annual General Meeting held on 10 May 2019, the Board of Directors was granted an authorisation to increase the share capital by up to NOK 259,978.50. Utilisation of the authorisation is limited to a total amount which corresponds to an increase of the Company's share capital of up to 10 %. The authorisation can be used for investments within the Company's objective and to offer subscription of new shares to potential strategic investors or business partners. The authorisation is valid until the annual General Meeting of the Company in 2020, however no later than 30 June 2020. The preferential rights of the existing shareholders to subscribe for the new Shares pursuant to section 10-4 of the Norwegian Public Companies Act may be set aside.

The Board of Directors is currently not authorised to resolve any dividend.

9.7 Treasury Shares

Neither the Company nor any of its subsidiaries directly or indirectly holds any Shares at the date of this Prospectus.

At the Company's annual General Meeting held on 10 May 2019, the Board of Directors has been granted authorisation to repurchase the Company's own Shares within a total nominal value of NOK 259,987.50, comprising up to 2,599,875 Shares each with a nominal value of NOK 0.10. Utilisation of the authorisation is limited to a total amount which corresponds to a total nominal value of Shares acquired of up to 10%, based on the Company's share capital. The maximum amount that can be paid for each share is NOK 100 and the minimum is NOK 1. The authorisation is valid until the Company's annual General Meeting in 2020, however no later than 30 June 2020. The authorisation can be used to acquire shares as the Board of Directors deem appropriate, provided that Shares acquired pursuant to the authorisation shall either be deleted in connection with a later reduction of the registered share capital or as consideration shares with regards to acquisition of businesses.

9.8 Shareholder rights

The Company has one class of shares in issue, and in accordance with the Norwegian Public Companies Act, all Shares in that class provide equal rights in the Company. Each of the Shares carries one vote. Certain rights attaching to the Shares are described in Section 9.10.1 "The Articles of Association".

9.9 Shareholder agreements

The Company is not aware of any agreements between its shareholders relating to the Shares of the Company.

9.10 The Articles of Association and certain aspects of Norwegian company law

9.10.1 *The Articles of Association*

The Articles of Association as at the date of this Prospectus are set out in Appendix 3 The following is a summary of certain provisions of the Articles of Association.

Company name
The Company's name is Infront ASA.

Registered office
The Company's registered office is in Oslo, Norway.

The Company's business
Section 3 in the articles of association regulates the object of the Company. The Company's business is consultancy and development of software for sale.

Signatory rights
Two board members acting jointly are authorised to sign on behalf of the company.

Power of procuration
The Board may grant power of procuration.

Share capital
The company's share capital is NOK 4,332,976 divided on 4,332,976 Shares, each with a par value of NOK 0.10. The Shares shall be registered in a securities registry.

Board of Directors
The Company's Board of Directors shall consist of 3 to 7 shareholder-elected members pursuant to the General Meeting's further resolution. The chairman of the Board carries a double vote in the event of a tie.

Nomination Committee
The Company shall have a nomination committee.

The nomination committee shall make recommendations to the General Meeting regarding election of shareholder-elected members of the Board of Directors, remuneration to the members of the Board of Directors, election of members to the nomination committee and remuneration to the members of the nomination committee.

The nomination committee shall consist of two to three members who shall be shareholders or representatives of shareholders. The members of the nomination committee, including the chairman of the nomination committee, are elected by the General Meeting for a term of two years. Remuneration to the members of the nomination committee is determined by the General Meeting.

General meeting
Shareholders who want to participate at the General Meeting shall notify the Company thereof within five days prior to the General Meeting.

Upon acquisition of Shares, the right to participate and vote at the General Meeting may only be exercised if the acquisition is recorded in the shareholder registry the fifth business day prior to the General Meeting.

Documents relating to matters which shall be considered at the General Meeting need not be sent to the shareholders if the documents are made available to the shareholders on the Company's websites. This also applies for documents which according to law shall be included in or attached to the notice to the General Meeting.

The Board of Directors may decide that shareholders may submit their votes in writing, including by use of electronic communication, in a period prior to the General Meeting

Annual general meeting
The Company's annual General Meeting shall consider the following:

Approval of the annual accounts and annual report, including distribution of dividend; and

Other matters which according to law or articles of association shall be dealt with by the General Meeting.

9.10.2 *Certain aspects of Norwegian corporate law*

The general meeting of shareholders

The Company's shareholders exercise ultimate authority in the Company through the general meeting. In accordance with Norwegian law, the annual general meeting of the Company's shareholders is required to be held each year on or prior to 30 June. The following business must be dealt with and decided at the annual general meeting:

- Approval of the annual accounts and annual report, including the distribution of any dividend
- Consideration of the declaration of the Board of Directors on remuneration of the executive management
- Any other business to be transacted at the general meeting by law or in accordance with the Articles of Association

Norwegian law requires that written notice of general meetings setting forth the time of, the venue for and the agenda of the meeting is sent to all shareholders whose addresses are known no later than 21 days prior to the date of the general meeting of a Norwegian public limited liability company listed on a stock exchange or a regulated market, unless the Articles of Association stipulate a longer period. Pursuant to § 8 of the Articles of Association, documents concerning matters to be considered at the general meeting are not required to be sent to the shareholders, provided that the documents are made available for the shareholders at the Company's website. The same applies for documents which according to law shall be included in or attached to the notice of the general meeting. A shareholder is entitled to request that documents concerning matters to be handled at the general meeting are sent to him/her.

Any shareholder is entitled to have a matter dealt with by the general meeting if such shareholder provides the Board of Directors with notice of the matter within seven days prior to the deadline for the notice to the general meeting, along with a proposal to a draft resolution or a justification for the matter having been put on the agenda.

Apart from the annual general meeting, extraordinary general meetings of shareholders may be held if the Board of Directors considers it necessary. An extraordinary general meeting of shareholders must also be convened if, in order to discuss a specified matter, the auditor who audits the Company's annual accounts or shareholders representing at least 5% of the share capital demands this in writing. The requirements for notice and admission to the annual general meeting also apply to extraordinary general meetings. However, the annual general meeting of a Norwegian public limited liability company may with a majority of at least two-thirds of the aggregate number of votes cast as well as at least two-thirds of the share capital represented at a general meeting resolve that extraordinary general meetings may be convened with a fourteen days' notice period until the next annual general meeting provided the Company has procedures in place allowing shareholders to vote electronically.

Voting rights

Each Share carries the right to one vote at the Company's general meetings. No voting rights can be exercised with respect to treasury Shares held by the Company. A shareholder may attend and vote at the general meeting either in person or by proxy. In accordance with the requirements of the Norwegian Securities Trading Act, the Company will include a proxy form with notices of general meetings. Pursuant to the Articles of Association, each of the Company's shareholders are entitled to participate and vote at a general meeting with respect to the Shares that such shareholder is registered as owner of in the register of shareholders maintained with the VPS as of the fifth Business Day prior to a general meeting. The Articles of Association also include a provision requiring shareholders to pre-register within five days prior to a general meeting in order to participate at the general meeting. A shareholder who has not pre-registered within the deadline can be denied access to the general meeting.

A shareholder is entitled to vote at the general meeting with respect to the Shares the shareholder is registered as owner of in the VPS as of the fifth Business Day prior to a general meeting. Beneficial owners of Shares that are registered in the name of a nominee are not entitled to vote with respect to such Shares under Norwegian law, nor are any persons who are designated in the register as holding such Shares as nominees. A nominee may not meet or vote for Shares registered on a nominee account (NOM-account). A shareholder must, in order to ensure it is eligible to vote for such Shares at the general meeting, transfer the Shares from such NOM-account to an account in the shareholder's name. Such registration must be completed in the VPS as of the fifth Business Day prior to the general meeting.

Decisions that the general meeting is entitled to make under Norwegian law or the Articles of Association are in general made by a simple majority of the votes cast. In the case of elections, the person(s) who receive(s) the greatest number of votes cast are elected.

Certain decisions, including but not limited to resolutions to waive preferential rights to subscribe in connection with any share issue in the Company, to approve a merger or demerger of the Company, to amend the Articles of Association, to authorise an increase or reduction in the share capital, to authorise an issuance of convertible loans or warrants by the Company or to authorise the Board of Directors to purchase Shares and hold them as treasury shares or to dissolve the Company, must receive the approval of at least two-thirds of the aggregate number of votes cast as well as of least two-thirds of the share capital represented at a general meeting. Norwegian law further requires that certain decisions, which have the effect of substantially altering the rights and preferences of any shares or class of shares, receive the approval by the holders of such shares or class of shares as well as the majority required for amending the Articles of Association.

Decisions that (i) would reduce any shareholder's right in respect of dividend payments or other rights to the assets of the Company or (ii) restrict the transferability of the Shares through introduction of a consent requirement, a right of first refusal upon transfers or a requirement that shareholders must have certain qualifications, require a majority vote of at least 90% of the share capital represented at the general meeting in question as well as the majority required for amendments to the Articles of Association. Certain other types of changes in the rights of shareholders require the consent of all shareholders affected thereby as well as the majority required for amendments to the Articles of Association.

The Articles of Association do not set forth additional conditions with regard to changing the rights of shareholders than required by the Norwegian Public Companies Act.

There are no quorum requirements at general meetings.

Additional issuances and preferential rights

If the Company issues any new Shares, including bonus share issues, the Articles of Association must be amended, which requires the same vote as other amendments to the Articles of Association. In connection with an increase in the Company's share capital by a subscription for Shares against cash contributions, Norwegian law provides the Company's shareholders with a preferential right to subscribe for the new Shares on a pro rata basis in accordance with their then-current shareholdings in the Company. The preferential rights may be set aside by the general meeting by the majority vote as required for amendments to the Articles of Association. A derogation of the shareholders' preferential rights in respect of bonus issues requires the approval of all outstanding Shares.

The general meeting may, with a majority vote as described above, authorise the Board of Directors to issue new Shares. Such authorisation may be effective for a maximum of two years, and the par value of the Shares to be issued may not exceed 50% of the share capital at the time the authorisation is registered with the Norwegian Register of Business Enterprises. The preferential right to subscribe for Shares against consideration in cash may be set aside by the Board of Directors only if the authorisation includes such possibility for the Board of Directors.

Under Norwegian law, bonus shares may be issued, subject to shareholder approval and provided that, amongst other requirements, the Company does not have an uncovered loss from a previous accounting year, by transfer from the Company's distributable equity or from the Company's share premium reserve. Any bonus issues may be effected either by issuing Shares or by increasing the par value of the Shares outstanding. If the increase in share capital is to take place by new Shares being issued, these new Shares must be allocated to the shareholders of the Company in proportion to their current shareholdings in the Company.

Issuance of new Shares to shareholders who are citizens or residents of the United States upon the exercise of preferential rights may require the Company to file a registration statement in the United States under United States securities laws. Should the Company in such a situation decide not to file a registration statement, the Company's U.S. shareholders may not be able to exercise their preferential rights. If a U.S. shareholder is ineligible to participate in a rights offering, such shareholder would not receive the rights at all but the Company may seek to sell such rights on the shareholder's behalf. Similar restrictions and limitations may also apply pursuant to applicable laws and regulations in other jurisdictions.

Minority rights

Norwegian law sets forth a number of protections for minority shareholders of the Company, including but not limited to those described in this paragraph and the description of general meetings as set out above. Any of the Company's shareholders may petition Norwegian courts to have a decision of the Board of Directors or the Company's shareholders made at the general meeting declared invalid on the grounds that it unreasonably favours certain shareholders or third parties to the detriment of other shareholders or the Company itself. The Company's shareholders may also petition the courts to dissolve the Company as a result of such decisions to the extent particularly strong reasons are considered by the court to make necessary dissolution of the Company.

Minority shareholders holding 5% or more of the Company's share capital have a right to demand in writing that the Board of Directors convene an extraordinary general meeting to discuss or resolve specific matters. In addition, any of the Company's shareholders may in writing demand that the Company place an item on the agenda for any general meeting as long as the Company is notified in time for such item to be included in the notice of the meeting. If the notice has been issued when such a written demand is presented, a renewed notice must be issued if the deadline for issuing notice of the general meeting has not expired.

Liability of Directors

Directors owe a fiduciary duty to the Company and its shareholders. Such fiduciary duty requires that the Directors act in the best interests of the Company when exercising their functions and exercise a general duty of loyalty and care towards the Company. Their principal task is to safeguard the interests of the Company.

Each Director may be held liable by the Company for any damage they negligently or wilfully cause the Company. Norwegian law permits the general meeting to exempt any such person from liability towards the Company, but the exemption is not binding if substantially correct and complete information was not provided at the general meeting when the decision was made. If a resolution to grant such exemption from liability or not to pursue claims against such a person has been passed by a general meeting with a majority below that required to amend the Articles of Association, shareholders representing more than 10% of the share capital or, if there are more than 100 shareholders, more than 10% of the shareholders may pursue the claim on the Company's behalf and in its name. The cost of any such action is not the Company's responsibility, but can be recovered from any proceeds that the Company receives as a result of the action. If the decision to grant an exemption from liability or not to pursue claims is made by a majority required to amend the Articles of Association, the minority shareholders cannot pursue the claim in the Company's name.

Indemnification of Directors

Neither Norwegian law nor the Articles of Association contain any provision concerning indemnification by the Company of the Board of Directors. The Company is permitted to purchase insurance for the Directors against certain liabilities that they may incur in their capacity as such.

Distribution of assets on liquidation

Under Norwegian law, a company may be wound-up by a resolution of the company's shareholders in a general meeting passed by the same majority as required to amend the Articles of Association. All of the Company's Shares rank equally in the event of a return on capital by the Company upon a winding-up or otherwise.

Rights of redemption and repurchase of Shares

The share capital may be reduced by decreasing the par value of the Shares or by redemption of issued Shares. Such a decision requires the same majority as required to amend the Articles of Association. Redemption of individual Shares requires the consent of the holders of the Shares to be redeemed.

The Company may purchase its own Shares if an authorisation for the Board of Directors of the company to this effect has been given by a general meeting with the same majority as required to amend the Articles of Association. The aggregate par value of treasury Shares so acquired and held by the Company must not exceed 10% of the Company's share capital, and treasury Shares may only be acquired if the Company's distributable equity, according to the latest adopted balance sheet, exceeds the consideration to be paid for the Shares. The authorisation by the general meeting cannot be given for a period exceeding two years.

10 REGULATORY DISCLOSURES

Companies listed on the Oslo Stock Exchange are subject to disclosure requirements according to the Norwegian Securities Trading Act. Below is an overview of certain disclosures made by the Company under its ticker code "INFRNT" on www.newsweb.no in the preceding 12 months prior to the date of this Prospectus. For a complete overview of all the notices published by the Company in the 12 preceding months prior to the Prospectus, please see www.newsweb.no.

Prospectus/admission document		
Date	Title	Description
06.06.2019	Infront ASA – Approval and publication of the prospectus for the rights issue	Announcement that the Norwegian Financial Supervisory Authority had approved the prospectus pepared in connection with the rights issue that was approved by the general meeting on 4 June 2019.
Inside information		
Date	Title	Description
11.04.2019	Infront to acquire VWD to create leading European financial market solutions provider	Announcement that Infront had entered into an agreement to acquire 100% of the shares in vwd Group GmbH.
16.11.2019	Infront ASA has agreed to acquire Market Connect operations, a leading Financial Market Information business in Italy, from Mediobanca S.p.A.	Announcement that Infront had agreed to acquire the operations of Market Connect division from Spafid Connect S.p.A., a subsidiary of Mediobanca S.p.A.
Mandatory notification of trade		
Date	Title	Description
25.06.2019	Infront ASA – Allocation to primary insiders in the rights issue	Announcement of allocation to primary insiders in the rights issue approved by the general meeting on 4 June 2019.
11.06.2019	Infront ASA – Subscription by primary insiders in the rights issue	Announcement that several primary insiders, including their close associates, had subscribed for offer shares in the rights issue approved by the general meeting on 4 June 2019.
06.06.2019	Major shareholding notification	Announcemenet by Strawberry Capital AS of holdings after acquisition of subscription rights in the rights issue approved by the general meeting on 4 June 2019
06.06.2019	Infront ASA – Sale of subscription rights by Lindeman AS and Nesbak AS/Mandatory notification of trade/Disclosure of shareholding	Announcement that Nesbak AS, a company owned by Kristan Nesbak, CEO of Infront, and Lindeman AS, a company owned by Morten Lindeman, CIO of Infront, had sold subscription rights at a price of NOK 4.60 per right.

10.05.2019	Infront ASA: Mandatory notification of trade	Announcement that Lu Yu, Head of Group Controlling in Infront, had bought shares in Infront at an average share price of NOK 21 per share.
09.05.2019	Infront ASA: Mandatory notification of trade	Announcement that Joachim Røsli, Head of Sales in Infront, had bought shares in the Company at an average share price of NOK 21 per share.
02.05.2019	Major shareholding notification	Announcement by Pie Funds Management through the Pie Global Small Companies Fund and the Pie Growth UK & Europe Fund of disposal 332,008 shares in Infront.

Total number of voting rights and capital		
Date	Title	Description
28.06.2019	Infront ASA - New share capital registered	Announcement of Infront's new share capital following a rights issue.

Additional disclosed information		
Date	Title	Description
17.07.2019	Infront ASA successfully completes acquisition of vwd Group	Infront announced that the Company had completed the acquisition of 100% of the shares in vwd Group GmbH.
10.07.2019	Infront ASA – Received regulatory approvals for the acquisition of vwd Group GmbH	Notice that Infront had received the relevant regulatory clearance from the German financial supervisory authority (BaFin - Bundesanstalt für Finanzdienstleistungsaufsicht), that was required to close the transaction of where the Company acquiered 100% of the shares in vwd Group GmbH.
25.06.2019	Infront ASA - Announcement of Market Maker Agreement with ABG Sundal Collier ASA	Announcement that Infront had entered into a Market Maker Agreement with ABG Sundal Collier ASA.
24.06.2019	Infront ASA – Final result of the rights issue	Announcement that, at the end of the subscription period for the planned rights issue, the Company had received subscriptions for a total of 24,926,447 new shares, which means that the rights issue was oversubscribed by 43.8%.
04.06.2019	INFRONT ASA - Rights issue approved by the extraordinary general meeting	Publication of the minutes from the extraordinary general meeting. All items on the agenda were approved in accordance with the notice of the Meeting. The general meeting approved a fully underwritten rights issue, to get a gross proceeds of approximately NOK 240,000,000.
03.06.2019	Infront ASA – Terms of the fully underwritten rights issue	Notice regarding the terms of the rights issue.
10.05.2019	Minutes from Annual General Meeting in Infront ASA	Publication of the minutes from the annual general meeting All items on the agenda were approved in accordance with the notice of the Meeting
29.04.2019	INFRONT ASA - Successful placement of new senior secured bond issue	Announcement that Infront had successfully completed the issuance of EUR 105 million senior secured bonds, with a EUR 200 million borrowing limit.

28.03.2019	Infront ASA: Market Connect integration and synergy capture on track	Announcement that the intergration of Market Connect was progessign according to plan.
21.12.2018	INFRONT ASA: Succesful closing of the Market Connect transaction	Announcement that the closing of the transaction regarding the acquisition of the operations of the Market Connect division from Spafid Connect S.p.A, a subsidiary of Mediobanca S.p.A., was completed on 20. December 2018.
16.11.2018	Infront ASA has agreed to acquire Market Connect operations, a leading Financial Market Information business in Italy, from Mediobanca S.p.A.	Announcement that Infront had agreed to acquire the operations of Market Connect division from Spafid Connect S.p.A, a subsidiary of Mediobanca S.p.A for a purchase price of EUR 8.5 million.
09.11.2018	Infront to manage Handelsbanken's online market data and trading solution	Annoucement that Infront had entered into an agreement with Handelsbanken to provide the bank's online market data and trading solution.
11.10.2018	Infront to provide "Nordic Core Consensus" to five major Nordic research providers	Announcement that Infront is collaborating with five major Nordic research providers to establish a new "Nordic Core Consensus" for the five research providers.
Financial Information		
Date	Title	Description
22.08.2019	Infront ASA: Continued revenue and user growth for the leading European financial market solutions provider	Publication 0f Q2 2019 financial report
07.05.2019	Infront reports strong revenue and user growth - Becomes leading European financial market solutions provider	Publication of Q1 2019 financial report
12.04.2019	Infront ASA: Annual Report for 2018	Publication of the annual report for 2018
12.02.2019	Infront reports revenue and user growth, executes on M&A strategy	Publication of Q4 2019 financial report.
09.11.2018	Infront reports growth in revenues and number of users	Publication of Q3 2018 financial report

11 SECURITIES TRADING IN NORWAY

This Section 11 includes certain aspects of rules pertaining to securities trading in Norway in a Norwegian incorporated company pursuant to Norwegian legislation, but is however not a full or complete description of the matters described herein. The following summary does not purport to be a comprehensive description of all the legal considerations that may be relevant to a decision to purchase, own or dispose of Shares. Investors are advised to consult their own legal advisors concerning the overall legal consequences of their ownership of Shares. Prior to this Rights Issue, the Shares have not been listed or traded on any stock exchange or regulated market.

11.1 Introduction

Oslo Børs was established in 1819 and is the principal market in which shares, bonds and other financial instruments are traded in Norway. Oslo Børs is operated by Oslo Børs ASA, which also operates the regulated marketplace Oslo Axes and the multilateral trading facility Merkur Market.

Oslo Børs has entered into a strategic cooperation with the London Stock Exchange group with regards to, *inter alia*, trading systems for equities, fixed income and derivatives.

11.2 Trading and settlement

Trading of equities on Oslo Børs is carried out in the electronic trading system Millennium Exchange. This trading system is in use by all markets operated by the London Stock Exchange, including the Borsa Italiana, as well as by the Johannesburg Stock Exchange.

Official trading on Oslo Børs takes place between 09:00 hours CEST and 16:20 hours CEST each trading day, with pre-trade period between 08:15 hours CEST and 09:00 hours CEST, closing auction from 16:20 hours CEST to 16:25 hours CEST and a post-trade period from 16:25 hours CEST to 17:30 hours CEST. Reporting of after exchange trades can be done until 17:30 hours CEST.

The settlement period for trading on Oslo Børs is two trading days (T+2). This means that securities will be settled on the investor's account in VPS two days after the transaction, and that the Sellers will receive payment after two days.

SIX x-clear Ltd has a license from the Norwegian Ministry of Finance to act as a central counterparty and provide clearing services in Norway, and has since 2010 (until 2014 through the subsidiary Oslo Clearing ASA) offered clearing and counterparty services for equity trading on Oslo Børs.

Investment services in Norway may only be provided by Norwegian investment firms holding a licence under the Norwegian Securities Trading Act, branches of investment firms from an EEA member state or investment firms from outside the EEA that have been licenced to operate in Norway. Investment firms in an EEA member state may also provide cross-border investment services into Norway

It is possible for investment firms to undertake market-making activities in shares listed in Norway if they have a licenced to this effect under the Norwegian Securities Trading Act, or in the case of investment firms in an EEA member state, a licenced to carry out market-making activities in their home jurisdiction. Such market-making activities will be governed by the regulations of the Norwegian Securities Trading Act relating to brokers' trading for their own account. However, such market-making activities do not as such require notification to the Norwegian FSA or Oslo Børs except for the general obligation of investment firms that are members of Oslo Børs to report all trades in stock exchange listed securities.

11.3 Information, control and surveillance

Under Norwegian law, Oslo Børs is required to perform a number of surveillance and control functions. The Surveillance and Corporate Control unit of Oslo Børs monitors market activity on a continuous basis. Market surveillance systems are largely automated, promptly warning department personnel of abnormal market developments.

The Norwegian FSA controls the issuance of securities in both the equity and bond markets in Norway and evaluates whether the issuance documentation contains the required information and whether it would otherwise be unlawful to carry out the issuance.

Under Norwegian law, a company that is listed on a Norwegian regulated market, or has applied for listing on such market, must promptly release any inside information directly concerning the company (i.e. precise information about financial instruments, the issuer thereof or other matters which are likely to have a significant effect on the price of the relevant financial instruments or related financial instruments, and which are not publicly available or commonly known in the market). A company may, however, delay the release of such information in order not to prejudice its legitimate interests, provided that it is able to ensure the confidentiality of the information and that the delayed release would not be likely to mislead the public. Oslo Børs may levy fines on companies violating these requirements.

11.4 The VPS and transfer of Shares

The Company's principal share register is operated through the VPS. The VPS is the Norwegian paperless centralised securities register. It is a computerised book-keeping system in which the ownership of, and all transactions relating to, Norwegian listed shares must be recorded. The VPS and Oslo Børs are currently both wholly-owned by Oslo Børs VPS Holding ASA.

All transactions relating to securities registered with the VPS are made through computerised book entries. No physical share certificates are, or may be, issued. The VPS confirms each entry by sending a transcript to the registered shareholder irrespective of any beneficial ownership. To give effect to such entries, the individual shareholder must establish a share account with a Norwegian account agent. Norwegian banks, Norges Bank (being, Norway's central bank), authorised securities brokers in Norway and Norwegian branches of credit institutions established within the EEA are allowed to act as account agents.

As a matter of Norwegian law, the entry of a transaction in the VPS is prima facie evidence in determining the legal rights of parties as against the issuing company or any third party claiming an interest in the given security. A transferee or assignee of shares may not exercise the rights of a shareholder with respect to such shares unless such transferee or assignee has registered such shareholding or has reported and shown evidence of such share acquisition, and the acquisition is not prevented by law, the relevant company's articles of association or otherwise.

The VPS is liable for any loss suffered as a result of faulty registration or an amendment to, or deletion of, rights in respect of registered securities unless the error is caused by matters outside the VPS' control which the VPS could not reasonably be expected to avoid or overcome the consequences of. Damages payable by the VPS may, however, be reduced in the event of contributory negligence by the aggrieved party.

The VPS must provide information to the Norwegian FSA on an ongoing basis, as well as any information that the Norwegian FSA requests. Further, Norwegian tax authorities may require certain information from the VPS regarding any individual's holdings of securities, including information about dividends and interest payments.

11.5 Shareholder register

Under Norwegian law, shares are registered in the name of the beneficial owner of the shares. As a general rule, there are no arrangements for nominee registration, and Norwegian shareholders are not allowed to register their shares in the VPS through a nominee. However, foreign shareholders may register their shares in the VPS in the name of a nominee (bank or other nominee) approved by the Norwegian FSA. An approved and registered nominee has a duty to provide information on demand about beneficial shareholders to the issuer and to the Norwegian authorities. In case of registration by nominees, the registration in the VPS must show that the registered owner is a nominee. A registered nominee has the right to receive dividends and other distributions but cannot vote on shares at general meetings on behalf of the beneficial owners.

11.6 Foreign investment in Norwegian shares

Foreign investors may trade shares listed on Oslo Børs through any broker that is a member of Oslo Børs, whether Norwegian or foreign.

11.7 Disclosure obligations

If a person's, entity's or consolidated group's proportion of the total issued shares and/or rights to shares in an issuer with its shares listed on a regulated market in Norway (with Norway as its home state, which will be the case for the Company) reaches, exceeds or falls below the respective thresholds of 5%, 10%, 15%, 20%, 25%, 1/3, 50%, 2/3 or 90% of the share capital or the voting rights of that issuer, the person, entity or group in question has an obligation under the Norwegian Securities Trading Act to notify Oslo Børs and the issuer immediately. The same applies if the disclosure thresholds are passed due to other circumstances, such as a change in the Company's share capital.

11.8 Insider trading

According to Norwegian law, subscription for, purchase, sale or exchange of financial instruments that are listed, or subject to the application for listing, on a Norwegian regulated market, or incitement to such dispositions, must not be undertaken by anyone who has inside information, as defined in section 3-2 of the Norwegian Securities Trading Act. The same applies to the entry into, purchase, sale or exchange of options or futures/forward contracts or equivalent rights whose value is connected to such financial instruments or incitement to such dispositions.

11.9 Mandatory offer requirement

The Norwegian Securities Trading Act requires any person, entity or consolidated group that becomes the owner of shares representing more than one-third of the voting rights of a company listed on a Norwegian regulated market (with the exception of certain foreign companies not including the Company) to, within four weeks, make an unconditional general offer for the purchase of the remaining shares in that company. A mandatory offer obligation may also be triggered where a party acquires the right to become the owner of shares that, together with the party's own shareholding, represent more than one-third of the voting rights in the company and Oslo Børs decides that this is regarded as an effective acquisition of the shares in question.

The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares that exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

When a mandatory offer obligation is triggered, the person subject to the obligation is required to immediately notify Oslo Børs and the company in question accordingly. The notification is required to state whether an offer will be made to acquire the remaining shares in the company or whether a sale will take place. As a rule, a notification to the effect that an offer will be made cannot be retracted. The offer and the offer document required are subject to approval by Oslo Børs before the offer is submitted to the shareholders or made public.

The offer price per share must be at least as high as the highest price paid or agreed by the offeror for the shares in the six-month period prior to the date the threshold was exceeded. If the acquirer acquires or agrees to acquire additional shares at a higher price prior to the expiration of the mandatory offer period, the acquirer is obliged to restate its offer at such higher price. A mandatory offer must be in cash or contain a cash alternative at least equivalent to any other consideration offered.

In case of failure to make a mandatory offer or to sell the portion of the shares that exceeds the relevant threshold within four weeks, Oslo Børs may force the acquirer to sell the shares exceeding the threshold by public auction. Moreover, a shareholder who fails to make an offer may not, as long as the mandatory offer obligation remains in force, exercise rights in the company, such as voting in a general meeting, without the consent of a majority of the remaining shareholders. The shareholder may, however, exercise his/her/its rights to dividends and pre-emption rights in the event of a share capital increase. If the shareholder neglects his/her/its duty to make a mandatory offer, Oslo Børs may impose a cumulative daily fine that runs until the circumstance has been rectified.

Any person, entity or consolidated group that owns shares representing more than one-third of the votes in a company listed on a Norwegian regulated market (with the exception of certain foreign companies not including the Company) is obliged to make an offer to purchase the remaining shares of the company (repeated offer obligation) if the person, entity or consolidated group through acquisition becomes the owner of shares representing 40%, or more of the votes in the company. The same applies correspondingly if the person, entity or consolidated group through acquisition becomes the owner of shares representing 50% or more of the votes in the company. The mandatory offer obligation ceases to apply if the person, entity or consolidated group sells the portion of the shares which exceeds the relevant threshold within four weeks of the date on which the mandatory offer obligation was triggered.

Any person, entity or consolidated group that has passed any of the above mentioned thresholds in such a way as not to trigger the mandatory bid obligation, and has therefore not previously made an offer for the remaining shares in the company in accordance with the mandatory offer rules is, as a main rule, obliged to make a mandatory offer in the event of a subsequent acquisition of shares in the company.

11.10 Compulsory acquisition

Pursuant to the Norwegian Public Companies Act and the Norwegian Securities Trading Act, a shareholder who, directly or through subsidiaries, acquires shares representing 90% or more of the total number of issued shares in a Norwegian public limited company, as well as 90% or more of the total voting rights, has a right, and each remaining minority shareholder of the issuer has a right to require such majority shareholder, to effect a compulsory acquisition for cash of the shares not already owned by such majority shareholder. Through such compulsory acquisition the majority shareholder becomes the owner of the remaining shares with immediate effect.

If a shareholder acquires shares representing 90% or more of the total number of issued shares, as well 90% or more of the total voting rights, through a voluntary offer in accordance with the Norwegian Securities Trading Act, a compulsory acquisition can, subject to the following conditions, be carried out without such shareholder being obliged to make a mandatory offer: (i) the compulsory acquisition is commenced no later than four weeks after the acquisition of shares through the voluntary offer, (ii) the price offered per share is equal to or higher than what the offer price would have been in a mandatory offer, and (iii) the settlement is guaranteed by a financial institution authorised to provide such guarantees in Norway.

A majority shareholder who effects a compulsory acquisition is required to offer the minority shareholders a specific price per share, the determination of which is at the discretion of the majority shareholder. However, where the offeror, after making a mandatory or voluntary offer, has acquired 90% or more of the voting shares of an issuer and a corresponding proportion of the votes that can be cast at the general meeting, and the offeror pursuant to section 4-25 of the Norwegian Public Companies Act completes a compulsory acquisition of the remaining shares within three months after the expiry of the offer period, it follows from the Norwegian Securities Trading Act that the redemption price shall be determined on the basis of the offer price for the mandatory and/or voluntary offer unless specific reasons indicate that another price is the fair price.

Should any minority shareholder not accept the offered price, such minority shareholder may, within a specified deadline of not less than two months, request that the price be set by a Norwegian court. The cost of such court procedure will, as a general rule, be the responsibility of the majority shareholder, and the relevant court will have full discretion in determining the consideration to be paid to the minority shareholder as a result of the compulsory acquisition.

Absent a request for a Norwegian court to set the price, or any other objection to the price being offered in a compulsory acquisition, the minority shareholders would be deemed to have accepted the offered price after the expiry of the specified deadline for raising objections to the price offered in the compulsory acquisition.

11.11 Foreign exchange controls

There are currently no foreign exchange control restrictions in Norway that would potentially restrict the payment of dividends to a shareholder outside Norway, and there are currently no restrictions that would affect the right of shareholders of a company that has its shares registered with the VPS who are not residents in Norway to dispose of their shares and receive the proceeds from a disposal outside Norway. There is no maximum transferable amount either to or from Norway, although transferring banks are required to submit reports on foreign currency exchange transactions into and out of Norway into a central data register maintained by the Norwegian customs and excise authorities. The Norwegian police, tax authorities, customs and excise authorities, the National Insurance Administration and the Norwegian FSA have electronic access to the data in this register.

12 ADDITIONAL INFORMATION

12.1 Documents on display

For twelve months from the date of this Prospectus, the following documents (or copies thereof) is available at the Company's website https://www.infrontfinance.com/:

- The Company's Articles of Association
- The Company's audited 2018 consolidated annual accounts, including the auditor's report
- The Company's unaudited consolidated financial statements for the three and six months period ending 30 June 2019
- Infront Sweden AB's Articles of Association
- Infront Sweden AB's audited 2018 annual accounts, including the auditor's report
- Infront Italia S.r.l.'s Articles of Association
- Infront Italia S.r.l. financial statements as of 30 June 2019
- Vwd Holding GmbH's Articles of Association
- Vwd Holding GmbH's audited financial statements as of 30 June 2019, including the auditor's report
- vwd Group GmbH's Articles of Association
- vwd Group GmbH's audited consolidated 2017 annual accounts, including the auditor's report
- vwd Group GmbH's audited consolidated 2018 annual accounts, including the auditor's report
- vwd Vereinigte Wirtschaftsdienste GmbH's Articles of Association
- vwd Vereinigte Wirtschaftsdienste GmbH's audited 2017 annual accounts, including the auditor's report
- vwd Vereinigte Wirtschaftsdienste GmbH's audited 2018 annual accounts, including the auditor's report
- EDG AG's Articles of Association
- EDG AG's audited 2018 annual accounts, including the auditor's report

12.2 Documents incorporated by reference

Section in Prospectus	Disclosure requirements of the Prospectus	Reference document and link	Page (P) in reference document
Section 7	Audited historical financial information	**Interim financial Statement for the three and six months period ended 30 June 2019** https://newsweb.oslobors.no/obsvc/attachment.obsvc?messageId=483518&attachmentId=187131&obsvc.item=1 **The Annual Accounts for the year ended 31 December 2018:** https://newsweb.oslobors.no/obsvc/attachment.obsvc?messageId=474499&attachmentId=181744&obsvc.item=1	p.12 -16 p.15-16, 34 –-59, 65-67, 84-88
Section 7	Auditor's report	**Auditor's report for the year ended 31 December 2018:** https://newsweb.oslobors.no/obsvc/attachment.obsvc?messageId=474499&attachmentId=181744&obsvc.item=1	p.122 - 127

13 DEFINITIONS AND GLOSSARY

13.1 Definitions

In the Prospectus, the following definitions have the meanings indicated below.

APM	Alternative Performance Measure as defined in ESMA Guidelines on Alternative Performance Measures dated 5 October 2015
B2B	Business to Business
Board or Board of Directors	The Board of Directors of the Company
Bonds or Bond Issue	The bond loan issued by the Company in a EUR 105,000,000 million senior secured bond issue with maturity 15 May 2023
Bond Terms	The bond terms for the Bonds, attached as Appendix 1
Bondholders' meeting	The supreme authority of the bondholders community in all matters relating to the Bonds
Business Day	Means a day on which both the relevant CSD settlement system and the bond currency settlement system is open
CAGR	Compounded annual growth rate
Call Option	The Issuer's right to redeem the Bonds as set out in section 10.2 of the Bond Terms under "Voluntary early redemption – Call Option".
Carlyle	The Carlyle Group
CHF	Swiss franc, the lawful currency of Switzerland
Company	Infront ASA, a public limited liability company duly incorporated under the laws of Norway, having its registered office at Munkedamsveien 45C, 0250 Oslo
Corporate Governance Code	The Norwegian Code of Practice for Corporate Governance dated 17 October 2018
CSD	The Norwegian Central Securities Depository (Verdipapirsentralen ASA)
DFS	Data and Feed Solutions
Due Diligence Investigations	Infront's performed due diligence of the vwd Group, including access to and Q&A with current management and the Sellers
EEA	European Economic Area
EU	European Union
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market
EUR	Euro, the lawful currency currently shared by 16 of the European Union's member states
Forward-looking statements	Statements relating to, without limitation, projections and expectations regarding the Group's future financial position, business strategy, plans and objectives
Group	The Company and its consolidated subsidiaries

Guarantee Agreement	The guarantee agreement dated 12 July 2019
HNWI	High Net Worth Individuals
HNWI +	HNWI and UHNWI
Infront Group	The Company and its consolidatedsubsidiaries
Interest Payment Date	The last day of each Interest Period, the first Interest Payment Date being 15 August 2019 and the last Interest Payment Date being the Maturity Date.
Investors currency	The currency of which an investor's financial activities are denominated
Issuer	Infront ASA, a public limited liability company deuly incorporated under the laws of Norway, having its registered office at Munkedamsveien 45C, 0250 Oslo
LEI	Legal Entity Identifier
Listing	Listing of the Bonds on Oslo Børs
MA	Mass Affluent
Managers	ABG Sundal Collier ASA and Danske Bank, Norwegian branch
Margin	3-month EURIBOR (the Reference Rate) plus 5.75 per cent
Material Group Company	The Issuer, the Target and any Group Company which has subsequently been nominated as a Material Group Company by the Issuer pursuant to Clause 13.13 in the Bond Terms
MiFID II	Directive 2014/65/EU
NOK	Norwegian kroner, the lawful currency of Norway
Norwegian FSA	The Norwegian Financial Supervisory Authority
Norwegian Public Limited Companies Act	The Norwegian Public Limited Companies Act of 13 June 1997 no. 45 (*Nw: allmennaksjeloven*)**.**
Norwegian Securities Trading Act	Norwegian Act no. 75 of June 29, 2007 on securities trading
Oslo Børs	The Oslo Stock Exchange
OTC	Over-the-counter
Prospectus	This prospectus, dated as stated herein
PAS	Portfolio and Advisory Solutions
PDS	Publication and Distribution Solutions
Put Option	Each Bondholders right to require that the Issuer purchases all or some of the Bonds held by that Bondholder at a price equal to 101% of the Nominal Account.
R&D	Research and development
RCS	Regulatory and Calculation Solutions

Regulation S	Regulation S under the U.S. Securities Act
Repayment Date	Means any call option repayment date, the default repayment date, the put option repayment date, the tax event repayment date, any longstop repayment date or the maturity date.
SaaS	Software as a Service
Sellers	The Sellers of vwd Group GmbH, consisting of CETP II Vienna S.À.R.L., EJK Investment und Beteilgungs GmbH and CETP II Vienna Finance S.À.R.L.
SPA	The share purchase agreement regarding the acquisition of vwd Group GmbH
Target	vwd Gorup GmbH
Transaction	Infront ASA's acquisition of 100% of the shares in vwd Group GmbH
UHNWI	Ultra High Net Worth Individuals
U.S. Securities Act	The United States Securities Act of 1933, asamended
VPS	VPS Holding ASA (the Norwegian Central Securities Depository) Biskop Gunnerus gate 14 A, P.O. box 4, N-0051 Oslo, Norway
vwd HoldCo	vwd Group GmbH
vwd Group	vwd Group GmbH together with its subsidiaries

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BOND TERMS

FOR

Infront ASA
Senior Secured Callable Open Bond Issue
2019/2023

ISIN NO0010850613

Contents

BOND TERMS between	
ISSUER:	Infront ASA, a company existing under the laws of Norway with registration number 979 806 787 and LEI-code 54930074DH4YRWTS3R80, and
BOND TRUSTEE:	Nordic Trustee AS, a company existing under the laws of Norway with registration number 963 342 624 and LEI-code 549300XAKTM2BMKIPT85.
DATED:	13 May 2019
These Bond Terms shall remain in effect for so long as any Bonds remain outstanding.	

1. INTERPRETATION

1.1 Definitions

The following terms will have the following meanings:

"**Acquisition**" means the Issuer's acquisition of the entire share capital of the Target including certain shareholder loans provided to the Target.

"**Additional Bonds**" means Bonds issued under a Tap Issue.

"**Affiliate**" means, in relation to any person:

(a) any person which is a Subsidiary of that person;

(b) any person who has Decisive Influence over that person (directly or indirectly); and

(c) any person which is a Subsidiary of an entity who has Decisive Influence (directly or indirectly) over that person.

"**Annual Financial Statements**" means the audited unconsolidated and consolidated annual financial statements of the Issuer for any financial year, prepared in accordance with IFRS, such financial statements to include a profit and loss account, balance sheet, cash flow statement and report of the board of directors.

"**Attachment**" means any schedule, appendix or other attachment to these Bond Terms.

"**Bond Terms**" means these terms and conditions, including all Attachments which shall form an integrated part of these Bond Terms, in each case as amended and/or supplemented from time to time.

"**Bond Trustee**" means the company designated as such in the preamble to these Bond Terms, or any successor, acting for and on behalf of the Bondholders in accordance with these Bond Terms.

"**Bond Trustee Fee Agreement**" means the agreement entered into between the Issuer and the Bond Trustee relating among other things to the fees to be paid by the Issuer to the Bond Trustee for its obligations relating to the Bonds.

"**Bondholder**" means a person who is registered in the CSD as directly registered owner or nominee holder of a Bond, subject however to Clause 3.3 (*Bondholders' rights*).

"**Bondholders' Meeting**" means a meeting of Bondholders as set out in Clause 14 (*Bondholders' Decisions*).

"**Bonds**" means the debt instruments issued by the Issuer pursuant to these Bond Terms, including any Additional Bonds.

"**Business Day**" means a day on which both the relevant CSD settlement system is open, and which is a TARGET Day.

"**Business Day Convention**" means that if the last day of any Interest Period originally falls on a day that is not a Business Day, the Interest Period will be extended to include the first following Business Day unless that day falls in the next calendar month, in which case the Interest Period will be shortened to the first preceding Business Day (*Modified Following).*

"**Call Option**" has the meaning given to it in Clause 10.2 (*Voluntary early redemption – Call Option*).

"**Call Option Repayment Date**" means the settlement date for the Call Option determined by the Issuer pursuant to Clause 10.2 (*Voluntary early redemption – Call Option*), Clause 10.3(d) or a date agreed upon between the Bond Trustee and the Issuer in connection with such redemption of Bonds.

"**Change of Control Event**" means:

(a) any event whereby any person or group of persons acting in concert gains control of fifty (50) per cent. or more of the shares or voting rights in the Issuer; or

(b) the shares of the Issuer cease to be listed on Oslo Stock Exchange.

"**Compliance Certificate**" means a statement substantially in the form as set out in Attachment 1 hereto.

"**CSD**" means the central securities depository in which the Bonds are registered, being Verdipapirsentralen ASA (VPS).

"**Decisive Influence**" means a person having, as a result of an agreement or through the ownership of shares or interests in another person (directly or indirectly):

(a) a majority of the voting rights in that other person; or

(b) a right to elect or remove a majority of the members of the board of directors of that other person.

"**Default Notice**" means a written notice to the Issuer as described in Clause 14.2 (*Acceleration of the Bonds*).

"**Default Repayment Date**" means the settlement date set out by the Bond Trustee in a Default Notice requesting early redemption of the Bonds.

"**Disbursement Security**" has the meaning given to it in paragraph (b) of Clause 2.5 (*Transaction Security*).

"**Distribution**" means any:

(a) payment of dividend on shares;

(b) repurchase of own shares;

(c) redemption of share capital or other restricted equity with repayment to shareholders;

(d) repayment or service of any Subordinated Loan; or

(e) any other similar distribution or transfers of value to the direct and indirect shareholders of any Group Company or the Affiliates of such direct and indirect shareholders.

"**EBITDA**" means, in respect of the Relevant Period, the consolidated operating profit of the Group according to the latest Financial Report(s):

(a) before deducting any amount of tax on profits, gains or income paid or payable by any member of the Group;

(b) before deducting any Net Finance Charges;

(c) excluding any Transaction Costs incurred in connection with the Acquisition;

(d) excluding any items (positive or negative) of a one off, non-recurring, extraordinary, unusual or exceptional nature (including, without limitation, restructuring expenditures) not exceeding 10 per cent. of EBITDA for any Relevant Period;

(e) before taking into account any unrealised gains or losses on any derivative instrument (other than any derivative instruments which are accounted for on a hedge account basis);

(f) excluding the charge to profit represented by the expensing of stock options;

(g) after adding back or deducting, as the case may be, the amount of any loss or gain against book value on a disposal of any asset (other than in the ordinary course of trading) and any loss or gain arising from an upward or downward revaluation of any asset;

(h) after deducting the amount of any profit (or adding back the amount of any loss) of any member of the Group which is attributable to minority interests;

(i) after adding back or deducting, as the case may be, the Group's share of the profits or losses of entities which are not part of the Group;

(j) after adding back any losses to the extent covered by any insurance (covering loss of profits, business interruption or delay in start-up);

(k) before taking into account any Pension Items;

(l) after deducting any lease payments made by a Group Company under any lease or hire purchase contract which would have been treated as a finance or capital lease for accounting purposes in accordance with IFRS as applicable on 31 December 2018; and

(m) after adding back any amount attributable to the amortisation, depreciation or depletion of assets of members of the Group.

"**Escrow Account**" means an account (with a bank acceptable to the Bond Trustee) in the name of the Issuer, pledged and blocked on first priority as security for the Issuer's obligations under the Finance Documents.

"**Escrow Account Pledge**" means the first priority pledge over the Escrow Account in favour of the Bond Trustee (on behalf of itself and the Bondholders), where the bank operating the account has waived any set-off rights.

"**Event of Default**" means any of the events or circumstances specified in Clause 14.1 (*Events of Default*).

"**Exchange**" means:

(a) Oslo Børs (the Oslo Stock Exchange); or

(b) any regulated market as such term is understood in accordance with the Markets in Financial Instruments Directive (Directive 2004/39/EC) or the Markets in Financial Instruments Directive 2014/65/EU (MiFID II), as applicable.

"**Existing Group Debt**" means financial indebtedness incurred and outstanding under the Issuer's term loan entered into with Danske Bank A/S of approximately NOK 60,000,000 plus accrued interest.

"**Existing Target Debt**" means financial indebtedness incurred and outstanding under the Target group's existing facilities agreement entered into with Skandinaviska Enskilda Banken AB (publ) Frankfurt branch as lender of approximately EUR 39,000,000 plus accrued interest.

"**Existing Vendor Note**" means the NOK 40,000,000 vendor note.

"**Finance Charges**" means, for the Relevant Period, the aggregate amount of the accrued interest, commission, fees (excluding arrangement fees in respect of the Initial Bond Issue and the Revolving Credit Facility), discounts, payment fees, premiums or charges, legal fees, and other finance payments in respect of Financial Indebtedness whether paid, payable or capitalised by any member of the Group (calculated on a consolidated basis) in respect of that Relevant Period, without taking into account any capitalised interest in respect of any Subordinated Loan, or any unrealised gains or losses on any derivative instruments other than any derivative instruments which are accounted for on a hedge accounting basis.

"**Finance Documents**" means these Bond Terms, the Bond Trustee Fee Agreement, the Intercreditor Agreement, any Transaction Security Document, any Security Agent Agreement, and any other document designated by the Issuer and the Bond Trustee as a Finance Document.

"**Financial Indebtedness**" means any indebtedness for or in respect of:

(a) moneys borrowed (and debit balances at banks or other financial institutions);

(b) any amount raised by acceptance under any acceptance credit facility or dematerialized equivalent;

(c) any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or any similar instrument, including the Bonds;

(d) the amount of any liability in respect of any Finance Lease;

(e) receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis provided that the requirements for de-recognition under IFRS are met);

(f) any derivative transaction entered into and, when calculating the value of any derivative transaction, only the marked to market value (or, if any actual amount is due as a result of the termination or close-out of that derivative transaction, that amount shall be taken into account);

(g) any counter-indemnity obligation in respect of a guarantee, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution in respect of an underlying liability of a person which is not a Group Company which liability would fall within one of the other paragraphs of this definition;

(h) any amount raised by the issue of redeemable shares which are redeemable (other than at the option of the Issuer) before the Maturity Date or are otherwise classified as borrowings under IFRS;

(i) any amount of any liability under an advance or deferred purchase agreement, if (a) the primary reason behind entering into the agreement is to raise finance or (b) the agreement is in respect of the supply of assets or services and payment is due more than 120 calendar days after the date of supply;

(j) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing or otherwise being classified as a borrowing under IFRS; and

(k) without double counting, the amount of any liability in respect of any guarantee for any of the items referred to in paragraphs a) to j) above.

"**Finance Lease**" means any lease or hire purchase contract which would have been treated as a finance or capital lease for accounting purposes in accordance with IFRS as applicable on 31 December 2018.

"**Financial Reports**" means the Annual Financial Statements and the Interim Accounts.

"**Financial Support**" means any loans, guarantees, Security or other financial assistance (whether actual or contingent).

"**First Call Date**" means the Interest Payment Date falling in May 2021.

"**Group**" means the Issuer and its Subsidiaries from time to time.

"**Group Company**" means any person which is a member of the Group.

"**Guarantee**" means the joint and several unconditional and irrevocable Norwegian law guarantee and indemnity (Norwegian: "*selvskyldnerkausjon*") issued by each of the Guarantors in respect of the Secured Obligations.

"**Guarantor**" means each Material Group Company (other than the Issuer).

"**IFRS**" means the International Financial Reporting Standards (IFRS) and guidelines and interpretations issued by the International Accounting Standards Board (or any predecessor and successor thereof), in force from time to time.

"**Incurrence Test**" shall have the meaning ascribed to such term in Clause 13.15 (*Incurrence Test*).

"**Initial Bond Issue**" means the aggregate Nominal Amount of all Bonds issued on the Issue Date.

"**Initial Nominal Amount**" means the nominal amount of each Bond as set out in Clause 2.1 (*Amount, denomination and ISIN of the Bonds*).

"**Insolvent**" means that a person:

(a) is unable or admits inability to pay its debts as they fall due;

(b) suspends making payments on any of its debts generally; or

(c) is otherwise considered insolvent or bankrupt within the meaning of the relevant bankruptcy legislation of the jurisdiction which can be regarded as its center of main interest as such term is understood pursuant to Council Regulation (EC) no. 1346/2000 on insolvency proceedings (as amended).

"**Intercompany Loan**" means any loan or credit made by any Group Company to any Material Group Company where (a) the loan or credit is scheduled to be outstanding for at least 12 months and (b) the principal amount thereof is at least of EUR 2,000,000 (or the equivalent amount in another currency) and which pursuant to the Intercreditor Agreement shall be fully subordinated to the claims under the Finance Documents, provided that no Financial Indebtedness under any cash pooling arrangement shall constitute an Intercompany Loan.

"**Intercreditor Agreement**" means the intercreditor agreement entered into on or about the date of these Bond Terms between, among others, the Issuer, the Bond Trustee and the Security Agent.

"**Interest Cover Ratio**" means the ratio of EBITDA to Net Interest Expenses.

"**Interest Expenses**" means, for any Relevant Period, the aggregate amount of interest, commission, fees, discounts, premiums or charges paid or payable by any member of the Group calculated on a consolidated basis in cash in respect of any Financial Indebtedness:

(a) excluding any agency, arrangement, underwriting, amendment, consent, one-off or other upfront fees or costs in respect of any Financial Indebtedness;

(b) including the interest (but not the capital) element of payments in respect of Finance Leases;

(c) plus an amount equal to any amount payable by members of the Group under hedging agreements in respect of interest in relation to that Relevant Period and minus an amount equal to any amount payable to members of the Group under hedging agreements in respect of Interest in relation to that Relevant Period (other than one-off implementation or termination costs);

(d) excluding any Transaction Costs;

(e) excluding any non-cash pay interest on any Financial Indebtedness and any interest (capitalised or otherwise) accrued on any shareholder contribution and/or subordinated debt; and

(f) excluding any original issue discount applied in connection with any Financial Indebtedness and any amortization thereof,

but excluding any amounts falling within paragraphs (a)-(f) (inclusive) above that are payable in respect of any Financial Indebtedness of the Target or its subsidiaries that is repaid on or before the closing date of the Acquisition and so that no amount shall be added (or deducted) more than once.

"**Interest Payment Date**" means the last day of each Interest Period, the first Interest Payment Date being 15 August 2019 and the last Interest Payment Date being the Maturity Date.

"**Interest Period**" means, subject to adjustment in accordance with the Business Day Convention, the period between 15 August, 15 November, 15 February and 15 May each year, provided however that an Interest Period shall not extend beyond the Maturity Date.

"**Interest Rate**" means the percentage rate per annum which is the aggregate of the Reference Rate for the relevant Interest Period plus the Margin.

"**Interest Quotation Day**" means, in relation to any period for which Interest Rate is to be determined, 2 Quotation Business Days before the first day of the relevant Interest Period.

"**Interim Accounts**" means the unaudited unconsolidated and consolidated quarterly financial statements of the Issuer for the quarterly period ending on each 31 March, 30 June, 30 September and 31 December in each year, prepared in accordance with IFRS, such financial statements to include a profit and loss account, balance sheet, cash flow statement and an accompanying management summary.

"**ISIN**" means International Securities Identification Number, being the identification number of the Bonds.

"**Issue Date**" means 15 May 2019.

"**Issuer**" means the company designated as such in the preamble to these Bond Terms.

"**Issuer's Bonds**" means any Bonds which are owned by any Obligor or any Affiliate of an Obligor.

"**Leverage Ratio**" means the ratio of Total Net Debt to EBITDA.

"**Listing Failure Event**" means:

(a) that the Bonds have not been admitted to listing on an Exchange within 6 months following the Issue Date, or

(b) in the case of a successful admission to listing, that a period of 6 months has elapsed since the Bonds ceased to be admitted to listing on an Exchange.

"**Longstop Date**" means 11 September 2019.

"**Make Whole Amount**" means an amount equal to the sum of:

(a) the present value on the Call Option Repayment Date of 102.875 per cent. of the Nominal Amount of the redeemed Bonds as if such payment originally should have taken place on the First Call Date; and

(b) the present value on the Call Option Repayment Date of the remaining interest payments of the redeemed Bonds (excluding accrued but unpaid interest up to the Call Option Repayment Date) up to and including the First Call Date,

where the present value shall be calculated by using a discount rate of 0.50 basis points per annum.

"**Manager**" means any of ABG Sundal Collier ASA and Danske Bank, Norwegian Branch.

"**Margin**" means 5.75 per cent.

"**Material Adverse Effect**" means a material adverse effect on:

(a) the ability of the Issuer or any Guarantor to perform and comply with its obligations under any of the Finance Documents; or

(b) the validity or enforceability of any of the Finance Documents.

"**Material Group Company**" means the Issuer, the Target and any Group Company which has subsequently been nominated as a Material Group Company by the Issuer pursuant to Clause 13.13 (*Nomination of Material Group Companies*).

"**Maturity Date**" means 15 May 2023, adjusted according to the Business Day Convention.

"**Maximum Issue Amount**" shall have the meaning ascribed to such term in Clause 2.1 (*Amount, denomination and ISIN of the Bonds*).

"**Net Interest Expenses**" means, for any Relevant Period, the Interest Expenses for that Relevant Period after deducting any interest accrued (whether or not paid) in that Relevant Period to any member of the Group (other than by another member of the Group) on any bank deposit, cash or cash equivalent investment.

"**Net Finance Charges**" means, for the Relevant Period, the Finance Charges for that Relevant Period, after deducting any interest payable for that Relevant Period to any Group Company from external third parties and any interest income relating to cash or cash equivalent investment (and excluding any payment-in-kind interest capitalised on Subordinated Loans).

"**Net Profit**" means the consolidated net profit (or loss) after tax in accordance with IFRS according to the consolidated annual financial statements of the Issuer for the relevant calendar year, excluding any positive items of a one off, non-recurring, extraordinary or exceptional nature including, without limitation, any gain arising on a disposal of any asset outside the ordinary course of trading and excluding any loss arising on a disposal of any asset outside the ordinary course of trading.

"**Nominal Amount**" means the Initial Nominal Amount (less the aggregate amount by which each Bond has been partially redeemed, if any, pursuant to Clause 10 (*Redemption and repurchase of Bonds*)), or any other amount following a split of Bonds pursuant to Clause 16.2, paragraph (j).

"**Non-Core Assets**" means the shares in and assets of each of vwd TransactionSolutions AG (incorporated in Germany), Lenz + Partner GmbH (incorporated in Germany) and vwd PortfolioNet Service AG (incorporated in Switzerland).

"**Obligor**" means the Issuer and any Guarantor(s).

"**Outstanding Bonds**" means any Bonds not redeemed or otherwise discharged.

"**Overdue Amount**" means any amount required to be paid by an Obligor under any of the Finance Documents but not made available to the Bondholders on the relevant Payment Date or otherwise not paid on its applicable due date.

"**Partial Payment**" means a payment that is insufficient to discharge all amounts then due and payable under the Finance Documents.

"**Paying Agent**" means the legal entity appointed by the Issuer to act as its paying agent with respect to the Bonds in the CSD.

"**Payment Date**" means any Interest Payment Date or any Repayment Date.

"**Pension Items**" means any income or charge attributable to a post-employment benefit scheme other than the current service costs attributable to the scheme.

"**Permitted Distribution**" means any Distribution by:

(a) a Group Company, if such Distribution is made to another Group Company and, if made by a Group Company which is not wholly-owned, is made on a pro rata basis; or

(b) the Issuer, if the Issuer is in compliance with the Incurrence Test, tested pro forma after such Distribution and otherwise calculated as set out in the Incurrence Test, provided that the Distribution does not (when aggregated with any previous Distributions pursuant to this paragraph (b)) exceed 50% of the Group's aggregated consolidated Net Profit the previous calendar year (and where any unutilized portion of such Net Profit may not be carried forward).

provided in each case that no Event of Default is continuing or would result from such Distribution.

"**Permitted Financial Indebtedness**" means any Financial Indebtedness:

(a) under the Finance Documents and the RCF Finance Documents;

(b) in the form of any Intercompany Loans;

(c) in the form of any loans between Group Companies (other than the Issuer) that do not constitute Intercompany Loans;

(d) in the form of any Subordinated Loans;

(e) arising between any Group Companies under any cash pooling arrangement of the Group;

(f) incurred under any advance or deferred purchase agreement on normal commercial terms by any member of the Group from any of its trading partners in the ordinary course of its trading activities;

(g) incurred by the Issuer, if such Financial Indebtedness meets the Incurrence Test tested pro forma including such new Financial Indebtedness, and is incurred as a result of a Tap Issue;

(h) incurred as a result of any Group Company acquiring another entity and which is due to such acquired entity holding indebtedness, provided that (i) the Incurrence Test is met, tested pro forma including the acquired entity in question, and (ii) such indebtedness is refinanced with the Issuer as the new borrower (in accordance with the terms hereof) or repaid within 120 days of completion of such acquisition;

(i) under any pension and tax liabilities incurred in the ordinary course of business;

(j) incurred in connection with the redemption of the Bonds in full in order to refinance the Bonds and provided further that such Financial Indebtedness is either undrawn or fully cash collateralised up until the redemption of the Bonds (taking into account the rules and regulations of CSD), for the purpose of securing, inter alia, the full redemption of the Bonds;

(k) incurred under paragraphs (d), (f) and (g) of the definition of "Permitted Financial Support";

(l) incurred under the Existing Vendor Note;

(m) in the form of any Permitted Hedging Obligation; or

(n) any Finance Lease or hire purchase contract, any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution in respect of an underlying liability in the ordinary course of business of a Group Company or otherwise not permitted by the preceding paragraphs, provided that such Financial Indebtedness is incurred in the ordinary course of business and the outstanding amount of which does not exceed the higher of EUR 5,000,000 (or its equivalent in other currencies) and 25 per cent of EBITDA, in aggregate for the Group at any time.

"**Permitted Financial Support**" means any guarantee or loan (financial support):

(a) granted under the Finance Documents;

(b) granted in respect of the RCF Finance Documents or any Permitted Hedging Obligation, provided that such guarantee is granted in favour of the Secured Parties in accordance with the terms of the Intercreditor Agreement;

(c) permitted under paragraphs (b), (c) and (e) of the definition of "Permitted Financial Indebtedness";

(d) which constitutes a trade credit or guarantee issued in respect of a liability incurred by another Group Company in the ordinary course of business;

(e) arising by operation of law or in the ordinary course of trading and not as a result of any default or omission;

(f) arising in the ordinary course of banking arrangements for the purposes of netting debt and credit balances of Group Companies;

(g) for any rental obligations in respect of any real property leased by a Group Company in the ordinary course of business and on normal commercial terms; or

(h) not otherwise permitted by the preceding paragraphs which is incurred in the ordinary course of business and does not exceed the higher of EUR 5,000,000 (or its equivalent in other currencies) and 25 per cent of EBITDA, in aggregate for the Group at any time.

"**Permitted Hedging Obligations**" means any obligation of any Group Company under a derivative transaction entered into with one or more hedge counterparties (each a "**Hedge Counterparty**") in connection with protection against or benefit from fluctuation in any rate or price, where such exposure arises in respect of payments to be made under the Bond Terms or the RCF Finance Documents or otherwise in the ordinary course of business (but not a derivative transaction for investment or speculative purposes). Any Permitted Hedging Obligation may be secured by the Disbursement Security, which shall be shared between the Secured Parties in accordance with the terms of the Intercreditor Agreement, and any additional security as permitted under paragraph (b) of the definition of "Permitted Security".

"**Permitted Security**" means any Security:

(a) created under the Finance Documents;

(b) created in respect of the RCF Finance Documents or any Permitted Hedging Obligation, provided that such security is extended to and shared between the Secured Parties pursuant to the terms of the Intercreditor Agreement;

(c) arising by operation of law or in the ordinary course of trading and not as a result of any default or omission;

(d) arising in the ordinary course of banking arrangements for the purposes of netting debt and credit balances of Group Companies;

(e) in the form of rental deposits or other guarantees in respect of any lease agreement including in relation to real property entered into by a Group Company in the ordinary course of business and on normal commercial terms;

(f) incurred as a result of any Group Company acquiring another entity and which is due to such entity having provided security, provided that the debt secured with such security is Permitted Financial Indebtedness in accordance with paragraph (h) of the definition of "Permitted Financial Indebtedness" and that such security is discharged upon the refinancing of that debt (in accordance with the terms hereof);

(g) created in the form of a pledge over one or more escrow accounts to which the proceeds incurred in relation to a refinancing of the Bonds are intended to be received and are subsequently received; or

(h) not otherwise permitted by the preceding paragraphs which is incurred in the ordinary course of business and does not secure any obligations of more than the higher of EUR 5,000,000 (or its equivalent in other currencies) and 25 per cent of EBITDA, in aggregate for the Group at any time.

"**Pre-Settlement Security**" has the meaning given to it in paragraph (a) of Clause 2.5 (*Transaction Security*).

"**Put Option**" shall have the meaning ascribed to such term in Clause 10.3 (*Mandatory repurchase due to a Put Option Event*).

"**Put Option Event**" means a Change of Control Event.

"**Put Option Repayment Date**" means the settlement date for the Put Option pursuant to Clause 10.3 (*Mandatory repurchase due to a Put Option Event*).

"**Quotation Business Day**" means a day which is a Target Day.

"**RCF Creditors**" means the finance parties under the Revolving Credit Facility (including any lease providers).

"**RCF Finance Documents**" means the agreement(s) for the Revolving Credit Facility and any leasing facility, guarantee, letter of credit or other document entered into in relation thereto.

"**Reference Rate**" shall mean EURIBOR (European Interbank Offered Rate) being;

(a) the interest rate displayed on Reuters screen EURIBOR01 (or through another system or website replacing it) as of or around 11.00 a.m. (Brussels time) on the Interest Quotation Day for the offering of deposits in Euro and for a period comparable to the relevant Interest Period;

(b) if no screen rate is available for the relevant Interest Period:

(i) the linear interpolation between the two closest relevant interest periods, and with the same number of decimals, quoted under paragraph (a) above; or

(ii) a rate for deposits in the Bond currency for the relevant Interest Period as supplied to the Bond Trustee at its request quoted by a sufficient number of commercial banks reasonably selected by the Bond Trustee; or

(c) if the interest rate under paragraph (a) is no longer available, the interest rate will be set by the Bond Trustee in consultation with the Issuer to:

(i) any relevant replacement reference rate generally accepted in the market; or

(ii) such interest rate that best reflects the interest rate for deposits in the Bond currency offered for the relevant Interest Period.

In each case, if any such rate is below zero, the Reference Rate will be deemed to be zero.

"**Relevant Jurisdiction**" means the country in which the Bonds are issued, being Norway.

"**Relevant Period**" means each period of twelve (12) consecutive calendar months ending on the last day of the preceding financial quarter.

"**Relevant Record Date**" means the date on which a Bondholder's ownership of Bonds shall be recorded in the CSD as follows:

(a) in relation to payments pursuant to these Bond Terms, the date designated as the Relevant Record Date in accordance with the rules of the CSD from time to time; or

(b) for the purpose of casting a vote with regard to Clause 15 (*Bondholders' Decisions*), the date falling on the immediate preceding Business Day to the date of that Bondholders' decision being made, or another date as accepted by the Bond Trustee.

"**Repayment Date**" means any date for payment of instalments in accordance with Clause 10.1 (*Redemption of Bonds*), any Call Option Repayment Date, the Default Repayment Date, the Put Option Repayment Date, the Tax Event Repayment Date, the Longstop Date or the Maturity Date.

"**Revolving Credit Facility**" means a revolving credit, guarantee, leasing and/or overdraft facility to be provided to the Issuer and any other Material Group Companies which may consist of one or several facilities (including any ancillary facilities) from one or more lenders, which shall rank *pari passu* between each other.

"**Secured Obligations**" means all present and future obligations and liabilities at any time due, owing or incurred by any Group Company to any Secured Party under the Finance Documents, the RCF Finance Documents and any finance documents related to any Permitted Hedging Obligations, both actual and contingent.

"**Secured Parties**" means the Security Agent and the Bond Trustee on behalf of itself and the Bondholders, any RCF Creditors and any Hedge Counterparties.

"**Securities Trading Act**" means the Securities Trading Act of 2007 no.75 of the Relevant Jurisdiction.

"**Security**" means a mortgage, charge, pledge, lien, security assignment or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.

"**Security Agent**" means the Bond Trustee or any successor Security Agent, acting for and on behalf of the Secured Parties in accordance with any Security Agent Agreement or any other Finance Document.

"**Security Agent Agreement**" means any agreement other than these Bond Terms whereby the Security Agent is appointed to act as such in the interest of the Bond Trustee (on behalf of itself and the Bondholders).

"**Security Principles**" means the security principles as set out in Attachment 3.

"**Subordinated Loan**" means any loan granted or to be granted to the Issuer, with terms (including aggregate amount) and final structure acceptable to the Bond Trustee and the RCF Creditors (acting in their sole discretion), inter alia to ensure that (i) such loan is fully subordinated to the Secured Obligations, and (ii) any repayment of, or payment of interest under, any such loan (other than as Permitted Distribution) is subject to all present and future obligations and liabilities under the Secured Obligations having been discharged in full.

"**Subsidiary**" means a company over which another company has Decisive Influence.

"**Summons**" means the call for a Bondholders' Meeting or a Written Resolution as the case may be.

"**Tap Issue**" shall have the meaning ascribed to such term in Clause 2.1 (*Amount, denomination and ISIN of the Bonds).*

"**Tap Issue Addendum**" shall have the meaning ascribed to such term in Clause 2.1 (*Amount, denomination and ISIN of the Bonds).*

"**Target**" means vwd Group GmbH.

"**TARGET Day**" means any day on which the Trans-European Automated Real-time Gross Settlement Express Transfer payment system is open for the settlement of payments in euro.

"**Tax Event Repayment Date**" means the date set out in a notice from the Issuer to the Bondholders pursuant to Clause 10.4 (*Early redemption option due to a tax event*).

"**Total Net Debt**" means the aggregate interest bearing Financial Indebtedness (including, in respect of Finance Leases only, their capitalised value, and excluding any Subordinated Loans, any interest bearing debt borrowed from any Group Company, and, for the avoidance of doubt, any Bonds owned by the Issuer) less cash and cash equivalents of the Group in accordance with IFRS, including funds held on the Escrow Account.

"**Transaction Costs**" means all fees, costs and expenses, stamp, registration and other taxes incurred by the Issuer or any other member of the Group in connection with the Acquisition, the issuance of the Bonds and the establishment of the Revolving Credit Facility.

"**Transaction Security**" means the Security created or expressed to be created in favour of the Security Agent (on behalf of the Secured Parties) pursuant to the Transaction Security Documents.

"**Transaction Security Documents**" means all of the documents which shall be executed or delivered pursuant to Clause 2.5 (*Transaction Security*) other than the Escrow Account Pledge.

"**Voting Bonds**" means the Outstanding Bonds less the Issuer's Bonds.

"**Written Resolution**" means a written (or electronic) solution for a decision making among the Bondholders, as set out in Clause 15.5 (*Written Resolutions*).

1.2 Construction

In these Bond Terms, unless the context otherwise requires:

(a) headings are for ease of reference only;

(b) words denoting the singular number will include the plural and vice versa;

(c) references to Clauses are references to the Clauses of these Bond Terms;

(d) references to a time are references to Central European time unless otherwise stated;

(e) references to a provision of "**law**" is a reference to that provision as amended or re-enacted, and to any regulations made by the appropriate authority pursuant to such law;

(f) references to a "**regulation**" includes any regulation, rule, official directive, request or guideline by any official body;

(g) references to a "**person**" means any individual, corporation, partnership, limited liability company, joint venture, association, joint-stock company, trust, unincorporated organization, government, or any agency or political subdivision thereof or any other entity, whether or not having a separate legal personality;

(h) references to Bonds being "**redeemed**" means that such Bonds are cancelled and discharged in the CSD in a corresponding amount, and that any amounts so redeemed may not be subsequently re-issued under these Bond Terms;

(i) references to Bonds being "**purchased**" or "**repurchased**" by the Issuer means that such Bonds may be dealt with by the Issuer as set out in Clause 11.1 (*Issuer's purchase of Bonds*),

(j) references to persons "**acting in concert**" shall be interpreted pursuant to the relevant provisions of the Securities Trading Act; and

(k) an Event of Default is "**continuing**" if it has not been remedied or waived.

2. THE BONDS

2.1 Amount, denomination and ISIN of the Bonds

(a) The Issuer has resolved to issue a series of Bonds in the maximum amount of EUR 200,000,000 (the "**Maximum Issue Amount**"). The Bonds may be issued on different issue dates and the Initial Bond Issue will be in the amount of EUR 105,000,000. The

Issuer may, provided that the conditions set out in Clause 6.3 (Tap Issues) are met, at one or more occasions issue Additional Bonds (each a "**Tap Issue**") until the Nominal Amount of all Additional Bonds equals in aggregate the Maximum Issue Amount less the Initial Bond Issue. Each Tap Issue will be subject to identical terms as the Bonds issued pursuant to the Initial Bond Issue in all respects as set out in these Bond Terms, except that Additional Bonds may be issued at a different price than for the Initial Bond Issue and which may be below or above the Nominal Amount. The Bond Trustee shall prepare an addendum to these Bond Terms evidencing the terms of each Tap Issue (a "**Tap Issue Addendum**").

(b) The Bonds are denominated in Euro (EUR), being the single currency of the participating member states in accordance with the legislation of the European Community relating to Economic and Monetary Union.

(c) The Initial Nominal Amount of each Bond is EUR 100,000.

(d) The ISIN of the Bonds is NO 001 0850613. All Bonds issued under the same ISIN will have identical terms and conditions as set out in these Bond Terms.

2.2 Tenor of the Bonds

The tenor of the Bonds is from and including the Issue Date to but excluding the Maturity Date.

2.3 Use of proceeds

(a) The Issuer will use the net proceeds from the Initial Bond Issue (net of fees and legal costs of the Managers and the Bond Trustee) towards:

(i) partly financing the Acquisition;

(ii) refinancing (in the form of on-lend financing) of the Existing Target Debt;

(iii) refinancing of the Existing Group Debt;

(iv) payment of Transaction Costs; and

(v) general corporate purposes of the Group.

(b) The Issuer will use the net proceeds from the issuance of any Additional Bonds (net of any fees) for the general corporate purposes of the Group.

2.4 Status of the Bonds

The Bonds will constitute senior unsubordinated obligations of the Issuer. The Bonds will rank pari passu between themselves and will rank at least pari passu with all other obligations of the Issuer (save for such claims which are preferred by bankruptcy, insolvency, liquidation or other similar laws of general application). The Bonds will be secured on a pari passu basis with the other Secured Parties in respect of the Security, subject to the super senior status of the Revolving Credit Facility and Permitted Hedging Obligations. The RCF Creditors and the Hedge Counterparties will receive (i) the proceeds from any enforcement of the Transaction Security and the Guarantees and certain distressed disposals and (ii) any payments following any other enforcement event prior to the Bondholders (but otherwise rank pari passu in right of payment with the Bonds) in accordance with the waterfall provisions of the Intercreditor Agreement.

2.5 Transaction Security

(a) As Security for the due and punctual fulfilment of the Secured Obligations, the Issuer shall procure that the following pre-settlement security (subject to mandatory limitations under applicable law and the Security Principles) is granted in favour of the Bond Trustee (on behalf of the Bondholders) with first priority within the times agreed in Clause 6 (*Conditions for disbursement*):

Pre-Settlement Security:

(i) the Escrow Account Pledge;

(b) As Security for the due and punctual fulfilment of the Secured Obligations, the Issuer shall procure that the following Transaction Security (subject to mandatory limitations under applicable law and the Security Principles) is granted in favour of the Security Agent with first priority within the times agreed in Clause 6 (*Conditions for disbursement*):

Disbursement Security:

(i) first priority pledges over all the shares issued by any Material Group Company (other than the Issuer) owned by a Group Company;

(ii) first priority charges over the bank accounts of each Material Group Company (to be unblocked except if an Event of Default has occurred and is continuing) to the extent permitted by law, regulation and the internal policies of the relevant banks;

(iii) first priority assignment by way of a floating charge of the trade receivables of each Material Group Company to the extent permitted by law;

(iv) first priority assignment of any Intercompany Loan made to a Material Group Company; and

(v) joint and several unconditional and irrevocable Norwegian law guarantees from each of the Guarantors, which shall constitute senior obligations of the Guarantors.

(c) The Transaction Security and the Intercreditor Agreement shall be entered into on such terms and conditions as the Bond Trustee in its discretion deems appropriate in order to create the intended benefit for the Secured Parties under the relevant document.

(d) The Disbursement Security (but not the Pre-Settlement Security) shall be shared between the Secured Parties in accordance with the terms of the Intercreditor Agreement. The Bond Trustee will, to the extent permitted by applicable law, act as security agent in respect of the Disbursement Security and any other security provided in accordance with the terms of the Intercreditor Agreement (unless otherwise set out in the Intercreditor Agreement for any Permitted Security not to be shared among the Secured Parties). The Pre-Settlement Security and the Disbursement Security shall be subject to the Security Principles.

(e) The Bond Trustee (in its capacity as security agent) shall pursuant to the terms of the Intercreditor Agreement (A) release any Guarantees and Security over shares or assets which are sold or otherwise disposed of (i) in any merger, de-merger or disposal permitted by Clauses 13.2 (*Mergers*), 13.3 (*De-mergers*), and 13.5 (*Disposals*), and (ii) following enforcement or insolvency and (B) release any Guarantee or Security provided by a Guarantor that ceases to be a Material Group Company, for the avoidance of doubt, notwithstanding anything to the contrary in the relevant Security Document.

3. THE BONDHOLDERS

3.1 Bond Terms binding on all Bondholders

(a) By virtue of being registered as a Bondholder (directly or indirectly) with the CSD, the Bondholders are bound by these Bond Terms and any other Finance Document, without any further action required to be taken or formalities to be complied with by the Bond Trustee, the Bondholders, the Issuer or any other party.

(b) The Bond Trustee is always acting with binding effect on behalf of all the Bondholders.

3.2 Limitation of rights of action

(a) No Bondholder is entitled to take any enforcement action, instigate any insolvency procedures, or take other legal action against the Issuer or any other party in relation to any of the liabilities of the Issuer or any other party under or in connection with the Finance Documents, other than through the Bond Trustee and in accordance with these Bond Terms, provided, however, that the Bondholders shall not be restricted from exercising any of their individual rights derived from these Bond Terms, including the right to exercise the Put Option.

(b) Each Bondholder shall immediately upon request by the Bond Trustee provide the Bond Trustee with any such documents, including a written power of attorney (in form and substance satisfactory to the Bond Trustee), as the Bond Trustee deems necessary for the purpose of exercising its rights and/or carrying out its duties under the Finance Documents. The Bond Trustee is under no obligation to represent a Bondholder which does not comply with such request.

3.3 Bondholders' rights

(a) If a beneficial owner of a Bond not being registered as a Bondholder wishes to exercise any rights under the Finance Documents, it must obtain proof of ownership of the Bonds, acceptable to the Bond Trustee.

(b) A Bondholder (whether registered as such or proven to the Bond Trustee's satisfaction to be the beneficial owner of the Bond as set out in paragraph (a) above) may issue one or more powers of attorney to third parties to represent it in relation to some or all of the Bonds held or beneficially owned by such Bondholder. The Bond Trustee shall only have to examine the face of a power of attorney or similar evidence of authorisation that has been provided to it pursuant to this Clause 3.3 (*Bondholders' rights*) and may assume that it is in full force and effect, unless otherwise is apparent from its face or the Bond Trustee has actual knowledge to the contrary.

4. ADMISSION TO LISTING

The Issuer shall use its reasonable endeavours to ensure that the Bonds are listed on an Exchange within 6 months of the Issue Date and thereafter remain listed on such Exchange until the Bonds have been redeemed in full.

5. REGISTRATION OF THE BONDS

5.1 Registration in the CSD

The Bonds shall be registered in dematerialised form in the CSD according to the relevant securities registration legislation and the requirements of the CSD.

5.2 Obligation to ensure correct registration

The Issuer will at all times ensure that the registration of the Bonds in the CSD is correct and shall immediately upon any amendment or variation of these Bond Terms give notice to the CSD of any such amendment or variation.

5.3 Country of issuance

The Bonds have not been issued under any other country's legislation than that of the Relevant Jurisdiction. Save for the registration of the Bonds in the CSD, the Issuer is under no obligation to register, or cause the registration of, the Bonds in any other registry or under any other legislation than that of the Relevant Jurisdiction.

6. CONDITIONS FOR DISBURSEMENT

6.1 Conditions precedent for disbursement to the Issuer

(a) Payment of the gross proceeds from the issuance of the Bonds to the Escrow Account (net of fees of the Managers) shall be conditional on the Bond Trustee having received, no later than two Business Days prior to the Issue Date, certain conditions precedent customary for these types of transactions, including, but not limited to, each of the following documents, in form and substance satisfactory to the Bond Trustee:

(i) these Bond Terms duly executed by all parties hereto;

(ii) copies of all necessary corporate resolutions (including authorisations) of the Issuer to issue the Bonds and to execute the Finance Documents to which it is a party;

(iii) a copy of a power of attorney (unless included in the corporate resolutions) from the Issuer to relevant individuals for their execution of the Finance Documents to which it is a party, or extracts from the relevant register or similar documentation evidencing such individuals' authorisation to execute such Finance Documents on behalf of the Issuer;

(iv) copies of the Issuer's articles of association and of a full extract from the relevant company register in respect of the Issuer evidencing that the Issuer is validly existing;

(v) the Escrow Account Pledge duly executed by all parties thereto and perfected in accordance with applicable law (including all applicable notices, acknowledgements and consents from the account bank);

(vi) copies of the Issuer's latest Financial Reports (if any);

(vii) confirmation that the applicable prospectus requirements (ref the EU prospectus directive (2003/71 EC)) concerning the issuance of the Bonds have been fulfilled;

(viii) copies of any necessary governmental approval, consent or waiver (as the case may be) required at such time to issue the Bonds;

(ix) confirmation that the Bonds are registered in the CSD (by obtaining an ISIN for the Bonds);

(x) copies of any written documentation used in marketing the Bonds or made public by the Issuer or any Manager in connection with the issuance of the Bonds;

(xi) the Bond Trustee Fee Agreement duly executed by the parties thereto; and

(xii) legal opinions or other statements as may be required by the Bond Trustee (including in respect of corporate matters relating to the Issuer and the legality, validity and enforceability of these Bond Terms and the Finance Documents).

(b) The net proceeds from the Bond Issue (on the Escrow Account) (if not covered in paragraph (a) above, net of fees due to the Managers and the Bond Trustee) shall only be used in accordance with clause 2.3 (*Use of proceeds*) and will not be disbursed to the Issuer unless the Bond Trustee has received or is satisfied that it will receive in due time (as determined by the Bond Trustee) prior to such disbursement to the Issuer certain conditions precedent customary for these types of transactions, including, but not limited to, each of the following documents, in form and substance satisfactory to the Bond Trustee:

(i) a duly executed release notice from the Issuer, as set out in Schedule 2, including a funds flow statement evidencing that the funds released will be used in accordance with Clause 2.3 (*Use of proceeds*);

(ii) a list of the members of the Group, which at the disbursement date (assuming completion of the Acquisition) will be or become Material Group Companies;

(iii) copies of each Obligor's (other than the Target and any Subsidiary of the Target) articles of association and of a full extract from the relevant company register in respect of each such Obligor evidencing that such Obligors are validly existing;

(iv) copies of all necessary corporate resolutions (including authorisations) of each Obligor (other than the Target and any Subsidiary of the Target) required to provide the Transaction Security and execute the Finance Documents to which it is a party;

(v) a copy of a power of attorney (unless included in the relevant corporate resolutions) from each Obligor (other than the Target and any Subsidiary of the Target) to relevant individuals for their execution of the Finance Documents to which it is a party, or extracts from the relevant register or similar documentation evidencing such individuals' authorisation to execute such Finance Documents on behalf of that Obligor;

(vi) if applicable, the Intercreditor Agreement duly executed by all parties thereto (other than the Target and its Subsidiaries, to the extent applicable);

(vii) evidence that (A) the Acquisition will be completed, and (B) each of the Existing Group Debt and the Existing Target Debt will be repaid (and that any guarantee or security thereunder will be released and discharged in full);

(viii) evidence that the Issuer has raised and received minimum EUR 25,000,000 in new equity (such new shares to have been registered);

(ix) evidence that the Issuer has available to it sufficient funds to complete the Acquisition and repay the Existing Target Debt and the Existing Issuer Debt;

(x) the most recent consolidated (if any) and unconsolidated Annual Financial Statements and Interim Accounts (if any) of the Target;

(xi) a copy of any loan agreement for any Intercompany Loan existing or to be given in connection with disbursement;

(xii) legal opinions or other statements as may be required by the Bond Trustee (including in respect of corporate matters relating to the Obligors (other than the Target and any Subsidiary of the Target) and the legality, validity and enforceability of the Finance Documents); and

(xiii) all Finance Documents other than such Disbursement Security documents relating to the shares in or assets of the Target or any Subsidiary of the Target ((unless delivered under paragraph (a) of this Clause 6.1 (C*onditions precedent for disbursement to the Issuer*) as pre-settlement conditions precedent) and to the extent applicable) duly executed.

(c) The Issuer shall procure that the following condition subsequent items are delivered no later than on the date of disbursement from the Escrow Account and subject to a closing mechanism acceptable to the Bond Trustee:

(i) copies of the Target's articles of association and of a full extract from the relevant company register in respect of the Target evidencing that the Target is validly existing, together with copies of shareholder registers and of beneficial owner registers;

(ii) copies of the necessary corporate resolutions (including authorisations) of the Target to execute the relevant Finance Documents to which it is a party, i.e., shareholder resolutions and board resolutions;

(iii) a copy of a power of attorney (unless included in the relevant corporate resolutions) from the Target to relevant individuals for their execution of the Finance Documents to which it is a party, or extracts from the relevant register or similar documentation evidencing such individuals' authorisation to execute such Finance Documents on behalf of the Target;

(iv) an accession agreement to the Intercreditor Agreement duly executed by the Target;

(v) the pledge over all the shares in the Target, duly executed by all parties thereto and perfected (together with any notices, acknowledgements, register of shareholders and other documents to be supplied in respect thereof); and

(vi) legal opinions or other statements as may be required by the Bond Trustee (including in respect of corporate matters relating to the Target and the legality, validity and enforceability of the Finance Documents).

(d) The Issuer shall procure that the following condition subsequent items are delivered as soon as possible and in no event later than within 90 days of the date of disbursement from the Escrow Account:

(i) copies of each of the Target's Subsidiaries which is a Material Group Company's articles of association and of a full extract from the relevant company register in respect of each such company evidencing that those companies are validly existing;

(ii) copies of the necessary corporate resolutions (including authorisations) from the Target's Subsidiaries which is a Material Group Company to execute the relevant Finance Documents to which it is a party;

(iii) accession agreements to the Intercreditor Agreement duly executed by the Target's Subsidiaries which is a Material Group Company;

(iv) the relevant Disbursement Security given by or in respect of the Target and any of its Subsidiaries which is a Material Group Company duly executed by all parties thereto and perfected (together with any notices, acknowledgements, register of shareholders and other documents to be supplied in respect thereof); and

(v) legal opinions or other statements as may be required by the Bond Trustee (including in respect of corporate matters relating to each of the Target's

Subsidiaries which is a Material Group Company and the legality, validity and enforceability of the Finance Documents).

(e) The Bond Trustee, acting in its sole discretion, may, regarding this Clause 6.1 (C*onditions precedent for disbursement to the Issuer*), waive the requirements for documentation or decide that delivery of certain documents shall be made subject to an agreed closing procedure between the Bond Trustee, the Issuer and the RCF Creditors.

6.2 Distribution

Disbursement of the proceeds from the issuance of the Bonds is conditional on the Bond Trustee's confirmation to the Paying Agent that the conditions in Clause 6.1 (*Conditions precedent for disbursement to the Issuer*) have been either satisfied in the Bond Trustee's discretion or waived by the Bond Trustee pursuant to paragraph (c) of Clause 6.1 above.

6.3 Tap Issues

The Issuer may issue Additional Bonds if:

(a) the Bond Trustee has executed a Tap Issue Addendum;

(b) the representations and warranties contained in Clause 7 (*Representations and Warranties*) of these Bond Terms are true and correct in all material respects and repeated by the Issuer as at the date of issuance of such Additional Bonds;

(c) the Issuer meets the Incurrence Test tested pro forma including the new Financial Indebtedness incurred as a result of issuing such Additional Bonds.

7. REPRESENTATIONS AND WARRANTIES

The Issuer makes the representations and warranties set out in this Clause 7 (*Representations and warranties*), in respect of itself and in respect of each Obligor to the Bond Trustee (on behalf of the Bondholders) at the following times and with reference to the facts and circumstances then existing:

(a) at the date of these Bond Terms;

(b) at the Issue Date;

(c) on each date of disbursement of proceeds from the Escrow Account; and

(d) at the date of issuance of any Additional Bonds:

7.1 Status

It is a limited liability company, duly incorporated and validly existing and registered under the laws of its jurisdiction of incorporation, and has the power to own its assets and carry on its business as it is being conducted.

7.2 Power and authority

It has the power to enter into, perform and deliver, and has taken all necessary action to authorise its entry into, performance and delivery of, these Bond Terms and any other Finance Document to which it is a party and the transactions contemplated by those Finance Documents.

7.3 Valid, binding and enforceable obligations

These Bond Terms and each other Finance Document to which it is a party constitutes (or will constitute, when executed by the respective parties thereto) its legal, valid and binding obligations, enforceable in accordance with their respective terms, and (save as provided for therein) no further registration, filing, payment of tax or fees or other formalities are necessary or desirable to render the said documents enforceable against it.

7.4 Non-conflict with other obligations

The entry into and performance by it of these Bond Terms and any other Finance Document to which it is a party and the transactions contemplated thereby do not and will not conflict with (i) any law or regulation or judicial or official order; (ii) its constitutional documents; or (iii) any agreement or instrument which is binding upon it or any of its assets.

7.5 No Event of Default

(a) No Event of Default exists or is likely to result from the making of any drawdown under these Bond Terms or the entry into, the performance of, or any transaction contemplated by, any Finance Document.

(b) No other event or circumstance has occurred which constitutes (or with the expiry of any grace period, the giving of notice, the making of any determination or any combination of any of the foregoing, would constitute) a default or termination event (howsoever described) under any other agreement or instrument which is binding on it or any of its Subsidiaries or to which its (or any of its Subsidiaries') assets are subject which has or is likely to have a Material Adverse Effect.

7.6 Authorizations and consents

All authorisations, consents, approvals, resolutions, licenses, exemptions, filings, notarizations or registrations required:

(a) to enable it to enter into, exercise its rights and comply with its obligations under these Bond Terms or any other Finance Document to which it is a party; and

(b) to carry on its business as presently conducted and as contemplated by these Bond Terms,

have been obtained or effected and are in full force and effect.

7.7 Litigation

No litigation, arbitration or administrative proceedings or investigations of or before any court, arbitral body or agency which, if adversely determined, is likely to have a Material Adverse Effect have (to the best of its knowledge and belief) been started or threatened against it or any of its Subsidiaries.

7.8 Financial Reports

Its most recent Financial Reports fairly and accurately represent the assets and liabilities and financial condition as at their respective dates, and have been prepared in accordance with IFRS, consistently applied.

7.9 No Material Adverse Effect

Since the date of the most recent Financial Reports, there has been no change in its business, assets or financial condition that is likely to have a Material Adverse Effect.

7.10 No misleading information

Any factual information provided by it to the Bondholders or the Bond Trustee for the purposes of the issuance of the Bonds was true and accurate in all material respects as at the date it was provided or as at the date (if any) at which it is stated.

7.11 No withholdings

The Issuer is not required to make any deduction or withholding from any payment which it may become obliged to make to the Bond Trustee or the Bondholders under these Bond Terms.

7.12 Pari passu ranking

Its payment obligations under these Bond Terms or any other Finance Document to which it is a party ranks as set out in Clause 2.4.

7.13 Security

No Security exists over any of the present assets of any Group Company in conflict with these Bond Terms.

8. PAYMENTS IN RESPECT OF THE BONDS

8.1 Covenant to pay

(a) The Issuer will unconditionally make available to or to the order of the Bond Trustee and/or the Paying Agent all amounts due on each Payment Date pursuant to the terms of these Bond Terms at such times and to such accounts as specified by the Bond Trustee and/or the Paying Agent in advance of each Payment Date or when other payments are due and payable pursuant to these Bond Terms.

(b) All payments to the Bondholders in relation to the Bonds shall be made to each Bondholder registered as such in the CSD at the Relevant Record Date, by, if no specific order is made by the Bond Trustee, crediting the relevant amount to the bank account nominated by such Bondholder in connection with its securities account in the CSD.

(c) Payment constituting good discharge of the Issuer's payment obligations to the Bondholders under these Bond Terms will be deemed to have been made to each Bondholder once the amount has been credited to the bank holding the bank account nominated by the Bondholder in connection with its securities account in the CSD. If the paying bank and the receiving bank are the same, payment shall be deemed to have been made once the amount has been credited to the bank account nominated by the Bondholder in question.

(d) If a Payment Date or a date for other payments to the Bondholders pursuant to the Finance Documents falls on a day on which either of the relevant CSD settlement system or the relevant currency settlement system for the Bonds are not open, the payment shall be made on the first following possible day on which both of the said systems are open, unless any provision to the contrary have been set out for such payment in the relevant Finance Document.

8.2 Default interest

(a) Default interest will accrue on any Overdue Amount from and including the Payment Date on which it was first due to and excluding the date on which the payment is made at the Interest Rate plus 3 percentage points per annum.

(b) Default interest accrued on any Overdue Amount pursuant to this Clause 8.2 (*Default interest*) will be added to the Overdue Amount on each Interest Payment Date until the Overdue Amount and default interest accrued thereon have been repaid in full.

(c) Upon the occurrence of a Listing Failure Event and for as long as such Listing Failure Event is continuing, the interest on any principal amount outstanding under these Bonds Terms will accrue at the Interest Rate plus 1 percentage point per annum.

8.3 Partial Payments

(a) If the Paying Agent or the Bond Trustee receives a Partial Payment, such Partial Payment shall, in respect of the Issuer's debt under the Finance Documents be considered made for discharge of the debt of the Issuer in the following order of priority:

(i) firstly, towards any outstanding fees, liabilities and expenses of the Bond Trustee (and any Security Agent);

(ii) secondly, towards accrued interest due but unpaid; and

(iii) thirdly, towards any other outstanding amounts due but unpaid under the Finance Documents.

(b) Notwithstanding paragraph (a) above, any Partial Payment which is distributed to the Bondholders, shall, after the above mentioned deduction of outstanding fees, liabilities and expenses, be applied (i) firstly towards any principal amount due but unpaid and (ii) secondly, towards accrued interest due but unpaid, in the following situations;

(i) the Bond Trustee has served a Default Notice in accordance with Clause 14.2 (*Acceleration of the Bonds*), or

(ii) as a result of a resolution according to Clause 15 (*Bondholders' decisions*).

8.4 Taxation

(a) Each Obligor is responsible for withholding any withholding tax imposed by applicable law on any payments to be made by it in relation to the Finance Documents.

(b) The Obligors shall, if any tax is withheld in respect of the Bonds under the Finance Documents:

   (i) gross up the amount of the payment due from it up to such amount which is necessary to ensure that the Bondholders or the Bond Trustee, as the case may be, receive a net amount which is (after making the required withholding) equal to the payment which would have been received if no withholding had been required; and

   (ii) at the request of the Bond Trustee, deliver to the Bond Trustee evidence that the required tax deduction or withholding has been made.

(c) Any public fees levied on the trade of Bonds in the secondary market shall be paid by the Bondholders, unless otherwise provided by law or regulation, and the Issuer shall not be responsible for reimbursing any such fees.

8.5 Currency

(a) All amounts payable under the Finance Documents shall be payable in the denomination of the Bonds set out in Clause 2.1 (*Amount, denomination and ISIN of the Bonds*). If, however, the denomination differs from the currency of the bank account connected to the Bondholder's account in the CSD, any cash settlement may be exchanged and credited to this bank account.

(b) Any specific payment instructions, including foreign exchange bank account details, to be connected to the Bondholder's account in the CSD must be provided by the relevant Bondholder to the Paying Agent (either directly or through its account manager in the CSD) within 5 Business Days prior to a Payment Date. Depending on any currency exchange settlement agreements between each Bondholder's bank and the Paying Agent, and opening hours of the receiving bank, cash settlement may be delayed, and payment shall be deemed to have been made once the cash settlement has taken place, provided, however, that no default interest or other penalty shall accrue for the account of the Issuer for such delay.

8.6 Set-off and counterclaims

No Obligor may apply or perform any counterclaims or set-off against any payment obligations pursuant to these Bond Terms or any other Finance Document.

9. INTEREST

9.1 Calculation of interest

(a) Each Outstanding Bond will accrue interest at the Interest Rate on the Nominal Amount for each Interest Period, commencing on and including the first date of the Interest Period, and ending on but excluding the last date of the Interest Period.

(b) Any Additional Bond will accrue interest at the Interest Rate on the Nominal Amount commencing on the first date of the Interest Period in which the Additional Bonds are issued and thereafter in accordance with Clause 9.1 (a) above.

(c) Interest shall be calculated on the basis of the actual number of days in the Interest Period in respect of which payment is being made divided by 360 (actual/360-days basis). The Interest Rate will be reset at each Interest Quotation Day by the Bond Trustee, who will notify the Issuer and the Paying Agent and, if the Bonds are listed, the Exchange, of the new Interest Rate and the actual number of calendar days for the next Interest Period.

9.2 Payment of interest

Interest shall fall due on each Interest Payment Date for the corresponding preceding Interest Period and, with respect to accrued interest on the principal amount then due and payable, on each Repayment Date.

10. REDEMPTION AND REPURCHASE OF BONDS

10.1 Redemption of Bonds

The Outstanding Bonds will mature in full on the Maturity Date and shall be redeemed by the Issuer on the Maturity Date at a price equal to 100 per cent. of the Nominal Amount.

10.2 Voluntary early redemption - Call Option

(a) The Issuer may redeem all or some of the Outstanding Bonds (the "**Call Option**") on any Business Day from and including:

(i) the Issue Date to, but not including the First Call Date, at a price equal to the Make Whole Amount;

(ii) the First Call Date to, but not including, the Interest Payment Date falling 30 months after the Issue Date at a price equal to 102.875 per cent. of the Nominal Amount for each redeemed Bond;

(iii) the Interest Payment Date falling 30 months after the Issue Date to, but not including, the Interest Payment Date falling 36 months after the Issue Date at a price equal to 102.156 per cent. of the Nominal Amount for each redeemed Bond;

(iv) the Interest Payment Date falling 36 months after the Issue Date to, but not including, the Interest Payment Date falling 42 months after the Issue Date at a price equal to 101.438 per cent. of the Nominal Amount for each redeemed Bond;

(v) the Interest Payment Date falling 42 months after the Issue Date to, but not including, the Interest Payment Date falling 45 months after the Issue Date at a price equal to 100.719 per cent. of the Nominal Amount for each redeemed Bond; and

(vi) the Interest Payment Date falling 45 months after the Issue Date to, but not including, the Maturity Date at a price equal to 100.359 per cent. of the Nominal Amount for each redeemed Bond.

(b) Any redemption of Bonds pursuant to Clause 10.2 (a) above shall be determined based upon the redemption prices applicable on the Call Option Repayment Date.

(c) The Call Option may be exercised by the Issuer by written notice to the Bond Trustee at least 10 Business Days prior to the proposed Call Option Repayment Date. Such notice sent by the Issuer is irrevocable and shall specify the Call Option Repayment Date. Unless the Make Whole Amount is set out in the written notice where the Issuer exercises the Call Option, the Issuer shall calculate the Make Whole Amount and provide such calculation by written notice to the Bond Trustee as soon as possible and at the latest within 3 Business Days from the date of the notice.

(d) Any Call Option exercised in part will be used for pro rata payment to the Bondholders in accordance with the applicable regulations of the CSD.

10.3 Mandatory repurchase due to a Put Option Event

(a) Upon the occurrence of a Put Option Event, each Bondholder will have the right (the "**Put Option**") to require that the Issuer purchases all or some of the Bonds held by that Bondholder at a price equal to 101 per cent. of the Nominal Amount.

(b) The Put Option must be exercised within 30 calendar days after the Issuer has given notice to the Bond Trustee and the Bondholders that a Put Option Event has occurred pursuant to Clause 12.3 (*Put Option Event*). Once notified, the Bondholders' right to exercise the Put Option is irrevocable and will not be affected by any subsequent events related to the Issuer.

(c) Each Bondholder may exercise its Put Option by written notice to its account manager for the CSD, who will notify the Paying Agent of the exercise of the Put Option. The Put Option Repayment Date will be the 5th Business Day after the end of the 30 calendar days exercise period referred to in paragraph (b) above. However, the settlement of the Put Option will be based on each Bondholders holding of Bonds at the Put Option Repayment Date.

(d) If Bonds representing more than 90 per cent. of the Outstanding Bonds have been repurchased pursuant to this Clause 10.3 (*Mandatory repurchase due to a Put Option Event*), the Issuer is entitled to repurchase all the remaining Outstanding Bonds at the price stated in paragraph (a) above by notifying the remaining Bondholders of its intention to do so no later than 20 calendar days after the Put Option Repayment Date. Such notice sent by the Issuer is irrevocable and shall specify the Call Option Repayment Date to occur at the earliest on the 15th calendar day following the date of such notice.

10.4 Early redemption option due to a tax event

If the Issuer is or will be required to gross up any withheld tax imposed by law from any payment in respect of the Bonds under the Finance Documents pursuant to Clause 8.4 (*Taxation*) as a result of a change in applicable law implemented after the date of these Bond Terms, the Issuer will have the right to redeem all, but not only some, of the Outstanding Bonds at a price equal to 100 per cent. of the Nominal Amount. The Issuer shall give written notice of such redemption to the Bond Trustee and the Bondholders at least 20 Business Days prior to the Tax Event Repayment Date, provided that no such notice shall be given earlier than 60 days prior to the earliest date on which the Issuer would be obliged to withhold such tax were a payment in respect of the Bonds then due.

10.5 Mandatory early redemption at the Longstop Date

In the event that the conditions precedent set out in paragraphs (a) and (b) of Clause 6.1 (*Conditions precedent for disbursement to the Issuer*) have not been fulfilled within the Longstop Date, or at the sole option of the Issuer earlier if it becomes evident that the Acquisition will not be completed, the Issuer shall no later than five (5) Business Days thereafter (with the Longstop Date (or the date notice is given that the Acquisition will not be completed) being the Record Date), redeem all Bonds at a price of 101 per cent. of the Nominal Amount plus accrued and unpaid interest on the Bonds to be redeemed.

11. PURCHASE AND TRANSFER OF BONDS

11.1 Issuer's purchase of Bonds

The Issuer and any other Group Company may purchase and hold Bonds and such Bonds may be retained, or sold (but not discharged) in the Issuer's sole discretion, (including with respect to Bonds purchased pursuant to Clause 10.3 (*Mandatory repurchase due to a Put Option Event*).

11.2 Restrictions

(a) Certain purchase or selling restrictions may apply to Bondholders under applicable local laws and regulations from time to time. Neither the Issuer nor the Bond Trustee shall be responsible to ensure compliance with such laws and regulations and each Bondholder is responsible for ensuring compliance with the relevant laws and regulations at its own cost and expense.

(b) A Bondholder who has purchased Bonds in breach of applicable restrictions may, notwithstanding such breach, benefit from the rights attached to the Bonds pursuant to these Bond Terms (including, but not limited to, voting rights), provided that the Issuer shall not incur any additional liability by complying with its obligations to such Bondholder.

12. INFORMATION UNDERTAKINGS

12.1 Financial Reports

(a) The Issuer shall (without being requested to do so) prepare Annual Financial Statements in the English language and make them available on its website (alternatively by arranging for publication on Stamdata) as soon as they become available, and not later than 120 days after the end of the financial year.

(b) The Issuer shall (without being requested to do so) prepare Interim Accounts in the English language and make them available on its website (alternatively by arranging for publication on Stamdata) as soon as they become available, and not later than 60 days after the end of the relevant interim period.

12.2 Requirements as to Financial Reports

(a) The Issuer shall supply to the Bond Trustee, in connection with the publication of its Financial Reports pursuant to Clause 12.1 (*Financial Reports*), a Compliance Certificate with a copy of the Financial Reports attached thereto. The Compliance Certificate shall be duly signed by the chief executive officer or the chief financial officer of the Issuer, certifying inter alia that the Financial Reports are fairly representing its financial condition as at the date of those financial statements.

(b) In addition to the Compliance Certificate to be provided by the Issuer in connection with the publication of its Financial Reports pursuant to Clause 12.1 (*Financial Reports*), the Issuer shall supply to the Bond Trustee, upon the occurrence of an event requiring the Issuer to meet the Incurrence Test, a Compliance Certificate setting out (in reasonable detail) computations evidencing compliance with Clause 13.15 (*Incurrence Test*). The Compliance Certificate shall be duly signed by the chief executive officer or the chief financial officer of the Issuer.

(c) The Bond Trustee may make any Compliance Certificate referred to in the preceding paragraphs available to the Bondholders.

(d) The Issuer shall procure that the Financial Reports delivered pursuant to Clause 12.1 (*Financial Reports*) are prepared using IFRS consistently applied.

12.3 Put Option Event

The Issuer shall inform the Bond Trustee in writing as soon as possible after becoming aware that a Put Option Event has occurred.

12.4 Information: Miscellaneous

The Issuer shall:

(a) promptly inform the Bond Trustee in writing of any Event of Default or any event or circumstance which the Issuer understands or could reasonably be expected to understand may lead to an Event of Default and the steps, if any, being taken to remedy it;

(b) at the request of the Bond Trustee, report the balance of the Issuer's Bonds (to the best of its knowledge, having made due and appropriate enquiries);

(c) send the Bond Trustee copies of any statutory notifications of the Issuer, including but not limited to in connection with mergers, de-mergers and reduction of the Issuer's share capital or equity;

(d) if the Bonds are listed on an Exchange, send a copy to the Bond Trustee of its notices to the Exchange;

(e) if the Issuer and/or the Bonds are rated, inform the Bond Trustee of its and/or the rating of the Bonds, and any changes to such rating;

(f) inform the Bond Trustee of changes in the registration of the Bonds in the CSD; and

(g) within a reasonable time, provide such information about the Issuer's and the Group's business, assets and financial condition as the Bond Trustee may reasonably request.

13. GENERAL AND FINANCIAL UNDERTAKINGS

The Issuer undertakes to (and shall, where applicable, procure that the other Group Companies will) comply with the undertakings set forth in this Clause 13 (*General and financial Undertakings*).

13.1 Distributions

The Issuer shall not, and shall ensure that no other Group Company will, make any Distribution other than any Permitted Distribution.

13.2 Mergers

The Issuer shall not, and shall ensure that no other Group Company shall, carry out any merger or other business combination or corporate reorganisation involving a consolidation of the assets and obligations of the Issuer or any other Group Company with any other companies or entities, if such transaction would have a Material Adverse Effect and provided that in any merger or other business combination or corporate reorganisation involving the Issuer, the surviving entity shall be the Issuer.

13.3 De-mergers

The Issuer shall not, and shall ensure that no other Material Group Company will, carry out any de-merger or other corporate reorganisation, other than any de-merger or other corporate reorganisation of any Material Group Company (other than the Issuer) into two or more separate companies or entities which are (directly or indirectly) wholly-owned (or, in the case of a Material Group Company that was not wholly-owned prior to such de-merger, owned with the same ownership percentage as the original Material Group Company was) and provided further that any such de-merger or other corporate reorganisation is carried out at arm's length terms and would not have a Material Adverse Effect.

13.4 Acquisitions

The Issuer shall ensure that no Group Company will, acquire any company, shares, securities, business or undertaking (or any interest in any of them), unless the transaction is carried out at fair market value and provided that it does not have a Material Adverse Effect.

13.5 Disposals

(a) The Issuer shall not, and shall ensure that no other Group Company will, sell, transfer or otherwise dispose of (A) any shares in Guarantors or (B) any other assets or operations (for the purpose of this paragraph, each a "disposal"), other than:

   (i) any disposal of products, services or current assets in the ordinary course of business of the disposing Group Company;

   (ii) a disposal of Non-Core Assets;

   (iii) any disposal to a Material Group Company;

   (iv) any disposal by any Group Company (other than a Material Group Company) to any Person not being a Group Company if such disposal would not have a Material Adverse Effect; and

(v) any disposal of shares in or other assets or operations of any Material Group Company, to any Person not being a Group Company (a "**Restricted Disposal**"), provided that:

A. any such Restricted Disposal is carried out on arm's length terms and would not have a Material Adverse Effect; and

B. the net cash proceeds from such Restricted Disposal are applied:

1. to finance (in whole or in part) the acquisition of any replacement assets, over which New Security shall be granted (to the extent that the original assets were covered by the Security and subject to the Security Principles); or

2. if such proceeds are not applied as set out in paragraph 1 above within twelve (12) months after receipt by the relevant Group Company, to redeem Bonds (in whole or in part) at a price equal to the then applicable call price (plus accrued and unpaid interest on the redeemed Bonds) provided that the Issuer may elect not to redeem Bonds under this item 2 for net cash proceeds of up to EUR 5,000,000 in aggregate during the term of the Bonds.

(b) For the purpose of this Clause, "**New Security**" means any security in favour of the Secured Parties in accordance with the terms and conditions of the Intercreditor Agreement to be granted over any new assets having been acquired as set out in this Clause 13.5.

(c) In the event that any assets over which security is granted under the Finance Documents are sold or otherwise disposed of by any Group Company to either the Issuer or any other Group Company, the acquirer shall pledge such assets as security in favour of the Bond Trustee (on behalf of the Bondholders) and any other finance parties according to the terms and conditions of the Intercreditor Agreement.

(d) Any security granted pursuant to this Clause 13.5 shall be deemed to be "Transaction Security" and any documents executed in relation hereto shall be deemed as "Transaction Security Documents".

(e) The foregoing restrictions shall not apply to a sale or a disposal of obsolete or redundant assets.

13.6 Financial Indebtedness

The Issuer shall not, and shall ensure that no other Group Company will, incur any new Financial Indebtedness or maintain any existing Financial Indebtedness, provided that the Group Companies shall have a right to incur and maintain Financial Indebtedness that constitutes Permitted Financial Indebtedness.

13.7 Negative pledge

The Issuer shall not, and shall ensure that no other Group Company will, create or allow to subsist, retain, provide, prolong or renew any security over any of its/their assets (present or future), provided that the Group Companies have a right to create or allow to subsist, retain, provide, prolong and renew any Permitted Security.

13.8 Financial support

The Issuer shall not, and shall ensure that no other Group Company will, grant or allow to subsist, retain, provide, prolong or renew any loans or guarantees, or otherwise voluntarily assume any financial liability (whether actual or contingent), in respect of any obligation of any third party, provided that the Group Companies have a right to grant, retain, provide, prolong and renew any Permitted Financial Support.

13.9 Continuation of business

Neither the Issuer nor the Target shall cease to carry on their respective businesses. The Issuer shall ensure that no substantial change is made to the general nature of the business carried on by the Group as of the date of the completion of the Acquisition (for the avoidance of doubt, neither (i) any changes in the relative sizes of various business units or lines of business, nor (ii) any extension of the business of the Group into businesses similar or complimentary to the business previously conducted, shall constitute a substantial change for the purposes of this undertaking).

13.10 Insurances

The Issuer shall, and shall ensure that all other Group Companies will, maintain insurances on and in relation to its business and assets against those risks and to the extent as is usual for companies carrying on the same or substantially similar business.

13.11 Arm's length transactions

The Issuer shall not, and shall ensure that no other Group Company will, enter into any transaction with any Person except on arm's length terms.

13.12 Compliance with laws

The Issuer shall, and shall ensure that all other Group Companies will, comply in all material respects with all laws and regulations it or they may be subject to from time to time to the extent that failure to comply with such laws and regulations would have a Material Adverse Effect.

13.13 Nomination of Material Group Companies

(a) The Issuer shall:

A. once every year (simultaneously with the delivery to the Bond Trustee of the yearly audited accounts of the Group);

B. at the date of completion of the Acquisition and any acquisition financed by new Financial Indebtedness incurred by the Issuer in accordance with paragraph (g) of the definition of "Permitted Financial Indebtedness"; and

C. at the date of completion of any de-merger of any Material Group Company in accordance with Clause 13.3 (De-mergers) above,

nominate as Material Group Companies:

1. each such Group Company which (on a consolidated basis in the case of a Group Company which itself has Subsidiaries) has a total EBITDA or total assets which represent more than ten (10) per cent. of the total EBITDA or total assets of the Group (excluding goodwill and intra-group transfers) on a consolidated basis, based on the preceding four financial quarters; and

2. such Group Companies as are necessary to ensure that the Issuer and the Material Group Companies (calculated on an unconsolidated basis and excluding all intra-Group items and investments in Subsidiaries of any Group Company) in aggregate account for at least eighty (80) per cent. of EBITDA and the total assets of the Group (calculated on a consolidated basis); and

(b) The Issuer shall ensure that each such Material Group Company no later than 90 days after its nomination provides Security in accordance with the Security Principles and accedes to the Intercreditor Agreement.

(c) The identity of the Material Group Companies nominated by the Issuer in accordance with this Clause 13.13 shall be listed in the Compliance Certificate to be provided to the Bond Trustee in accordance with Clause 12.1 (*Financial Reports*).

13.14 Subsidiary distribution

The Issuer shall not permit any of its Subsidiaries to create or permit to exist any contractual obligation (or encumbrance) restricting the right of any Subsidiary to pay dividends or make other distributions to its shareholders, other than permitting to subsist such contractual obligation which is not reasonably likely to prevent the Issuer from complying with its payment obligations under the Bond Terms.

13.15 Incurrence Test

(a) The Incurrence Test is met in respect of a Tap Issue if:

(i) the Leverage Ratio (calculated in accordance with this Clause 13.15) is not greater than;

(A) 4.00, from and including the Issue Date, to but excluding the date falling 12 months after the Issue Date;

(B) 3.50, from and including the date falling 12 months after the Issue Date, to but excluding the date falling 24 months after the Issue Date;

(C) 3.00, from and including the date falling 24 months after the Issue Date, to but excluding the Maturity Date.

(ii) the Interest Cover Ratio (calculated in accordance with this Clause 13.15) exceeds 3.0:1.

(b) The Incurrence Test is met in respect of any Distribution if the Leverage Ratio (calculated in accordance with this Clause 13.3) is not greater than 3.00x.

13.16 Calculations and calculation adjustments

For the purpose of Clause 13.15 (*Incurrence Test*):

(a) The calculation of the Leverage Ratio shall be made as per a testing date determined by the Issuer, falling no earlier than one (1) month prior to the event relevant for the application of the Incurrence Test. The Total Net Debt shall be measured on the relevant testing date so determined, but, in respect of any Tap Issue, take into account the new Financial Indebtedness in respect of which the Incurrence Test is applied (however, any cash balance resulting from the incurrence of such new Financial Indebtedness shall not reduce the Total Net Debt) and (b) in respect of any Distribution, take into account the Distribution in respect of which the Incurrence Test is applied.

(b) The calculation of the Interest Cover Ratio shall be made for the Relevant Period ending on the last day of the period covered by the most recent Financial Report.

(c) The figures for the EBITDA, Interest Expenses and Net Interest Expenses for the Relevant Period ending on the last day of the financial quarter immediately prior to the testing date (unless the testing date is a financial quarter end) shall be used for the Incurrence Test, but adjusted so that:

(i) entities, assets or operations acquired, disposed or discontinued of by the Group during the Relevant Period, or after the end of the Relevant Period but before the relevant testing date, shall be included or excluded (as applicable), *pro forma*, for the entire Relevant Period;

(ii) any entity to be acquired with the proceeds from new Financial Indebtedness in respect of which the Incurrence Test is applied shall be included, *pro forma*, for the entire Relevant Period;

(iii) any Interest Expenses in relation to any Bond that has been repurchased, and not resold, by any Group Company during the Relevant Period, or after the end of the Relevant Period but before the relevant testing date, shall be excluded, *pro forma*, for the entire Relevant Period; and

(iv) any Interest Expenses in relation to new Financial Indebtedness incurred in relation to an entity acquired during the Relevant Period shall be included, *pro forma*, for the entire Relevant Period.

13.17 Revolving Credit Facility

(a) The Issuer shall ensure that the aggregate maximum commitment under the Revolving Credit Facility does not at any time exceed EUR 10,000,000 (or the equivalent amount in any other currency) and that any amounts borrowed by it (or any other borrower thereunder) are applied towards general corporate and working capital purposes of the Group.

(b) All drawn loans under the Revolving Credit Facility shall be subject to simultaneous clean-down for two consecutive Business Days once every 12 months. A minimum of three (3) months shall elapse between each such clean down

14. EVENTS OF DEFAULT AND ACCELERATION OF THE BONDS

14.1 Events of Default

Each of the events or circumstances set out in this Clause 14.1 shall constitute an Event of Default:

(a) Non-payment

An Obligor fails to pay any amount payable by it under the Finance Documents when such amount is due for payment, unless:

(i) its failure to pay is caused by administrative or technical error in payment systems or the CSD and payment is made within 5 Business Days following the original due date; or

(ii) in the discretion of the Bond Trustee, the Issuer has substantiated that it is likely that such payment will be made in full within 5 Business Days following the original due date.

(b) Breach of other obligations

An Obligor does not comply with any provision of the Finance Documents other than set out under paragraph (a) (*Non-payment*) above, unless such failure is capable of being remedied and is remedied within 20 Business Days after the earlier of the Issuer’s actual knowledge thereof, or notice thereof is given to the Issuer by the Bond Trustee.

(c) Misrepresentation

Any representation, warranty or statement (including statements in Compliance Certificates) made under or in connection with any Finance Documents is or proves to have been incorrect, inaccurate or misleading in any material respect when made or deemed to have been made, unless the circumstances giving rise to the misrepresentation are capable of remedy and are remedied within 20 Business Days of the earlier of the Bond Trustee giving notice to the Issuer or the Issuer becoming aware of such misrepresentation.

(d) Cross default and cross acceleration

If for any Material Group Company:

(i) any Financial Indebtedness is not paid when due nor within any applicable grace period; or

(ii) any Financial Indebtedness is declared to be or otherwise becomes due and payable prior to its specified maturity as a result of an event of default (however described); or

(iii) any commitment for any Financial Indebtedness is cancelled or suspended by a creditor as a result of an event of default (however described), or

(iv) any creditor becomes entitled to declare any Financial Indebtedness due and payable prior to its specified maturity as a result of any insolvency, insolvency proceedings, creditor's process or cessation of business (however described) (but, for the avoidance of doubt, not as a result of any other defaults (including breach of any maintenance covenants),

provided however that the aggregate amount of such Financial Indebtedness or commitment for Financial Indebtedness falling within paragraphs (i) to (iv) above exceeds a total of EUR 2,000,000 (or the equivalent thereof in any other currency).

(e) Insolvency and insolvency proceedings

Any Material Group Company:

(i) is Insolvent; or

(ii) is object of any corporate action or any legal proceedings is taken in relation to:

(A) the suspension of payments, a moratorium of any indebtedness, winding-up, dissolution, administration or reorganisation (by way of voluntary arrangement, scheme of arrangement or otherwise) other than a solvent liquidation or reorganization; or

(B) a composition, compromise, assignment or arrangement with any creditor which may materially impair its ability to perform its obligations under these Bond Terms; or

(C) the appointment of a liquidator (other than in respect of a solvent liquidation), receiver, administrative receiver, administrator, compulsory manager or other similar officer of any of its assets; or

(D) enforcement of any Security over any of its or their assets having an aggregate value exceeding the threshold amount set out in paragraph 14.1 (d) (*Cross default*) above; or

(E) for (A) - (D) above, any analogous procedure or step is taken in any jurisdiction in respect of any such company,

however this shall not apply to any petition which is frivolous or vexatious and is discharged, stayed or dismissed within 20 Business Days of commencement.

(f) *Creditor's process*

Any expropriation, attachment, sequestration, distress or execution affects any asset or assets of Obligor having an aggregate value exceeding the threshold amount set out in paragraph 14.1 (d) (*Cross default*) above and is not discharged within 20 Business Days.

(g) *Unlawfulness*

It is or becomes unlawful for an Obligor to perform or comply with any of its obligations under the Finance Documents to the extent this may materially impair:

(i) the ability of such Obligor to perform its obligations under these Bond Terms; or

(ii) the ability of the Bond Trustee or any Security Agent to exercise any material right or power vested to it under the Finance Documents.

14.2 Acceleration of the Bonds

If an Event of Default has occurred and is continuing, the Bond Trustee may, in its discretion in order to protect the interests of the Bondholders, or upon instruction received from the Bondholders pursuant to Clause 14.3 (*Bondholders' instructions*) below, by serving a Default Notice:

(a) declare that the Outstanding Bonds, together with accrued interest and all other amounts accrued or outstanding under the Finance Documents be immediately due and payable, at which time they shall become immediately due and payable; and/or

(b) exercise (or direct the Security Agent to exercise) any or all of its rights, remedies, powers or discretions under the Finance Documents or take such further measures as are necessary to recover the amounts outstanding under the Finance Documents.

14.3 Bondholders' instructions

The Bond Trustee shall serve a Default Notice pursuant to Clause 14.2 (*Acceleration of the Bonds*) if:

(a) the Bond Trustee receives a demand in writing from Bondholders representing a simple majority of the Voting Bonds, that an Event of Default shall be declared, and a Bondholders' Meeting has not made a resolution to the contrary; or

(b) the Bondholders' Meeting, by a simple majority decision, has approved the declaration of an Event of Default.

14.4 Calculation of claim

The claim derived from the Outstanding Bonds due for payment as a result of the serving of a Default Notice will be calculated at the call prices set out in Clause 10.2 (*Voluntary early redemption – Call Option*), as applicable at the following dates (and regardless of the Default Repayment Date set out in the Default Notice);

(a) for any Event of Default arising out of a breach of Clause 14.1 (*Events of Default*) paragraph (a) (*Non-payment*), the claim will be calculated at the call price applicable at the date when such Event of Default occurred; and

(b) for any other Event of Default, the claim will be calculated at the call price applicable at the date when the Default Notice was served by the Bond Trustee.

However, if the situations described in (a) or (b) above takes place prior to the First Call Date, the calculation shall be based on the call price applicable on the First Call Date.

15. BONDHOLDERS' DECISIONS

15.1 Authority of the Bondholders' Meeting

(a) A Bondholders' Meeting may, on behalf of the Bondholders, resolve to alter any of these Bond Terms, including, but not limited to, any reduction of principal or interest and any conversion of the Bonds into other capital classes.

(b) The Bondholders' Meeting cannot resolve that any overdue payment of any instalment shall be reduced unless there is a pro rata reduction of the principal that has not fallen due, but may resolve that accrued interest (whether overdue or not) shall be reduced without a corresponding reduction of principal.

(c) The Bondholders' Meeting may not adopt resolutions which will give certain Bondholders an unreasonable advantage at the expense of other Bondholders.

(d) Subject to the power of the Bond Trustee to take certain action as set out in Clause 16.1 (*Power to represent the Bondholders*), if a resolution by, or an approval of, the Bondholders is required, such resolution may be passed at a Bondholders' Meeting. Resolutions passed at any Bondholders' Meeting will be binding upon all Bondholders.

(e) At least 50 per cent. of the Voting Bonds must be represented at a Bondholders' Meeting for a quorum to be present.

(f) Resolutions will be passed by simple majority of the Voting Bonds represented at the Bondholders' Meeting, unless otherwise set out in paragraph (g) below.

(g) Save for any amendments or waivers which can be made without resolution pursuant to Clause 17.1 (*Procedure for amendments and waivers*) paragraph (a), section (i) and (ii), a majority of at least 2/3 of the Voting Bonds represented at the Bondholders' Meeting is required for approval of any waiver or amendment of these Bond Terms.

15.2 Procedure for arranging a Bondholders' Meeting

(a) A Bondholders' Meeting shall be convened by the Bond Trustee upon the request in writing of:

(i) the Issuer;

(ii) Bondholders representing at least 1/10 of the Voting Bonds;

(iii) the Exchange, if the Bonds are listed and the Exchange is entitled to do so pursuant to the general rules and regulations of the Exchange; or

(iv) the Bond Trustee.

The request shall clearly state the matters to be discussed and resolved.

(b) If the Bond Trustee has not convened a Bondholders' Meeting within 10 Business Days after having received a valid request for calling a Bondholders' Meeting pursuant to paragraph (a) above, then the requesting party may call the Bondholders' Meeting itself.

(c) Summons to a Bondholders' Meeting must be sent no later than 10 Business Days prior to the proposed date of the Bondholders' Meeting. The Summons shall be sent to all Bondholders registered in the CSD at the time the Summons is sent from the CSD. If the Bonds are listed, the Issuer shall ensure that the Summons is published in accordance with the applicable regulations of the Exchange. The Summons shall also be published on the website of the Bond Trustee (alternatively by press release or other relevant information platform).

(d) Any Summons for a Bondholders' Meeting must clearly state the agenda for the Bondholders' Meeting and the matters to be resolved. The Bond Trustee may include additional agenda items to those requested by the person calling for the Bondholders' Meeting in the Summons. If the Summons contains proposed amendments to these Bond Terms, a description of the proposed amendments must be set out in the Summons.

(e) Items which have not been included in the Summons may not be put to a vote at the Bondholders' Meeting.

(f) By written notice to the Issuer, the Bond Trustee may prohibit the Issuer from acquiring or dispose of Bonds during the period from the date of the Summons until the date of the Bondholders' Meeting, unless the acquisition of Bonds is made by the Issuer pursuant to Clause 10 (*Redemption and Repurchase of Bonds*).

(g) A Bondholders' Meeting may be held on premises selected by the Bond Trustee, or if paragraph (b) above applies, by the person convening the Bondholders' Meeting (however to be held in the capital of the Relevant Jurisdiction). The Bondholders' Meeting will be opened and, unless otherwise decided by the Bondholders' Meeting, chaired by the Bond Trustee. If the Bond Trustee is not present, the Bondholders' Meeting will be opened by a Bondholder and be chaired by a representative elected by the Bondholders' Meeting (the Bond Trustee or such other representative, the "**Chairperson**").

(h) Each Bondholder, the Bond Trustee and, if the Bonds are listed, representatives of the Exchange, or any person or persons acting under a power of attorney for a Bondholder, shall have the right to attend the Bondholders' Meeting (each a "**Representative**"). The Chairperson may grant access to the meeting to other persons not being Representatives, unless the Bondholders' Meeting decides otherwise. In addition, each Representative has the right to be accompanied by an advisor. In case of dispute or doubt with regard to whether a person is a Representative or entitled to vote, the Chairperson will decide who may attend the Bondholders' Meeting and exercise voting rights.

(i) Representatives of the Issuer have the right to attend the Bondholders' Meeting. The Bondholders Meeting may resolve to exclude the Issuer's representatives and/or any person holding only Issuer's Bonds (or any representative of such person) from participating in the meeting at certain times, however, the Issuer's representative and any such other person shall have the right to be present during the voting.

(j) Minutes of the Bondholders' Meeting must be recorded by, or by someone acting at the instruction of, the Chairperson. The minutes must state the number of Voting Bonds represented at the Bondholders' Meeting, the resolutions passed at the meeting, and the results of the vote on the matters to be decided at the Bondholders' Meeting. The minutes shall be signed by the Chairperson and at least one other person. The minutes will be deposited with the Bond Trustee who shall make available a copy to the Bondholders and the Issuer upon request.

(k) The Bond Trustee will ensure that the Issuer, the Bondholders and the Exchange are notified of resolutions passed at the Bondholders' Meeting and that the resolutions are published on the website of the Bond Trustee (or other relevant electronically platform or press release).

(l) The Issuer shall bear the costs and expenses incurred in connection with convening a Bondholders' Meeting regardless of who has convened the Bondholders' Meeting, including any reasonable costs and fees incurred by the Bond Trustee.

15.3 Voting rules

(a) Each Bondholder (or person acting for a Bondholder under a power of attorney) may cast one vote for each Voting Bond owned on the Relevant Record Date, ref. Clause 3.3 (*Bondholders' rights*). The Chairperson may, in its sole discretion, decide on accepted evidence of ownership of Voting Bonds.

(b) Issuer's Bonds shall not carry any voting rights. The Chairperson shall determine any question concerning whether any Bonds will be considered Issuer's Bonds.

(c) For the purposes of this Clause 15 (*Bondholders' decisions*), a Bondholder that has a Bond registered in the name of a nominee will, in accordance with Clause 3.3 (*Bondholders' rights*), be deemed to be the owner of the Bond rather than the nominee. No vote may be cast by any nominee if the Bondholder has presented relevant evidence to the Bond Trustee pursuant to Clause 3.3 (*Bondholders' rights*) stating that it is the owner of the Bonds voted for. If the Bondholder has voted directly for any of its nominee registered Bonds, the Bondholder's votes shall take precedence over votes submitted by the nominee for the same Bonds.

(d) Any of the Issuer, the Bond Trustee and any Bondholder has the right to demand a vote by ballot. In case of parity of votes, the Chairperson will have the deciding vote.

15.4 Repeated Bondholders' Meeting

(a) Even if the necessary quorum set out in paragraph (d) of Clause 15.1 (*Authority of the Bondholders' Meeting*) is not achieved, the Bondholders' Meeting shall be held and voting completed for the purpose of recording the voting results in the minutes of the Bondholders' Meeting. The Bond Trustee or the person who convened the initial Bondholders' Meeting may, within 10 Business Days of that Bondholders' Meeting, convene a repeated meeting with the same agenda as the first meeting.

(b) The provisions and procedures regarding Bondholders' Meetings as set out in Clause 15.1 (*Authority of the Bondholders' Meeting*), Clause 15.2 (*Procedure for arranging a Bondholders' Meeting*) and Clause 15.3 (*Voting rules*) shall apply *mutatis mutandis* to a repeated Bondholders' Meeting, with the exception that the quorum requirements set out in paragraph (d) of Clause 15.1 (*Authority of the Bondholders' Meeting*) shall not apply to a repeated Bondholders' Meeting. A Summons for a repeated Bondholders' Meeting shall also contain the voting results obtained in the initial Bondholders' Meeting.

(c) A repeated Bondholders' Meeting may only be convened once for each original Bondholders' Meeting. A repeated Bondholders' Meeting may be convened pursuant to the procedures of a Written Resolution in accordance with Clause 15.5 (*Written Resolutions*), even if the initial meeting was held pursuant to the procedures of a Bondholders' Meeting in accordance with Clause 15.2 (*Procedure for arranging a Bondholders' Meeting*) and vice versa.

15.5 Written Resolutions

(a) Subject to these Bond Terms, anything which may be resolved by the Bondholders in a Bondholders' Meeting pursuant to Clause 15.1 (*Authority of the Bondholders' Meeting*) may also be resolved by way of a Written Resolution. A Written Resolution passed with the relevant majority is as valid as if it had been passed by the Bondholders in a Bondholders' Meeting, and any reference in any Finance Document to a Bondholders' Meeting shall be construed accordingly.

(b) The person requesting a Bondholders' Meeting may instead request that the relevant matters are to be resolved by Written Resolution only, unless the Bond Trustee decides otherwise.

(c) The Summons for the Written Resolution shall be sent to the Bondholders registered in the CSD at the time the Summons is sent from the CSD and published at the Bond Trustee's web site, or other relevant electronic platform or via press release.

(d) The provisions set out in Clause 15.1 (*Authority of the Bondholders' Meeting*), 15.2 (*Procedure for arranging a Bondholder's Meeting*), Clause 15.3 (*Voting Rules*) and Clause 15.4 (*Repeated Bondholders' Meeting*) shall apply *mutatis mutandis* to a Written Resolution, except that:

(i) the provisions set out in paragraphs (g), (h) and (i) of Clause 15.2 (*Procedure for arranging Bondholders Meetings*); or

(ii) provisions which are otherwise in conflict with the requirements of this Clause 15.5 (*Written Resolution*),

shall not apply to a Written Resolution.

(e) The Summons for a Written Resolution shall include:

(i) instructions as to how to vote to each separate item in the Summons (including instructions as to how voting can be done electronically if relevant); and

(ii) the time limit within which the Bond Trustee must have received all votes necessary in order for the Written Resolution to be passed with the requisite majority (the "**Voting Period**"), which shall be at least 10 Business Days but not more than 15 Business Days from the date of the Summons.

(f) Only Bondholders of Voting Bonds registered with the CSD on the Relevant Record Date, or the beneficial owner thereof having presented relevant evidence to the Bond Trustee pursuant to Clause 3.3 (*Bondholders' rights*), will be counted in the Written Resolution.

(g) A Written Resolution is passed when the requisite majority set out in paragraph (e) or paragraph (f) of Clause 15.1 (*Authority of Bondholders' Meeting*) has been obtained, based on a quorum of the total number of Voting Bonds, even if the Voting Period has not yet expired. A Written Resolution will also be resolved if the sufficient numbers of negative votes are received prior to the expiry of the Voting Period.

(h) The effective date of a Written Resolution passed prior to the expiry of the Voting Period is the date when the resolution is approved by the last Bondholder that results in the necessary voting majority being obtained.

(i) If no resolution is passed prior to the expiry of the Voting Period, the number of votes shall be calculated at the close of business on the last day of the Voting Period, and a decision will be made based on the quorum and majority requirements set out in paragraphs (e) to (g) of Clause 15.1(*Authority of Bondholders' Meeting*).

16. THE BOND TRUSTEE

16.1 Power to represent the Bondholders

(a) The Bond Trustee has power and authority to act on behalf of, and/or represent, the Bondholders in all matters, including but not limited to taking any legal or other action, including enforcement of these Bond Terms, and the commencement of bankruptcy or other insolvency proceedings against the Issuer, or others.

(b) The Issuer shall promptly upon request provide the Bond Trustee with any such documents, information and other assistance (in form and substance satisfactory to the Bond Trustee), that the Bond Trustee deems necessary for the purpose of exercising its and the Bondholders' rights and/or carrying out its duties under the Finance Documents.

16.2 The duties and authority of the Bond Trustee

(a) The Bond Trustee shall represent the Bondholders in accordance with the Finance Documents, including, inter alia, by following up on the delivery of any Compliance Certificates and such other documents which the Issuer is obliged to disclose or deliver to the Bond Trustee pursuant to the Finance Documents and, when relevant, in relation to accelerating and enforcing the Bonds on behalf of the Bondholders.

(b) The Bond Trustee is not obligated to assess or monitor the financial condition of the Issuer or any other Obligor unless to the extent expressly set out in these Bond Terms, or to take any steps to ascertain whether any Event of Default has occurred. Until it has actual knowledge to the contrary, the Bond Trustee is entitled to assume that no Event of Default has occurred. The Bond Trustee is not responsible for the valid execution or enforceability of the Finance Documents, or for any discrepancy between the indicative terms and conditions described in any marketing material presented to the Bondholders prior to issuance of the Bonds and the provisions of these Bond Terms.

(c) The Bond Trustee is entitled to take such steps that it, in its sole discretion, considers necessary or advisable to protect the rights of the Bondholders in all matters pursuant to the terms of the Finance Documents. The Bond Trustee may submit any instructions received by it from the Bondholders to a Bondholders' Meeting before the Bond Trustee takes any action pursuant to the instruction.

(d) The Bond Trustee is entitled to engage external experts when carrying out its duties under the Finance Documents.

(e) The Bond Trustee shall hold all amounts recovered on behalf of the Bondholders on separated accounts.

(f) The Bond Trustee will ensure that resolutions passed at the Bondholders' Meeting are properly implemented, provided, however, that the Bond Trustee may refuse to implement resolutions that may be in conflict with these Bond Terms, any other Finance Document, or any applicable law.

(g) Notwithstanding any other provision of the Finance Documents to the contrary, the Bond Trustee is not obliged to do or omit to do anything if it would or might in its reasonable opinion constitute a breach of any law or regulation.

(h) If the cost, loss or liability which the Bond Trustee may incur (including reasonable fees payable to the Bond Trustee itself) in:

(i) complying with instructions of the Bondholders; or

(ii) taking any action at its own initiative,

will not, in the reasonable opinion of the Bond Trustee, be covered by the Issuer or the relevant Bondholders pursuant to paragraphs (e) and (g) of Clause 16.4 (*Expenses, liability and indemnity*), the Bond Trustee may refrain from acting in accordance with such instructions, or refrain from taking such action, until it has received such funding or indemnities (or adequate security has been provided therefore) as it may reasonably require.

(i) The Bond Trustee shall give a notice to the Bondholders before it ceases to perform its obligations under the Finance Documents by reason of the non-payment by the Issuer of any fee or indemnity due to the Bond Trustee under the Finance Documents.

(j) The Bond Trustee may instruct the CSD to split the Bonds to a lower nominal amount in order to facilitate partial redemptions, restructuring of the Bonds or other situations.

16.3 Equality and conflicts of interest

(a) The Bond Trustee shall not make decisions which will give certain Bondholders an unreasonable advantage at the expense of other Bondholders. The Bond Trustee shall, when acting pursuant to the Finance Documents, act with regard only to the interests of the Bondholders and shall not be required to have regard to the interests or to act upon or comply with any direction or request of any other person, other than as explicitly stated in the Finance Documents.

(b) The Bond Trustee may act as agent, trustee, representative and/or security agent for several bond issues relating to the Issuer notwithstanding potential conflicts of interest. The Bond Trustee is entitled to delegate its duties to other professional parties.

16.4 Expenses, liability and indemnity

(a) The Bond Trustee will not be liable to the Bondholders for damage or loss caused by any action taken or omitted by it under or in connection with any Finance Document, unless directly caused by its gross negligence or wilful misconduct. The Bond Trustee shall not be responsible for any indirect or consequential loss. Irrespective of the foregoing, the Bond Trustee shall have no liability to the Bondholders for damage caused by the Bond Trustee acting in accordance with instructions given by the Bondholders in accordance with these Bond Terms.

(b) The Bond Trustee will not be liable to the Issuer for damage or loss caused by any action taken or omitted by it under or in connection with any Finance Document, unless caused by its gross negligence or wilful misconduct. The Bond Trustee shall not be responsible for any indirect or consequential loss.

(c) Any liability for the Bond Trustee for damage or loss is limited to the amount of the Outstanding Bonds. The Bond Trustee is not liable for the content of information provided to the Bondholders by or on behalf of the Issuer or any other person.

(d) The Bond Trustee shall not be considered to have acted negligently in:

(i) acting in accordance with advice from or opinions of reputable external experts; or

(ii) taking, delaying or omitting any action if acting with reasonable care and provided the Bond Trustee considers that such action is in the interests of the Bondholders.

(e) The Issuer is liable for, and will indemnify the Bond Trustee fully in respect of, all losses, expenses and liabilities incurred by the Bond Trustee as a result of negligence by the Issuer (including its directors, management, officers, employees and agents) in connection with the performance of the Bond Trustee's obligations under the Finance Documents, including losses incurred by the Bond Trustee as a result of the Bond Trustee's actions based on misrepresentations made by the Issuer in connection with the issuance of the Bonds, the entering into or performance under the Finance Documents, and for as long as any amounts are outstanding under or pursuant to the Finance Documents.

(f) The Issuer shall cover all costs and expenses incurred by the Bond Trustee in connection with it fulfilling its obligations under the Finance Documents. The Bond Trustee is entitled to fees for its work and to be indemnified for costs, losses and liabilities on the terms set out in the Finance Documents. The Bond Trustee's obligations under the Finance Documents are conditioned upon the due payment of such fees and indemnifications. The fees of the Bond Trustee will be further set out in the Bond Trustee Fee Agreement.

(g) The Issuer shall on demand by the Bond Trustee pay all costs incurred for external experts engaged after the occurrence of an Event of Default, or for the purpose of investigating or considering (i) an event or circumstance which the Bond Trustee reasonably believes is or may lead to an Event of Default or (ii) a matter relating to the Issuer or any of the Finance Documents which the Bond Trustee reasonably believes may constitute or lead to a breach of any of the Finance Documents or otherwise be detrimental to the interests of the Bondholders under the Finance Documents.

(h) Fees, costs and expenses payable to the Bond Trustee which are not reimbursed in any other way due to an Event of Default, the Issuer being Insolvent or similar circumstances pertaining to any Obligors, may be covered by making an equal reduction in the proceeds to the Bondholders hereunder of any costs and expenses incurred by the Bond Trustee or the Security Agent in connection therewith. The Bond Trustee may withhold funds from any escrow account (or similar arrangement) or from other funds received from the Issuer or any other person, irrespective of such funds being subject to Transaction Security, and to set-off and cover any such costs and expenses from those funds.

(i) As a condition to effecting any instruction from the Bondholders (including, but not limited to, instructions set out in Clause 14.3 (*Bondholders' instructions*) or Clause 15.2 (*Procedure for arranging a Bondholders' Meeting*)), the Bond Trustee may require satisfactory Security, guarantees and/or indemnities for any possible liability and anticipated costs and expenses from those Bondholders who have given that instruction and/or who voted in favour of the decision to instruct the Bond Trustee.

16.5 Replacement of the Bond Trustee

(a) The Bond Trustee may be replaced by a majority of 2/3 of Voting Bonds in accordance with the procedures set out in Clause 15 (*Bondholders' Decisions*), and the Bondholders may resolve to replace the Bond Trustee without the Issuer's approval.

(b) The Bond Trustee may resign by giving notice to the Issuer and the Bondholders, in which case a successor Bond Trustee shall be elected pursuant to this Clause 16.5 (*Replacement of the Bond Trustee*), initiated by the retiring Bond Trustee.

(c) If the Bond Trustee is Insolvent, or otherwise is permanently unable to fulfil its obligations under these Bond Terms, the Bond Trustee shall be deemed to have resigned and a successor Bond Trustee shall be appointed in accordance with this Clause 16.5 (*Replacement of the Bond Trustee*). The Issuer may appoint a temporary Bond Trustee until a new Bond Trustee is elected in accordance with paragraph (a) above.

(d) The change of Bond Trustee shall only take effect upon execution of all necessary actions to effectively substitute the retiring Bond Trustee, and the retiring Bond Trustee undertakes to co-operate in all reasonable manners without delay to such effect. The retiring Bond Trustee shall be discharged from any further obligation in respect of the Finance Documents from the change takes effect, but shall remain liable under the Finance Documents in respect of any action which it took or failed to take whilst acting as Bond Trustee. The retiring Bond Trustee remains entitled to any benefits and any unpaid fees or expenses under the Finance Documents before the change has taken place.

(e) Upon change of Bond Trustee the Issuer shall co-operate in all reasonable manners without delay to replace the retiring Bond Trustee with the successor Bond Trustee and release the retiring Bond Trustee from any future obligations under the Finance Documents and any other documents.

16.6 Security Agent

(a) The Bond Trustee is appointed to act as Security Agent for the Bonds, unless any other person is appointed. The main functions of the Security Agent may include holding Transaction Security on behalf of the Secured Parties and monitoring compliance by the Issuer and other relevant parties of their respective obligations under the Transaction Security Documents with respect to the Transaction Security on the basis of information made available to it pursuant to the Finance Documents.

(b) The Bond Trustee shall, when acting as Security Agent for the Bonds, at all times maintain and keep all certificates and other documents received by it, that are bearers of right relating to the Transaction Security in safe custody on behalf of the Bondholders. The Bond Trustee shall not be responsible for or required to insure against any loss incurred in connection with such safe custody.

(c) Before the appointment of a Security Agent other than the Bond Trustee, the Issuer shall be given the opportunity to state its views on the proposed Security Agent, but the final decision as to appointment shall lie exclusively with the Bond Trustee.

(d) The functions, rights and obligations of the Security Agent may be determined by a Security Agent Agreement to be entered into between the Bond Trustee and the Security Agent, which the Bond Trustee shall have the right to require each Obligor and any other party to a Finance Document to sign as a party, or, at the discretion of the Bond Trustee, to acknowledge. The Bond Trustee shall at all times retain the right to instruct the

Security Agent in all matters, whether or not a separate Security Agent Agreement has been entered into.

(e) The provisions set out in Clause 16.4 (*Expenses, liability and indemnity*) shall apply *mutatis mutandis* to any expenses and liabilities of the Security Agent in connection with the Finance Documents.

17. AMENDMENTS AND WAIVERS

17.1 Procedure for amendments and waivers

(a) The Issuer and the Bond Trustee (acting on behalf of the Bondholders) may agree to amend the Finance Documents or waive a past default or anticipated failure to comply with any provision in a Finance Document, provided that:

(i) such amendment or waiver is not detrimental to the rights and benefits of the Bondholders in any material respect, or is made solely for the purpose of rectifying obvious errors and mistakes;

(ii) such amendment or waiver is required by applicable law, a court ruling or a decision by a relevant authority; or

(iii) such amendment or waiver has been duly approved by the Bondholders in accordance with Clause 15 (*Bondholders' Decisions*).

(b) Any changes to these Bond Terms necessary or appropriate in connection with the appointment of a Security Agent other than the Bond Trustee shall be documented in an amendment to these Bond Terms, signed by the Bond Trustee (in its discretion). If so desired by the Bond Trustee, any or all of the Transaction Security Documents shall be amended, assigned or re-issued, so that the Security Agent is the holder of the relevant Security (on behalf of the Bondholders). The costs incurred in connection with such amendment, assignment or re-issue shall be for the account of the Issuer.

17.2 Authority with respect to documentation

If the Bondholders have resolved the substance of an amendment to any Finance Document, without resolving on the specific or final form of such amendment, the Bond Trustee shall be considered authorised to draft, approve and/or finalise (as applicable) any required documentation or any outstanding matters in such documentation without any further approvals or involvement from the Bondholders being required.

17.3 Notification of amendments or waivers

(a) The Bond Trustee shall as soon as possible notify the Bondholders of any amendments or waivers made in accordance with this Clause 17 (*Amendments and waivers*), setting out the date from which the amendment or waiver will be effective, unless such notice according to the Bond Trustee's sole discretion is unnecessary. The Issuer shall ensure that any amendment to these Bond Terms is duly registered with the CSD.

(b) Prior to agreeing to an amendment or granting a waiver in accordance with Clause 17.1(a)(i) (*Procedure for amendments and waivers*), the Bond Trustee may inform the Bondholders of such waiver or amendment at a relevant information platform.

18. MISCELLANEOUS

18.1 Limitation of claims

All claims under the Finance Documents for payment, including interest and principal, will be subject to the legislation regarding time-bar provisions of the Relevant Jurisdiction.

18.2 Access to information

(a) These Bond Terms will be made available to the public and copies may be obtained from the Bond Trustee or the Issuer. The Bond Trustee will not have any obligation to distribute any other information to the Bondholders or any other person, and the Bondholders have no right to obtain information from the Bond Trustee, other than as explicitly stated in these Bond Terms or pursuant to statutory provisions of law.

(b) In order to carry out its functions and obligations under these Bond Terms, the Bond Trustee will have access to the relevant information regarding ownership of the Bonds, as recorded and regulated with the CSD.

(c) The information referred to in paragraph (b) above may only be used for the purposes of carrying out their duties and exercising their rights in accordance with the Finance Documents and shall not disclose such information to any Bondholder or third party unless necessary for such purposes.

18.3 Notices, contact information

Written notices to the Bondholders made by the Bond Trustee will be sent to the Bondholders via the CSD with a copy to the Issuer and the Exchange (if the Bonds are listed). Any such notice or communication will be deemed to be given or made via the CSD, when sent from the CSD.

(a) The Issuer's written notifications to the Bondholders will be sent to the Bondholders via the Bond Trustee or through the CSD with a copy to the Bond Trustee and the Exchange (if the Bonds are listed).

(b) Notwithstanding paragraph (a) above and provided that such written notification does not require the Bondholders to take any action under the Finance Documents, the Issuer's written notifications to the Bondholders may be published by the Bond Trustee on a relevant information platform only.

(c) Unless otherwise specifically provided, all notices or other communications under or in connection with these Bond Terms between the Bond Trustee and the Issuer will be given or made in writing, by letter, e-mail or fax. Any such notice or communication will be deemed to be given or made as follows:

(i) if by letter, when delivered at the address of the relevant party;

(ii) if by e-mail, when received;

(iii) if by fax, when received; and

(iv) if by publication on a relevant information platform, when published.

(d) The Issuer and the Bond Trustee shall each ensure that the other party is kept informed of changes in postal address, e-mail address, telephone and fax numbers and contact persons.

(e) When determining deadlines set out in these Bond Terms, the following will apply (unless otherwise stated):

(i) if the deadline is set out in days, the first day of the relevant period will not be included and the last day of the relevant period will be included;

(ii) if the deadline is set out in weeks, months or years, the deadline will end on the day in the last week or the last month which, according to its name or number, corresponds to the first day the deadline is in force. If such day is not a part of an actual month, the deadline will be the last day of such month; and

(iii) if a deadline ends on a day which is not a Business Day, the deadline is postponed to the next Business Day.

18.4 Defeasance

(a) Subject to paragraph (b) below and provided that:

(i) an amount sufficient for the payment of principal and interest on the Outstanding Bonds to the relevant Repayment Date (including, to the extent applicable, any premium payable upon exercise of a Call Option), and always subject to paragraph (c) below (the "**Defeasance Amount**") is credited by the Issuer to an account in a financial institution acceptable to the Bond Trustee (the "**Defeasance Account**");

(ii) the Defeasance Account is irrevocably pledged and blocked in favour of the Bond Trustee on such terms as the Bond Trustee shall request (the "**Defeasance Pledge"**); and

(iii) the Bond Trustee has received such legal opinions and statements reasonably required by it, including (but not necessarily limited to) with respect to the validity and enforceability of the Defeasance Pledge,

then;

(A) the Issuer will be relieved from its obligations under Clause 12.2 (*Requirements as to Financial Reports*) paragraph (a), Clause 12.3 (*Put Option Event*), Clause 12.4 (*Information: Miscellaneous*) and Clause 13 (*General and financial undertakings*);

(B) any Transaction Security shall be released and the Defeasance Pledge shall be considered replacement of the Transaction Security; and

(C) any Obligor shall be released from any Guarantee or other obligation applicable to it under any Finance Document.

(b) The Bond Trustee shall be authorised to apply any amount credited to the Defeasance Account towards any amount payable by the Issuer under any Finance Document on the due date for the relevant payment until all obligations of the Issuer and all amounts outstanding under the Finance Documents are repaid and discharged in full.

(c) The Bond Trustee may, if the Defeasance Amount cannot be finally and conclusively determined, decide the amount to be deposited to the Defeasance Account in its discretion, applying such buffer amount as it deems necessary.

A defeasance established according to this Clause 18.4 may not be reversed.

19. GOVERNING LAW AND JURISDICTION

19.1 Governing law

These Bond Terms are governed by the laws of the Relevant Jurisdiction, without regard to its conflict of law provisions.

19.2 Main jurisdiction

The Bond Trustee and the Issuer agree for the benefit of the Bond Trustee and the Bondholders that the City Court of the capital of the Relevant Jurisdiction shall have jurisdiction with respect to any dispute arising out of or in connection with these Bond Terms. The Issuer agrees for the benefit of the Bond Trustee and the Bondholders that any legal action or proceedings arising out of or in connection with these Bond Terms against the Issuer or any of its assets may be brought in such court.

19.3 Alternative jurisdiction

Clause 19 (*Governing law and jurisdiction*) is for the exclusive benefit of the Bond Trustee and the Bondholders and the Bond Trustee have the right:

(a) to commence proceedings against the Issuer or any other Obligor or any of their respective assets in any court in any jurisdiction; and

(b) to commence such proceedings, including enforcement proceedings, in any competent jurisdiction concurrently.

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These Bond Terms have been executed in two originals, of which the Issuer and the Bond Trustee shall retain one each.

SIGNATURES:

The Issuer:	**As Bond Trustee and Security Agent:**
Infront ASA	**Nordic Trustee AS**
…………………………………………….	…………………………………………….
By: Max M Hofer	By:
Position: CFO Infront ASA	Position:

These Bond Terms have been executed in two originals, of which the Issuer and the Bond Trustee shall retain one each.

SIGNATURES:

The Issuer:	**As Bond Trustee and Security Agent:**
Infront ASA	**Nordic Trustee AS**
....	....
By:	By: Vivian Trøsch
Position:	Position: Attorney-at-Law

ATTACHMENT 1
COMPLIANCE CERTIFICATE

[date]

Infront ASA – Senior Secured Callable Open Bond Issue 2019/2023 – ISIN NO0010850613

We refer to the Bond Terms for the above captioned Bonds made between Nordic Trustee AS as Bond Trustee on behalf of the Bondholders and the undersigned as Issuer. Pursuant to Clause 12 of the Bond Terms a Compliance Certificate shall be issued in connection with each delivery of Financial Reports to the Bond Trustee.

This letter constitutes the Compliance Certificate for the period [●].

Capitalised terms used herein will have the same meaning as in the Bond Terms.

With reference to Clause 12.2 (*Requirements as to Financial Reports*) we hereby certify that all information delivered under cover of this Compliance Certificate is true and accurate and there has been no material adverse change to the financial condition of the Issuer since the date of the last accounts or the last Compliance Certificate submitted to you. Copies of our latest consolidated [Annual Financial Statements] / [Interim Accounts] are enclosed.

The Incurrence Test set out in Clause 13.15 (*Incurrence Test*) is met, please see the calculations and figures in respect of the ratios attached hereto.

The Material Group Companies nominated in accordance with Clause 13.13 (*Nomination of Material Group Companies*) are: [ ].

We confirm that, to the best of our knowledge, no Event of Default has occurred or is likely to occur.

Yours faithfully,

Infront ASA

____

Name of authorised person

Enclosure: Annual Financial Statements / Interim Accounts*; [and any other written documentation]*

ATTACHMENT 2
RELEASE NOTICE – ESCROW ACCOUNT

[date]

Dear Sirs,

Infront ASA – Senior Secured Callable Open Bond Issue 2019/2023 – ISIN NO0010850613

We refer to the Bond Terms for the above captioned Bonds made between Nordic Trustee AS as Bond Trustee on behalf of the Bondholders and the undersigned as Issuer.

Capitalised terms used herein will have the same meaning as in the Bond Terms.

We hereby give you notice that we on [date] wish to draw an amount of [currency and amount] from the Escrow Account applied pursuant to the purpose set out in the Bond Terms, and request you to instruct the bank to release the above mentioned amount.

We hereby represent and warrant that (i) no Event of Default has occurred and is continuing or is likely to occur as a result of the release from the Escrow Account, and (ii) we repeat the representations and warranties set out in the Bond Terms as being still true and accurate in all material respects at the date hereof.

Yours faithfully,

Infront ASA

____

Name of authorized person

Enclosure: [copy of any written documentation evidencing the use of funds]

ATTACHMENT 3
SECURITY PRINCIPLES

The granting of the Transaction Security as contemplated under the Bond Terms is subject to, *inter alia*, the following security principles:

(a) Transaction Security will be granted by a Group Company to the extent such company is or becomes a Material Group Company, over such types of assets or asset classes provided as security under the Transaction Security or to the extent required to grant security over any shares (ownership interests) in any company becoming a Material Group Company. General statutory and customary limitations (e.g. financial assistance, corporate benefit and retention of title claims) may limit the ability of a Material Group Company to provide security without inclusion of provisions limiting the responsibility for granting full legal valid and perfected security or require that such security is limited by an amount or otherwise.

(b) The security and extent of its perfection and scope shall take into account the cost, work and time of providing security which must be proportionate to the benefit accruing to the Bondholders (it being understood that stamp duties and other fees payable as a percentage of the secured obligations (unless de minimis) shall not be considered proportionate).

(c) Group Companies will not be required to give guarantees or enter into security documents if it would:

(i) result in any breach of corporate benefit, financial assistance, fraudulent preference or thin capitalisation laws or regulations (or analogous restrictions) of any applicable jurisdiction; or

(ii) result in a significant risk to the officers of the relevant Group Company of contravention of their fiduciary duties and/or of civil or criminal liability,

unless such guarantees or security documents are accompanied by relevant provisions (limitation language) limiting the potential liability for the relevant Group Company, its management, officers or other employees.

(d) Any assets subject to pre-existing third party arrangements which are permitted by the Finance Documents or any other contractual restrictions on assignments or absence of necessary regulations, registrations or similar, and which prevent those assets from being charged, will be excluded from any relevant security document but the Material Group Companies must use reasonable endeavours to obtain consent to charging any such assets if the relevant asset is material.

(e) Guarantees and security will not be required from or over the assets of any joint venture or similar arrangement or any company in which a Material Group Company holds a minority interest.

(f) Perfection of security will not be required if it would materially and adversely affect the ability of the relevant Group Company to conduct its operations or business in the ordinary course. Any Intercompany Loans that are subject to a first priority assignment in favour of the Bondholders shall, to the extent required by law, be subject to delayed perfection allowing the debtor under such Intercompany Loan to pay interest and repay or amortise the loan until an acceleration has occurred following an Event of Default.

(g) No notice of receivables security may be given to third party debtors until an event of default has occurred (and an acceleration notice has been served to the relevant debtors), regardless if such notice is required for perfection of such receivables security.

(h) No Material Group Company shall be under an obligation to grant any security over any hedging contracts.

(i) Security will not be enforceable until an acceleration has occurred following an Event of Default.

(j) The Security Agent shall only be able to:

    (i) exercise any powers of attorney (including, but not limited to, in respect of voting rights appertaining to any shares) granted under any security document or have the right to receive any dividends if an event of default has occurred and is continuing, upon which such rights may no longer be exercised by the relevant pledgor; and

    (ii) exercise any powers of attorney granted under any security document if and when the relevant Obligor has failed to comply with a further assurance or perfection obligation within 5 Business Days of receiving prior notice of it.

	These minutes have been prepared in both Norwegian and English. In case of any discrepancies between the versions, the Norwegian version shall prevail.
Vedtekter **for** **Infront ASA** **(org. nr. 979 806 787)** (Vedtatt 4. juni 2019) **§ 1** Selskapets navn er Infront ASA. Selskapet er et allmennaksjeselskap. **§ 2** Selskapets forretningskontor er i Oslo. **§ 3** Selskapets formål er: Utføre konsulentvirksomhet og utvikle programvare for salg. **§ 4** Selskapets aksjekapital er NOK 4 332 976 fordelt på 43 329 760 aksjer, hver lydende på NOK 0,10. Selskapets aksjer skal registreres i verdipapirregister. **§ 5** Selskapets styre skal ha fra 3 til 7 aksjeeiervalgte medlemmer som velges for en periode på inntil to år etter generalforsamlingens nærmere beslutning. Ved stemmelikhet i styret har styreleder dobbeltstemme. **§ 6** Selskapets firma tegnes av styrets leder alene eller to styremedlemmer i felleskap. Styret kan meddele prokura. **§ 7** Selskapet skal ha en valgkomité. Valgkomiteen skal avgi innstillinger til generalforsamlingen om valg av aksjeeiervalgte medlemmer til styret, godtgjørelse til styrets medlemmer, valg av medlemmer til valgkomiteen og godtgjørelse til valgkomiteens medlemmer.	**Articles of association** **for** **Infront ASA** **(org. nr. 979 806 787** (Adopted 4 June 2019) **§ 1** The company's name is Infront ASA. The company is a public limited liability company. **§ 2** The company's registered office is in Oslo. **§ 3** The company's business is: consultancy business and development of software for sale. **§ 4** The company's share capital is NOK 4,332,976 divided on 43,329,760 shares, each with a par value of NOK 0.10. The company's shares shall be registered in a securities registry. **§ 5** The company's board of directors shall consist of 3 to 7 shareholder-elected members that are elected for a period of up to two years pursuant to the general meeting's further resolution. The chairman of the board carries a double vote in the event of a tie. **§ 6** The signing rights of the company are allocated to the chairman of the board acting alone or two board members acting jointly. The board may grant procuration. **§ 7** The company shall have a nomination committee. The nomination committee shall make recommendations to the general meeting regarding election of shareholder-elected members of the board of directors, remuneration to the members of the board of directors, election of members to the nomination committee and remuneration to the members of the nomination committee.

Valgkomiteen skal bestå av to til tre medlemmer som skal være aksjeeiere eller representanter for aksjeeiere. Valgkomiteens medlemmer, herunder valgkomiteens leder, velges av generalforsamlingen for en periode på inntil to år etter generalforsamlingens nærmere beslutning. Godtgjørelse til valgkomiteens medlemmer fastsettes av generalforsamlingen.	The nomination committee shall consist of two to three members who shall be shareholders or representatives of shareholders. The members of the nomination committee, including the chairman of the nomination committee, are elected by the general meeting for a term of up to two years pursuant to the general meeting's further resolution. Remuneration to the members of the nomination committee is determined by the general meeting.
§ 8	**§ 8**
Aksjeeiere som vil delta på generalforsamlingen skal meddele dette til selskapet innen fem dager før generalforsamlingen.	Shareholders who want to participate at the general meeting shall notify the company thereof within five days prior to the general meeting.
Ved erverv av aksjer kan retten til å delta og stemme på generalforsamlingen bare utøves når ervervet er innført i aksjeeierregisteret den femte virkedagen før generalforsamlingen.	Upon acquisition of shares, the right to participate and vote at the general meeting may only be exercised if the acquisition is recorded in the shareholder registry the fifth business day prior to the general meeting.
Dokumenter som gjelder saker som skal behandles på generalforsamlingen trenger ikke sendes til aksjeeierne dersom dokumentene er gjort tilgjengelige for aksjeeierne på selskapets internettsider. Dette gjelder også dokumenter som etter lov skal inntas i eller vedlegges innkallingen til generalforsamlingen.	Documents relating to matters which shall be considered at the general meeting need not be sent to the shareholders if the documents are made available to the shareholders on the company's websites. This also applies for documents which according to law shall be included in or attached to the notice to the general meeting.
Styret kan bestemme at aksjeeierne skal kunne avgi sin stemme skriftlig, herunder ved bruk av elektronisk kommunikasjon, i en periode før generalforsamlingen.	The board of directors may decide that shareholders may submit their votes in writing, including by use of electronic communication, in a period prior to the general meeting.
§ 9	**§ 9**
Den ordinære generalforsamling skal behandle:	The company's annual general meeting shall consider the following:
1) Godkjennelse av årsregnskapet og årsberetningen, herunder utdeling av utbytte; og 2) Andre saker som etter loven eller vedtektene hører under generalforsamlingen.	1) Approval of the annual accounts and annual report, including distribution of dividend; and 2) Other matters which according to law or articles of association shall be dealt with by the general meeting.

Årsredovisning

för

Infront Sweden AB

556726-2794

Räkenskapsåret

2018

Innehållsförteckning

Styrelsen och verkställande direktören för Infront Sweden AB får härmed avge årsredovisning för räkenskapsåret 2018.

Förvaltningsberättelse

Information om verksamheten

Bolaget ska sälja och marknadsföra produkter till aktörer på den finansiella marknaden för dess hantering av marknads- och tradinginformation, såsom produkter som utvisar börskurser i Sverige, Europa och övriga världen, samt därmed förenlig verksamhet.

Bolaget använder sig av internprismodellen Transactional Net Margin Method (TNMM), med moderbolaget Infront ASA.

Företaget har sitt säte i Stockholm.

Väsentliga händelser under räkenskapsåret

Inga väsentliga händelser har skett under räkenskapsåret.

Användande av finansiella instrument

Flerårsöversikt (Tkr)	**2018**	**2017**	**2016**	**2015**
Nettoomsättning	116 370	92 112	66 416	60 413
Resultat efter finansiella poster	5 415	5 052	3 458	6 147
Soliditet (%)	6,8	16,8	27,1	45,1

För definitioner av nyckeltal, se Redovisnings- och värderingsprinciper.

Förändring av eget kapital

	Aktie-kapital	**Balanserat resultat**	**Årets resultat**	**Totalt**
Belopp vid årets ingång	100 000	1 519 568	3 925 200	**5 544 768**
Disposition enligt beslut av årets årsstämma:		3 925 200	-3 925 200	**0**
Utdelning		-5 400 000	0	**-5 400 000**
Årets resultat			4 197 153	**4 197 153**
Belopp vid årets utgång	**100 000**	**44 768**	**4 197 153**	**4 341 921**

Förslag till vinstdisposition

Styrelsen föreslår att till förfogande stående vinstmedel (kronor):

balanserad vinst	44 768
årets vinst	4 197 153
	4 241 921

disponeras så att	
till aktieägare utdelas (4 200 kronor per aktie)	4 200 000
i ny räkning överföres	41 921
	4 241 921

Styrelsen anser att förslaget är förenligt med försiktighetsregeln i 17 kap. 3 § aktiebolagslagen enligt följande redogörelse: Styrelsens uppfattning är att vinstutdelningen är försvarlig med hänsyn till de krav verksamhetens art, omfattning och risk ställer på storleken på det egna kapitalet, bolagets konsolideringsbehov, likviditet och ställning i övrigt.

Företagets resultat och ställning i övrigt framgår av efterföljande resultat- och balansräkning med noter.

Resultaträkning	Not 1	**2018-01-01 -2018-12-31**	**2017-01-01 -2017-12-31**
Nettoomsättning		116 370 236	92 112 626
		116 370 236	**92 112 626**
Rörelsens kostnader			
Handelsvaror		-95 606 923	-72 813 684
Övriga externa kostnader		-2 897 297	-2 883 859
Personalkostnader	2	-11 719 144	-10 874 976
Avskrivningar och nedskrivningar av materiella och immateriella anläggningstillgångar		-281 945	-306 647
Övriga rörelsekostnader		-201 537	-201 280
Summa rörelsekostnader		**-110 706 846**	**-87 080 446**
Rörelseresultat		**5 663 390**	**5 032 180**
Resultat från finansiella poster			
Resultat från andelar i intresseföretag och gemensamt styrda företag		-12	-60
Övriga ränteintäkter och liknande resultatposter		1 642	-911
Räntekostnader och liknande resultatposter		-249 683	20 960
		-248 053	**19 989**
Resultat efter finansiella poster		**5 415 337**	**5 052 169**
Resultat före skatt		**5 415 337**	**5 052 169**
Skatt på årets resultat		-1 218 184	-1 126 969
Årets resultat		**4 197 153**	**3 925 200**

Balansräkning

	Not	2018-12-31	2017-12-31
	1		
TILLGÅNGAR			
Anläggningstillgångar			
Materiella anläggningstillgångar			
Inventarier, verktyg och installationer	3	753 401	1 004 346
		753 401	**1 004 346**
Summa anläggningstillgångar		**753 401**	**1 004 346**
Omsättningstillgångar			
Kortfristiga fordringar			
Kundfordringar		7 227 563	5 710 167
Fordringar hos koncernföretag		7 896 646	7 896 646
Övriga fordringar		494 534	113 589
Förutbetalda kostnader och upplupna intäkter		207 781	339 383
		15 826 524	**14 059 785**
Kassa och bank		13 872 742	17 905 907
Summa omsättningstillgångar		**29 699 266**	**31 965 692**
SUMMA TILLGÅNGAR		**30 452 667**	**32 970 038**

Balansräkning

	Not	2018-12-31	2017-12-31
	1		
EGET KAPITAL OCH SKULDER			
Eget kapital			
Bundet eget kapital			
Aktiekapital		100 000	100 000
		100 000	**100 000**
Fritt eget kapital			
Balanserad vinst eller förlust		44 768	1 519 568
Årets resultat		4 197 153	3 925 200
		4 241 921	**5 444 768**
Summa eget kapital		**4 341 921**	**5 544 768**
Kortfristiga skulder			
Leverantörsskulder		346 529	68 764
Skulder till koncernföretag		18 112 076	20 452 828
Övriga skulder		2 767 783	2 325 074
Upplupna kostnader och förutbetalda intäkter		4 884 358	4 578 604
Summa kortfristiga skulder		**26 110 746**	**27 425 270**
SUMMA EGET KAPITAL OCH SKULDER		**30 452 667**	**32 970 038**

Noter

Not 1 Redovisnings- och värderingsprinciper

Årsredovisningen har för första gången upprättats i enlighet med årsredovisningslagen och BFNAR 2012:1 Årsredovisning och koncernredovisning (K3).

Övergången till K3 har inte föranlett några ändrade redovisningsprinciper.

Fordringar
Fordringar har upptagits till de belopp varmed de beräknas inflyta.

Övriga tillgångar, avsättningar och skulder.
Övriga tillgångar, avsättningar och skulder har värderats till anskaffningsvärden om inget annat anges nedan.

Intäktsredovisning
Företagets intäkter från uppdrag till fast pris redovisas enligt huvudregeln. D v s förskottsfakturerade avtalsintäkter periodiseras och tas upp som förutbetalda intäkter i balansräkningen. Avtalsintäkter redovisas linjärt över avtalsperioden eftersom bolaget har kvarstående åtaganden kvar gentemot kunderna.

Materiella anläggningstillgångar
Materiella anläggningstillgångar redovisas till anskaffningsvärde med avdrag för ackumulerade avskrivningar och eventuella nedskrivningar. Tillgångarna skrivs av linjärt över tillgångarnas bedömda nyttjandeperiod. Nyttjandeperioden omprövas per varje balansdag. Följande nyttjande perioder tillämpas:

	Antal år
Inventarier, verktyg och maskiner	5 år

Finansiella Instrument
Finansiella instrument värderas utifrån anskaffningsvärde.

Leasing
Ett finansiellt leasingavtal är ett leasingavtal enligt vilket de ekonomiska risker och fördelar som är förknippade med att äga en tillgång i allt väsentligt överförs från leasinggivaren till leasingtagaren. Ett operationellt leasingavtal är ett leasingavtal som inte är ett finansiellt leasingavtal.

Leasetagare
Operationella leasingavtal kostnadsförs linjärt över leasingperioden.

Inkomstskatt
Aktuell skatt är inkomstskatt för innevarande räkenskapsår som avser årets skattepliktiga resultat. Aktuell skatt värderas till det sannolika beloppet enligt de skattesatser och skatteregler som gäller på balansdagen.

Avsättningar
Avsättningar redovisas när det finns en legal eller informell förpliktelse till följd av en tidigare händelse, det är sannolikt att ett utflöde av resurser kommer att krävas för att reglera förpliktelsen och beloppen kan uppskattas på ett tillförlitligt sätt. tidpunkten eller beloppet för utflödet kan fortfarande vara osäker.

Avsättningar för omstruktureringar redovisas bara om en fastställd och utförlig omstrukutreringsplan har utarbetats och införts, eller om företaget minsat har offentliggjort planens huvuddrag till dem som berörs av den. Avsättningar diskonteras till sina nuvärden där pengars tidsvärde är väsentligt.

Ersättningar till anställda
Pensioner
Avgiftsbestämda pensionplaner
Avgifter för avgiftsbestämda pensionsplaner kostnadsförs löpande.

Fordringar och skulder i utländsk valuta
Monetära fordringar och skulder i utländsk valuta har räknats om till balansdagens kurs.

Valutakursdifferenser som uppkommer vid reglering eller omräkning av monetära poster redovisas i resultaträkningen det räkenskapsår de uppkommer, antingen som en rörelsepost eller som en finansiell post utifrån den underliggande affärshändelsen.

Nyckeltalsdefinitioner
Nettoomsättning
Rörelsens huvudintäkter, fakturerade kostnader, sidointäkter samt intäktskorrigeringar.

Balansomslutning
Företagets samlade tillgångar.

Nettoomsättning
Rörelsens huvudintäkter, fakturerade kostnader, sidointäkter samt intäktskorrigeringar.

Resultat efter finansiella poster
Resultat efter finansiella intäkter och kostnader men före bokslutsdispositioner och skatter.

Soliditet (%)
Justerat eget kapital (eget kapital och obeskattade reserver med avdrag för uppskjuten skatt) i procent av balansomslutning.

Not 2 Medelantalet anställda

	2018	2017
Medelantalet anställda	11	11

Not 3 Inventarier, verktyg och installationer

	2018-12-31	2017-12-31
Ingående anskaffningsvärden	2 166 153	981 327
Inköp	31 000	1 184 826
Utgående ackumulerade anskaffningsvärden	**2 197 153**	**2 166 153**
Ingående avskrivningar	-1 161 807	-855 160
Årets avskrivningar	-281 945	-306 647
Utgående ackumulerade avskrivningar	**-1 443 752**	**-1 161 807**
Utgående redovisat värde	**753 401**	**1 004 346**

Stockholm 2019-03-01

Kenneth Riggio
Verkställande direktör

Kristian Nesbak

Vår revisionsberättelse har lämnats 2019-03-01

BDO Sweden AB

Carl-Johan Kjellman
Auktoriserad revisor

REVISIONSBERÄTTELSE

Till bolagsstämman i Infront Sweden AB
Org.nr. 556726-2794

Rapport om årsredovisningen

Uttalanden

Vi har utfört en revision av årsredovisningen för Infront Sweden AB för år 2018.

Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Infront Sweden ABs finansiella ställning per den 31 december 2018 och av dess finansiella resultat för året enligt årsredovisningslagen. Förvaltningsberättelsen är förenlig med årsredovisningens övriga delar.

Vi tillstyrker därför att bolagsstämman fastställer resultaträkningen och balansräkningen.

Grund för uttalanden

Vi har utfört revisionen enligt International Standards on Auditing (ISA) och god revisionssed i Sverige. Vårt ansvar enligt dessa standarder beskrivs närmare i avsnittet "Revisorns ansvar". Vi är oberoende i förhållande till Infront Sweden AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen och verkställande direktören som har ansvaret för att årsredovisningen upprättas och att den ger en rättvisande bild enligt årsredovisningslagen. Styrelsen och verkställande direktören ansvarar även för den interna kontroll som de bedömer är nödvändig för att upprätta en årsredovisning som inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

Vid upprättandet av årsredovisningen ansvarar styrelsen och verkställande direktören för bedömningen av bolagets förmåga att fortsätta verksamheten. De upplyser, när så är tillämpligt, om förhållanden som kan påverka förmågan att fortsätta verksamheten och att använda antagandet om fortsatt drift. Antagandet om fortsatt drift tillämpas dock inte om styrelsen och verkställande direktören avser att likvidera bolaget, upphöra med verksamheten eller inte har något realistiskt alternativ till att göra något av detta.

Revisorns ansvar

Våra mål är att uppnå en rimlig grad av säkerhet om huruvida årsredovisningen som helhet inte innehåller några väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag, och att lämna en revisionsberättelse som innehåller våra uttalanden. Rimlig säkerhet är en hög grad av säkerhet, men är ingen garanti för att en revision som utförs enligt ISA och god revisionssed i Sverige alltid kommer att upptäcka en väsentlig felaktighet om en sådan finns. Felaktigheter kan uppstå på grund av oegentligheter eller misstag och anses vara väsentliga om de enskilt eller tillsammans rimligen kan förväntas påverka de ekonomiska beslut som användare fattar med grund i årsredovisningen.

Som del av en revision enligt ISA använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Dessutom:

• identifierar och bedömer vi riskerna för väsentliga felaktigheter i årsredovisningen, vare sig dessa beror på oegentligheter eller misstag, utformar och utför granskningsåtgärder bland annat utifrån dessa risker och inhämtar revisionsbevis som är tillräckliga och ändamålsenliga för att utgöra en grund för våra uttalanden. Risken för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på misstag, eftersom oegentligheter kan innefatta agerande i maskopi, förfalskning, avsiktliga utelämnanden, felaktig information eller åsidosättande av intern kontroll.

• skaffar vi oss en förståelse av den del av bolagets interna kontroll som har betydelse för vår revision för att utforma granskningsåtgärder som är lämpliga med hänsyn till omständigheterna, men inte för att uttala oss om effektiviteten i den interna kontrollen.

• utvärderar vi lämpligheten i de redovisningsprinciper som används och rimligheten i styrelsens och verkställande direktörens uppskattningar i redovisningen och tillhörande upplysningar.

• drar vi en slutsats om lämpligheten i att styrelsen och verkställande direktören använder antagandet om fortsatt drift vid upprättandet av årsredovisningen. Vi drar också en slutsats, med grund i de inhämtade revisionsbevisen, om huruvida det finns någon väsentlig osäkerhetsfaktor som avser sådana händelser eller förhållanden som kan leda till betydande tvivel om bolagets förmåga att fortsätta verksamheten. Om vi drar slutsatsen att det finns en väsentlig osäkerhetsfaktor, måste vi i revisionsberättelsen fästa uppmärksamheten på upplysningarna i årsredovisningen om den väsentliga osäkerhetsfaktorn eller, om sådana upplysningar är otillräckliga, modifiera uttalandet om årsredovisningen. Våra slutsatser baseras på de revisionsbevis som inhämtas fram till datumet för revisionsberättelsen. Dock kan framtida händelser eller förhållanden göra att ett bolag inte längre kan fortsätta verksamheten.

• utvärderar vi den övergripande presentationen, strukturen och innehållet i årsredovisningen, däribland upplysningarna, och om årsredovisningen återger de underliggande transaktionerna och händelserna på ett sätt som ger en rättvisande bild.

Vi måste informera styrelsen om bland annat revisionens planerade omfattning och inriktning samt tidpunkten för den. Vi måste också informera om betydelsefulla iakttagelser under revisionen, däribland de eventuella betydande brister i den interna kontrollen som vi identifierat.

Rapport om andra krav enligt lagar och andra författningar

Uttalanden

Utöver vår revision av årsredovisningen har vi även utfört en revision av styrelsens och verkställande direktörens förvaltning för Infront Sweden AB för år 2018 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar vinsten enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamot och verkställande direktören ansvarsfrihet för räkenskapsåret.

Grund för uttalanden

Vi har utfört revisionen enligt god revisionssed i Sverige. Vårt ansvar enligt denna beskrivs närmare i avsnittet "Revisorns ansvar". Vi är oberoende i förhållande till Infront Sweden AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Vi anser att de revisionsbevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för våra uttalanden.

Styrelsens och verkställande direktörens ansvar

Det är styrelsen som har ansvaret för förslaget till dispositioner beträffande bolagets vinst eller förlust. Vid förslag till utdelning innefattar detta bland annat en bedömning av om utdelningen är försvarlig med hänsyn till de krav som bolagets verksamhetsart, omfattning och risker ställer på storleken av bolagets egna kapital, konsolideringsbehov, likviditet och ställning i övrigt.

Styrelsen ansvarar för bolagets organisation och förvaltningen av bolagets angelägenheter. Detta innefattar bland annat att fortlöpande bedöma bolagets ekonomiska situation och att tillse att bolagets organisation är utformad så att bokföringen, medelsförvaltningen och bolagets ekonomiska angelägenheter i övrigt kontrolleras på ett betryggande sätt. Verkställande direktören ska sköta den löpande förvaltningen enligt styrelsens riktlinjer och anvisningar och bland annat vidta de åtgärder som är nödvändiga för att bolagets bokföring ska fullgöras i överensstämmelse med lag och för att medelsförvaltningen ska skötas på ett betryggande sätt.

Revisorns ansvar

Vårt mål beträffande revisionen av förvaltningen, och därmed vårt uttalande om ansvarsfrihet, är att inhämta revisionsbevis för att med en rimlig grad av säkerhet kunna bedöma om någon styrelseledamot eller verkställande direktören i något väsentligt avseende:

- företagit någon åtgärd eller gjort sig skyldig till någon försummelse som kan föranleda ersättningsskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

Rimlig säkerhet är en hög grad av säkerhet, men ingen garanti för att en revision som utförs enligt god revisionssed i Sverige alltid kommer att upptäcka åtgärder eller försummelser som kan föranleda ersättningsskyldighet mot bolaget, eller att ett förslag till dispositioner av bolagets vinst eller förlust inte är förenligt med aktiebolagslagen.

Som en del av en revision enligt god revisionssed i Sverige använder vi professionellt omdöme och har en professionellt skeptisk inställning under hela revisionen. Granskningen av förvaltningen och förslaget till dispositioner av bolagets vinst eller förlust grundar sig främst på revisionen av räkenskaperna. Vilka tillkommande granskningsåtgärder som utförs baseras på vår professionella bedömning med utgångspunkt i risk och väsentlighet. Det innebär att vi fokuserar granskningen på sådana åtgärder, områden och förhållanden som är väsentliga för verksamheten och där avsteg och överträdelser skulle ha särskild betydelse för bolagets situation. Vi går igenom och prövar fattade beslut, beslutsunderlag, vidtagna åtgärder och andra förhållanden som är relevanta för vårt uttalande om ansvarsfrihet. Som underlag för vårt uttalande om styrelsens förslag till dispositioner beträffande bolagets vinst eller förlust har vi granskat styrelsens motiverade yttrande samt ett urval av underlagen för detta för att kunna bedöma om förslaget är förenligt med aktiebolagslagen.

Stockholm den 1 mars 2019

BDO Sweden AB

Carl-Johan Kjellman
Auktoriserad revisor

Årsstämmoprotokoll

fört vid årsstämma i Stockholm med aktieägaren i Infront Sweden AB, 556726-2794.

Närvarande	Antal aktier	Antal röster
Kenneth Riggio	-	-
Kristian Nesbak som företrädare för Infront AS	1 000	1 000
Kristian Nesbak	-	-
	1 000	**1 000**

§1 Ordförande
Till ordförande för stämman tillika protokollförare valdes Kenneth Riggio.

§2 Röstlängd
Det beslutades att ovanstående närvaroförteckning skulle gälla som röstlängd.

§3 Justerare
Till att jämte ordföranden justera dagens protokoll utsågs Kristian Nesbak.

§4 Stämmans behörighet
Stämman förklarades sammankallad i laga ordning.

§5 Godkännande av dagordning
Stämman godkände förelagt förslag till dagordning.

§6 Årsredovisning och revisionsberättelse
Årsredovisning och revisionsberättelse för räkenskapsåret 2018 föredrogs.

§7 Resultat- och balansräkning
Resultaträkning och balansräkning fastställdes för räkenskapsåret.

§8 Resultatdisposition
I enlighet med styrelsens förslag beslutade stämman att till förfogande stående vinstmedel, kronor 4 241 921, skulle disponeras enligt följande:

till aktieägare utdelas (4 200 kronor per aktie)	4 200 000
i ny räkning överföres	41 921

Utdelningen skall betalas till aktieägarna senast .

§9 Ansvarsfrihet
Styrelsens ledamot och verkställande direktören beviljades ansvarsfrihet för räkenskapsåret 2018.

§10 Arvoden
Det beslutades att något styrelsearvode ej skulle utgå.

Det beslutades att ersättning till revisorn skulle utgå enligt räkning.

§11 Val
Det beslutades att styrelsen ska bestå av 1 ledamot med 1 suppleant.

Till ledamot för tiden intill nästa årsstämma hållits valdes:
Kristian Nesbak

Till suppleant för motsvarande tid valdes:
Morten Alexander Lindeman

Till revisionsbolag för tiden intill nästa årsstämma hållits valdes BDO Sweden AB, som informerat stämman om att till huvudansvarig revisor har utsetts revisorn Carl-Johan Kjellman.

§12 Avslutning
Då inga övriga ärenden förelåg till behandling förklarades stämman avslutad.

Ordförande

Kenneth Riggio

Justeras

Kristian Nesbak

STHLM, 2019-03-01

vwd Group GmbH
Frankfurt am Main

Management Report and Consolidated Financial
Statements for the Business Year from
1 January to 31. December 2018

Translation; the German version prevails.

MANAGEMENT REPORT
of vwd Group GmbH, Frankfurt am Main, Germany
for the 2018 Business Year

BUSINESS AND FRAMEWORK CONDITIONS

Business operations

The Group (short: vwd group) is a the leading European provider of software solutions for the investment industry. The focus is on solutions for portfolio management and advisory, Wealth Technology as well as regulatory solutions for retail and institutional banking, asset management and the insurance business (regulatory technology). In its target markets, the vwd group supports its customers' processes through technologically financial information and portfolio management systems, outsourcing services and securities marketing services. The product and service portfolio of the vwd group is divided into six business units: "Portfolio and Advisory Solutions" (PAS), "Data and Feed Solutions" (DFS), "Regulatory and Calculation Solutions" (RCS), "Publication and Distribution Solutions" (PDS), "Local Products (Migration)" (LP) and “Other Solutions” (OS).

In the previous year, financial reporting was based on the five business segments "Portfolio & Advisory Solutions" (PAS), "Data Feed & Display Solutions" (DFS), "Regulatory Solutions" (RS), "Publication & Distribution Solutions" (PDS) and "Other Solutions "(OS). The respective product lines were split accordingly and assigned to the new business units.

Group structure

The business of the vwd group is operated by vwd Vereinigte Wirtschaftsdienste GmbH ("vwd GmbH"), headquartered in Frankfurt am Main, Germany and through subsidiaries in ten different locations in Germany, the Netherlands, Belgium, Italy and Switzerland (vwd group). In addition, vwd GmbH has a branch office in Paris, France, although no business is conducted there. The shareholding structure as at 31 December is as follows:

No.	Company	Participation in %		Parent company
		direct	indirect	(see number in first column)
1	vwd Group GmbH, Frankfurt am Main, Germany			**
2	vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, Germany	100		1
3	Lenz + Partner GmbH (formerly: AG), Dortmund, Germany		100	2
4	vwd Transaction Solutions AG, Frankfurt am Main, Germany		60	2
5	vwd group Switzerland AG*, Zurich, Switzerland		100	2
6	vwd PortfolioNet Service AG *, Zurich, Switzerland		100	2
7	EDG AG, Frankfurt am Main, Germany		100	2
8	vwd group Italia SrL*, Pero / Milan, Italy		100	2
9	vwd group Netherlands BV*, Amsterdam, Netherlands		100	2
10	vwd group Belgium NV*, Antwerp, Belgium		100	9

*Participations in other countries, **Group parent

Effective from 1 January 2018, vwd finaix solutions GmbH was sold. The resulting loss from deconsolidation amounts to EUR -0,1 million.

Effective from 31 October 2018, vwd NetSolutions GmbH was sold. The resulting gain from deconsolidation amounts to EUR 1,7 million.

Group management

Management

All material decisions affecting the Group are made by vwd Group GmbH, which, as at 31 July 2018, is being managed by the management board as a management holding company. Previously the operative management of the group was handled by the subsidiary vwd Vereinigte Wirtschaftsdienste GmbH. As at 31 December 2018, the management of vwd group consisted of Mr. Shiva Ramabadran, CEO, Mr. Udo Kersting, CRO, Björn Döhrer, CPO and Christian Mieth, CFO.

Advisory board

The advisory board advises and oversees the management and is the fiduciary body of the shareholders. The advisory board consists of three members. As part of the start of the business activities of vwd Group GmbH as a management holding company, the advisory board was dissolved at the level of vwd Vereinigte Wirtschaftsdienste GmbH and implemented at vwd Group GmbH level. The composition of the advisory board has remained unchanged and corresponds to that of the former vwd Vereinigte Wirtschaftsdienste GmbH advisory board.

Goals and strategy

The vwd group's goal in all its business areas is to provide the financial industry value-creation chain in the Private Wealth segment with services ranging from product development to distribution, including software and data solutions, Software as a Services (SaaS) and consulting services. The product offering enables regulatory compliant, efficient processes and supports transparent financial decisions. The target customer segments are banks, portfolio managers, financial service providers, asset managers, insurance companies and corporate clients. The products are used in all parts of the value-creation chain, for example by product specialists, financial experts, treasurers, controllers, account managers, and other mid- and back-office users, and provided to customers as part of information or other business solutions. The vwd group focuses on the B2B business; customers use the solutions partly in the context of their customer support activities (e. g. private or institutional investors).

Primary growth areas are portfolio and advisory solutions, regulatory solutions, market data and feed solutions. Business drivers are the increasing regulatory requirements, the high cost pressure of our customers, which makes the use of third-party solutions provided by vwd group attractive. Increasing digitisation, the outsourcing of functions and services, as well as direct access to the point-of-information or point-of-sale also have a positive impact on the business.

Solutions are based on a comprehensive market and master data universe for financial instruments and offered from a single source. To this end, the range of vwd group solutions is being merged on a uniform technical platform to be able to efficiently drive forward the increasing digitization and interlinking of the value-creation and process chains of our customers. Sub-functions are increasingly made scalable through cloud-based solutions and operated by vwd group, for example in terms of outsourcing contracts.

The increased regulatory requirements resulting from the introduction of MiFID II (Markets in the Financial Instruments Directive) have been addressed through the development of regulatory compliant multi-channel advisory solutions and dedicated services based on these solutions. By combining module-based and flexibly scalable calculation services from its subsidiary EDG AG with comprehensive, workflow-based compliance solutions, the vwd group meets the requirements of customers in the preparation and provision of product information sheets in accordance with the PRIIPs regulation that came into force in early 2018 together with MiFID II (Packaged Retail Investment and Insurance Products). The group meets the growing demand for innovative and flexible market data solutions with state-of-the-art API (Application Programming Interface) and browser-based solutions.

The already broad customer base is continuously being expanded and new key accounts are being acquired. Cross-selling potentials will be tapped into by the established platform strategy. Our customer care strategy is implemented through focused account management and efficient customer service. This approach results in high customer loyalty.

Economic environment and competition

The German economy grew again in 2018. The gross domestic product grew by 1.5 percent on a year-on-year basis, allowing the German economy to generate economic growth for the 9th consecutive year, but the growth has lost momentum. A longer-term view shows that the German economic growth in 2018 is above the average of the past ten years of 1.2 percent. The growth driver was predominantly the domestic market. Increased private consumption contributed to the positive development with 1.0 percent and the government expenditure increased by 1.1 percent over the previous year.

Market and competition

The structural change in the German banking sector continued in 2018. By contrast, the banks' profitability stabilised in 2018, albeit mostly at a low level. While efforts continue to strengthen equity positions, banks simultaneously prepare for the next round of digitisation and the associated competition with newcomers to the industry. Digitisation and regulatory requirements still continue to provide excellent opportunities for vwd group to leverage its solutions with banks and asset managers as a long-standing technology partner to the financial industry and to benefit from this development.

Business development and income position

Unadjusted total sales amounting to EUR 74.2 million (previous year: EUR 74.8 million) declined in the reporting year as a result of the sale of vwd NetSolutions GmbH and vwd finaix solutions GmbH. Adjusted for the deconsolidation of the two companies sold in 2018, sales amounted to EUR 73.1 million (previous year adjusted: EUR 72.3 million) and, therefore show an increase of EUR +0.8 million (+1.1%) over the previous year.

Current sales increased in the reporting year and amounted to EUR 69.8 million (previous year: EUR 69.0 million), due to growth in the core products. Non-recurring sales amounted to EUR 4.4 million (previous year: EUR 5.9 million), the reduction being mainly due to the deconsolidation of the two companies sold.

Looking at the revenue segments, the Regulatory and Calculation Solutions and Portfolio & Advisory Solutions segments in particular saw significant growth. The Regulatory and Calculation Solutions division achieved total sales of EUR 8.2 million, with a growth of EUR 1.7 million, while the Portfolio & Advisory Solutions unit achieved a growth of EUR 1.9 million with total sales of EUR 10.5 million.

The "Data and Feed Solutions" segment remained stable in the year under review with total sales of EUR 26.8 million (previous year: EUR 26.7 million).

Sales reduced in the segments "Publication and Distribution Solutions" (EUR -1.1 million to EUR 14.0 million) and "Other Solutions" (EUR -1.2 million to EUR 6.4 million). In this context, the numbers for the "Other Solutions” segment also include the decline in sales as a result of the deconsolidation of the companies sold.

The strategy of identifying and migrating local product sales to the vwd core products and platforms was further intensified in 2018 and is illustrated in the summary of these sales in a separate segment "Local Products (Migration)". In the reporting year, this sales segment saw a decline in sales by EUR -2.0 million to total sales of EUR 8.3 million.

Other operating income increased from EUR 1,0 million to EUR 3.3 million in 2018. The increase mainly results from the recognition of the deconsolidation gain of EUR 1.6 million from the disposal of vwd finaix solutions GmbH and vwd NetSolutions GmbH. An increase was also recorded for own work capitalized (EUR 2.4 million after EUR 2.0 million in the previous year). This is against the background of intensified development efforts in the new strategic product initiatives.

The cost of materials of EUR 25.0 million was EUR 0.5 million below the previous year's level, i. e. the cost of materials ratio fell from 34.2% to 33.6%.

Significant savings were again achieved in personnel expenses. These decreased from EUR 33.5 million to EUR 31.4 million. In addition to the effect from the deconsolidation of the two companies sold in the 2018 business year, further savings effects were achieved in 2018. This was made possible through the platform strategy, as well as through the deferred filling of vacant posts in the course of the year.

Accordingly, EBITDA improved from EUR 7.3 million in the previous year to EUR 11.4 million in the reporting year. The increase includes a deconsolidation gain of EUR 1.6 million from the companies sold.

EBIT rose by EUR 3.1 million to EUR 7.3 million in the reporting year. Amortisation and depreciation on intangible and tangible assets also decreased by EUR 0.1 million compared to the previous year, which provided a positive effect.

The financial result of EUR -2.8 million in the reporting year, has improved in comparison to previous year’s level (EUR -3.0 million). The positive effect is due to the dividend distribution of vwd finaix solutions GmbH.

Earnings before taxes (EBT) improved significantly from EUR 0.1 million to EUR 4.6 million as a result of the positive effects described above.

in million EUR	2018	2017
Sales	74,2	74.8
EBITDA	11.4	7.3
EBITDA margin in%	15.4%	9.8%
EBIT	7.3	3.1
Profit after tax (Profit for the year)	3,6	-0.6

The profit margin (profit after taxes to sales ratio) has improved from -0,8 percent In previous year to +4,8 percent in the current year.

Overall assessment of business performance

The financial development has been very positive when looking at profit after tax in the 2018 business year. After slight improvements in the earnings position in 2017, the trend gained further momentum in 2018 and a highly positive business result was achieved. Even adjusted for the deconsolidation gains, the earnings position and the trend remain extremely positive.

The implementation of our solutions, in particular in the area of the regulatory initiatives MiFID/PRIIPs as well as in the field of Digital Advisory, was successfully carried out with major new and existing customers. The platform strategy with the modular offering, highly scalable and regulatory compliant (cloud-based) solutions continue to convince in new customer business. Falling sales in isolated marginal product areas were fully compensated in 2018 by growth in the core areas. The structural migration, for example of local product solutions in other countries shows increasing synergy as well as scaling effects at Group level. In order to make these positive effects even more apparent in the future, a new product segment "Local Products (Migration)" was introduced.

In addition, the vwd group endeavoured to improve the cost and process structures in 2018 through further cost-cutting and optimisation measures. A reduction in costs of personnel and an increase in other operating income in 2018 had a positive effect on the profitability of the Group.

FINANCIAL AND ASSET POSITION

At the balance sheet date of 31 December 2018, a new principal bank provided financing amounting to EUR 35.0 million. The agreement was concluded on 16 April 2018 and has a term until 30 April 2025. It has completely replaced the previous corporate financing. The vwd group benefits in particular from significantly better interest rates and repayment terms.

In addition, the vwd group is financed through medium-term, subordinated shareholder loans, which amounted to EUR 42.4 million at the reporting date (previous year: EUR 47.0 million).

In order to guarantee vwd group's ability to pay at all times and ensure the financial flexibility of the vwd group, a liquidity reserve in the form of a credit line is held within the framework of the financing agreement. For this purpose, vwd GmbH has a credit line of EUR 10.0 million with a bank as a permanent working capital line, which is reduced by EUR 0.4 million (previous year: EUR 0.6 million) for guarantees. The short term working capital loan reported under current liabilities was utilised to a lesser extent at the balance sheet date compared to 2017 (EUR 3.7 million, previous year: EUR 3.9 million).

Liquidity

The cash flow from operating activities amounted to EUR 1.4 million (previous year: EUR 6.2 million). The reduction results from a reduction in trade payables and the deconsolidation effect from the sale of the two companies.

The cash flow from investing activities amounted to EUR -2.3 million (previous year: EUR -3.7 million). The decrease versus the previous year is mainly due to the disposal of the shares in the fully consolidated companies vwd finaix solutions GmbH and vwd NetSolutions GmbH (EUR+2.2 million).

Financing activities resulted in a positive cash flow of EUR 7.3 million in the 2018 business year (previous year: EUR -2.8 million). The increase results from the refinancing of the entire corporate financing in the first half of 2018. Total cash flow in the reporting year , without currency effects, amounted to EUR 6.4 million (previous year: EUR -0.2 million).

Cash and cash equivalents at the 2018 balance sheet date amounted to EUR 10.9 million and were therefore significantly above the previous year's figure of EUR 4.6 million. Taking into account guarantees amounting to EUR 0.4 million, the vwd group had unused credit lines amounting to EUR 5.9 million as at 31 December 2018 (previous year: EUR 0.5 million).

The net cash assets, consisting of cash and cash equivalents and short-term and other financial assets, reduced by short-term financial liabilities, is negative as at the balance sheet date.

Fixed assets and balance sheet structure

The main assets include goodwill of EUR 70.6 million, unchanged from the previous year. The impairment test, conducted at the balance sheet date, based on the net sale value from the acquisition of 100 percent of vwd Group GmbH shares by Infront ASA, Oslo, Norway on 11 April 2019 does not result in any impairment loss.

The long-term assets reduced to 86,0percent of total assets (previous year: 90,6 percent).

The total assets as at the balance sheet date amounted to EUR 133.0 million (previous year: EUR 126.5 million). The equity ratio thus improved significantly to 8.7 percent (previous year: 7.0 percent).

Long term and current liabilities increased over the previous year to EUR 122.5 million (previous year: EUR 117.7 million). This increase is mainly due to the increase in financial liabilities (EUR +10.6 million) as well as the recognition of short and long term contractual liabilities (EUR +1,9 million) caused by the initial application of IFRS 15. In contrast, trade accounts payable (EUR -1.0 million), advance payments received (EUR -1.9 million) and liabilities to shareholders (EUR -4.6 million) declined.

Research and development

The financial success of the vwd group is based on high-performance, flexible, modular solutions, which need to be adapted to the requirements set by new laws and regulations, both at the national and European level. The responsible departments within the vwd group are in constant contact with all customer groups as well as regulators and industry working groups in order to respond efficiently to new requirements and enhancement requests and to incorporate these into its release planning. In doing so, the vwd group pursues an agile development approach in order to be able to map changes in requirements at short notice. A unified platform based on the latest technologies enables the scaling, modularisation and efficient operation of our solutions.

Particular attention was paid in 2018 to the development of our solution platform with the strategic product initiatives Investment Manager, PM365 and the further development of MiFID/PRIIPs solutions. In total, development costs of EUR 2.4 million (previous year: EUR 2.0 million) were capitalised for new solutions.

Human resources and personnel development

As at the reporting date of 31 December 2018, vwd group had 402 employees compared to 401 at the end of the 2017 business year (each time not including apprentices). The focus of HR activities in the past business year, in addition to recruitment, was on the support of the group-wide change processes and their reflection in the personnel and management structure.

RISK REPORT

Goals and organisation of risk management

The vwd group's strategy is to take risks as part of its business as far as these risks can be assessed, the company's assets are not jeopardised even if the risk materialises, and the risk assumed is proportionate to the resulting benefits, such as increased returns or cost savings. A risk is defined as any event that makes it unlikely that planned outcomes will be achieved.

The management of the vwd group is responsible for controlling and monitoring the risks. vwd group uses a defined risk management process for monitoring and controlling. The process includes for regular queries with the management, supplemented by ad hoc risk reports for risks observed in the meantime. The risks are classified by the reported risk levels. Each risk level has a defined reporting channel. Corrective actions must be proposed for any significant risk. The risk position is reported to the management and discussed by the latter with the advisory board.

General factors influencing the risk position

vwd group operates as a providers of data, software and solutions in several European countries. There, they are subject to macroeconomic influences.

Particular importance is attached to the financial and media industries. The investment behaviour of these sectors essentially influences our business success. In addition to general macroeconomic and industry developments, the regulatory environment shapes investment behaviour.

The financial industry was also subject to high cost pressure in 2018, the market was characterised by a further consolidation of the banking landscape. Regulatory requirements continue to pose major challenges to the financial industry, while technological advances are changing the competitive landscape and customer behaviour. Market participants are adapting to these changes, with the digitisation of business processes and regulatory requirements playing a very important role. As a technology provider, the vwd group is directly involved in these changes. The strategy of the vwd group takes these developments into account. Bottom line, we believe that the positive effects of digitisation and regulation prevail.

Within the framework of risk management, the vwd group has defined and estimated these risk areas:

Strategic and business risks

The vwd group's business is very much based on recurring revenues from the licensing and regular provision of technologies and services. This protects vwd group against short-term setbacks, but on the other hand requires medium and long-term decisions and related investments. The transformation processes in the market entail considerable change requirements for the vwd group. By adapting the portfolio, the internal processes and organization, the Vwd group successfully faces this challenge.

Should the vwd group misjudge developments or not be able to implement its decisions as planned, this could have a significant impact on the earnings position, either directly through lost sales or higher operating expenses or indirectly via amortisation and depreciation. Furthermore, this has an impact on both the cash flow and the balance sheet. The further diversification of sales and sales markets has already successfully counteracted this risk.

A risk exists on the procurement side as vwd group has to buy data from sources, which often can only be replaced by other sources with great effort. If these suppliers would refuse to deliver or increase their prices, the competitiveness of the vwd group could suffer or its profitability could decline. However, since vwd group primarily taps directly into stock exchanges and other contributors, which usually provide transparent and equal pricing that is the same for everyone, this risk is to be regarded as low. Through active market observation and the intensive cultivation of contacts with contributors as well as through long-term contracts, the risks are further reduced.

In addition, some few products are dependent on third-party services. This can lead to short-term negative effects, but the third-party services can be substituted within a certain transition period without any problem.

IT processes

As a technology company, the vwd group is subject to IT risks. The group provides its essential services with the help of networked computer systems. The IT systems are operated 24 hours a day for 7 days a week. The largely error-free and fail-safe operation of these systems is crucial for the success of the vwd group. The vwd group therefore has a system architecture involving multiple locations.

Quality, reliability, protection of critical data and also the efficiency of the systems represent significant challenges for the vwd group– also against the background of increased technical requirements and cybercrime. If too many/too serious errors occur, this can lead to excessive internal expenses, negatively affect the customer relationship and also directly result in penalties/claims for damages. Any failures and potential hazards are analysed across locations and appropriate measures derived and prioritised.

Servicing its IT infrastructure, vwd group works with renowned and certified partners. As service provider, who also takes over essential outsourcings for the Financial industry, internal processes are optimised, documented and monitored. Through these measures the IT risks have been reduced.

Financial risks

The vwd group is subject to liquidity risks. They arise from the group's obligations to banks and suppliers. For the assessment of the lending relationship, the lending institutions rely on agreed covenants which compare debt service and lending volume with balance sheet ratios. The agreed covenants had been fulfilled during the 2018 business year.

Sufficient liquidity is required at all times. In addition, debt service and investments must be largely covered by operating cash flow, adjusted for special items. The liquidity situation is controlled and monitored through budgeted calculations and the daily evaluation by financial accounting. All group companies are taken into account in this context.

Due to the conclusion of the new corporate loan agreement on 16 April 2018, the existing financing risks have been significantly reduced and vwd group has the necessary scope for liquid funds through a higher credit line in order to invest strategically in the development of vwd group.

Further financial risks result from currencies and interest rates. The foreign currency risk of the vwd group itself is mainly concentrated on the US dollar alongside the Swiss franc. The risks in both currency pairs are clearly manageable; according to the current assessment, hedging is not economically worthwhile.

Medium to long-term liabilities to banks are subject to variable interest rates. Part of the variable obligations is covered by a CAP. A new CAP agreement was signed for a total nominal value of EUR 17.5 million with a term of 3 years until 27 July 2021 (total loan volume: EUR 35.0 million, until 27 April 2025). The instalments are due semi-annually. At the end of the year, a new assessment of the CAP was carried out. The hedging relationship is a cash flow hedge to hedge interest rate fluctuations.

Counterparty risk is not considered material. There are no other derivative financial instruments to hedge interest rate risks or other risks.

Human Rources

The recruitment of qualified staff constitutes a constant challenge for the vwd group. This also applies to the long-term loyalty of those employees who alone have special know-how. In view of the strong shortage of skilled staff, especially in the field of IT programming and development, a knowledge-based company such as vwd group is faced with major challenges. By offering personal development opportunities, working with the latest technologies, information transfer, team building, flexible working hours and providing performance-based remuneration, vwd group can counteract these risks without, however, being able to completely exclude them. Our employees are facing increased demands due to the rapid change in technology and the resulting constant pressure for adaptation and development.

Regulatory and legal risks

Our clients include many credit institutions and other financial services providers that are fully regulated. Regulators have significantly tightened their approaches in recent years. This partly also has direct consequences for service providers and suppliers. Services may be restricted or terminated, and changes in regulations may also cause customers to request us to take certain action, e.g. certification, or to otherwise assign or replace the services, for example by own services. By actively analysing the requirements at an early stage, efficient measures are taken at an early stage. As regulatory requirements apply to all competitors, there are typically no competitive disadvantages.

Overall assessment of the risk position

In principle, the vwd group has a stable business model with high recurring revenues, excellent market access, strong technological expertise and broad diversification. The strategic realignment of recent years has been tried and tested in the market. Although further significant successes were recorded in 2018, the realignment process has not yet been fully implemented and continues to place high demands on both management and employees. The complete changeover of the internal platforms and processes to a central SaaS platform continued to tie up substantial capacities in 2018. At the same time, significant development stages of the new vwd Investment Manager were completed.

Furthermore, vwd group, being an operator of complex technological applications and operating platforms, is exposed to significant operational risks from human or system failure. To contain this risk, sufficiently qualified and motivated employees must be available.

The total risk situation of vwd group has improved in 2018 from the managements point of view,. The transformation of the strategic initiatives with clear focus on the specific regulatory needs of the market(s) makes the vwd group more independent from economic fluctuations.

Existing financing risks were reduced by the new long-term bank financing agreement concluded in April 2018.

From today's perspective, the going concern status of the company is not threatened.

Opportunities

vwd group has a stable, broadly diversified customer base of more than 2,400 customers and more than 50,000 users for its core products. vwd group has maintained longstanding business relationships with the majority of these customers. At the same time, new key accounts could be acquired in the 2018 business year with the new solutions.

The combination of a loyal customer base and new, innovative solutions offers vwd an enormous potential in the areas of cross- and up-selling.

vwd group is among providers of wealth management solutions in the German-speaking world and one of the pioneers in regulatory technology (RegTech). Together with the range of market data and terminal solutions, vwd group is the only provider to cover the entire spectrum of solutions from a single source. From the point of view of vwd group, this offers further potential in the areas of up- and cross-selling.

By standardising the technical platforms for all solutions offered, vwd group can make the value creation and process chains of its customers more efficient and thus offer customers substantial added value.

In particular, the digitisation of processes in the investment industry holds great potential. A further enlargement of the customer base in the private banking segment and expansion to other target groups in the investment industry is a possibility.

Regulation is also increasingly affecting the suppliers to the financial industry, sometimes directly, because regulators include them directly, but more often than not indirectly, because processes are classified as critical outsourcing and therefore become part of the regulatory regime. Smaller providers may struggle with this development because they are unable to handle the complex processes of certification, monitoring and documentation. In addition, the scope of regulation also extends to other industries such as the insurance industry.

The vwd group, as a larger provider with a broad range of services, considers itself well positioned. As part of the implementation of the PRIIPs regulation, banks have already successfully outsourced their operations to vwd group. A process-oriented internal audit was implemented in this context, in order to support our customers as needed in the outsourcing of relevant business processes.

The merger of Infront and vwd group will make the two companies one of the leading full-service provider in Europe for real-time market intelligence, portfolio management and regulatory solutions for the financial and investment industries, with approximately 3,600 customers and 90,000 professional users. vwd's comprehensive range of solutions in the fields of Data & Feed, Portfolio & Advisory, Regulatory & Calculation and Publication & Distribution will be complemented by Infront's professional market data and trading solutions.

SUPPLEMENTARY REPORT

For events of relevance after the balance sheet date we refer to the respective part of the notes to the financial statements.

OUTLOOK

The economic experts of the Ifo Institute expect a significant weakening of economic growth in 2019 compared to the previous year. The forecast was lowered from 1.6 percent to 0.7 percent. Despite this temporary economic weakness, the German labour market is doing better than any other EU country. According to a forecast, employment in Germany should even reach a record in 2019. The unemployment rate is expected at about 3.1 percent, people in employment in 2019 should again be higher than in previous years with an increase of 440,000 jobs.

Outlook - overall statement on the expected development

The strategic foundations and action concepts defined in previous years in order to establish the vwd group as a competent partner to the investment industry were systematically continued in the 2018 business year. Both in terms of costs and structure, the vwd group was able to implement these developments very well in 2018, with profitability increasing in the past business year. This trend is expected to continue in the 2019 business year. On the cost side, we continue to expect expenses for improving the organisation as well as processes/systems and for start-up costs for product innovations. For 2019, we expect an EBITDA of between EUR 11.0 and EUR 12.0 million and a profit for the year between EUR 4.0 and EUR 5.0 million. On the sales side, we expect a growth of between +2.2 percent and +2.8 percent in 2019. Cash and cash equivalents are expected to reach between EUR 11.5 and EUR 12.5 million at the end of 2019 due to the positive effects of refinancing and the positive business development.

Reservation with regard to forward-looking statements

The management report contains forward-looking statements that reflect our current views, expectations and assumptions and are based on information available to us at the time of preparation. Forward-looking statements are not guarantees of the actual occurrence of future results and developments, but involve risks and uncertainties. In particular, changes in the general economic situation, new legal framework conditions, the competitive situation and the development of the financial markets can affect the development.

Frankfurt am Main, May 27, 2019

Shiva Ramabadran	Udo Kersting	Björn Döhrer	Christian Mieth
(Managing Director)	(Managing Director)	(Managing Director)	(Managing Director)

vwd Group GmbH
Frankfurt am Main, Germany

Assets — Group Balance Sheet as at 31 December 2018 — Shareholders Equity and Liabilities

	Note no.	31.12.2018 k€	31.12.2018 k€	31.12.2017 k€	31.12.2017 k€
A. Non-current assets					
I. Intangible fixed assets	5.				
1. Development costs		6.416,9		4.682,6	
2. Other intangible assets		30.451,5		32.476,7	
3. Goodwill		70.587,6		70.587,6	
			107.456,0		107.746,9
II. Tangible fixed assets	6.				
1. Tenant installations		42,3		78,4	
2. Technical equipment and machines		1.753,6		1.763,3	
3. Other equipment, operating and office equipment		380,3		556,3	
			2.176,2		2.398,0
III. Other long term assets	16.		595,7		587,9
IV. Deferred tax assets	35.		4.216,9		3.901,7
			114.444,8		114.634,5
B. Current assets					
I. Inventory	8.		11,4		12,5
II. Trade accounts receivable	9.		5.315,8		4.837,5
III. Tax receivables	11.		270,7		533,5
IV. Other non financial assets	12.		780,0		880,6
V. Other financial assets	13.		1.304,5		991,5
VI. Cash and cash equivalents	14.		10.900,8		4.646,0
			18.583,2		11.901,6
			133.028,0		126.536,1

	Note no.	31.12.2018 k€	31.12.2017 k€
A. Equity	15.		
I. Share capital		63,1	63,1
II. Capital reserve		20.735,6	20.735,6
III. Revenue reserve		-14.009,6	-12.631,5
IV. Other comprehensive income		137,6	192,3
V. Profit/loss for the year		3.432,2	-733,3
		10.358,9	7.626,2
VII. Minority interests		1.217,7	1.181,0
		11.576,6	8.807,2
B. Non-current liabilities			
I. Provisions for pensions	16.	6.699,5	7.509,9
II. Other non-current provisions	17.	122,7	39,6
III. Financial liabilities	18.	33.146,7	22.494,6
IV. Long term contractual liabilities	19.	1.265,5	0,0
V. Liabilities due to shareholders	39.	42.369,9	46.971,8
VI. Liabilities due to affiliated companies		2.336,0	2.231,8
VII. Deferred tax liabilities	35.	11.646,2	11.283,2
		97.586,5	90.530,9
C. Current liabilities			
I. Other current provisions	20.	1.074,9	1.171,4
II. Financial liabilities	18.	3.889,5	4.260,8
III. Trade accounts payable	21.	11.142,7	12.145,1
IV. Short term contractual liabilities	19.	587,8	0,0
V. Prepayments received	22.	1.050,1	2.984,0
VI. Tax liabilities	23.	363,6	520,5
VII. Other current liabilities	24.	5.756,3	6.116,2
		23.864,9	27.198,0
		133.028,0	126.536,1

vwd Group GmbH
Frankfurt am Main, Germany

Group - Profit and Loss Statement
for the period from 1 January until 31 December 2018

		Note no.	2018 k€	2017 k€
1.	Revenues	27.	74.189,9	74.806,8
2.	Own work capitalised	28.	2.370,7	1.960,9
3.	Other operating income	29.	3.350,3	976,5
4.	Material expenses	30.	24.958,0	25.548,7
5.	Personnel expenses	31.	31.364,1	33.491,7
6.	Other operating expenses	32.	12.162,9	11.388,8
	EBITDA		11.425,8	7.315,0
7.	Depreciation and amortisation on tangible and intangible assets	33.	4.086,6	4.205,4
	EBIT		7.339,2	3.109,6
8.	Income from dividend distribution		221,7	0,00
9.	Other interest and similar income		0,9	2,7
10.	Interest and similar expenses		2.994,5	2.966,3
	Financial result	34.	-2.771,9	-2.963,6
11.	**Earnings before tax (EBT)**		4.567,3	146,0
12.	Taxes on income and earnings		505,9	370,7
13.	Expense from deferred taxes		489,1	388,5
14.	**Tax result**	35.	-995,0	-759,2
15.	**Profit for the year (prior year loss)**		3.572,3	-613,2
	thereof attributable to minority interests	36.	-140,1	-120,1
16.	**Group profit (prior year group loss)**		**3.432,2**	**-733,3**

vwd Group GmbH
IFRS

Other result and statement of comprehensive income

	2018 k€	2017 k€
Profit for the year (prior year loss)	**3.572,3**	**-613,2**
Items that are subsequently reclassified to the profit or loss account under certain conditions	**-54,7**	**93,9**
- Change in the fair value of derivatives used for hedging purposes	-53,8	83,8
- Taxes on income	0,0	-26,6
- Change in the offsetting of items from the currency translation of foreign subsidiaries	-0,9	36,7
Items that will not be reclassified to the profit or loss account in the future	**620,1**	**92,8**
- Actuarial gains (+) / losses (-) on defined benefit pension plans	784,4	169,5
- Taxes on income	-164,3	-76,7
Total other result	**565,4**	**186,7**
- thereof attributable to minority interests	0,0	0,0
- thereof attributable to shareholders of vwd group	565,4	186,7
Total result	**4.137,7**	**-426,5**
- thereof attributable to minority interests	140,1	120,1
- thereof attributable to the shareholders of vwd group	3.997,6	-546,6

Consolidated Cash Flow Statement vwd Group GmbH

		2018	2017
		k€	k€
Net profit for the year (previous year net loss)		3.572,3	-613,2
Amortisation and depreciation of intangible and tangible assets (+)	5. + 6.	4.086,6	4.205,4
Changes in pension provisions (increase + / decrease -)	16.	-810,4	-279,4
Gains (-) / losses (+) on disposal of intangible and tangible assets	5. + 6.	0,0	62,2
Interest recognised in profit or loss (income (-) / expense (+))	34.	2.993,6	2.963,6
Income tax expense recognised in profit or loss	35.	995,0	759,2
Gross cash flow		**10.837,1**	**7.097,8**
Increase (-) / decrease (+) in inventories	8.	1,1	1,0
Increase (-) / decrease (+) in trade accounts receivables	9.	-478,3	-379,5
Increase (+) / decrease (-) in trade accounts payables	21.	-1.002,4	712,4
Interest paid (-)		-912,5	-1.259,0
Interest received (+)		0,0	0,0
Income taxes paid (-)	35.	-368,9	-217,7
Changes in other net assets / adjustment of non-cash transactions		-6.644,9	287,3
Inflow / outflow from operating activities (net cash flow)		**1.431,3**	**6.242,3**
Payments for tangible and intangible assets without deleopment costs (-)	5. + 6.	-1.216,8	-1.339,0
Payments for development costs (-)	5.	-2.370,7	-2.094,9
Redemption of purchase price liabilities from the acquisition of shares (-)	25.	0,0	-230,1
Proceeds from disposals of investments in subsidiaries		2.201,1	0,0
Asset deal payments		-886,7	0,0
Inflow / outflow from investing activities (total)		**-2.273,1**	**-3.664,0**
Incoming / outgoing payments of shareholder loans (+/-)		-5.900,0	0,0
Payments to minority shareholders (-)	Equity schedule	-103,4	-13,8
Incoming funds from dividends		221,7	0,0
Payment finance leasing (-)		0,0	0,0
Deposits / withdrawals for borrowing / repayment of financial liabilities (-)	18.	13.051,8	-2.800,0
Inflow / outflow of cash from financing activities (total)		**7.270,2**	**-2.813,8**
Cash-effective change from operating activities (total)		6.428,3	-235,5
Cash and cash equivalents at the beginning of the period		749,7	1.160,3
Effect of exchange rate changes		42,5	-175,1
Cash and cash equivalents at the end of the period		**7.220,5**	**749,7**

vwd Group GmbH
Frankfurt am Main

Statement of changes in equity

in k€	Paid-in capital		Earned group equity		Other comprehensive income			Total	Minority interests	Total consolidated equity
	Share capital	Capital reserve	Revenue reserves	Net profit / loss	Currency conversion of foreign subsidiaries	Derivative financial instruments gains (+) / losses (-)	Total cumulative other comprehensive income	Total equity attributable to the parent company of vwd Group GmbH		
As at 1 January 2017	**63,1**	**20.735,6**	**- 11.803,2**	**- 921,1**	**38,1**	**60,3**	**98,4**	**8.172,8**	**1.074,6**	**9.247,4**
Losses carried forward	-	-	- 921,1	921,1	-	-	-	-	-	-
Dividends paid out	-	-	-	-	-	-	-	-	- 13,7	- 13,7
Loss for the year	-	-	-	- 733,3	-	-	-	- 733,3	120,1	- 613,2
Other comprehensive income	-	-	92,8	-	36,7	57,2	93,9	186,7	-	186,7
Sum of net loss for the year and other result	-	-	-	-	-	-	-	- 546,6	120,1	- 426,5
As at 31 December 2017	**63,1**	**20.735,6**	**- 12.631,5**	**- 733,3**	**74,8**	**117,5**	**192,3**	**7.626,2**	**1.181,0**	**8.807,2**
As at 1 January, 2018	**63,1**	**20.735,6**	**- 12.631,5**	**- 733,3**	**74,8**	**117,5**	**192,3**	**7.626,2**	**1.181,0**	**8.807,2**
Effects from first-time adoption of IFRS 15			- 1.264,9					- 1.264,9	-	- 1.264,9
Adjusted balance as at 1 January 2018	**63,1**	**20.735,6**	**- 13.896,4**	**- 733,3**	**74,8**	**117,5**	**192,3**	**6.361,3**	**1.181,0**	**7.542,4**
Losses carried forward	-	-	- 733,3	733,3	-	-	-	-	-	-
Dividends paid out	-	-	-	-	-	-	-	-	- 103,4	- 103,4
Net profit for the year	-	-	-	3.432,2	-	-	-	3.432,2	140,1	3.572,3
Other comprehensive income	-	-	620,1	-	- 0,9	- 53,8	- 54,7	565,4	-	565,4
Sum of annual net profit for the year and other result	-	-	-	-	-	-	-	3.997,6	140,1	4.137,7
As at 31 December 2018	**63,1**	**20.735,6**	**- 14.009,6**	**3.432,2**	**73,9**	**63,7**	**137,6**	**10.358,9**	**1.217,7**	**11.576,7**

NOTES

To the Consolidated Financial Statements for the Year Ended 31 December 2018

1. General information

vwd Group GmbH (formerly: Vienna GmbH, Munich; in short: "vwd group", "the group" or „vwd ") is a limited liability company under German law registered in Mainzer Landstraße 178-190 in Frankfurt am Main, Germany. The company is registered in the commercial register of Frankfurt am Main under the number HRB 112881.

The business activities of vwd group as a managing holding company generally include the acquisition, holding, management and disposal of investments. This exclusively relates to the direct participation in 100 percent of the shares in vwd Vereinigte Wirtschaftsdienste GmbH ("vwd GmbH") and the indirect participation in the subsidiaries of vwd GmbH. The vwd group is among the European providers of software solutions for the investment industry. The focus is on solutions for portfolio management and advisory, Wealth Technology as well as regulatory solutions for retail and institutional banking, asset management and the insurance industry (regulatory technology). In its target markets, vwd group supports its customers' processes through financial information and portfolio management systems, outsourcing services and securities marketing services.

The consolidated financial statements were approved for publication by the management on 27 May 2019. Their approval by the shareholders' meeting is scheduled for May 2019.

CETP II Vienna S. á. r. l., Luxembourg, (CETP II) is the parent company of vwd and, according to information provided, does not prepare consolidated financial statements. The ultimate parent company of the corporate group to which vwd belongs is TCG Carlyle Global Partners L.L.C., U.S.A. TCG Carlyle Global Partners L.L.C. does not include the annual financial statements of vwd Group GmbH in its consolidated financial statements. The consolidated financial statements are disclosed at the SEC (Securities and Exchange Commission) in New York, N.Y. USA., under CIK (Central Index Key) 0001527166.

vwd Group GmbH has entered into a control and profit/loss transfer agreement with vwd GmbH. In this agreement, vwd GmbH undertakes to transfer its annual profits/losses to vwd group based on the individual commercial financial statements. The agreement was concluded for a minimum term of five years. The agreement became effective with the approval of the shareholders' meeting of vwd Group GmbH on 5 March 2015 and the entry in the commercial register on 20 March 2015.

In the context of the control agreement, vwd GmbH and individual subsidiaries of vwd GmbH as liable parties and guarantors have joined the transfer loan agreement of vwd Group GmbH. The loan agreement was concluded by vwd Group GmbH due to the financing of the acquisition of the shares in vwd GmbH. The loan agreement was replaced in the 2018 business year as a part of a refinancing (see also note No. 18 and No. 37.1).

vwd prepared the consolidated financial statements in accordance with Section 315e of the German Commercial Code (HGB) and in accordance with the provisions of the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB), London, United Kingdom, applicable for the entire business year and recognised by the EU, as well as the interpretations of the International Financial Reporting Interpretations Committee (IFRS IC).

The consolidated financial statements are based on the historical cost principle, with the exception of certain items carried at fair value. The reporting packages of the companies included in the consolidated financial statements are based on uniform accounting policies. The consolidated financial statements do not incorporate valuations based on tax regulations. The reporting date of the single-entity financial statements corresponds to the reporting date of the consolidated financial statements (December 31, 2018) for all companies included in the consolidated financial statements,.

The fair value is the price that would be received in order to sell an asset, or paid to transfer a liability in an orderly transaction between market participants as at the measurement date. This applies regardless of whether the price is directly observable or estimated using a valuation method.

The fair value is not always available as a market price but must be calculated on the basis of a range of valuation parameters. Various categories are established for this purpose, in which, depending on the availability of observable parameters and the significance of these parameters for determining the fair value as a whole, the following levels apply:

- Level 1: Prices quoted on active markets for identical assets and liabilities
- Level 2: Input parameters other than level 1 that are either directly observable for the asset or liability or can be derived indirectly from other prices
- Level 3: Input parameters that are not observable for the asset or liability

The consolidated financial statements are prepared in Euros (EUR). Unless otherwise stated, all amounts are stated in thousands of Euros (kEUR).

The use of kEUR results in rounding differences in the consolidated financial statements.

The profit and loss account was prepared using the total cost method.

The balance sheet is structured according to maturity. Assets and liabilities are regarded as current if they are expected to be sold or settled within one year. Similarly, assets and liabilities are classified as non-current if they are expected to be sold or settled after a period in excess of twelve months. Trade receivables and liabilities as well as inventories are generally shown as current items. Deferred tax assets and liabilities are generally classified as non-current. Minority interests are reported as a component of the equity. The estimates and assumptions underlying the preparation of the consolidated financial statements in accordance with IFRS impact on the valuation of assets and liabilities, the disclosure of contingent assets and liabilities at the respective reporting dates, and the amount of income and expenses in the reporting period. Although these assumptions and estimates were made to the best of the management's knowledge on the basis of ongoing events and measures, the actual results may ultimately differ from such estimates.

2. Effects of new accounting standards

a) New, amended or revised accounting standards which are effective in 2018

vwd Group GmbH has implemented the following standards endorsed by the EU and are mandatorily effective as of 1 January 2018:

Standard/amendment/interpretation (from 1 January 2018)		Impact on vwd
IFRS 1 / IAS 28	Annual improvements to IFRS (2014-2016)	None
IFRS 2	Amendment: Classification and Measurement of Share-based Payment Transactions	Immaterial
IFRS 4	Amendment: Applying IFRS 9 together with IFRS 4	None
IFRS 9	Financial Instruments	See notes below the table
IFRS 15	Revenue from Contracts with Customers	See notes below the table
IFRS 15	Clarification to IFRS 15 “Revenue from Contracts with Customers”	See notes below the table
IAS 40	Amendment: Transfers of Investment Property	None
IFRIC 22	Foreign Currency Transactions and Advance Consideration	Immaterial

IFRS 9 “Financial Instruments”

This standard replaces all earlier versions of IAS 39 relating to the recognition and measurement of financial assets and liabilities as well as hedging instrument accounting. The new standard contains revised guidelines for classifying and measuring financial instruments, including a new model for expected credit losses to calculate the impairment of financial assets, as well as the new general accounting requirements for hedging transactions. In addition, the guidelines on the recognition and derecognition of financial instruments from IAS 39 are also adopted. IFRS 9 is to be adopted for the first time in financial years beginning on or after 1 January 2018. With the exception of hedge accounting, the standard is to be applied retroactively, but comparative information need not be disclosed. As a general rule, the requirements for hedge accounting are to be applied prospectively, with a few exceptions. The adoption of the standard had only immaterial effects on the presentation of the net assets, financial position and earnings situation of vwd group. The effects resulted from the change to the impairment model. The impairment model as defined by IAS 39 was based on the Incurred Credit Loss Model, while IFRS 9 introduces the Expected Credit Loss Model. This revised valuation method results in an increase in credit loss provisions.

The cumulative effect on earnings as at 1 January 2018 amounts to kEUR 67.1. At 0.6 percent of group equity, the conversion effect had no material impact and is recognised recorded directly in the consolidated profit and loss account.

IFRS 15 “Revenue from Contracts with Customers”

IFRS 15 introduces a 5-step model for reporting revenue from contracts with customers. The mandatory effective date is for reporting periods beginning after 1 January 2018. Revenue is recognised in the amount of the consideration a company can expect in exchange for the transfer of goods or services to a customer (the transaction price). The new standard replaces, in particular, the existing guidelines for the recognition of revenue under IAS 18 and IAS 11 Construction Contracts.

In addition to revenues from licenses, vwd also provides services from customer-specific adjustments pursuant to Sec. 611 et seq. of the German Civil Code (BGB) as defined by IFRS 15.35(a), which according to IFRS 15 are to be accrued in accordance with the term of the underlying contracts.

Regarding service contracts, the transaction price usually consists of a fixed payment per time unit.

Until now, these revenues from customer-specific adjustments have been reported as revenue in the performance period. In the future, these non-recurring revenues will be accrued for up to 60 months and recognised as revenue at the current license payments.

vwd applies the option of simplified first-time adoption and restricts the retroactive application of IFRS 15 to contracts that have not been fully completed at the time of first-time adoption. Contracts not yet fully completed as of 1 January 2018 are reported as if they had been recognised in accordance with IFRS 15 from the outset. The cumulative effect of the transition is recognised in equity and not through the profit or loss account. Comparative figures for prior-year periods are not restated, but instead explanations are provided for the changes in balance sheet and profit and loss account items for the current period resulting from the first-time application of IFRS 15.

The cumulative effect on earnings as of 1 January 2018 amounts to kEUR 1,264.9 and is recognised directly as a reduction in equity in retained earnings of consolidated equity. The transition effect corresponds to 10.9 percent of consolidated equity.

b) Standards, interpretations and amendments to published standards that are not yet mandatorily effective in 2018 and that have not been adopted early by the Group

Standard/amendment/interpretation (up to 12/31/2018)		Published by the IASB	Mandatorily effective	Endorsement by EU Commission	
IFRS 3	Definition of a Business (amendment to IFRS 3)	10/22/2018	01/01/2020		Open
IFRS 9	Amendment: Early repayment options with negative prepayment penalties	10/12/2017	01/01/2019	03/22/2018	
IFRS 16	Leases	01/13/2016	01/01/2019	10/31/2017	
IFRS 17	Insurance Contracts	05/18/2017	01/01/2021		Open
IAS 1 / IAS 8	Definition of Material (proposed amendments to IAS 1 and IAS 8)	10/31/2018	01/01/2020		Open
IAS 19	Amendment: Re-measurement in the case of a Plan Amendment, Curtailment or Settlement	02/07/2018	01/01/2019		13/03/2019
IAS 28	Amendment: Long-term Investments in Associates and Joint Ventures	10/12/2017	01/01/2019		08/02/2019
IFRIC 23	Tax exposures from income taxes	06/07/2017	01/01/2019	10/23/2018	
Various	Annual improvements to IFRS (2015-2017)	12/12/2017	01/01/2019		14/03/2019
Various	Revision of the conceptual framework: Amendments to References to the Conceptual Framework	03/29/2018	01/01/2020		Open

IFRS 16 "Leases"

On 13 January 2016, the IASB published the final version of IFRS 16. The standard is mandatorily effective for all financial years beginning on or after 1 January 2019. The core concept of the new standard is to generally recognize all leases and the associated contractual rights and obligations in the lessee's balance sheet. The distinction previously required under IAS 17 between finance and operating leases will therefore no longer apply to the lessee. Since all leasing contracts entered into in the past for hardware expired in the reporting year, only operating lease contracts remain.

In the future, lease agreements, which today represent operating lease relationships, will be recognised in the balance sheet as rights of use with a corresponding liability. At the time of the first-time application of the new standard as of 1 January 2019, vwd group will, in accordance with the modified retrospective method, recognise lease liabilities from operating leases with a remaining maturity of more than twelve months at the present value of the remaining lease payments, taking into account the current border capitalization interest rate. The capitalised right of use is recognised in the same amount as the lease liability.

On the basis of the available data, a simulation was carried out as at 31 December 2018, in which the following statements regarding the effects of IFRS 16 are based.

In addition to the increase in vwd group's total assets by around € 7.6 million, the disclosure of expenses associated with operating leases will change. For 2019, vwd group expects amortisation of approximately € 1.4 million for rights of use of assets and interest expenses for liabilities from the lease relationships in the amount of approximately € 0.2 million. Furthermore, the equity ratio of vwd group is expected to be reduced by around 3.4 percent as a result of the additional debt positions.

New standards or changes to existing standards are usually not applied before their effective date, even if individual standards would allow it. At the present time, the impact of the new, not yet applied standards cannot be conclusively assessed; however, we assume that this will not have any significant effects on the financial reporting of vwd.

3. Group of consolidated companies

The consolidated financial statements include the financial statements of vwd Group GmbH and all affiliated companies in which vwd Group GmbH directly or indirectly holds the majority of voting rights (subsidiaries). Subsidiaries are fully consolidated from the date of acquisition, which is the date on which the parent company gains control over the subsidiary.

In addition to vwd Group GmbH, nine domestic and foreign subsidiaries are fully consolidated in the consolidated financial statements.

As at 31 December 2018, the Group of consolidated companies was as follows:

Company	2018 Ownership interest in %		2017 Ownership interest in %	
	Direct	Indirect	Direct	Indirect
vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, Germany	100		100	
vwd group Switzerland AG, Zürich, Switzerland		100		100
vwd group Italia S.r.L., Milan, Italy		100		100
vwd TransactionSolutions AG, Frankfurt am Main, Germany		60		60
vwd group Netherlands B. V., Amsterdam, the Netherlands		100		100
vwd PortfolioNet Service AG, Zürich, Switzerland		100		100
EDG AG, Frankfurt am Main, Germany		100		100
Lenz+Partner GmbH, Dortmund, Germany		100		100

100 percent of the shares in vwd group Belgium NV, Antwerp, Belgium, are held by vwd group Netherlands B. V., Amsterdam, the Netherlands.

Effective from 1 January 2018, vwd finaix solutions GmbH has left the consolidated group. In accordance with an agreement dated 29 January 2018, the development and maintenance services for vwd GmbH's comprehensive business unit of vwd finaix solutions GmbH were transferred to vwd GmbH as part of an asset deal. Subsequently, vwd finaix solutions GmbH and the remaining business areas, consisting of consulting and software development services for third-party clients, were sold as part of a share deal subject to suspensive conditions effective from 1 January 2018. The resulting deconsolidation loss amounts to kEUR -56.6.

In accordance with an agreement dated 2 November 2018, vwd GmbH has sold 100 percent of the shares in vwd NetSolutions GmbH by way of a share deal. Effective from 30 October 2018, vwd NetSolutions GmbH has left the consolidated group. The resulting deconsolidation gain amounts to kEUR 1,673.9.

The following summary provides an overview of the assets and liabilities of the company disposals in the 2018 business year at the time of deconsolidation:

in kEUR	2018
Intangible assets	0.30
Tangible assets	42.1
Non-current assets	**42.4**
Trade receivables	148.2
Tax receivables	218.9
Other financial assets	1,231.7
Other non-financial assets	137.8
Cash and cash equivalents	714.9
Current assets	**2,451.5**
TOTAL assets	**2,493.9**
Deferred taxes	9.3
Long-term liabilities	**9.3**
Other current reserves	8.0
Trade payables	62.7
Payments received on account	1,672.8
Other current liabilities	133.6
Current liabilities	**1,877.1**
TOTAL liabilities	**1,886.4**
Net assets	**607.5**

4. Principles of the consolidated financial statements

4.1. Consolidation methods

Capital consolidation is performed in accordance with IFRS 10 in conjunction with IFRS 3 “Business Combinations” through offsetting the carrying amounts of the investments against the revalued equity of the subsidiaries at the date of acquisition. In the process, assets, liabilities and contingent liabilities are recognised at their fair values. Any remaining differences are recognised as goodwill. The hidden reserves and encumbrances identified are carried forward in the course of subsequent consolidation in line with the corresponding assets and liabilities.

All intragroup profits and losses, revenues, expenses and income as well as receivables and liabilities between consolidated companies are eliminated in full.

In consolidation procedures, the effects on income tax are taken into account and deferred taxes are recognised.

4.2. Currency translation

Pursuant to IAS 21 “The Effects of Changes in Foreign Exchange Rates,” the annual financial statements of international group companies are translated into Euros in accordance with the functional currency concept.

The national currency of vwd group Switzerland AG, Zürich, and vwd PortfolioNet Service AG, Switzerland, is (CHF), because the companies conduct their business primarily in local currency.

Assets and liabilities of international companies are valued at the beginning and end of the year at the applicable closing rate. Expenses and income are translated into Euros at the respective annual average rates.

Components of equity are translated at historical rates at the dates of their respective group additions.

The differences resulting from the translation at the closing rates are shown separately in the statement of changes in equity as "Currency translation of international subsidiaries."

The EUR/CHF and EUR/USD exchange rates changed as follows:

EUR 1	Closing rate		Average rate	
	2018	2017	2018	2017
Swiss France (CHF)	1.1269	1.1701	1.1549	1.1116
US Dollar (USD)	1.1450	1.1993	1.1815	1.1293

4.3. Key accounting policies

Intangible assets

Intangible assets are primarily comprised of goodwill, acquired customer bases, the brand "vwd", technologies, as well as procured and internally developed software. Intangible assets acquired for valuable consideration are stated at cost.

The Group amortizes intangible assets with finite useful lives to their estimated residual carrying amounts. In addition, in special circumstances as defined in IAS 36, an impairment test and, if necessary, an impairment loss is recognised.

The useful life of software is three to five years. The useful life for customer bases is eight to eighteen years.

In accordance with IAS 38, internally developed software is also be capitalised under certain conditions. Internally developed software may be intended for sale to third parties or for use by the company itself. If the conditions for capitalization are not met, the expenses are recognised in the profit or loss account in the year in which they are incurred. Capitalised development costs include all costs directly attributable to the development process. Expenses incurred during the development phase are only capitalised if the following conditions are cumulatively met:

1. Technical feasibility,
2. Possibility of completion,
3. Suitability for use (own use or sale),
4. Future generation of cash flows,
5. Availability of technical and financial resources; and
6. Reliable calculation of costs.

After completion, capitalised development costs are written down through scheduled amortisation amortisedover a useful life of five years in accordance with Group guidelines.

Intangible assets acquired as part of an acquisition that do not meet the criteria for separate recognition are recognised as goodwill. They may not be amortised on a systematic basis. Their valuation must be checked at least once a year in the form of an impairment test. If the valuation is no longer assured, an impairment loss is recognised. In order to determine the value of goodwill, the Group generally applies the value in use method. This is based on the current planning prepared by management. The planning assumptions are adapted to the current state of knowledge. In the process, appropriate assumptions regarding macroeconomic trends as well as historical developments and the economic situation of comparable companies are taken into account.

In addition to the Impairment Testing, a separate review of the brand value is carried out. The evaluation is based on the "Relief-from-Royalty-Method" by using a reasonable license fee on all license revenues recorded under the brand.

Tangible assets

Tangible assets are valued at cost less scheduled depreciation and, where necessary, impairment losses.

The scheduled straight-line depreciation is generally based on the following useful lives:

	Useful life
Leasehold improvements	10 years
Technical equipment	3 to 5 years
Other fixtures and fittings, tools and equipment	3 to 10 years

Impairment losses on tangible assets are conducted pursuant to IAS 36 if the recoverable amount of the asset in question has fallen below the carrying amount. If the reasons for an impairment loss recognised in previous years no longer apply, we reverse the impairment loss up to a maximum of the amortised/depreciated cost.

When tangible assets are sold, decommissioned or scrapped, the gain or loss on the difference between the net proceeds of sale and the residual carrying amount is recognised in other operating income or expenses.

Leases

A lease is an arrangement whereby the lessor transfers to the lessee the right to use an asset for an agreed period of time in exchange for a payment or series of payments. A distinction is made between finance leases and operating leases.

In accordance with IAS 17, finance leases are leases in which the lessee primarily bears all the risks and rewards associated with ownership of an asset. All other leases are classified as operating leases. An assessment of whether the agreement is a lease or contains a lease is made at the time of entering into the lease.

Where vwd group is the lessee in a finance lease, the lower value of the fair value of the asset and the present value of the minimum lease payments at the beginning of the lease is capitalised in the balance sheet and simultaneously recognised under financial liabilities. The minimum lease payments are divided into a repayment portion of the residual debt and financing costs calculated using the effective interest method. The leased asset is depreciated on a straight-line basis over the estimated useful life or the shorter contractual term.

In the case of operating leases, the lease payments are recognised directly as an expense in the profit and loss account. Obligations arising from finance lease agreements are recognised in accordance with IAS 17 and depreciated as technical assets over 3 years.

Financial instruments

A financial instrument is a contract that gives rise to both a financial asset for one entity and a financial liability or equity instrument for another entity. Financial instruments are generally recognised as soon as vwd becomes a party to the terms of the financial instrument. In the case of regular purchases or sales (purchases or sales as part of a contract, the terms of which stipulate the performance of the asset within a period that is usually determined through provisions or conventions of the respective market), the settlement date, i.e. the date on which the asset is delivered to or by vwd, is relevant for initial recognition and de-recognition in the balance sheet.

Financial instruments are initially recognised at fair value. For subsequent measurement, financial instruments are allocated to one of the measurement categories listed in IFRS 9 “Financial Instruments”:

- Financial assets valued at fair value recognised through the profit and loss account,
- Financial assets valued at fair value not recognised through the profit and loss account (debt instruments),
- Financial assets valued at fair value not recognised through the profit and loss account (equity instruments), and
- Financial assets valued at amortised cost.

Financial assets

Financial assets include, in particular, cash and cash equivalents, trade receivables and other loans and receivables as well as derivatives that are part of a hedge. Financial instrument classification is based on the business model in which the instruments are held as well as the structure of the contractual cash flows.

Financial assets valued at fair value recognised through the profit and loss account

Financial assets valued at fair value recognised through the profit and loss account comprise financial assets whose cash flows do not relate solely to payments of interest and repayments of principal on the outstanding nominal amount. They also include financial assets that were neither allocated to the “hold” business model nor to the “hold and sell” business model. They also include derivatives held for the purpose of trading (including embedded derivatives that were separated from the host contract) that are not included in hedge accounting as hedging instruments, as well as shares or interest-bearing securities acquired with the intention of disposal in the near term. Gains or losses on these financial assets are recognised through the profit and loss account.

Financial assets valued at amortised cost

Financial assets valued at amortised cost are non-derivative financial assets with contractual payments that consist exclusively of payments of interest and principal on the outstanding nominal amount and are held with the objective of collecting the contractually agreed cash flows, such as loans and receivables, trade receivables or cash and cash equivalents (the “hold” business model).

After initial recognition, these financial assets are valued at amortised cost using the effective interest method less impairment. Gains and losses are recognised in the profit and loss account when the loans and receivables are impaired or derecognised. Interest effects from the application of the effective interest method and effects from currency translation are also recognised through the profit and loss account.

Financial assets valued at fair value not recognised through the profit and loss account

Financial assets valued at fair value not recognised through the profit and loss account are non-derivative financial assets with contractual payments that consist exclusively of payments of interest and repayments of the outstanding nominal amount and that are held both to collect the contractually agreed cash flows as well as for sale, e.g. to achieve a defined liquidity target (“hold and sell” business model). This category also includes equity instruments that are not held for trading and for which the option to recognize changes in fair value in other comprehensive income has been exercised.

After initial measurement, financial assets in this category are valued at fair value not recognised through the profit and loss account, with unrealised gains or losses recognised in other comprehensive income. Upon disposal of debt instruments in this category, the cumulative gains and losses from fair value measurement recognised in other comprehensive income are recognised through the profit and loss account. Interest received on financial assets measured at fair value not recognised through the profit and loss account is generally recognised as interest income using the effective interest method. Changes in the fair value of equity instruments measured at fair value not through the profit and loss account are not recognised through the profit and loss account but are transferred to retained earnings upon disposal. Dividends are recognised through the profit and loss account when the legal entitlement to payment arises.

Impairment of financial assets

IFRS 9 introduced a new credit loss provision model that now takes expected losses (Expected Credit Loss Model) into account for the calculation of risk provisions instead of the previous incurred losses (Incurred Credit Loss Model) under IAS 39. The expected credit loss approach uses a 3-stage approach to allocating impairment allowances:

- **Stage 1**: “Expected 12-month loss” (present value of expected payment defaults resulting from potential default events within the 12 months following the reporting date)
- **Stage 2**: Total expected loss over the remaining term to maturity of the instrument (present value of expected payment defaults arising from all possible default events over the remaining term to maturity of the financial instrument), with the basis for the effective yield remaining the gross carrying amount
- **Stage 3**: Total expected loss over the remaining term to maturity of the instrument (present value of expected payment defaults arising from all possible default events over the remaining term to maturity of the financial instrument), with the basis for the effective interest rate being the net carrying amount

In the general 3-stage model, financial instruments are generally allocated to stage 1 upon initial recognition. If the credit risk has increased significantly since its initial recognition, it is allocated to stage 2. The credit risk is estimated on the basis of the probability of default. If there is objective evidence of impairment, the asset is reallocated to stage 3. For trade receivables without a significant financing component, vwd applies the simplified approach under which these receivables are allocated to stage 2 at the time of initial recognition. The expected credit losses are recognised on the basis of the remaining term to maturity. Accordingly, it is not necessary to estimate any significant increase in credit risk. For trade receivables and other assets from transactions within the scope of IFRS 15 which have a significant financing component, as well as for leasing receivables, there is the option to apply either the simplified model (i.e. the provision for possible credit losses is measured upon initial recognition and over the entire term at an amount corresponding to the expected credit loss over the term) or the general model as the accounting policy.

Valuation of expected credit losses

The calculation of the expected future impairment requirement is generally based on historical probabilities of default, which are supplemented by future parameters relevant to the credit risk.

The impairments take adequate account of expected future credit risks; specific defaults result in de-recognition of the receivables in question. The impairment allowance for trade receivables is calculated on a collective basis using allowance accounts. The expected credit defaults for loans and other receivables are generally determined on the basis of the respective instrument or debtor.

Financial liabilities

Financial liabilities regularly give rise to a redemption obligation in cash or another financial asset. These include in particular bonds and other securitized liabilities, trade payables, liabilities to banks, liabilities to affiliated companies and derivatives designated as hedges. Financial liabilities are classified into the following categories in accordance with IFRS 9:

- Financial liabilities measured at fair value and realised through the profit and loss account, and
- Financial liabilities measured at amortised cost.

Upon initial recognition, financial liabilities are measured at fair value. The transaction costs directly attributable to the acquisition are also recognised for all financial liabilities that are subsequently valued at fair value not recognised through the profit and loss account. Trade payables and other non-derivative financial liabilities are generally valued at amortised cost using the effective interest method. A financial liability is de-recognised when the obligation underlying the liability is discharged, cancelled or expires.

Derivative financial instruments

vwd uses derivative financial instruments exclusively to hedge financial risks resulting primarily from refinancing activities. These are interest price risks.

Derivative financial instruments are measured at fair value upon initial recognition and at each subsequent balance sheet date. The fair value of exchange-traded derivatives corresponds to the positive or negative market value. If no market values are provided, they are calculated using recognised financial mathematical models, such as discounted cash flow models. Derivatives are reported as “Other financial assets” if their fair value is positive or as “Other liabilities” if their fair value is negative.

In accordance with IFRS 9, changes in the fair value of derivative financial instruments, which meet the requirements to be accounted for as part of a hedge, are recognised in "Accumulated other comprehensive income" of the equity after tax. If the requirements for hedge accounting are not met, the change in value of the derivative is recognised in the profit and loss account. Derivatives that are not designated as hedging instruments, but are effective as such and do not constitute a financial guarantee are classified as held for trading (FLHfT) and are measured at fair value and are recognised through the profit and loss account. In accordance with risk management policies, all derivatives contribute efficiently to hedging a financial risk. Derivative financial instruments are neither held nor issued for speculative purposes.

Disclosures made in the previous year

In the previous year, the provisions of IAS 39 were applied to financial instruments. vwd valued the financial assets and liabilities according to the following categories:

- Loans and Receivables (LaR)
- Financial Liabilities Measured at Amortised Cost (FLAC)

In principle, the introduction of IFRS 9 had no impact on the recognition and measurement of financial liabilities.

The following accounting policies were applied to financial assets in accordance with IAS 39:

Receivables

Trade receivables and other current receivables are valued at their carrying amount at the date of acquisition less any impairment, if applicable using the effective interest method. The impairments, which are made in the form of specific valuation allowances as well as global specific valuation allowances, take adequate account of the expected credit risks; actual defaults lead to the de-recognition of the relevant portions of the receivables.

Cash and cash equivalents

Cash and cash equivalents, which include cash accounts and short-term deposits with banks, have a remaining term to maturity of up to three months on addition and are stated at amortised cost.

Public sector grants

Public sector grants are not recognised until there is reasonable certainty that the Group will comply with the conditions attached to them and that the grants will be received. In the 2018 reporting year, vwd group did not receive any government grants for research projects (previous year: kEUR 0.0).

Taxes

In accordance with IAS 12 (Income Taxes), deferred taxes are calculated on temporary differences between the carrying amounts of assets and liabilities in the IFRS balance sheet and the tax balance sheet, from consolidation transactions and on losses carried forward that are likely to be recovered (temporary concept).

The calculation is based on the tax rates anticipated in the individual countries at the time of recognition. As a general rule, these are based on the statutory regulations in force or enacted as at the balance sheet date.

The taxes levied in the individual countries on taxable income and the change in deferred taxes are reported as income taxes. The reported income taxes are recognised at the amount expected to be payable on the basis of the statutory regulations in force or enacted as at the balance sheet date.

Deferred tax assets on deductible temporary differences, tax credits and tax losses carried forward are recognised to the extent that it is likely that taxable profit will be available in the future and the losses carried forward can be utilised. Deferred tax liabilities are recognised for future taxable temporary differences. The calculation is based on the tax rates expected in the individual countries at the time of recognition. These are generally based on the statutory regulations in force or enacted as at the balance sheet date.

The effects of changes in tax rates or tax laws on deferred tax assets and liabilities are generally recognised in the period in which the relevant legislative process is finalized. As a rule, this is recognised through the profit and loss account. If gains and losses are recognised directly in equity, this also applies to deferred tax assets and liabilities.

The assessment of the recoverability of deferred tax assets resulting from temporary differences and losses carried forward is subject to company-specific forecasts, including the future earnings situation of the respective Group company. At vwd group Italia S.r.L., deferred tax assets are recognised on tax losses carried forward to the extent that it can be assumed that they can be reliably utilized in the coming years. This led to the capitalization of deferred tax assets on losses carried forward amounting to kEUR 100.8 (previous year: kEUR 100.8). vwd GmbH does not recognize deferred tax assets on tax losses carried forward. Due to the control and profit transfer agreement (CPTA) entered into in 2015, all tax losses carried forward of vwd GmbH are frozen for the duration of the CPTA and will be reactivated only after the end of the tax unity relationship. Deferred tax assets are therefore not recognised on these losses carried forward. vwd Group GmbH has entered into control and profit transfer agreements with the subsidiary vwd GmbH. In turn, vwd GmbH has entered into corresponding agreements with EDG AG and Lenz+Partner GmbH.

Tax provisions are set up on the basis of appropriate estimates for obligations to the respective national tax authorities that are uncertain in terms of their amount and the probability of their occurrence. This takes into account factors such as experience gained from previous tax audits and different legal interpretations between taxpayers and tax authorities with regard to the respective facts.

Other non-financial assets

Other non-financial assets generally include receivables from other taxes, prepaid expenses, interest on tax receivables, prepayments and other non-financial items that do not meet the definition of a financial instrument.

Inventories

In accordance with IAS 2 “Inventories,” assets held for sale in the ordinary course of business (finished goods and merchandise) are reported under inventories. Inventories are valued at the lower of cost or net realizable value, i.e. the selling price in the ordinary course of business less estimated costs of completion and selling expenses. Costs include all costs incurred to bring inventories to their present location and to their present condition.

Retirement benefits

Provisions for retirement benefits include the Group's obligations to hold provisions for defined benefit plans. The provision is calculated using the projected unit credit method in accordance with IAS 19 (2011). Actuarial gains and losses are recognised outside of the profit and loss account in other comprehensive income in the period in which they occur.

Other provisions

In accordance with IAS 37, provisions are set up if there is a present obligation to third parties arising from a past event that will probably result in an outflow of resources in the future, and the amount of which can be reliably estimated. Provisions that do not result in an outflow of resources in the following year are recognised at their settlement amount discounted as at the balance sheet date. Discounting is based on market interest rates. The settlement amount also includes expected cost increases. Provisions are not offset against claims to recourse. If the revised estimate results in a reduction in the scope of the liability, the provision is proportionally reversed and the income from the reversal is recognised in other operating income.

Sales revenues, contract assets and contract liabilities

Sales revenues are recognised in accordance with IFRS15, if the power of disposition over a product or service has been transferred to a customer. Revenue is recognised at the amount of the consideration a company can expect in exchange for the transfer of goods or services to a customer (the transaction price). The new standard replaces, in particular, the existing guidelines for the recognition of revenue under IAS 18 and IAS 11 Construction Contracts.

Revenues are recognised net of discounts, customer bonuses and discounts.

For management purposes, revenues are presented in segments over to the "suite view." A distinction is made between the suites "Regulatory Solutions," "Publications and Distribution Solutions," "Portfolio and Advisory Solutions," "Data Feed and Display Solutions," "Local products (Migration)" and "Others."

The Group generates revenue in the following areas:

a) Stock Exchange Fees and Volume Based Revenues ("Delivery of Data")

b) Software License Fees and Services/ Functionalities ("Licenses")

c) Software Customization Services ("Customizing")

d) Consulting and other Services

Revenues from the Delivery of Data are recognised at the time the power of disposal is transferred to the customer.

License proceeds from standard software and software solutions are recognised when the customer has been provided with access to download the licensing key of the standard software. Licensing begins through this provision of power over the standard software in the form of granting access. The customer is granted a right to use intellectual property and not a right of access, as the standard software is also useful for customers without further maintenance or updates.

License proceeds from software solutions with extensive customizing, are recognised over the period in which the software development or implementation takes place. Revenues from Software Customization Services (customization) according to Sec. 611 f. of the German Civil Code (BGB) are realised over the term of the underlying license agreements, since they are not self-defined services.

Consulting revenues from services contracts that are settled on the basis of the time units provided are recognised depending on the performance obligations made. Revenues of consulting from service contracts of which a settlement takes place on the basis of the time units are realised depending on rendered services. Sales revenues and expenses from service contracts of which a fixed price was arranged are realised according to the Percentage of Completion Method „PoC", if the amount of revenues can be measured reliably, it is sufficiently probable that the economic benefit is going to flow from the business to the corporation and the incurred costs for the business as well as the costs which are expected until the end of a complete transaction are able to be determined reliably.

The degree of completion which is set is determined by the ratio of the accumulated costs to the expected overall costs. Contract assets are recognized on the balance sheet in such cases in which vwd has recorded revenues for services rendered before customer´s payment is received and the recognition criteria for invoice creation and accounts receivable are met respectively, independent of the payment date.

Contract liabilities are recorded on the balance sheet in such cases in which customers payments were received and a accounts receivable is due to a customer respectively, before vwd has rendered the services contractually obliged to and consequently recorded revenues. Contract liabilities are recorded net of contract assets.

Multi-component agreements, which include the rendering of multiple services or products have to be separated between indentifiable, stand-alone service obligations, whereby for each service component a separate revenue contribution has to be determined and recorded separately as revenue once the services have been rendered.

Upfront payments and similar one-off payments of customers which do not refer to separately identifiable service obligations are recorded as deferred contract liability and are recorded as revenue on a linear basis over the minimum contract period. This also includes installation and set up fees if these costs do not represent a stand-alone value to the customer.

Research and development expenses

vwd group invests a portion of its financial resources in developing software solutions. This is necessary in order to maintain a major player in the future for the technology-intensive markets in which the company operates.

For accounting purposes, development costs are defined as costs associated with the application of research results or expertise in production, production processes, services or goods prior to the commencement of commercial production or use. In accordance with IAS 38 “Intangible Assets,” research costs cannot be capitalised and development costs can only be capitalised if certain, precisely specified conditions are met. Accordingly, capitalization is always required if the development activity will generate future cash inflows with sufficient certainty to cover the corresponding development costs exceeding the normal costs. For the 2018 business year, the criteria for capitalizing development costs for three projects were met; consequently, their development costs were capitalised. As in the previous year, no research expenses were recognised in the 2018 financial year.

Share-based payments of the company

For cash-settled share-based payments, a liability is recognised for outstanding remuneration and measured at fair value. Until settlement of the liability, the fair value of the liability is reassessed at each balance sheet date and settlement date and any changes in fair value are recognised through the profit and loss account.

As of December 31, 2018, vwd exclusively reported cash-settled share-based payments.

Material exercise of judgment, estimates and changes in estimates

The preparation of the annual financial statements included in the IFRS consolidated financial statements requires the use of estimates that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities and assets, income and expenses for the reporting period, and other disclosures in the consolidated financial statements. The actual values may differ from the estimates.

Material exercise of judgment and estimates relate to the following matters:

- The determination of the useful lives of depreciable fixed assets,
- The determination of valuation assumptions and future results on the basis of impairment tests, in particular for the goodwill recognised in the balance sheet,
- The determination of the parameters necessary for the valuation of pension provisions (discount rate, future development of wages / salaries and pensions, expected return on plan assets),
- The determination of the feasibility of tax losses carried forward

To measure post-retirement benefit obligations, vwd group utilizes actuarial calculations obtained from actuaries to estimate the effects of future developments. These calculations are mainly based on assumptions about the discount rate and about increases in salaries and retirement benefits. As in the previous year, vwd’s discount rate for post-retirement benefits is based on the interest rates of AA-rated corporate bonds using the standard method. As at 31 December 2018, the net present value of defined benefit obligations and plan assets amounted to kEUR 7,526.2 (previous year: kEUR 7,789.3). The post-retirement benefit obligations are explained in more detail in Note No. 16. The disclosure of obligations from partial retirement agreements and anniversary bonuses is reported under other provisions, broken down into current and non-current. For further explanations, see Note No. 17.

Actuarial gains and losses from defined benefit plan commitments and plan assets are recognised in retained earnings not through profit or loss, net of deferred taxes. This ensures that these amounts will not be reclassified to the profit and loss account in future periods.

Impairment losses are formed on trade receivables if objective indications exist. These include the following circumstances which lead to fixed percentage impairments:

- 30 percent of the net receivable for customers upon the 3rd reminder
- 50 percent of the net receivable upon transfer to a debt-collection service
- 100 percent of the net receivable upon commencement of insolvency proceedings

4.4. Statement of cash flows

The statement of cash flows shows how the cash and cash equivalents of vwd group changed in the course of the reporting year as a result of inflows and outflows of funds.

In accordance with IAS 7 "Statement of Cash Flows," a distinction is made between cash flows from operating and investing activities and cash flows from financing activities. The liquidity shown in the statement of cash flows comprises cash on hand and bank balances less current bank liabilities.

The statement of cash flows shows the change in cash and cash equivalents between two reporting dates. These cash and cash equivalents include inflows from operating activities as at 31 December 2018. The statement of cash flows must therefore include all inflows and outflows of funds. The net profit or loss for the year, which represents the starting point for the statement of cash flows, is shown in the profit and loss acoount for the business.

4.5. Purchase price allocation and impairment tests

The goodwill resulting from the acquisition on 4 December 2012 of 98.78 percent of the shares in vwd GmbH and the brand "vwd" with an indefinite useful life acquired as part of this business combination are tested annually for possible impairment (IAS 36). Other intangible assets and tangible assets with finite useful lives are also tested for impairment if indications of impairment exist. Should events or changes in circumstances arise that indicate possible impairment, the impairment test is also carried out on a more frequent basis.

CGU in kEUR	Goodwill	
	12/31/2018	12/31/2017
vwd group, Frankfurt am Main	70,587.6	70,587.6

In the course of the annual impairment test of the goodwill and the brand "vwd" with indefinite useful life, the carrying amount of the cash-generating unit including allocated goodwill as well as the carrying amount of the brand are compared with the corresponding recoverable amount as at 31 December 2018. If the carrying amount of the cash-generating unit and the brand exceeds its recoverable amount, an impairment loss is recognised at the amount of the difference. The recoverable amount is generally determined on the basis of the value in use. If the value in use is lower than the carrying amount, the fair value less costs of disposal is also determined. If necessary, the carrying amount is reduced to the higher of value in use and fair value less costs of disposal.

As at 31 December 2018, the value of the goodwill was tested for impairment on the basis of the net proceeds from the acquisition of 100 percent of the shares in vwd Group GmbH by Infront ASA, Oslo, Norway, dated April 11, 2019. As a result, there was no need for devaluation.

EXPLANATORY NOTES TO BALANCE SHEET

5. Intangible fixed assets

The intangible fixed assets are made up of the following:

in kEUR	Development cost	Other intangible fixed assets	Goodwill	Intangible fixed assets, total
Acquisition and manufacturing costs				
As at 1 January 2018	**7,548.3**	**60,712.5**	**70,587.6**	**138,848.4**
Currency differences	25.3	230.9	0.0	256.2
Additions	2,370.7	281.9	0.0	2,652.6
Disposals	0.0	13.9	0.0	13.9
Change of consolidated group	-717.3	-290.9	0.0	-1.008.2
As at December 31, 2018	**9,227.0**	**60,920.5**	**70,587.6**	**140,735.1**
Accumulated amortisation				
As at 1 January 2018	**2,865.7**	**28,235.8**	**0.0**	**31,101.5**
Currency differences	2.1	230.8	0.0	232.9
Additions	659.6	2,293.0	0.0	2,952.5
Disposals	0.0	0.0	0.0	0.0
Change of consolidated group	-717.3	-290.6	0.0	-1.007,9
As at 31 December 2018	**2,810.1**	**30,469.0**	**0.0**	**33.279,1**
Book values as at 31 December 2018	**6,416.9**	**30,451.5**	**70,587.6**	**107,456.0**

in kEUR	Development costs	Other intangible fixed assets	Goodwill	Intangible fixed assets, total
Acquisition and manufacturing costs				
As at 1 January 2017	**5,505.0**	**60,775.4**	**70,587.6**	**136,868.0**
Currency differences	0.0	-394.4	0.0	-394.4
Additions	2,094.9	331,5	0.0	2,426.4
Disposals	51.6	0.0	0.0	51.6
As at 31 December 2017	**7,548.3**	**60,712.5**	**70,587.6**	**138,848.4**
Accumulated amortisation				
As at 1 January 2017	**2,181.2**	**26,331.9**	**0.0**	**28,513.1**
Currency differences	-0.1	-394.4	0.0	-394.5
Additions	684.6	2,298.3	0.0	2.982.9
Disposals	0.0	0.0	0.0	0.0
As at 31 December 2017	**2,865.7**	**28,235.8**	**0.0**	**31,101.5**
Book values as at 31 December 2017	**4,682.6**	**32,476.7**	**70,587.6**	**107,746.9**

The intangible fixed assets as at 31 December 2018 include capitalised development costs amounting to kEUR 6,416.9 (previous year: kEUR 4.682.6), goodwill amounting to kEUR 70,587.6 (previous year: kEUR 70,687.6) and other intangible fixed assets of kEUR 30,451.5 (previous year: kEUR 32,476.7), which for the most part consist of software and the intangible fixed assets from purchase price allocation resulting from the acquisition of vwd GmbH in 2012 which contain customer lists amounting to kEUR 18,329.6 (previous year kEUR 20,244.0) and the "vwd" brand amounting to kEUR 11,711.0 (previous year kEUR 11,711.0).

The useful life of the other intangible fixed assets is between 3 and 18 years whereby an indefinite useful life was assumed for the brand "vwd". The useful life of company-produced intangible fixed assets is 5 years. The goodwill is not amortised on a straight line basis; the recoverable value is assessed annually by way of an impairment test as stipulated in IAS 36.

As part of the financing structure valid as from 2018 there exist assignments by way of security for intangible fixed assets. In order to secure the liabilities arising from the loan agreements concluded in 2018, vwd GmbH and major subsidiaries assigned the majority of the other intangible fixed assets (book value kEUR 2,147.4. previous year kEUR 1,539.8).

6. Tangible assets

Tangible assets are made up of the following:

in kEUR	Tenant installations	Technical equipment and machinery	Other equipment, operating and office equipment	Tangible assets, total
Acquisition costs				
As at 1 January 2018	**808.2**	**12,638.0**	**3,953.4**	**17,399.6**
Currency differences	15.5	25.9	7.5	48.9
Additions	0.0	874.5	60.4	934.9
Disposals	0.0	13.3	19.0	32.3
Change of consolidated group	0.0	-418.6	-253.0	-671.6
As at 31 December 2018	**823.7**	**13,106.5**	**3,749.3**	**17,679.5**
Accumulated depreciation				
As at 1 January 2018	**729.8**	**10,874.7**	**3,397.1**	**15,001.6**
Currency differences	15.0	25.9	7.5	48.4
Additions	36.4	866.7	230.9	1.134.2
Disposals	0.0	9.7	18.1	27.8
Change of consolidated group	0.0	-404.7	-248.4	-653.1
As at 31 December 2018	**781.4**	**11,352.9**	**3,369.0**	**15,503.3**
Book values as at 31 December 2018	**42.3**	**1,753.6**	**380.3**	**2,176.2**

in kEUR	Tenant installations	Technical equipment and machines	Other equipment, operating and office equipment	Tangible assets, total
Acquisition costs				
As at 1 January 2017	**902.0**	**12,351.3**	**3,794.0**	**17,047.3**
Currency differences	-93.8	-76.6	-22.4	-192.8
Additions	0.0	424.5	183.0	607.5
Disposals	0.0	61.2	1.2	62.4
As at 31 December 2017	**808.2**	**12,638.0**	**3,953.4**	**17,399.6**
Accumulated depreciation				
As at 1 January 2017	**783.2**	**10,070.4**	**3,156.9**	**14,010.5**
Currency differences	-91.0	-75.7	-22.4	-189.1
Additions	37.6	921.8	263.1	1,222.5
Disposals	0.0	41.8	0.5	42.3
As at 31 December 2017	**729.8**	**10,874.7**	**3,397.1**	**15,001.6**
Book values as at 31 December 2017	**78.4**	**1,763.3**	**556.3**	**2,398.0**

The technical equipment relates essentially to the head office production systems for the administration and distribution of data. Among other items, the IT systems of the computer centre, the trade fair booths and the furniture and hardware for administration offices are included under the headings other equipment, operating and office equipment. Installations by tenants are written down over a contractual term of ten years or the residual term of the lease agreement.

Low-value assets are written down over a useful life of five years as from the year of purchase. Tax law allows this procedure to be maintained on grounds of the insignificance of the amount.

As at 31 December 2018 there were no obligations (previous year: kEUR 4.0) for the acquisition of fixed assets.

The disposal of fixed assets resulted in losses amounting to kEUR 4.4 (previous year: kEUR 62.2).

7. Other long-term financial assets

Among the other long-term assets, there is declaration of reinsurance policies for the financing of pension benefits which do not fulfil the criteria of IAS 19.7 due to the seizure not be available and are thus classified as an assets to be valued separately.

The reinsurance policies developed as follows:

in kEUR	2018	2017
As at 1 January	**587.9**	**583.1**
Addition (previous year: addition)	7.8	4.8
As at 31 December	**595.7**	**587.9**

The valuation was at fair value. Income was realised in the reporting year in the amount of kEUR 16.7 (previous year: kEUR 15.6).

The vwd group does not have any securities holdings.

8. Inventory

The finished products amounting to kEUR 11.4 (previous year: kEUR 12.5) refer in particular to database licenses and other accessories. Valuation was at production costs; no diminutions of value were necessary.

9. Trade accounts receivable

All trade accounts receivable amounting to kEUR 5,315.8 (previous year: kEUR 4,837.5) will probably be realised within one year.

For the development of the absorption account and an analysis of the overdue and unimpaired trade accounts receivable and other receivables, see Note no. 25. "Additional information on the financial instruments“.

The following table shows the expenses for the full write-off of trade accounts receivable and income derived from receipt of trade accounts receivable previously written off:

in kEUR	2018	2017
Expenses for the full write-off of receivables	165.2	70.9
Income from payments received for receivables previously written off	34.0	0.6

All expenses and income from valuation allowances and full write-offs of trade accounts receivable are recognised under administrative expenses.

10. Contract assets

As at 31 January 2018 there are contractual assets under IFRS 15 amounting to kEUR 1,035.0 which have been netted with corresponding contract liabilities. Further information on the new accounting standards see Note no. 2 “Effects of new accounting standards”.

11. Tax receivables

The tax receivables amount to kEUR 270.7 (previous year: kEUR 533.5).

12. Other non-financial assets

The other non-financial assets comprise prepaid expenses.

13. Other financial assets

Other financial assets include creditors with debit balances amounting to kEUR 669.6 (previous year: kEUR 360.6), security deposits of kEUR 270.2 (previous year: kEUR 291.5) and as collateral for deposited funds amounting to kEUR 326.3 (previous year: kEUR 0.0).

14. Liquid funds

As at 31 December 2018 a total of liquid funds amounting to kEUR 10,900.8 (previous year: kEUR 4,646.0) is recognised, which is accounted for almost entirely by credit balances at banks.

15. Equity

For an overview of the development of equity, see the consolidated statement of changes in equity (Appendix 1.4).

15.1. Share capital

The company's share capital amounts to kEUR 63.1 and is divided into 63,057 shares with a par value of EUR 1.00 per share. The share capital has been fully paid up.

15.2. Capital reserve

As at 31 December 2018 the capital reserve amounted to kEUR 20,735.6 (previous year: kEUR 20,735.6)

15.3. Revenue reserves

As at 31 December 2018 revenue reserves amounted to kEUR -12,744.8 (previous year: kEUR -12,631,6) and contained the actuarial gains and losses from defined benefit pension commitments and plan assets as wells as the deferred taxes due thereon and reversed in the profit and loss account. The resulting balance amounts to kEUR 620.1 for the reporting year (previous year: kEUR 92.8). Furthermore the revenue reserves contain the cumulated revenue-effect to 1 January 2018 from the first time application of IFRS 15 amounting to kEUR 1,264.9 (see Note no. 2 “Effects of new accounting standards”), which results from contractual liabilities of kEUR 1,853.3 less deferred taxes of kEUR 588.4. This effect is a decrease in retained earnings.

15.4. Other comprehensive income (OCI)

The balance from the change in OCI is derived from the amount of kEUR -0.9 (previous year: kEUR 36.7) from the currency conversions of foreign subsidiaries and the profits and losses after deferred taxes from the hedging instrument for a cash flow hedge after deferred taxes of kEUR -53.8 (previous year: kEUR 57.2)

15.5. Minority interests

The shares held by minority shareholders and their development in 2018 and 2017 are shown in the following table:

in kEUR	2018	2017
As at 1 January	**1,181.0**	**1,074.6**
Result	140.1	120.1
Dividends	-103.4	-13.7
As at 31 December	**1,217.7**	**1,181.0**

15.6. Capital management

The major objectives of the group's capital management include ensuring the company's continuation as a going concern, optimising shareholder value, optimising its capital structure and compliance of financial covenants (see also Note no.18).

The management and, where appropriate, adjustment of the capital structure take due account of changes in the general economic environment. The measures taken into consideration for the maintenance or modification of the capital structure, include assuming liabilities and selling assets in order to reduce debt.

Requirements by loan creditors as stated in the financial covenants, to comply with certain KPIs (debt-service coverage rate, debt to equity ratio, interest service cover ratio) during the life span of term loans, had been met in all quarters.

The capital structure is overseen on the basis of the level of indebtedness (gearing), which for our purposes is calculated as the ratio of net financial debt to total capital. Net financial debt results from subtracting cash and cash equivalents from the total financial debts (liabilities to banks, trade accounts payable and other liabilities). Total capital is made up of equity and net financial debt.

in kEUR	Dec 31, 2018	Dec 31, 2017
Financial debts	97,781.9	95,315.8
less cash at banks	10,900.8	4,646.0
less receivables and other assets	7,671.0	7,243.0
Net borrowed capital	**79,210.1**	**83,426.9**
+ equity	12,759.7	8,807.1
=Total capital	**91,969.8**	**92,233.9**
Gearing	**86.13%**	**90.45%**

16. Provisions for pensions

The subsidiary vwd GmbH and a number of subsidiaries of vwd GmbH have committed themselves to providing their staff with retirement or post-employment benefits. These pensions are granted in accordance with the statutory and financial conditions specific to the countries concerned. As at 31 December 2018. the pension commitments affect Germany and other countries (Switzerland, Belgium, Netherlands and Italy) .

All the pension commitments granted in vwd group, with the exception of the defined contribution pension plan of vwd group Netherlands B.V., are based on defined benefit commitments, which are recognised in the consolidated financial statements as required in IAS 19 (2011). There are no multi-employer plans.

Germany

The subsidiary vwd GmbH has committed itself to post-employment benefits for its staff in the form of a one-off allocation of capital when they complete their 65th year or leave the company, when they leave on the basis of a flexible retirement age or when they become incapacitated for work after completing their 60th year. The capital allocation is dependent on the length of their service of the company and their monthly salary. The pension plan was in operation until 31 December 2005, and all staff who have joined or will join the company as from 1 January 2006 do not receive a pension commitment from vwd GmbH. There are no plan assets existing for this plan.

There are in addition individual and group pension commitments that have been transferred to vwd GmbH from predecessor companies of vwd GmbH by way of mergers. Particulars of the commitments in question are as follows:

FIDES employee benefits

The pension plan of FIDES Information Services GmbH came into force in 1980 and is valid in the version most recently amended in 1991. The staff of the former FIDES Information Services GmbH are entitled to a post-employment pension after completion of their 65th year; they also have claims to a disability pension in case of invalidity and a surviving dependent's pension in case of the death of the pension recipient. The commitment amounts are dependent on salary and length of service. The reinsurance policies covering these pension commitments have not been pledged and thus do not come under the definition of plan assets. They are recognised in the consolidated financial statements as a reimbursement under IAS 19.116.

Individual commitments

A former board member of b.i.s. AG received four identical fixed-amount commitments on 29 September 1998. The commitments include a retirement capital payable on turning 65 and capital for surviving dependents payable in the event of death before reaching the age of 65. The commitments are contractually vested with immediate effect at the amount of the benefits accumulated up to exit from the company. The commitments are reinsured by way of insurance policies.

The board of the merged company market maker Software AG has been given a benefit commitment which provides for a retirement capital on reaching the age of 65 and a disability pension for the duration of the incapacity for work. The commitment is reinsured by means of an insurance policy. By virtue of the merger of market maker Software AG with vwd GmbH as from 31 December 2010, this obligation transferred to vwd GmbH.

The plan assets for the individual commitments in the form of pledged reinsurance policies provided the pension commitments with 100 percent cover and thus fulfilled the requirements laid down in IAS 19.115. The current market value of the insurance policies is kEUR 223.6 (previous year: kEUR 240).

Switzerland

Until 2010 the staff of the former vwd information solutions AG, Zurich, (now vwd group Switzerland AG) participated in two legally independent employee pension foundations which provide for a retirement pension on reaching retirement age, part of a disability pension in case of invalidity and a surviving dependents' benefit in case of death. The post-employment benefits are on a defined contribution basis, the pension amount being decided by the retirement assets and the conversion rate. The risk benefits are determined on a defined benefit basis and calculated as a fixed percentage of the insured salary.

The benefits are dependent on salary. The employer and the employee make contributions to the savings account in the foundation. The employer is responsible for the risk contributions.

The pension payments at vwd PortfolioNet Service AG. Zurich and vwd group Switzerland AG, Zurich, in 2018 concern exits from the company of long-serving employees with large pension assets in the respective pension schemes. The employee benefit foundation is a legal entity whose financial condition may only be assessed on the basis of an actuarial balance sheet and on no other basis. The obligations to provide occupational pension cover under IAS 19 are calculated for the purposes group calculations and thus affect only the Company and not the employee pension foundation. Pension plans in Switzerland are given pro rata cover by the plan assets existing at the foundations.

Italy

In the course of the acquisition of the "RFID-Business“ from Il Sole 24 Ore S.p.A. in 2011, pension provisions for the staff (severance provisions) were taken over, the value of which, according to IAS 19, must be declared. The obligations in this case are those on the basis of the Trattamento di Fine Rapporto, TFR, which, pursuant to article 2120 of the relevant Italian law, has to be created for all employees in the Company. In the business year the plan was reduced because of a decrease in the workforce resulting from a personnel measure.

Belgium

The staff of vwd group Belgium NV, Brussels, are entitled to a retirement capital when they reach the age of 65. The commitments relate directly to salary and length of service. They are reinsured by insurance policies, and part of the obligation amount is covered by plan assets.

Netherlands

For the staff of vwd group Netherlands B.V. there is a defined contribution plan in accordance with the definition in IAS 19. The Company pays fixed amounts into a fund. It is possible for the employees to increase the contribution amount per employee, which is limited to EUR 51,000 p.a., by making voluntary payments of their own. The contribution paid by the company to the fund for 2018 was kEUR 108.5 (previous year: kEUR 133.3).

The pension plans which are granted by vwd GmbH and the various subsidiaries are exposed to the following significant risks:

- Biometrc and longevity risk: To assess these risks, vwd GmbH uses the guideline tables 2005 G of Dr. Klaus Heubeck. These mortality tables were developed on the basis of data which reflect, in representative and appropriate form, the group of persons in Germany who benefit from company pension schemes. The data also took into account information on the improvement of life expectancy related to specific birth years. Should the number of employees of vwd GmbH entitled to pension benefits develop differently from that assumed in the mortality tables based on an actuarial evaluation, this can have a material influence on the way the pension obligation develops in the future. The influence can work both ways: raising or reducing the obligation. The reasons for such departures from expected development can be found in the possibility that the mortality rates and other probabilities assumed by the tables will not correspond to actual conditions at vwd GmbH (the biometric risk). Thus, for example, mortality at the firm can differ significantly from the conditions used by the database for creating the mortality rates.
- Risk of small size of subject group: The actuarial evaluation of defined benefit commitments is based on actuarial probabilities and other parameters. These are derived from the examination and analysis of large databases. In the course of the actuarial evaluation, the assumptions derived from a large total number of subjects are applied to groups specific to a particular company. Even if conditions inside that group correspond to those of the large total number of subjects, actual developments can be significantly different from the median development that was expected. However. the risk of individual deviations remains in the case of a small number of subjects.
- Financing risk: The promised defined benefit commitments are financed by way of provisions in the Company's balance sheet, except where the obligations are covered by assets held in the form of non-pledged reinsurance policies. The companies have to generate, through their business operations, a sufficient amount of interest on the provision they have created, in order to be able to pay out the promised benefits. In the process, an interest accrued on the provision and corresponding to the actuarial interest rate has to be generated, and in addition loss amounts must be compensated for if the development of the plan asset stays below the assumed actuarial interest.

The following actuarial assumptions were applied to the evaluation of the pension commitments as at 31 December 2018:

in % weighted average	2018		2017	
	Domestic	Foreign	Domestic	Foreign
Actuarial interest rate	2.1	1.0	1.9	0.8
Fluctuation	2.5	6.0	2.5	6.6
Expected annual rise in income	2.0	1.0	2.0	2.0
Expected annual rise in pension	1.5	0.1	1.5	0.1

The mortality tables 2005 G of Dr. Klaus Heubeck were used for pension commitments in Germany. The pension commitments in Switzerland were calculated on the basis of BVG 2010.

The development of the present value of the pension obligation, the plan assets and the payment guarantees of reinsurance coverage in Germany classified as reimbursements is set out in the following table for the 2018 business year.

in kEUR	2018			2017		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Present value as at 1 January	**4,491**	**10,071**	**14,562**	**4,767**	**10,821**	**15,588**
Adjustments due to exchange rate changes	0	340	340	0	-781	-781
Past-service costs	87	474	562	105	349	454
Retroactively calculated past-service costs	0	-55	-55	0	0	0
Interest expenses	73	80	153	80	69	149
Contributions by beneficiary employees	0	210	210	0	2,336	2,336
Actuarial gains (-)/ losses (+)						
– from changes to demographic assumptions	-19	0	-19	0	0	0
– from changes in financial assumptions	-87	-389	-476	0	-172	-172
– due to experience-based adjustments	76	-360	-285	-300	627	327
Pension payments	-362	-721	-1,083	-161	-3,178	-3,339
Present value as at 31 December	**4,259**	**9,650**	**13,909**	**4.491**	**10.071**	**14,562**

in kEUR	2018			2017		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Plan assets as at 1 January	**240**	**6,812**	**7,052**	**238**	**7,561**	**7,799**
Adjustments due to exchange rate changes	0	242	242	0	-584	-584
Interest income	0	52	52	0	46	46
Contributions by employers	0	303	303	0	294	294
Gains (+)/losses (-) from revaluation (excluding amounts included in interest income)	-17	34	17	2	338	340
Pension payments	0	-667	-667	0	-3,178	-3,178
Contributions by beneficiary employees	0	210	210	0	2,336	2,336
Plan assets as at 31 December	**223**	**6,986**	**7,209**	**240**	**6,813**	**7.053**

in kEUR	2018			2017		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Reimbursement rights as at 1 January	**588**	**0**	**588**	**562**	**0**	**562**
Benefits paid from reinsurance policies	-13	0	-13	-4	0	-4
Actuarial gains (+)/ losses (-)	0	0	0	0	0	0
Contributions to reinsurance policies	4	0	4	14	0	14
Income from reimbursement claims	17	0	17	16	0	16
Reimbursement rights as at 31 December	**596**	**0**	**596**	**588**	**0**	**588**

The balance sheet as at 31 December 2018 shows the pension provision as the balance remaining after deduction of the plan asset from the gross present value of the pension obligation:

in kEUR	31 Dec. 2018			31 Dec. 2017		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Obligations for benefit commitments	4,259	9,650	13,909	4,492	10,070	14,562
less plan asset	223	6,986	7,209	240	6,813	7,053
As at 31 December	**4,036**	**2,664**	**6,700**	**4,252**	**3,257**	**7.509**

The pension obligation and the plan assets are adjusted not only with effect on expense or income in the income statement but also without effect on profit or loss in the other comprehensive income (OCI). The effects on the statement of comprehensive income are set out below:

in kEUR	2018			2017		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Past-service costs	88	474	562	105	349	454
Retroactively calculated past-service costs	0	-55	-55	0	0	0
Net interest expense (+)/ income (-)	73	80	153	80	69	149
Amounts recognised in the profit and loss account	**161**	**499**	**660**	**185**	**418**	**603**
Actuarial gains (-)/ losses (+) from changes to demographic assumptions	-19	0	-19	0	0	0
Actuarial gains (-)/ losses (+) from changes in financial assumptions	-87	-389	-476	0	-172	-172
Actuarial gains (-)/ losses (+) due to experience-based adjustments	92	-394	-302	-300	627	327
Amounts included in other comprehensive income	**-14**	**-783**	**-797**	**-300**	**455**	**155**
TOTAL	**106**	**410**	**-137**	**-114**	**873**	**759**

The plan asset concerns in particular the financing of obligations in Switzerland via a collective foundation (multi-employer plan). The income from the plan asset amounted to kEUR 52.2 (previous year: kEUR 46.2). The actual return on the plan asset is 0.72 per cent (previous year: 0.66 per cent).

It breaks down as follows:

in kEUR	2018			2017		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Traded on an active market:						
– Liquid funds		37	37		13	13
No active market available:						
– Insurance policies	223	6,949	7,172	240	6,799	7,039
TOTAL	**223**	**6,986**	**7,209**	**240**	**6,812**	**7.052**

The plan assets in 2018 are set up in equal parts for vwd PortfolioNet Service AG and vwd group Switzerland AG. The claim against the insurer amounts to kEUR 3,764.2 (previous year: kEUR 3,641.1) in respect of vwd group Switzerland AG and to kEUR 2,695.3 (previous year: kEUR 2,667.5) in respect of vwd PortfolioNet Service AG.

vwd GmbH has assets in the form of pledged reinsurance policies in two individual cases. These were taken out with DBK / LVM. They are congruent reinsurance policies covering part of the defined benefit obligations. The not reinsured part of the defined benefit obligations is financed via balance sheet provisions.

The values as at 31 December 2018 were set for the calculation of sensitivity in the group and the actuarial interest rates adjusted up and down by 1 per cent. The parameter sensitivities were calculated on the basis of a detailed evaluation by specialist actuaries. A modification of the individual parameters or the life expectancy of each individual beneficiary would, on the basis of the assumptions remaining unchanged, have the following effects on the pension obligations as at the end of the current business year:

in kEUR	2018			2017		
	Change in assumption	Increase	Decrease	Change in assumption	Increase	Decrease
Actuarial interest rate	+/- 1.0%	-1.754	2.260	+/- 1.0%	-1,938	2.524
Expected annual rise in income	+/- 1.0%	327	-294	+/- 1.0%	352	-313
Life expectancy	+/- 1 Jahr	238	-246	+/- 1 Jahr	244	-255

The following table sets out payment into the plan asset for 2018 and the years thereafter, together with forecast disbursements for the next 10 years.

The expected employer contribution to the plan asset for 2018 amounts to kEUR 303.2.

Expected payment of benefits:

in kEUR	Dec 31, 2018
2019	540
2020	999
2021	843
2022	1,140
2023	793
2024 – 2028	3,696
TOTAL	**8,011**

The average term of the various post-employment pension plans is 14.4 years (previous year: 13.2 years) on a weighted basis.

The expense needed for post-employment benefits can be summarised as follows for the 2018 business year:

in kEUR	2018			2017		
	Domestic	Foreign	Total	Domestic	Foreign	Total
Expense for defined contribution plans	-	108	108	-	61	61
Past-service costs for defined benefit commitments	88	419	507	106	349	455
Expense for post-employment benefits	**88**	**527**	**615**	**106**	**410**	**516**

17. Other long-term provisions

The other long-term provisions break down as follows:

in kEUR	As at 31 Dec. 2017	Utilisation	Foreign currencies	Release	Allocation	Compounding	Reclassification to short-term provisions	As at 31 Dec. 2018
Anniversary	39.6	2.4	0.0	0.0	88.4	0.0	-2.9	122,7
TOTAL	**39.6**	**2.4**	**0.0**	**0.0**	**88.4**	**0.0**	**-2.9**	**122,7**

In order to secure credit balances which the trustors acquire or have acquired by virtue of their participation in part-time early retirement schemes, including employer contributions to social security insurance, marketable securities are pledged and thus removed from access by all other creditors. This means that the debts are offset against the corresponding assets and the corresponding expenses and income. The present value of the securities was determined on the basis of the market value of the fund shares as at balance sheet date. The purchasing costs of offset assets amounts to kEUR 283.1 and the settlement amount of the debts amounts to kEUR 366.6. This results in a liabilities balance arising from the asset offsetting amounting to kEUR 83.5.

The interest cost arising from part-time early retirement obligations amounts to kEUR 1.8. The interest income from the securities amounts to kEUR 0.0. This results, after offsetting, in an interest cost of kEUR 1.8 in the profit and loss account. Furthermore, the regular transfer amount to the part-time early retirement provisions is recognised under personnel expenses.

18. Financial liabilities

The financial liabilities have the following terms:

in kEUR	Dec 31,2018	Dec 31, 2017
up to one year	3,889.5	4,260.8
between one and five years	33,146.7	22,494.6
TOTAL	**37,036.2**	**26,755.4**

The loan to the subsidiary vwd GmbH and the parent company vwd Group GmbH granted by the Company's bank since 2018 in the total amount of kEUR 35,000.0 has a term until 30 April 2025.

As at 31 December 2018 the loan liabilities to banks valued at amortised costs using the effective interest method amounted to kEUR 36,827.0 (previous year: kEUR 26,546.2).

In order to ensure the financial flexibility and the solvency of vwd at all times, a liquidity reserve in the form of a credit line is maintained as part of the financing structure. For this purpose the subsidiary vwd GmbH has a line credit with a bank for a constant working capital line of EUR 10 million with a term until 30 April 2025, which is reduced by a guarantee in the amount of kEUR 400.0 (previous year: kEUR 596.3) .

The interest on credit drawn and loans are based on EONIA and Euribor and a surcharge of 3.25 percent or 3.75 percent. As at 31 December 2018 the amount drawn under the short-term current account line was kEUR 3.680.3 (previous year: kEUR 3,896.3). By way of the loan agreement concluded since 28 April 2018, vwd Group GmbH and the subsidiaries vwd GmbH and EDG AG have assigned all trade accounts receivable and existing bank accounts as security to the Company's bank. As at 31 December 2018, these assigned trade accounts receivable came to kEUR 1,767.2 (previous year: kEUR 2,310.0) and the assigned bank accounts to kEUR 3,774.4. Furthermore, the subsidiary vwd GmbH pledged all shares and all ancillary rights of EDG AG to the financing parties. We would refer to Note nos. 5 and 6 regarding the transfer by way of security of intangible assets.

19. Contract liabilities

Following the transition to IFRS 15, a re-measurement effect totalling kEUR 1,853.3 was recognised directly in equity as of 1 January 2018. This related to the initial recognition of contract liabilities that would have resulted in the later recognition of revenue under IFRS 15. The contractual liabilities were offset against the corresponding contractual assets. Further information on the new accounting standards see Note no. 2 “Effects of new accounting standards”.

Of the total of contract liabilities, kEUR 587.8 is due within one year.

20. Other short-term provisions

The other short-term provisions break down as follows:

in kEUR	Personnel	Other	Short-term provisions
As at 1 January 2018	**672.5**	**498.9**	**1,171.4**
Currency differences	0.0	1.4	1.4
Allocation	173.1	326.1	499.2
Consumption	303.7	166.4	470.1
Release	94.9	27.0	121.9
Change of consolidated group	0.0	-8.0	-8.0
Reclassification of long-terms provisions	2.9	0.0	2.9
As at 31 December 2018	**449.9**	**625.0**	**1,074.9**

Other provisions mainly include provisions for auditing fees of kEUR 345.4 (previous year: kEUR 164.5) and for archiving of kEUR 110.9 (previous year: kEUR 118.9).

Personnel provisions mainly include employee severance payments, short-term anniversary provisions and short-term part-time early retirement provisions.

21. Trade accounts payable

Trade accounts payable of kEUR 11.142.7 (previous year: kEUR 12.145.1) are all due for payment within one year.

22. Prepayments received

This position recognizes liquid funds received in advance amounting to kEUR 1.050,1 (previous year: kEUR 2.984,0). The invoices for services for various products refer to the period starting after 31 December 2018 with a term of up to one year.

23. Tax liabilities

The tax liabilities refer to the expenses incurred by the group companies for trade income taxes which are payable the following year. In the 2018 business year this amounts to kEUR 363.6, previous year at kEUR 520.5.

24. Other liabilities

The other short-term liabilities break down as follows:

in kEUR	12/31/2018	12/31/2017
Liabilities from taxes (value added tax, employee income tax)	1,099.4	1,262.8
Accruals and deferrals	1,255.2	1,146.3
Liabilities from hedge transactions	0.0	43.9
Other	3,401.7	3,663.1
TOTAL	**5,756.3**	**6,116.2**

The other liabilities refer for the most part to liabilities to employees of kEUR 3,049.6 (previous year: kEUR 3,493.3), such as special annual payments, leave entitlements, surcharge for not employing severely disabled persons, contributions to insurance against industrial accidents as well as overtime and commission.

Since 2014, vwd Group GmbH has granted the members of the Management Board of vwd GmbH, and from 2018 of vwd Group GmbH and a senior executive of vwd GmbH virtual shares as a partial compensation for the variable salary. Liabilities of share-based payments are reported as other long-term liabilities and amount to kEUR 1,586.6 (previous year: kEUR 1,706.5) as at 31 December 2018.

25. Additional information on the financial instruments

IFRS has issued new accounting rules for the classification and valuation of financial assets and for the accounting of impairments to financial assets. Classification to the categories "at amortised costs (AC)", "fair value through the profit and loss account (FVtPL)", "fair value through other comprehensive income (FVOCI)" is done on the basis of the business model operated and the structure of the cash flows. The following tables set out the valuation categories of financial assets under IAS 39 and the transition to the new classification and valuation categories under IFRS 9 as well as the relevant book values. The first time use of IFRS 9 did not have any impact on the classification and evaluation of financial assets.

Transition of valuation categories for financial assets from IAS 39 to IFRS 9 as of 1 January 2018:

in kEUR	Valuation category under IAS 39[1)]	Book value under IAS 39 31 Dec 2017	Book value under IFRS 9 1 Jan 2018	Valuation category under IFRS 9
Financial assets				
Cash and cash equivalents	LaR	4,646.0	4,646.0	AC
Trade accounts receivable	LaR	4,837.5	4,837.5	AC
Other financial assets	LaR	991.5	991.5	AC

An analysis of the overdue and unimpaired trade accounts receivable as at 31 December 2018 can be found below:

in kEUR	2018	2017
due in less than 30 days	520.8	535.7
due between 31 and 60 days	551.8	537.1
due between 61 and 90 days	146.2	126.6
due between 91 and 180 days	101.3	71.4
due between 181 and 360 days	184.0	136.5
due in more than 360 days	169.8	3.5

With regard to the state of the trade accounts receivable, which are neither impaired nor in default of payment, as of the reporting date there is no indication that debtors will fail to meet their payment obligations. The value allowances against trade accounts receivable have developed as follows:

in kEUR	2018	2017
Valuation allowances as at 1 January	**519.1**	**453.3**
Addition (expenses for valuation allowances)	0.0	99.1
Reversal	-72.2	-19.1
Utilisation	-150.0	-13.6
Change of consolidated group	-1.4	0.0
Currency differences	0.1	-0.6
Valuation allowances as at 31 December	**295.6**	**519.1**

The following table shows the book values and fair values of the financial instruments recognised in the consolidated financial statements under IFRS 9:

in kEUR	Valuation category under IFRS 9	31/12/2018	
		Valuation under IFRS 9	Valuation without category under IFRS 9
Financial assets			
Cash and cash equivalents	AC	10,900.8	
Trade accounts receivable	AC	5,315.8	
Contract assets (gross; netted with contract liabilities on balance sheet)	-		1,035.0
Other financial assets	AC	1,304.5	
Financial liabilities			
Trade accounts payable	AC	11,142.7	
Contract liabilities (gross; netted with contract assets on balance sheet)	-		2,888.3
Financial liabilities to banks	AC	36,827.0	
Financial liabilities from earn out	AC	209.2	
Liabilities due to shareholders	AC	42,369.9	
Other liabilities	AC	3,401.7	
Derivative financial liabilities	-		0.0

The decisive valuation categories under IFRS 9 are as follows:

- Financial Assets and Liabilities Measured at Amortised Cost (AC)
- Measured at fair value (derivatives with accounting-based hedging relationship)

The following table shows the book values and fair values of the financial instruments recognised in the consolidated financial statements for the comparative period under IAS 39:

in kEUR	Book value 31/12/2017	Thereof by categories under IAS 39:		No category under IAS 39	Fair value
Financial assets		LaR	FLAC		
Cash and cash equivalents	4,646.0	5,188.6			5,188.6
Trade accounts receivable	4,837.5	4,458.0			4,458.0
Other financial assets	991.5	991.5			5,978.6
Financial liabilities					
Trade accounts payable	12,145.1		12,145.1		12,145.1
Financial liabilities to banks	26,546.2		26,546.2		26,546.2
Financial liabilities from earn out	209.2		209.2		209.2
Liabilities due to shareholders	46,971.8		46,971.8		41,955.2
Other liabilities	3,663.2		3,663.2		3,663.2
Derivative financial liabilities	43.9			43.9	43.9

Cash and cash equivalents, trade accounts receivable and other receivables in most cases have short residual terms, therefore the respective book values at closing date approximately correspond to fair value. Trade accounts payable and other liabilities regularly have short residual terms; the balance sheet values approximately represent fair value. Receivables from and liabilities due to affiliated companies have to be assigned to level 2 of the measuring hierarchy. The fair value was determined on the basis of the discounted cash flow method at a market discounting rate equivalent to the term, which corresponds to the basic interest rate for the receivable from and the liability due to affiliated companies.

The financial liabilities from earn out amounting to kEUR 209.2 (previous year: kEUR 209.2) are included in the short-term financial liabilities.

The book value of the financial assets reflects the maximum default risk of the financial instrument.

The expenses, income, gains and losses from financial instruments under IFRS 7.20 a) and b) can be assigned to the following categories:

in kEUR	from interest. dividends	from subsequent valuation		from disposal	Net result 2018
		Currency conversion	Valuation allowance		
Loans and receivables (LaR)	222.7	0.1	72.2	131.4	163.6
Financial liabilities measured at amortised cost (FLAC)	-3,017,1	0.0	0.0	0.0	-3,017.1
TOTAL	**-2,794.5**	**0.1**	**72.2**	**131.4**	**-2,853.5**

in kEUR	from interest. dividends	from subsequent valuation		from disposal	Net result 2018
		Currency conversion	Valuation allowance		
Loans and receivables (LaR)	2.7	-0.6	-99.1	-70.4	-167.3
Financial liabilities measured at amortised cost (FLAC)	-2,870.3	0.0	0.0	0.0	-2,870.3
TOTAL	**-2,867.5**	**-0.6**	**-99.1**	**-70.4**	**-3,037.6**

The net result is recorded both under other operating expenses, other operating income, interest expenses and in OCI.

The valuation of fair value is, in accordance with IFRS, on the basis of a hierarchical classification as follows:

in kEUR	As at 31 Dec 2018			
	Level 1	Level 2	Level 3	Total
Financial liabilities (liabilities side)				
Derivative financial liabilities	0.0	0.0	0.0	0.0

in kEUR	As at 31 Dec 2017			
	Level 1	Level 2	Level 3	Total
Financial liabilities (liabilities side)				
Derivative financial liabilities	0.0	43.9	0.0	43.9

The fair value of the hedging instrument in level 2 is determined according to the cash value method. This involves estimating future cash flows on the basis of forward interest rates (observable interest structure curves as at balance sheet date of 31 December 2018) and the contracted interest rates and discounting at an interest rate.

The following tables set out the contractually agreed (undiscounted) interest payments and repayments of the original financial liabilities of the vwd group:

in kEUR	Book value 31/12/2018	Fixed interest	Variable interest	Repayment
Cash flows 2019				
Original financial liabilities				
– Liabilities to banks	36,827.0		1,570.1	0.0
– Liabilities due to shareholders	42,369.9		1,271.1	0.0
– Liabilities from earn out	209.2			209.2
Cash flows 2020				
– Original financial liabilities	35,000.0		1,312.5	0.0
– Liabilities to banks	43,641.0		1,309.2	0.0

Included are all instruments which were in the portfolio as at 31 December 2018 and for which payments have already been contractually agreed. Budgeted numbers for future liabilities are not included. The variable interest payments arising from financial liabilities were determined on the basis of the interest rates most recently set prior to 31 December 2018. Financial liabilities repayable at any time are always allocated to the earliest time slot.

Financial risk reporting

vwd group is exposed to financial risks in the context of its ordinary business activity. Certain parts of revenues are for example subject to quarterly fluctuations, and it can be that our sales and results forecasts do not prove to be accurate. The accounting of vwd group requires assumptions, estimates and assessment by management. The factual framework on which management estimates and assessments are based can change over the course of time and thus entail substantial modifications of estimates, which can then have an unfavourable impact on our financial position and results of operations and our cash flow. vwd group is exposed to the following risks:

Financial risks

vwd group is subject to liquidity risks. They arise from the group's obligations to banks and suppliers. For the assessment of the lending relationship, the lending institutions rely on agreed covenants which compare debt service and lending volume with balance sheet ratios.

Sufficient liquidity is required at all times. In addition, debt service and investments must be largely covered by operating cash flow, adjusted for special items. The liquidity situation is controlled and monitored through budgeted calculations and the daily evaluation by financial accounting. All group companies are taken into account in this context.

By entering into the new corporate loan agreement on 16 April 2018, the existing financing risks were significantly lowered and vwd has the necessary scope on liquid assets through higher credit lines to purposefully invest in the strategic further development of vwd.

Compared to the former funding until 16 April 2018 the financial scope was significantly extended. External factors could influence our liquidity negatively. To ensure our unrestricted solvency, we need sufficient access to liquidity. The controlling and monitoring of the situation of liquidity takes place by financial forecast and a daily evaluation of Treasury Controlling. All group companies are included.

Cash flow planning is influenced by a large number of factors, in particular sales and their cash effectiveness, working capital at various due dates, interim payments, tax rates, investment volumes and timing, contingent liabilities, cash transfers within the Group, etc. One Substantial deterioration of these parameters could jeopardize liquidity. Possible countermeasures include delays in investments and other disbursements, the sale of assets, the expansion of bank financing and the liquidity measures of the shareholders.

The interest on credit lines drawn on is based on Euribor and a surcharge. As at December 31, 2018 the amount drawn under the short-term current account credit line was kEUR 3.680.3 (previous year: kEUR 3.896.3).

The cash flows from financial liabilities are set out in Note no. 18.

A sensitivity analysis is used to show the impact of changes in interest rates on the group result and group equity of vwd group. The following effects result on the basis of a change by +/- 100 basis points (bps):

in kEUR	2018		2017	
	+ 100 bps	- 100 bps	+ 100 bps	- 100 bps
Consolidated result	-810.50	810.50	-726.06	726.06
Consolidated equity	-810.50	810.50	-726.06	726.06

Further financial risks results from currencies and interest. The foreign exchange risk of vwd group is mainly concentrated on Swiss Francs and US Dollar. The subsidiaries in Switzerland operate in Swiss Francs. A strong Franc has a positive impact, as more revenues are realised than expenses, in the way a weak Franc affects the P&L negatively. An opposite exchange risk results from purchasing services from market data providers in US Dollar, while our generated products are invoiced in Euro. The risks in both currencies are calculated prospective and retrospective. They are manageable, so actually under an economic point of view a hedge is not necessary.

The medium to long-term liabilities due to the bank consortium have variable interest rates, whereas those due to the shareholder are at fixed rates. The bulk of the variable liabilities are secured by means of an interest cap. The counterparty risk is not regarded as significant. No further derivative financial instruments for hedging against interest risks or other risks exist. For further information, see Note no. 37.

As part of a sensitivity analysis, the effects of changes in exchange rates on the consolidated result and group equity of vwd group are presented. Based on a change of +/- 10 eurocents, the following effects occur:

in kEUR	EUR / CHF		EUR / USD	
	+ 10 euro cents	- 10 euro cents	+ 10 euro cents	- 10 euro cents
Consolidated result	73.22	-87.10	185.62	-219.95
Consolidated equity	73.22	-87.10	185.62	-219.95

For the purposes of reporting on market risks in connection with the accounting of hedging transactions we refer to Note no. 37.

26. Contingencies and other financial obligations

Contingencies

vwd Group GmbH and the subsidiaries vwd GmbH and EDG AG are liable under a warranty agreement for the loan agreement concluded with SEB on 16 April 2018. This financing arrangement includes assignments by way of security for intangible assets as well as receivables and credit balances at banks. The total amount of the loan granted by the Company's bank is EUR 35.0 million as at the effective date 31 December 2018 (previous year: EUR 14.6 million).

Other financial obligations

In addition to the provisions and liabilities there are other financial obligations. These refer mainly to leasing relationships and long-term lease agreements. Leasing contracts were also concluded for passenger cars.

There are no lease extensions or purchase options. The leasing contracts for office equipment e.g. copy machines contain an annual renewal option. In 2018 rent was paid amounting to kEUR 421.7 on the basis of operating lease obligations (previous year: kEUR 249.6) The total minimum lease payments under operating lease agreements amount to kEUR 836.9 (previous year: kEUR 752.2). The corresponding future payment obligations will be due on a cumulative basis as follows:

Due date in year / in kEUR	Dec 31, 2018	Dec 31, 2017
Reporting year + 1	2,091.1	2,344.4
Reporting year + 2 to 5	6,067.3	4,224.3
Reporting year + 5 thereafter.	3,556.2	3,416.2
TOTAL	**11,714.6**	**9,984.9**

Income amounting to kEUR 6.0 was generated from subletting arrangements in the business year (previous year: kEUR 4.2). The existing sublease agreements contain future other financial receivables whose due dates are as follows:

Due date in year / in kEUR	31 Dec 2018	31 Dec 2017
Reporting year + 1	0.0	4.2
Reporting year + 2 to 5	0.0	0.0
Reporting year + 5 ff.	0.0	0.0
TOTAL	**0.0**	**4.2**

Obligations amounting to kEUR 41.1 (previous year: kEUR 336.5) result from orders already placed (order commitments) for investment projects that have been started or planned. There are also agreements with an indefinite term and an annual obligation of kEUR 5,500.0 (previous year: kEUR 5,610.0).

No agreements which need to be classified as finance leases were concluded as at 31 December 2018.

27. Sales revenues

Sales are generated primarily from sales of data and software solutions, projects carried out on behalf of the customers and listing services. Compared to 2017, sales revenues decreased slightly by kEUR 0.6 or 0.8 percent from kEUR 74,806.8 to kEUR 74,189.9. In the financial year 2018, no sales were generated with just one customer that exceeded 10 percent of total sales. In 2018, no revenue was generated from construction contracts (previous year: kEUR 150.0).

The performance per Suite is as follows:

in T€	2018	2017
Portfolio and Advisory Solutions (PAS)	10.540,2	8.621,1
Regulatory and Calculation Solutions (RCS)	8.204,4	6.468,6
Data and Feed Solutions (DFS)	26.846,2	26.743,8
Publication and Distribution Solutions (PDS)	13.950,5	15.067,7
Local Products (Migration) (LP)	8.292,4	10.347,3
Other Solutions (OS)	6.356,1	7.558,3
TOTAL	**74.189,9**	**74.806,8**

28. Own work capitalised

The criteria for capitalizing developed software was met. kEUR 2,370.7 was capitalised (previous year: kEUR 1,960.9).

29. Other Operating Income

Other operating income which totals kEUR 1,068.6 includes income from the release of provisions (previous year: kEUR 425.5) and income of kEUR 1,673.9 from the disposal of the subsidiary vwd NetSolutions GmbH.

In the 2018 business year, other operating income includes currency gains of kEUR 229.0 (previous year: kEUR 183.2).

30. Cost of Materials

Expenses for related services mainly include expenses for licenses and stock exchange fees (sales-related items)

31. Personnel Expenses

Personnel expenses break down as follows:

in kEUR	2018	2017
Wages and salaries	26,419.0	28,189.3
Social security contributions and expenses for pensions and support	4,945.1	5,302.4
TOTAL	**31,364.1**	**33,491.7**

Contributions to state pension funds in the amount of kEUR 1,752.3 (previous year: kEUR 1,832.8) were included in the pension plan in the year under review.

32. Other Operating Expenses

Other operational expenses break down as follows:

in kEUR	2018	2017
Services	3.460,6	2.726,4
Rental costs, Leasing	2.792,9	3.026,6
Consultation, contributions and fees	1.849,5	2.002,4
Travel expenses	779,5	838,0
Recruitment costs	555.4	228.0
Advertising/Marketing	362.8	475.0
General administrative costs	309.6	250.3
Vehicle costs	234.6	263.4
Insurance	198.6	229.5
Exchange rate losses	147.3	36.8
Other personnel costs	58.2	136.2
Losses on receivables	15.9	70.9
Other operating expenses	1,398.0	1,105.3
TOTAL	**12,162.9**	**11,388.8**

33. Amortisation of intangible assets and depreciation of tangible assets

Amortisation and depreciation charges break down as follows:

in kEUR	2018	2017
Intangible assets	2,952.6	2,982.9
Tangible assets	1,134.0	1,222.5
TOTAL	**4,086.6**	**4,384.4**

During the 2018 business year there were no unscheduled impairment charges applicable on goodwill.

34. Financial Result

The financial result in the 2018 business year amounts to k€ -2,771.9 (previous year: k€ -2,963.5). Details on the individual categories for financial performance are shown below:

in kEUR	2018	2017
Income from investments	221.7	0.0
Interest and similar income	0.9	2.7
Interest and similar expenses	-2,994.5	-2,966.3
TOTAL	**-2,771.9**	**-2,963.5**

35. Tax Result

The average trade tax burden for domestic companies in vwd group is 15.925 percent (previous year: 15.925 percent). As in the previous year, corporate income tax is unchanged to prior year and amounts to 15.0 percent, and the solidarity surcharge accounts for 5.5 percent on corporation tax. As of 31 December 2018, deferred taxes for domestic companies were calculated at a total tax rate including the solidarity surcharge of 31.75 percent (previous year: 31.75 percent).

Based on the CPLTA concluded with vwd GmbH in the year under review, vwd group GmbH as controlling company forms a taxable income entity. Part of this tax group also includes subsidiaries EDG AG and Lenz + Partner GmbH.

Tax expenses on the profit and loss statement break down as follows:

in kEUR	2018	2017
Current taxes	505.9	370.7
Deferred tax income	-1,481.1	-1,025.9
Deferred tax expenses	1,970.2	1,414.4
TOTAL	**995.0**	**759.2**

As in the previous year, the respective national income tax rates for deferred taxes used for the foreign companies are between 21.15 percent and 34.00 percent.

During the 2018 business year, non-period actual income tax expenses of kEUR 17.5 (previous year: kEUR 52.0) were incurred.

The expected income tax expense for the business year amounts to kEUR 1,412.0 (previous year: kEUR 349.5).

The deviation from the change in the corresponding balance sheet items results from the use of average or closing rates.

The expected tax expense deviates from the actual tax expense as follows:

in kEUR	2018	2017
Profit before income taxes	4,567.3	146.0
Expected tax expenses (+) / -earnings (-)	1,450.1	46.7
Effects from the affiliation with vwd group GmbH	-218.3	403.1
Tax effects due to deviations in the tax base		
– Non-deductible expenses	515.1	161.4
– Other tax-free earnings	-702.9	-264.8
Changes in tax rates		
– Effect of tax rate changes	4.2	0.0
– Deviation in foreign tax rates	93.2	82.8
– Deviations from various business tax rates	4.6	-0.7
Tax effects from recognition and measurement of deferred taxes		
– Non-capitalization of losses carried forward	365.9	463.9
– Use of unrecognised losses carried forward	-83.5	0.0
– Initial recognition of previously unrecognised deferred tax assets from losses carried forward	-436.1	0.0
Use of losses carried forward on which no deferred taxes were previously recognised	0.0	-101.0
Value adjustment for deferred tax assets	0.0	100.0
Non-periodic effects		
– Expenses and reimbursements from (BP) statements	0.0	-63.1
Taxes deductible as operating expenses (Switzerland)	-3.6	-26.5
Capital gains tax consolidation group	0.0	-31.5
Miscellaneous	6.3	-11.1
Actual tax expense(+) / earnings (-)	**995.0**	**759.2**

As at 31 December 2018, there are unutilised tax losses carried forward of kEUR 9,631.9 (previous year: kEUR 9,631.9) for which no deferred tax asset was recognised in the balance sheet, since the losses carried forward are unlikely to be utilised. This includes losses carried forward from corporate income tax amounting to kEUR 5,340.7 (previous year: kEUR 5,340.7) and losses carried forward from trade tax amounting to kEUR 4,291.2 (previous year: kEUR 4,291.2).

The company's deferred taxes relate to the items presented below:

in kEUR	31 December 2018		31 December 2017	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Fixed assets	431.0	11,243.0	479.1	11,236.6
Current assets	22.7	5.8	13.4	1.5
Prepaid expenses	321.5	0.0	80.7	1.3
Losses carried forward	1,617.5	0.0	1,956.8	0.0
Pension provisions	911.8	10.7	1,068.6	1.6
Other provisions	322.9	24.5	289.2	24.6
Liabilities	589.6	362.2	13.9	17.6
TOTAL	**4,216.9**	**11,646.2**	**3,901.7**	**11,283.2**

The income statement includes expenses from deferred taxes amounting to kEUR 489.1 (previous year: expense of kEUR 388.5). The amount of deferred taxes recognised directly in equity not affecting the profit and loss account is a deferred tax expense of 164.3 (previous year: expense of kEUR 103.3) and mainly relates to provisions for pensions.

In 2018, there were deferred tax receivable surpluses of temporary differences from losses carried forward amounting to kEUR 100.8 (previous year: kEUR 100.8) in the subsidiaries that generated losses in the past business year and in the previous year. These were considered valuable as these companies expect future taxable profits. In the parent company there were deferred tax receivable surpluses of temporary differences from losses carried forward amounting to kEUR 1,516.7 (previous year: kEUR 1,823.7) that generated losses in the past business year and in the previous year

Deferred tax claims will only be recognised to the extent that realizing the corresponding benefit is likely.

36. Minority Shareholders' Profits/Losses

The profits amount to kEUR 140.1 (previous year: kEUR 120.1).

37. Reporting on Financial Instruments

37.1. Hedge Accounting

In 2018, as part of the refinancing for two variable-rate loans, the Group completed hedging transactions in the form of CAP agreements with a nominal value of kEUR 17,500 with a term of 3 years until 27 July 2021 (total loan: kEUR 35,000) by 27 April 2025). The premium of kEUR 54.8 was fully paid in 2018. The compensatory amounts are due semi-annually.

The hedging relationship is a cash flow hedge in order to hedge interest rate fluctuations. The effectiveness of the hedging relationship is regularly reviewed prospectively and retrospectively. The hedging relationship is 100 percent effective. The market value of the hedging instrument was kEUR 11.7 as of 31 December 2018.

Hedging the interest rate risk from the swap agreement expired on June 30, 2018. In connection with this hedge, there was an unrealised loss of kEUR 91.5 recognised in other comprehensive income at the expiry date, excluding deferred taxes, which was reversed through the profit and loss account upon termination of the swap agreement.

38. Remarks regarding the Cash Flow Statement

38.1. Remarks

In the cash flow statement, the cash inflows and outflows show the change in cash and cash equivalents for the business year. Cash flows are broken down into cash flows from operating activities, cash flows from investing activities and cash flows from financing activities.

38.2. Cash Flow from Operating Activities

Earnings after taxes form the starting point for presenting cash flows from operating activities. Earnings after taxes are adjusted for non-cash income taxes, non-cash interest and investment income, depreciation and write-ups, and other non-cash income. It also includes cash flows from taxes, interest and income from participations. In addition, results from asset disposals are to be reclassified to investing activities. Cash flows from operating activities result after taking into account the changes in assets and liabilities attributable to operating activities.

The changes in assets attributable to operating activities relate to changes in inventories, trade receivables and other long- and short-term financial and non-financial assets. The change in liabilities attributable to operating activities consists of changes in provisions, liabilities due to deliveries and services and other long-and short-term financial and non-financial liabilities.

38.3. Cash Flow from Investing Activities

The cash flow from investing activities is defined as the balance of outflows for capital expenditures, inflows from asset disposals and consolidation-related changes in currency and cash equivalents.

38.4. Cash Flow Based on Financing Activities

The cash flows from financing activities basically result from deposits and payments from and to equity and debt capital providers.

in T€	Long-term financial liabilities due to banks	Long-term financial liabilities due to shareholders	Short-term financial liabilities due to banks
As at 31 December 2017	**22,494.6**	**46,971.8**	**4,051.6**
Cash changes	12,896.4	-5,900.0	-371.3
Non-cash changes	-2,446.5	1,298.1	0.0
Currency impact	0.0	0.0	0.0
Changes in Fair Value	202.2	0.0	0.0
As at 31 December 2018	**33,146.7**	**42,369.9**	**3,680.3**

38.5. Cash and Cash Equivalents

Cash and cash equivalents as at 31 December 2018, consisting of cash on hand, bank balances and current liabilities to banks, break down as follows:

in kEUR	2018	2017
Cash on hand, bank balances at financial institutions (liquid funds)	10,900.8	4,646.0
Short-term liabilities to financial institutions	-3,680.3	-3,896.3
TOTAL	**7,220.5**	**749.7**

As at 31 December 2018, vwd group had unused current account credit lines amounting to kEUR 5,919.7 (previous year: kEUR 131.6). Of the total credit line granted of EUR 10.0 million, EUR 0.4 million is reserved for guarantees.

39. Transactions with Related Parties

IAS 24 defines related parties as generally including management, shareholders, associates and affiliates. Transactions between the Company and its subsidiaries, which are to be considered as related parties, have been eliminated through consolidation and are not discussed in these Notes.

The ultimate parent company is TCG Carlyle Global Partners L.L.C. The shareholders of vwd group GmbH are CETP II Vienna S.a.r.l. which belongs to the group of TCG Carlyle Global Partners L.L.C. with a share of 86.71 percent, EJK Investment und Beteiligungs GmbH with a share of 2.95 percent and Ampyll GmbH with a share of 10.34 percent.

The shareholders have granted loans to the Company. The interest rate is uniformly 3 percent fix p.a. All loans granted were subordinated and without collateral.

The main shareholder CETP II granted a total of kEUR 35,726 in 2013 and 2014. The total amount as of 31 December 2018 was kEUR 35,548.7 due to interim partial repayments totalling kEUR 3,367.8 and the annual increase in unpaid interest. The term of the loans is fixed until 28 August 2023.

In 2013, EJK Investment und Beteiligungs GmbH granted a loan of kEUR 1,290. Due to an interim partial repayment in 2018 of kEUR 168.6 and the annual increase in unpaid interest, the total amount as at 31 December 2018 amounts to kEUR 1,311.3. The term of the loan is set for 28 August 2023.

In 2013 and 2014, Ampyll GmbH granted a total loan amount of kEUR 4,437. As a result of an interim partial repayment in 2018 of kEUR 456.6 and the annual increase in unpaid interest, the total amount as of 31 December 2018 amounts to kEUR 4,509.9. The term of the loan is set for 28 August 2023.

The shareholder and Ampyll GmbH CEO, Prof. Lutz Johanning MD has a consulting agreement with subsidiary EDG AG. Based on this agreement an amount of kEUR 151.1 has been remunerated in 2018 (previous year kEUR 123.0).

The remuneration of the management in the key positions of the Group which is subject to disclosure in accordance with IAS 24 comprises the remuneration of the management of vwd group GmbH and the Advisory Board of the vwd group GmbH These were remunerated as follows:

in kEUR	2018	2017
Executive Board	1,124,6	905.6
– of that: current remuneration	724.6	664.1
– of that: Virtual shares	400.0	75.0
– of that: severance pay	0.0	1.66.6
Advisory board	25.0	30.0
TOTAL	**1,149.6**	**935.7**

In the reporting year vwd GmbH paid employee benefits to previous executive directors of legacy companies from vwd GmbH, respectively their relatives the amount of kEUR 59.1 (previous year: kEUR 71.0). In the accruals for retirement for former member of the executive committee and former executive directors of legacy companies kEUR 946.8 (previous year: kEUR 986.5) are included. Furthermore, a former board member of the predecessor company, b.i.s. AG, received a pension plan backed by cover assets. The fair value of the plan assets as of the balance sheet date was kEUR 85.1 (previous year: kEUR 84.0), whereby this amount was offset against the pension obligation of the same amount.

As at 31 December 2018, members of the Executive Board and Advisory Board members were not granted any loans as in the previous year; as in the previous year, no contingent liabilities were made in favor of the executive board and the advisory board.

The executive board receives no compensation for performing its duties in subsidiaries.

40. Share-based Payments

Since 2014, vwd Group GmbH has granted the members of the Management Board of vwd GmbH and from 2018 of vwd Group GmbH and a senior executive of vwd GmbH (hereinafter referred to as "beneficiaries") virtual shares (Vienna Phantom Shares, hereafter "VPS") as a partial compensation for the variable compensation for services provided in the past business year.

These agreements, which fall under the provisions of IFRS 2 "Cash-settled share-based payments," are virtual shares that are allocated to a beneficiary in a virtual custody account at the time the underlying bonus entitlement is due and are paid at a specific time by cash settlement on the part of the sole shareholder to the beneficiaries. The beneficiaries will convert a portion of their variable compensation entitlement into a predetermined conversion ratio into virtual shares of that annual charge (e.g., for 2018 "Charge 2018"), with a portion of at least 50 percent, and up to a maximum 100 percent, of the variable compensation in VPS being exchangeable.

The agreements have an indefinite term and provide for a compensation claim against the beneficiaries if the ownership of vwd Group GmbH changes in the future. This shall be the case if, in one or several related transactions, shares are directly or indirectly sold and transferred by vwd Group GmbH, which together correspond to 100 percent of the share capital of the Company. Furthermore, this may be the case if the Company participates in a conversion, contribution, exchange or other transaction in which other natural or legal persons outside the existing shareholder group acquire 100 percent of the Company's share capital. In these cases, a payout amount per VPS is calculated by dividing the proceeds of the sale by the sum of the Company's shares and all issued VPS. The resulting value is multiplied by the number of VPSs that have been allocated to the beneficiary by then. The VPS are basically vested.

For the 2018 business year, no virtual shares were granted.

With regard to the outstanding phantom shares granted in the period 2014-2018, the valuation of VPS as of 31 December 2018 is as follows:

in EUR	Number VPS	Exercised price*)	Fair value*)
	- Unit -	EUR/Share	- EUR -
Virtual shares	502,088	3.16	1,586,598.08
TOTAL	**502,088**		**1,586,598.08**

*) weighted, average

No VPS options were exercised during fiscal year 2018.

VPS are measured at fair value at the time of the commitment, which was calculated in preceding periods on the basis of a free cash flow, expected dividends were not included in the valuation. The liability from the covenant with cash settlement will be continuously rated and the effect will be recorded at whole volume at each end of a period, as it´s a compensation for work performed.

On 11 April 2019, the shareholders of vwd Group GmbH entered into a purchase agreement for 100 percent of the shares in the company with Infront ASA, Oslo, Norway. The valuation of VPS as at 31 December 2018 was calculated on information underlying this transaction. For the reporting period, a release of provision for VPS was recorded at an amount of 121.0 kEUR.

41. Auditor Fees

in kEUR	2018	2017
Audit of financial statements	257.8	177.5
thereof: in previous years	0.0	10.7
Other attestation services	37.7	37.1
Other services	0.0	0.0
TOTAL	**295.5**	**214.6**

42. Employees

The Group employed an average of 400 people (previous year: 401) in the 2018 business year, which can be divided into groups as follows:

Employees	2018	2017
Content	51	51
Sales & Marketing	111	102
Technology	178	191
Administration/ Management	60	57
TOTAL	**400**	**401**

43. Board of Directors

Advisory Board

Dr. Thorsten Dippel, (Chairman of the Board), since 31 July 2018
Managing Director, The Carlyle Group, London, United Kingdom

Prof. Dr. Lutz Johanning, (deputy chairman), since 31 July 2018
Professor of empirical capital market research, WHU Otto-Beisheim School of Management, Geisenheim

Michael Wand, since 31 July 2018
Managing Director, The Carlyle Group, London, United Kingdom

Executive Board

Michael C. Schuster, CEO until 31 July 2018

Shiva Ramabadran, CEO, (Chief Executive Officer), since 31 July 2018

Udo Kersting, CRO (Chief Revenue Officer), since 31 July 2018

Björn Döhrer, CPO (Chief Product Officer), since 31 July 2018

Christian Mieth, CFO (Chief Financial Officer, since 31 July 2018

44. Events after the Reporting Date

On 11 April 2019, the shareholders of vwd Group GmbH entered into a purchase agreement for 100 percent of the shares in the company with Infront ASA, Oslo, Norway. Infront will take over the shares in the company as a strategic partner. The merger is expected to take place in the second quarter of 2019 following formal approval by the respective regulators. The purchase price amounts to an entity value of € 130 million.

vwd Luxembourg S.à.r.l. was founded on 26 February 2019. The company is a wholly-owned subsidiary of vwd GmbH with the company headquarters located in Luxembourg. The share capital amounts to kEUR 12.0 and is divided into 12,000 company shares with a calculated value of € 1.00 each. The Company has been established for the purpose of collecting, procuring, processing and disseminating all business news, data and information (in particular financial information such as stock prices, fund prices or prices of derivative financial instruments) and extends the geographic boundaries of vwd GmbH.

45. Notice of exemption regulations according to Sec. 264 Para. 3 of the German Commercial Code (HGB)

vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, makes use of the exemption provision in accordance with Sec. 264 (3) of the German Commercial Code (HGB).

Frankfurt am Main, Germany, 27 May 2019

Shiva Ramabadran (CEO)	Udo Kersting (CRO)	Björn Döhrer (CPO)	Christian Mieth (CFO)

INDEPENDENT AUDITOR`S REPORT

To vwd Group GmbH, Frankfurt am Main, Germany

Audit opinions

We have audited the consolidated annual financial statements of vwd Group GmbH, Frankfurt am Main, Germany, and its subsidiary companies (the Group) comprising the consolidated balance sheet as at 31 December 2018, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the business year from 1 January to 31 December 2018 and also the consolidated notes to the financial statements, including the presentation of the recognition and measurement policies. In addition, we have audited the consolidated management report of vwd Group GmbH, Frankfurt am Main, Germany for the business year from 1 January to 31 December 2018.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated annual financial statements comply, in all material respects with IFRS as adopted by the EU and in accordance with the requirements of German commercial law *[HGB]* pursuant to Section 315e Para. 1 and give a true and fair view of the assets, liabilities and financial position of the Group as at 31 December 2018 and of its financial performance for the business year from 1 January to 31 December 2018, and

- the accompanying consolidated management report as a whole provides an appropriate view of the Group's position. In all material respects, this consolidated management report is consistent with the consolidated annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development.

Pursuant to Section 322 Paragraph3 Sentence 1 of the German Commercial Code *[HGB]*, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated annual financial statements and of the consolidated management report.

Basis for the audit opinions

We conducted our audit of the consolidated financial statements and of the group management report in accordance with Sec. 317 of the German Commercial Code *[HGB]* and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer *[Institute of Public Auditors in Germany]* (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Statements and of the Consolidated Management Report" section of our auditor's report. We are independent of the Group in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional 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 [audit] opinions on the consolidated financial statements and on the group management report.

Responsibilities of the Legal Representatives for the Annual Financial Statements and the Management Report

The legal representatives are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRSs as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e Para. 1 of the German Commercial Code *[HGB]* and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position, and financial performance of the Group. In addition the legal representatives are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, the legal representatives are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the legal representatives are responsible for the preparation of the group management report that as a whole provides an appropriate view of the Company's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the legal representatives are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a group management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the group management report.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Group Management Report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the group management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our audit opinions on the consolidated financial statements and on the group management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 of the German Commercial Code *[HGB]* and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) [and also taking into account the ISA] will always detect a material misstatement. 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 consolidated financial statements and this group management report.

We exercise professional judgment and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the consolidated financial statements and of the group management report, 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 audit opinions. 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 controls.
- obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures relevant to the audit of the consolidated management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of these systems.
- evaluate the appropriateness of accounting policies used by the legal representatives and the reasonableness of estimates made by the legal representatives and related disclosures.
- conclude on the appropriateness of the legal representatives' 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 ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the consolidated management report or, if such disclosures are inadequate, to modify our respective audit opinions. 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 to cease to be able to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRSs as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e Para. 1 of the German Commercial Code *[HGB]*.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express audit opinions on the consolidated financial statements and on the group management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinions.
- evaluate the consistency of the group management report with the consolidated financial statements, its conformity with [German] law, and the view of the Group's position it provides.

- perform audit procedures on the prospective information presented by the legal representatives in the group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the legal representatives as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate audit opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

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.

Frankfurt am Main, Germany, 27 May 2019

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

[Signed]	[Signed]
(Gerd Kreuzburg)	(Johannes Kaiser)
Wirtschaftsprüfer	Wirtschaftsprüfer
[Certified Public Auditor]	[Certified Public Auditor]

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vwd Group GmbH
Frankfurt am Main

Report on the audit of the annual financial statement for the financial year from

1st January to 31st December 2018

Note: **This PDF file is only** a non-binding copy for inspection. Only the report created in paper form shall be decisive.

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Annexes

We would like to point out that use of rounded-off values and percentages may result in differences on account of commercial rounding.

1 Audit assignment

The Advisory Board of

vwd Group GmbH,
Frankfurt am Main

- hereinafter also referred to as "vwd Group" or the "Company" for short -

have commissioned us to carry out a voluntary audit in accordance with § 317 HGB (German Commercial Code) for the financial year from 1st January to 31st December 2018.

We confirm in accordance with § 321 para. 4a HGB, that in the course of our audit we complied with the applicable regulations on independence.

We prepared the present audit report in accordance with the German generally accepted standards for reporting on the audits of financial statements (auditing standard of the Institute of Public Auditors - IDW PS 450 n.s.).

For the purpose of carrying out our assignment and our responsibility, also in relation to third parties, the agreements made on 12th March 2019 apply, as does the Annex "General terms and conditions for auditors and auditing companies", as amended on 1st January 2017.

This audit report has been prepared only for documenting the audit performed on the financial statements of the Company and not for the purpose of any third parties, in relation to whom we assume no liability according to the legal status defined in the scope of § 323 HGB.

2 Basic findings

Opinion on the legal representatives' assessment of the company's situation

Since the legal representatives, making use of the facilities under § 267a para. 2 in conjunction with § 264 para. 1 sentence 4 HGB, have permissibly not draw up a management report, we as auditors of the financial statements cannot, in accordance with § 321 para. 1 sentence 2 of HGB, provide an opinion on the legal representatives' assessment of the situation of the Company, as would otherwise be expressed in the management report.

We would like to highlight the following aspects from the financial statements and other documents audited which are particularly relevant in assessing the financial status of the Company:

- The shareholders of vwd Group GmbH (formerly Vienna GmbH, Munich) resolved by a resolution of the shareholders dated 31st July 2018 to make significant changes to the structure under corporate law.

Based on the shareholder resolution of 31st July 2018, the Company changed its name to vwd Group GmbH and the company moved its registered office to Frankfurt am Main. The shareholders' resolution also includes the dismissal of the current Executive Director Michael Schuster and the appointment of Shiva Ramabadran, Udo Kersting, Björn Döhrer and Christian Mieth as new executive directors of the Company with immediate effect. Furthermore, an Advisory Board was set up at the level of the Company and the previous articles of association were revised.

- As the managing holding company, the Company exclusively holds the shares in vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main (for short: vwd GmbH) and provides regular services to vwd Vereinigte Wirtschaftsdienste GmbH.

With effect from 4th December 2012, vwd Group GmbH, as an investment vehicle, had initially acquired 98.78% of the shares in vwd GmbH (formerly vwd Vereinigte Wirtschaftsdienste AG, Frankfurt am Main) then subsequently increased the shares successively and finally, as part of a squeeze-out, increased them to 100% in 2014. Since then, vwd Group GmbH has exclusively held the shares in vwd GmbH.

- The receivables from affiliated companies relate to EUR 6,617 thousand (previous year: EUR 6,423 thousand), and, in particular, to loans granted by the Company to vwd GmbH for the acquisition of minority interests in subsidiaries.

No repayments and offsetting were undertaken in the year under review. The increase in loans results from deferred interest for the year under review. As at 31st December 2018, there is a loan receivable in the amount of EUR 5,625 thousand (previous year: EUR 5,625 thousand) and an interest receivable in the amount of EUR 992 thousand (previous year: EUR 798 thousand).

- The company refinanced itself in the year under review and redeemed the former leveraged loan agreement granted by a banking consortium with a corporate loan agreement with Skandinaviska Enskilda Banken AB Frankfurt Branch, Frankfurt am Main, (SEB for short).

The bullet loan granted by SEB in the amount of EUR 24,471 thousand was used to repay the former leveraged loan agreement of EUR 14,550 thousand and to partly repay shareholder loans in the amount of EUR 4,602 thousand. The credit balances with credit insitutions increased by EUR 3,985 thousand to EUR 4,026 thousand as a result of the refinancing. In the course of the granting of the loan, prepaid expenses and deferred charges increased by the disagio of EUR 611 thousand, which will be amortised on a pro rata basis over the term of the loan agreement until 2025. Since the company has concluded the new corporate loan agreement with vwd GmbH, the disagio of EUR 611 thousand and transaction costs of EUR 651 thousand were disbursed by vwd GmbH in connection with the allocation of the loans to the Company and vwd GmbH, which has led to an increase in liabilities to affiliated companies.

- In the reporting year, the Company generated an annual net loss of EUR 3,976 thousand (previous year: EUR 2,515 thousand).

The net loss for the year resulted in particular from the interest expenses for shareholder loans (EUR 1,298 thousand, previous year: EUR 1,368 thousand), the bank loan (EUR 1,224 thousand, previous year: EUR 662 thousand) and the loan from Vwd GmbH (previous year: EUR 307 thousand) and the other operating expenses of EUR 1,051 thousand, which increased in comparison with the previous year in particular due to transaction costs of EUR 651 thousand as part of the refinancing. The personnel costs result in particular from the remuneration paid to the company management, which provides services for vwd GmbH and its subsidiaries and passes on the costs for these accordingly, resulting in corresponding revenues.

- On 11th April 2019, the shareholders of vwd Group GmbH entered into a purchase agreement for 100% of the shares in the Company with Infront ASA, Oslo, Norway (short: Infront).

Infront will take over the shares in the Company as a strategic partner. The merger is expected to occur in the second quarter of 2019 following formal approval by the respective regulators. The purchase price amounts to a Company value of EUR 130 million.

Concerning the evaluation of the situation, we also refer to our comments on the overall conclusion on the annual financial statement of the Company in section 5.2 of our report.

3 Copy of the auditor's report

We have issued the following auditor's report, signed on 30th April 2019, for the annual financial statement for the 2018 financial year of vwd Group GmbH, Frankfurt am Main, in the version provided in Annex 1:

INDEPENDENT AUDITOR'S REPORT

To vwd Group GmbH, Frankfurt am Main

Audit opinion

We have audited the annual financial statement of vwd Group GmbH, Frankfurt am Main – consisting of the balance sheet as at 31st December 2018 and the profit and loss statement for the financial year from 1st January to 31st December 2018.

In our opinion, based on the findings of our audit, the accompanying annual financial statement complies in all material respects with the German commercial regulations applicable to corporations and, in compliance with generally accepted accounting principles in Germany and the use of the facility for small corporations under § 264 para. 1 sentence 5 HGB, give a true and fair view of the assets and financial position of the company as at 31st December 2018 as well as the results of its operations for the financial year from 1st January to 31st December 2018.

Pursuant to §322 para. 3 sentence 1 HGB (German Commercial Code) we declare that our audit has not led to any objections to the compliance of the annual financial statements.

Basis for the audit opinion

We have conducted our audit of the annual financial statement in accordance with § 317 HGB and generally accepted German standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Our responsibilities under these rules and policies are further described in the section entitled "Auditors' responsibility for auditing financial statements" in our auditor's report. We are independent of the company in compliance with the German regulations on commercial and professional law and have fulfilled our other duties under German professional law in accordance with these requirements. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide the basis for our audit opinion on the annual financial statement.

Responsibility of the legal representatives and Advisory Board for the annual financial statement

The legal representatives are responsible for the preparation of the annual financial statement, which complies in all material respects with the regulations under German commercial law applicable to corporations, and that the annual financial statement, in compliance with generally accepted accounting principles in Germany and the use of the facility for small corporations under § 264 para. 1 sentence 5 HGB, gives a true and fair view of the Company's assets, financial position and results of operations. Furthermore, the legal representatives are responsible for the internal controls that they have determined to be necessary, in accordance with generally accepted accounting principles in Germany, in order to be able to prepare an annual financial statement that is free from material misstatements, whether intentional or unintentional.

In preparing the annual financial statement, the legal representatives are responsible for assessing the Company's ability to continue as a going concern. They are also responsible for disclosing matters relating to the Company's ability to continue as a going concern, where relevant. In addition, they are responsible for accounting for the Company's ability to continue as a going concern on the basis of the accounting policy, insofar as this does not conflict with actual or legal circumstances.

The Advisory Board is responsible for overseeing the Company's financial reporting process for preparing the annual financial statement.

Auditor's responsibility for auditing the annual financial statement

Our objective is to obtain reasonable assurance that the annual financial statement as a whole is free from material misstatements, whether intentional or unintentional, and to issue an auditor's report that includes our audit opinion on the annual financial statement.

Reasonable assurance means a high degree of assurance, but there is no guarantee that an audit conducted in accordance with § 317 HGB and in compliance with the generally accepted principles for the audit of financial statements in Germany, promulgated by the Institut der Wirtschaftsprüfer (IDW), will always reveal a material misstatement. Misstatements may result from breaches or inaccuracies, and are considered material if they could reasonably be expected to influence, individually or collectively, the economic decisions of addressees made on the basis of this annual financial statement.

During the audit, we exercise due discretion and maintain a critical attitude. Furthermore,

- we identify and assess the risks of material misstatements in the financial statements – whether intentional or unintentional – plan and perform audit procedures in response to such risks, and obtain audit evidence that is sufficient and appropriate to serve as the basis on which we form of our audit opinion. The risk that material misstatements due to violations will not be identified is greater than that for misstatements resulting from errors, since violations may include fraudulent co-operation, counterfeiting, deliberate omissions, misleading representations or the bypassing of internal controls.
- we acquire an understanding of the internal control system relevant to the audit of the annual financial statement in order to design audit procedures that are appropriate in the given circumstances, but not with the aim of expressing an audit opinion on the effectiveness of the Company's system.
- we assess the appropriateness of the accounting methods used by the legal representatives and evaluate whether the estimated values and related disclosures presented by the legal representatives are justifiable.
- we draw conclusions regarding the appropriateness of the accounting policy used by the legal representatives with respect to the Company's ability to continue as a going concern, and also, on the basis of the audit evidence obtained, as to whether there is material uncertainty surrounding events or circumstances that indicate significant doubts as to the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statement or, if such disclosures are inappropriate, to modify our audit opinion. We draw our conclusions based on the audit evidence obtained up to the date of our auditor's certification notice. Future events or circumstances may, however, result in the Company no longer being able to continue as a going concern.
- we assess the overall presentation, structure and content of the annual financial statement, including the disclosures, and whether the annual financial statement presents the underlying transactions and events in such a way that the annual financial statement, in compliance with generally accepted German accounting principles and use of the facility for small corporations under § 264 para. 1 sentence 5 HGB, gives a true and fair view of the Company's assets, financial position and results of operations.

Among other things, we discuss with the supervisors the planned scope and scheduling of the audit, as well as significant audit findings, including any deficiencies in the internal control system that we identify during our audit."

4 Subject, nature and scope of the audit

Subject of the audit

The subject of our audit of the financial statement encompassed

- the accounting records
- the annual financial statement (consisting of the balance sheet and profit and loss

account) of the Company.

Since the company has made use of the relief provisions for small corporations within the meaning of § 267a para. 1 HGB, it is not obliged to prepare notes to the financial statements or a management report.

The accounting and the preparation of the annual financial statement in accordance with the regulations under German commercial law, making use of the facility under § 264 para. 1 sentence 5 HGB, are the responsibility of the legal representatives of the Company; this also applies to the information we have received about these documents. We would like to also make reference to the section entitled "Responsibility of the legal representatives and those responsible for overseeing the annual financial statement" in our auditor's report above.

Our task is to assess these documents and information as part of our audit, in accordance with our duties. Our responsibilities in this regard are described in the sections entitled "Audit opinion" and "Auditors' responsibility for auditing the financial statements" in our auditor's report.

Nature and scope of the audit

The starting basis of our audit was the previous year's annual financial statement, audited by Berger und Partner PartmbB, Munich, and provided with an unqualified auditor's report on 26th April 2018; it was determined on 8th June 2018.

We have conducted our audit pursuant to § 317 HGB in compliance with the generally accepted standards in Germany for auditing financial statements published by the Institute of Auditors (IDW).

For the key features of our audit process, please refer to the statements in the section entitled "Auditors' responsibility for auditing the annual financial statement" in our auditor's report, reproduced above in section 3. In order to meet these requirements, we apply our risk- and process-oriented audit approach; for its implementation, we use our audit software Engagement Management System (EMS). It supports the planning, implementation and documentation of the audit of the financial statement.

The audit of the financial statement does not cover, pursuant to § 317 para. 4a HGB, whether the continued existence of the audited Company or the effectiveness and economic efficiency of the Company management can be guaranteed.

We conducted the audit in the months of December 2018 (preliminary audit) and February to April 2019 (main audit).

We have examined the adequacy and, where appropriate, effectiveness of the Company's control procedures that were identified as relevant in accordance with our audit plan. Based on the results of this verification audit, we have determined the nature and scope of our substantive audit procedures (analytical audit procedures and case-by-case review of selected transactions and holdings). In the case of case-by-case reviews, we obtained evidence by making conscious selections or by way of sampling methods.

The following priorities were set for our audit:

- Valuation of the shares in affiliated companies,
- Proof of liquid funds,
- Completeness and valuation of other provisions, and
- Completeness of the liabilities.

When auditing the opening balance, we specifically relied on the audit report of the auditors of the previous year's annual financial statement.

In order to assess the regularity of the Company's accounting records, we have provided an overview of the organisation of the accounting system and an understanding of the audit-related controls, as well as corresponding reviews of structures, in particular with regard to the implemented key control measures.

The Company has outsourced its entire accounting to the financial accounting department of the subsidiary vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main. We checked the regularity of the outsourced accounting at the subsidiary.

In the course of the audit of receivables and liabilities, as well as bank balances and provisions, we obtained confirmations of bank balances, claims and liabilities of the Company from all credit institutions and all lawyers as well as tax advisors of the Company.

The legal representatives provided all the requested information and evidence and submitted the customary statement of completeness in written form on 30th April 2019. This assures, in particular, that all accountable transactions are reflected in the accounting records, and that the present annual financial statement takes account of all assets, debts (liabilities, risks, etc.), deferred income and special items that require recognition, contains all expenses and revenues, and provides all necessary information.

5 Findings and disclosures concerning the financial reporting

5.1 Accuracy of the financial reporting

5.1.1 Accounting records and other audited documents

The accounting complies with the legal requirements, including generally accepted accounting principles. The opening balance sheet values are properly adopted from the previous year's financial statements. The information to be extracted from the other audited documents is duly included in the accounting records and the annual financial statement in all material respects.

5.1.2 Annual financial statement

The annual financial statement for the year ended 31st December 2018 is attached to this report as Annexes 1.1 and 1.2.

The annual financial statement was duly derived from the accounting records and other audited documents. The legal regulations on classification, accounting and valuation, while making use of the facility for small corporations under § 264 para. 1 sentence 5 HGB, were met in all material respects. The information required in accordance with § 264 para. 1 sentence 5 HGB is shown under the balance sheet. It was not necessary to provide information according to § 264 para. 2 sentence 4 HGB below the balance sheet.

5.2 Notes to the annual financial statement

The following outlines significant bases for valuation and changes to these as well as grooming transactions.

Fundamental bases for valuation

Shares in affiliated companies and participating interests

The Company has reviewed the amount of the investment book value of EUR 72,221 thousand for the shares in vwd GmbH, and has taken as a basis for this purpose the purchase price agreed on 11th April 2019 between the shareholders of vwd Group GmbH and Infront for 100% of the shares in vwd GmbH. The agreed purchase price of the shares less liabilities and transaction costs exceed the book value of the investment.

Vienna phantom shares

vwd Group GmbH has offered the members of the company management and former members of the company management of vwd GmbH as well as one further former member of management staff of vwd GmbH (hereinafter referred to as "Beneficiaries") virtual shares (Vienna phantom shares, hereinafter referred to as "VPS") as partial compensation for the variable compensation starting in 2014. The Beneficiaries will convert a proportion of their variable compensation entitlement at a pre-determined conversion ratio into virtual, generally vested shares, where a share of at least 50%, but no more than 100%, of the variable remuneration may be exchanged into VPS, or VPS are allocated directly, which become vested upon expiry of a specified period. The allocated VPS will be settled at a later date by means of cash settlement by the Company to the Beneficiaries. The reference value for the VPS for the years 2014 to 2017 was set at EUR 2.00 per VPS and at EUR 2.80 per VPS for the members of management staff who left in 2015. In 2018 no VPS were allocated.

For the period from 2014 to 2017, a total of 502,089 VPS was granted for bonuses to the members of the company management and former members of the company management of vwd GmbH as well as one further former member of management staff of vwd GmbH, for which the Company reported a provision as at 31st December 2018 of EUR 1,637 thousand (previous year: EUR 1,707 thousand). The provision was valued at EUR 3.16 per virtual share. The price per virtual share was derived from the purchase price agreed between the shareholders and the buyer Infront on 11th April 2019.

Domination and profit transfer agreement with vwd GmbH and tax allocation agreement

Upon entry in the commercial register on 20th March 2015, the domination and profit transfer agreement ("DPTA") concluded in March 2015 between vwd GmbH and the sole shareholder vwd Group GmbH took effect. In connection with the DPTA, it was agreed in 2015 that the taxes actually owed by vwd Group GmbH and attributable to the parent company, vwd GmbH (corporation tax, trade tax and solidarity surcharge) should be debited or credited in the context of a distribution of the tax burden of vwd GmbH, whereby the allocation amount is limited to the amount of the profit transfer - before the tax allocation is calculated - that is permitted by commercial law. As at 31st December 2018, vwd GmbH has not transferred any profit under commercial law to the Company, as the annual net profit for the year under commercial law was offset against vwd GmbH's existing loss carryforward before creation of a tax entity, which means that no tax allocation arose in the year under review.

Refinancing in the year under review through SEB loans and through exercising the option under § 250 para. 3 HGB

Together with vwd GmbH, on 16th April 2018, the Company signed a new corporate loan agreement as a borrower, and Skandinaviska Enskilda Banken AB Frankfurt Branch (SEB), Frankfurt am Main, signed as lender. The contract has a fixed term that runs until 2025 and, in addition to a bullet stake of EUR 35 million, includes a current account credit line of EUR 10 million (repayable in 2024). The loan components carry a variable interest rate based on EU RIBOR and LIBOR plus a surcharge of 3.75% and 3.25%, respectively. The loan volume totals EUR 39 million as at 31st December 2018, with EUR 24.5 million of the bullet loan being allocated to the company and EUR 10.5 million to vwd GmbH. The credit line of EUR 10 million is apportioned entirely to vwd GmbH.

With the new corporate loan agreement concluded in the year under review, dated 23rd November 2012, as amended on 13th May 2014, the company, as additional guarantor, has redeemed the former leveraged loan agreement in the amount of EUR 24 million between CETP II Vienna S.a.r.l. as parent, vwd Group GmbH as BidCo and borrower, DZ BANK AG Deutsche ZentralGenossenschaftsbank, Frankfurt am Main, as mandated lead arranger, book runner, original lender, security trustee and hedging counterparty, and vr bank Untertaunus eG as new lender. As at 31st December 2017, the leveraged loan agreement still includes a lending volume of EUR 14.6 million.

As part of the refinancing process, the company has exercised its option under § 250 para. 3 HGB and capitalised the disagio of EUR 611 thousand. The disagio will be amortised over the term of the loan until 2025.

Upstream loan to vwd Group GmbH

On the basis of the existing domination agreement, vwd Group GmbH has instructed vwd GmbH to grant upstream loans to vwd Group GmbH, which serve to finance the vwd Group's debt service until repayment of the leveraged load arranged as an amortisation loan by means of the new bullet loan from SEB in the year under review. The loans bear interest at 4% p.a. and have a term that runs until 31st December 2025. In 2018 financial year, vwd GmbH granted further upstream loans in the amount of EUR 2,485 thousand. As at 31st December 2018, the receivables including interest totalled EUR 10,941 thousand (previous year: EUR 9,856 thousand), as the Company made a repayment of EUR 1,800 thousand in the year under review.

vwd Group GmbH loan

In order to finance the acquisition of shares in EDG AG, Frankfurt am Main (EDG AG for short), EDG AG, Zurich, Switzerland (EDG-S for short), and vwd academy AG, Frankfurt am Main (for short: academy AG), the Company granted two loans to the vwd GmbH of EUR 6.5 million and EUR 1.0 million with terms up to 13th December 2020 by way of loan agreements dated 13th December 2013. Both loans are subordinated and unsecured. They were initially non-repayable for as long and as far as the bank liabilities to vwd GmbH's principal bank were not repaid – which was, however, now happened in the year under review as part of the refinancing with the SEB loan – and earn interest at 3% p.a. In October 2014, the loan amounting to EUR 1.0 million was partially repaid by the amount of EUR 0.5 million. In the 2015 financial year, the two loans were netted against the receivable from the assumption of the net loss for the year of EUR 1,342 thousand on the basis of the profit and loss transfer agreement concluded with the Company on 5th March 2015 and an offsetting agreement. In the 2017 financial year, EUR 27,000 was offset against receivables of vwd GmbH from the Company as a result of the refund of withholding taxes in the context of the fiscal unity scheme for income tax purposes with the vwd Group GmbH. As at 31st December 2018, there is a loan receivable in the amount of EUR 5,625 thousand and an interest receivable in the amount of EUR 992 thousand (previous year: EUR 798 thousand).

5.3 Information on the assets, financial position, and results of operations

Multi-year overview

		2018	2017
Shares in affiliated companies asset coverage ratio	EUR thousand	72,222	72,222
(= equity/fixed assets)	%	2.1	7.6
EBIT	EUR thousand	-871	-155
Interest income	EUR thousand	-2,729	-2,151
Annual net loss	EUR thousand	-3,976	-2,515
Balance sheet total	EUR thousand	83,804	79,174
Equity ratio	%	1.8	7.0

Lines of credit

The Company does not have any current account credit lines of its own and, if required, finances itself on instruction by granting loans to vwd GmbH.

6 Final remark

We make the above report on our audit of the annual financial statement of vwd Group GmbH, Frankfurt am Main, for the financial year from 1st January to 3 1st December 2018 in accordance with statutory provisions and the generally accepted reporting standards in Germany for auditing financial statements (auditing standard of the Institute of Auditors - IDW PS 450 n.s.).

Please refer to section 3 "Copy of the auditor's report" regarding the unqualified auditor's report issued by us.

Frankfurt am Main, 30th April 2019

Deloitte GmbH
Auditing company

(Gerd Kreuzburg)
Auditor

(Johannes Kaiser)
Auditor

Note: This PDF file is only a non-binding copy for inspection. Only the report created in paper form shall be decisive.

Any publications or passing on of the annual financial statement with reference to our audit, and any passing on of our audit report and/or the auditor's report, require our renewed opinion to be given beforehand; we make express reference to No. 6 of the IDW-AAB attached an annex.

vwd Group GmbH
Frankfurt am

Annual financial statement for the financial year from

1st January to 31st December 2018

vwd Group GmbH (former Vienna GmbH, München)
Frankfurt am Main
District Court Frankfurt am Main, CRN 112881

Balance Sheet as at 31 December 2018

ASSETS

	12/31/2018 €	12/31/2017 €
A. Fixed assets		
I. Investments		
Shares in affiliated companies	72.221.922,81	72.221.922,81
B. Current assets		
I. Receivables and other assets		
1. Receivables from affiliated companies	6.960.549,88	6.423.662,40
-of which with a remaining term of more than one year € 6,617,349.88 (Vorjahr € 6,423,662.40)		
-of which trade receivables € 343,200.00 (previous year: € 0.0)		
2. Other assets	142.529,35	191.781,90
-of which with a remaining term of more than one year € 0.00 (previous year € 0.0)		
	7.103.079,23	6.615.444,30
II. Cash and bank balances	4.026.127,36	40.914,55
	11.129.206,59	6.656.358,85
C. Prepaid expenses and deferred charges	552.782,38	295.307,18
	83.903.911,78	79.173.588,84

EQUITY AND LIABILITIES

	12/31/2018 €	12/31/2017 €
A. Equity		
I. Share capital	63.057,00	63.057,00
II. Capital reserve	20.735.563,63	20.735.563,63
III. Loss carried forward	-15.287.774,20	-12.772.879,76
IV. Loss for the year	-3.942.179,80	-2.514.894,44
	1.568.666,63	5.510.846,43
B. Provisions		
1. Tax provision	358.019,34	124.549,00
2. Other provisions	2.461.429,78	1.874.012,13
	2.819.449,12	1.998.561,13
C. Liabilities		
1. Liabilities due to banks	24.471.000,00	14.550.000,00
-of which with a remaining term of up to one year € 0.00 (previous year € 3.550.000,00)		
-of which with a remaining term of more than one year € 24,471,000.00 (previous year: € 11,000,000.00)		
2. Trade payables	81.215,37	10.443,74
-of which with a remaining term of up to one year € 81,215.37 (previous year: € 10,443.74)		
3. Liabilities due to affiliated companies	12.578.966,03	10.131.948,68
-of which with a remaining term of up to one year € 164,943.26 (previous year € 105,251.85)		
4. Liabilities due to shareholders	42.369.886,82	46.971.788,86
-of which with a remaining term of up to one year € 42,384,614.63 (previous year: € 0.00)		
-of which with a remaining term of more than one year € 0.00 (previous year: € 46,971,788.86)		
5. Other liabilities	14.727,81	0,00
-of which taxes € 14,727.81 (previous year: € 0.00)		
-of which with a remaining term of up to one year € 14,727.81 (previous year: € 0.00)	79.515.796,03	71.664.181,28
	83.903.911,78	79.173.588,84

The company is the borrower and guarantor in the loan agreement concluded on April 16, 2018 between the vwd Group GmbH, Frankfurt am Main, vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, and Skandinaviska Enskilda Banken AB Frankfurt Branch (SEB). In this context, vwd Group GmbH has assigned to the security trustee Skandinaviska Enskilda Banken AB Frankfurt Branch (SEB) all assets reported on the balance sheet as security. The loan volume as at 31 December 2018 amounts to€ 39 million.

Frankfurt am Main, 30 April 2019

Shiva Ramabadran
(CEO)

Udo Kersting
(CRO)

Björn Döhrer
(CPO)

Christian Mieth
(CFO)

vwd Group GmbH (former Vienna GmbH, München), Frankfurt am Main

Income Statement for the period from 1 January until 31 December 2018

		2018 €	2017 €
1.	Revenues	511.193,79	178.000,00
2.	Other operating income	119.944,68	0,00
3.	Personnel expenses		
	a) Wages and salaries	425.049,38	0,00
	b) Social charges	25.763,74	0,00
		450.813,12	0,00
4.	Other operating expenses	1.051.774,96	333.005,61
5.	Other interest and similar income -thereof affiliated companies € 193,687.48 (previous year: € 186,605.07)	193.687,48	186.605,07
6.	Interest and similar expenses -thereof affiliated companies € 1,519,869.59 (previous year: € 1,487,128.30)	2.922.725,33	2.337.390,90
7.	Taxes on income and earnings	341.692,34	209.103,00
8.	**Result after taxes**	-3.942.179,80	-2.514.894,44
9.	**Net loss**	-3.942.179,80	-2.514.894,44

INDEPENDENT AUDITOR'S REPORT

To vwd Group GmbH, Frankfurt am Main

Audit opinion

We have audited the annual financial statement of vwd Group GmbH, Frankfurt am Main – consisting of the balance sheet as at 31st December 2018 and the profit and loss statement for the financial year from 1st January to 31st December 2018.

In our opinion, based on the findings of our audit, the accompanying annual financial statement complies in all material respects with the German commercial regulations applicable to corporations and, in compliance with generally accepted accounting principles in Germany and the use of the facility for small corporations under § 264 para. 1 sentence 5 HGB, give a true and fair view of the assets and financial position of the company as at 31st December 2018 as well as the results of its operations for the financial year from 1st January to 31st December 2018.

Pursuant to §322 para. 3 sentence 1 HGB (German Commercial Code) we declare that our audit has not led to any objections to the compliance of the annual financial statements.

Basis for the audit opinion

We have conducted our audit of the annual financial statement in accordance with § 317 HGB and generally accepted German standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Our responsibilities under these rules and policies are further described in the section entitled "Auditors' responsibility for auditing financial statements" in our auditor's report. We are independent of the company in compliance with the German regulations on commercial and professional law and have fulfilled our other duties under German professional law in accordance with these requirements. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide the basis for our audit opinion on the annual financial statement.

Responsibility of the legal representatives and Advisory Board for the annual financial statement

The legal representatives are responsible for the preparation of the annual financial statement, which complies in all material respects with the regulations under German commercial law applicable to corporations, and that the annual financial statement, in compliance with generally accepted accounting principles in Germany and the use of the facility for small corporations under § 264 para. 1 sentence 5 HGB, gives a true and fair view of the Company's assets, financial position and results of operations. Furthermore, the legal representatives are responsible for the internal controls that they have determined to be necessary, in accordance with generally accepted accounting principles in Germany, in order to be able to prepare an annual financial statement that is free from material misstatements, whether intentional or unintentional.

In preparing the annual financial statement, the legal representatives are responsible for assessing the Company's ability to continue as a going concern. They are also responsible for disclosing matters relating to the Company's ability to continue as a going concern, where relevant. In addition, they are responsible for accounting for the Company's ability to continue as a going concern on the basis of the accounting policy, insofar as this does not conflict with actual or legal circumstances.

The Advisory Board is responsible for overseeing the Company's financial reporting process for preparing the annual financial statement.

Auditor's responsibility for auditing the annual financial statement

Our objective is to obtain reasonable assurance that the annual financial statement as a whole is free from material misstatements, whether intentional or unintentional, and to issue an auditor's report that includes our audit opinion on the annual financial statement.

Reasonable assurance means a high degree of assurance, but there is no guarantee that an audit conducted in accordance with § 317 HGB and in compliance with the generally accepted principles for the audit of financial statements in Germany, promulgated by the Institut der Wirtschaftsprüfer (IDW), will always reveal a material misstatement. Misrepresentations may result from breaches or inaccuracies, and are considered material if they could reasonably be expected to influence, individually or collectively, the economic decisions of addressees made on the basis of these financial statements.

During the audit, we exercise due discretion and maintain a critical attitude. Furthermore,

- we identify and assess the risks of material misstatements in the financial statements – whether intentional or unintentional – plan and perform audit procedures in response to such risks, and obtain audit evidence that is sufficient and appropriate to serve as the basis on which we form of our audit opinion. The risk that material misstatements due to violations will not be identified is greater than that for misstatements resulting from errors, since violations may include fraudulent co-operation, counterfeiting, deliberate omissions, misleading representations or the bypassing of internal controls.
- we acquire an understanding of the internal control system relevant to the audit of the annual financial statement in order to design audit procedures that are appropriate in the given circumstances, but not with the aim of expressing an audit opinion on the effectiveness of the Company's system.
- we assess the appropriateness of the accounting methods used by the legal representatives and evaluate whether the estimated values and related disclosures presented by the legal representatives are justifiable.
- we draw conclusions regarding the appropriateness of the accounting policy used by the legal representatives with respect to the Company's ability to continue as a going concern and also,

on the basis of the audit evidence obtained, as to whether there is material uncertainty surrounding events or circumstances that indicate significant doubts as to the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statement or, if such disclosures are inappropriate, to modify our audit opinion. We draw our conclusions based on the audit evidence obtained up to the date of our auditor's certification notice. Future events or circumstances may, however, result in the Company no longer being able to continue as a going concern.

- we assess the overall presentation, structure and content of the annual financial statement, including the disclosures, and whether the annual financial statement presents the underlying transactions and events in such a way that the annual financial statement, in compliance with generally accepted German accounting principles and use of the facility for small corporations under § 264 para. 1 sentence 5 HGB, gives a true and fair view of the Company's assets, financial position and results of operations.

Among other things, we discuss with the supervisors the planned scope and scheduling of the audit, as well as significant audit findings, including any deficiencies in the internal control system that we identify during our audit.

Frankfurt am Main, 30th April 2019

Deloitte GmbH
Auditing company

(Gerd Kreuzburg)
Auditor

(Johannes Kaiser)
Auditor

Note: This PDF file is only a non-binding copy for inspection. Only the report created in paper form is decisive.

Deloitte

Deloitte GmbH
Auditing company

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main

Report on the audit of the annual financial statement for the financial year from

1st January to 31st December 2018

Deloitte

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vwd Vereinigte Wirtschaftsdienste GmbH Frankfurt am Main

Report on the audit of the annual financial statement for the financial year from

1st January to 31st December 2018

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Annexes

We would like to point out that use of rounded-off values and percentages may result in differences on account of commercial rounding.

1 Audit assignment

The legal representatives of

vwd Vereinigte Wirtschaftsdienste GmbH,
Frankfurt am Main

- hereinafter also referred to as "vwd GmbH" or the "Company" for short -

have commissioned us to carry out a voluntary audit in accordance with § 317 HGB (German Commercial Code) for the financial year 2018.

We confirm in accordance with § 321 para. 4a HGB, that in the course of our audit we complied with the applicable regulations on independence.

We prepared the present audit report in accordance with the German generally accepted standards for reporting on the audits of financial statements (auditing standard of the Institute of Public Auditors - IDW PS 450 n.s.).

For the purpose of carrying out our assignment and our responsibility, also in relation to third parties, the agreements made on 12th March 2019 apply, as does the Annex "General terms and conditions for auditors and auditing companies", as amended on 1st January 2017.

This audit report has been prepared only for documenting the audit performed on the financial statements of the Company and not for the purpose of any third parties, in relation to whom we assume no liability according to the legal status defined in the scope of § 323 HGB.

2 Basic findings

Opinion on the legal representatives' assessment of the company's situation

Since the legal representatives, making use of the facilities under § 264 para. 3 HGB, have permissibly not draw up a management report, we as auditors of the financial statements cannot, in accordance with § 321 para. 1 sentence 2 of HGB, provide an opinion on the legal representatives' assessment of the situation of the Company, as would otherwise be expressed in the management report.

We would like to highlight the following aspects from the financial statements and other documents audited which are particularly relevant in assessing the financial status of the Company:

- In the financial year 2018, vwd GmbH generated revenues of EUR 49.5 million (previous year: EUR 46.0 million). The increase in revenues in the business units Regulatory Solutions (EUR 2.5 million, previous year: EUR 0.7 million), Portfolio and Advisory Solutions (EUR 9.9 million, previous year: EUR 7.9 million) and Data Feed and Display Solutions (EUR 21.2 million, previous year: EUR 20.8 million) have in particular overcompensated for the declining revenues in the business units Publication & Distribution Solutions (EUR 13.4 million, previous year: EUR 14.7 million). Revenues from passing on of costs for rents and Group allocations increased by EUR 0.6 million to EUR 1.6 million.
- Other operating income rose in comparison to the previous year to EUR 6.9 million (previous year: EUR 5.5 million), in particular as a result of the sale of the shares in the subsidiary vwd NetSolutions GmbH, with proceeds of EUR 1.3 million.
- The cost of materials fell from EUR 24.6m to EUR 23.7m due to cost-cutting measures alongside increased sales. The cost of materials ratio was therefore reduced from 51.7% in the 2017 financial year to 45.8% in the 2018 financial year. Personnel expenses increased to EUR 19.6 million (previous year: EUR 18.0 million), in particular due to the higher number of employees. Other operating expenses increased from EUR 6.9 million to EUR 10.3 million.
- EBITDA increased from EUR 3.3 million in the 2017 financial year to EUR 5.1 million in the 2018 financial year, particularly as increased personnel expenses and other operating expenses were more than offset by higher revenues and other operating income as well as lower material expenses.
- Income from investments increased due to the profit transfers. In addition to the transferred profits of EDG AG, Frankfurt am Main (EUR 4.7 million; previous year: EUR 3.2 million), the annual net profit of Lenz + Partner GmbH, Dortmund (EUR 0.8 million; previous year: EUR 0.7 million) was also transferred to the shareholder vwd GmbH. The Company also received dividends from vwd finaix Solutions GmbH, Herzogenrath (EUR 0.2 million), and vwd Transactions Solutions AG, Frankfurt am Main (EUR 0.2m), in the year under review.
- The annual net profit of EUR 7.4 million (previous year: EUR 4.5 million) was fully offset against the loss carryforwards before creation of a tax entity. No profit remained to be transferred as part of the domination and profit transfer agreement ("DPTA") concluded in the 2015 financial year with the parent company vwd Group GmbH, Frankfurt am Main, (formerly Vienna GmbH, Munich).

- Equity increased due to the offsetting of the annual net profit with the loss carryforwards before creation of a tax entity and amount to EUR 29.5 million (previous year: EUR 22.0 million). The equity ratio of the Company is 38.1% (previous year: 30.4%).

Concerning the evaluation of the situation, we also refer to our comments on the overall conclusion on the annual financial statement of the Company in section 5.2 of our report.

3 Copy of the auditor's report

We have issued the following auditor's report, signed on 30th April 2019, for the annual financial statement for the 2018 financial year of Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, in the version provided in Annex 1:

"INDEPENDENT AUDITOR'S REPORT

For vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main

Audit opinion

We have audited the annual financial statement of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main – consisting of the balance sheet as at 31st December 2018 and the profit and loss account for the financial year from 1st January 2018 to 31st December 2018.

In our opinion, based on the findings of our audit, the accompanying annual financial statement in all material respects complies with the German commercial regulations applicable to all traders.

Pursuant to §322 para. 3 sentence 1 HGB (German Commercial Code), we declare that our audit has not led to any objections concerning the regularity of the annual financial statement.

Basis for the audit opinion

We have conducted our audit of the annual financial statement in accordance with § 317 HGB and generally accepted German standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Our responsibilities under these rules and policies are further described in the section entitled "Auditors' responsibility for auditing financial statements" in our auditor's report. We are independent of the company in compliance with the German regulations on commercial and professional law and have fulfilled our other duties under German professional law in accordance with these requirements. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide the basis for our auditor's certification notice concerning the annual financial statements.

The legal representatives' responsibility for the annual financial statement

The legal representatives are responsible for the preparation of the annual financial statement, which complies in all material respects with the regulations under German commercial law applicable to traders. Furthermore, the legal representatives are responsible for the internal controls that they have determined to be necessary, in accordance with generally accepted accounting principles in Germany, in order to be able to prepare an annual financial statement that is free from material misstatements, whether intentional or unintentional.

In preparing the annual financial statement, the legal representatives are responsible for assessing the Company's ability to continue as a going concern. They are also responsible for disclosing matters relating to the Company's ability to continue as a going concern, where relevant. In addition, they are responsible for accounting for the Company's ability to continue as a going concern on the basis of the accounting policy, insofar as this does not conflict with actual or legal circumstances.

Auditor's responsibility for auditing the annual financial statement

Our objective is to obtain reasonable assurance that the annual financial statement as a whole is free from material misstatements, whether intentional or unintentional, and to issue an auditor's report that includes our audit opinion on the annual financial statement.

Reasonable assurance means a high degree of assurance, but there is no guarantee that an audit conducted in accordance with § 317 HGB and in compliance with the generally accepted principles for the audit of financial statements in Germany, promulgated by the Institut der Wirtschaftsprüfer (IDW), will always reveal a material misstatement. Misstatements may result from breaches or inaccuracies, and are considered material if they could reasonably be expected to influence, individually or collectively, the economic decisions of addressees made on the basis of this annual financial statement.

During the audit, we exercise due discretion and maintain a critical attitude. Furthermore,

- we identify and assess the risks of material misstatements in the financial statements – whether intentional or unintentional – plan and perform audit procedures in response to such risks, and obtain audit evidence that is sufficient and appropriate to serve as the basis on which we form of our audit opinion. The risk that material misstatements due to violations will not be identified is greater than that for misstatements resulting from errors, since violations may include fraudulent co-operation, counterfeiting, deliberate omissions, misleading representations or the bypassing of internal controls.
- we acquire an understanding of the internal control system relevant to the audit of the annual financial statement in order to design audit procedures that are appropriate in the given circumstances, but not with the aim of expressing an audit opinion on the effectiveness of the Company's system.
- we assess the appropriateness of the accounting methods used by the legal representatives and evaluate whether the estimated values and related disclosures presented by the legal representatives are justifiable.
- we draw conclusions regarding the appropriateness of the accounting policy used by the legal representatives with respect to the Company's ability to continue as a going concern, and also, on the basis of the audit evidence obtained, as to whether there is material uncertainty surrounding events or circumstances that indicate significant doubts as to the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statement or, if such disclosures are inappropriate, to modify our audit opinion. We draw our conclusions based on the audit evidence obtained up to the date of our auditor's certification notice. Future events or circumstances may, however, result in the Company no longer being able to continue as a going concern.

Among other things, we discuss with the supervisors the planned scope and scheduling of the audit, as well as significant audit findings, including any deficiencies in the internal control system that we identify during our audit."

4 Subject, nature and scope of the audit

Subject of the audit

The subject of our audit of the financial statement encompassed

- the accounting records
- the annual financial statement (consisting of the balance sheet and profit and loss

account) of the Company.

Based on the shareholder resolution of 15th April 2019, the Company, making use of the facilities under § 264 para. 3 HGB, has refrained from drawing up an appendix and management report.

The accounting and the preparation of the annual financial statement in accordance with the regulations under German commercial law applicable to all traders are the responsibility of the legal representatives of the Company; this also applies to the information we have received about these documents. We would like to also make reference to the section entitled "The legal representatives' responsibility for the annual financial statement" in our auditor's report reproduced above.

Our task is to assess these documents and information as part of our audit, in accordance with our duties. Our responsibilities in this regard are described in the sections entitled "Audit opinion" and "Auditors' responsibility for auditing the financial statements" in our auditor's report.

Nature and scope of the audit

The starting basis of our audit was the previous year's annual financial statement, audited by us and provided with an unqualified auditor's report on 27th April 2018; it was determined on 30th August 2018.

We have conducted our audit pursuant to § 317 HGB in compliance with the generally accepted standards in Germany for auditing financial statements published by the Institute of Auditors (IDW).

For the key features of our audit process, please refer to the statements in the section entitled "Auditors' responsibility for auditing the annual financial statement" in our auditor's report, reproduced above in section 3. In order to meet these requirements, we apply our risk- and process-oriented audit approach; for its implementation, we use our audit software Engagement Management System (EMS). It supports the planning, implementation and documentation of the audit of the financial statement.

The audit of the financial statement does not cover, pursuant to § 317 para. 4a HGB, whether the continued existence of the audited Company or the effectiveness and economic efficiency of the Company management can be guaranteed.

We conducted the audit in the months of December 2018 (preliminary audit) and February to April 2019 (main audit).

We have examined the adequacy and, where appropriate, effectiveness of the Company's control procedures that were identified as relevant in accordance with our audit plan. Based on the results of this verification audit, we have determined the nature and scope of our substantive audit procedures (analytical audit procedures and case-by-case review of selected transactions and holdings). In the case of case-by-case reviews, we obtained evidence by making conscious selections or by way of sampling methods.

The following priorities were set for our audit:

- Proof of revenues, and
- Completeness and valuation of the provisions.

In order to assess the regularity of the Company's accounting records, we have provided an overview of the organisation of the accounting system and an understanding of the audit-related controls, as well as corresponding reviews of structures and functions, in particular with regard to the implemented key control measures.

In the course of the audit of receivables and liabilities, as well as bank balances and provisions, we obtained confirmations of balances from selected customers and suppliers, as well as confirmations of bank balances, claims and liabilities of the Company from all credit institutions and all lawyers as well as tax advisors of the Company.

When auditing the pension provisions and partial retirement obligations, anniversary provisions, we critically assessed and evaluated the results of the actuarial report of Longial GmbH, Düsseldorf, taking into account our assessment of their competence, capabilities and objectivity.

The fulfilment of the requirements specified in § 264 para. 3 HGB could not be assessed at the end of our audit of the financial statement, in so far as these requirements can only be met at a later date.

The legal representatives provided all the requested information and evidence and submitted the customary statement of completeness in written form on 30th April 2019. This assures, in particular, that all accountable transactions are reflected in the accounting records, and that the present annual financial statement takes account of all assets, debts (liabilities, risks, etc.), deferred income and special items that require recognition, contains all expenses and revenues, and provides all necessary information.

5 Findings and disclosures concerning the financial reporting

5.1 Accuracy of the financial reporting

5.1.1 Accounting records and other audited documents

The accounting complies with the legal requirements, including generally accepted accounting principles. The information to be extracted from the other audited documents is duly included in the accounting records and the annual financial statement in all material respects.

5.1.2 Annual financial statement

The annual financial statement for the year ended 31st December 2018 is attached to this report as Annexes 1.1 and 1.2.

The annual financial statement, consisting of the balance sheet and profit and loss account, was duly derived from the accounting records and other audited documents. The legal regulations on classification, accounting and valuation were met in all material respects. The Company has made use of the exemption provision under § 264 para. 3 HGB and in part refrained from applying the regulations applicable to corporations. We were not able to assess the fulfilment of the requirements specified in § 264 para. 3 HGB in so far as these requirements can only be met at a later date. The requirements still outstanding in accordance with § 264 para. 3 sentence 1 numbers 3, 4 and 5 c) to e) HGB are: the preparation and audit of the consolidated financial statements in which the Company is included and of the parent company's group management report in accordance with Directives 2013/34/EU and 2006/43/EC; specifying the exemption of the Company in the consolidated notes; and disclosure of the consolidated financial statements, group management report and the related auditor's report pursuant to § 325 para. 1 to lb HGB.

5.2 Notes to the annual financial statement

The following outlines significant bases for valuation and changes to these as well as grooming transactions.

Significant bases for valuation of goodwill

The merger of the former vwd Vereinigte Wirtschaftsdienste GmbH with WT Fünfundvierzigste Verwaltungs GmbH, Frankfurt am Main, as at 1st January 2004, resulted in goodwill of EUR 16,705 thousand, which will be amortised over the duration of the planned use of 30 years. As of 31st December 2014, this goodwill was written down on an unscheduled basis by EUR 7,503. The resulting residual book value will be amortised over the remaining term at EUR 162 thousand p.a.

The merger of the "Technik" sub-operation of vwd NetSolutions GmbH, Berlin, with the Company as at 1st January 2009 resulted in goodwill of EUR 3,428 thousand, which will be amortised over the period of the planned use of 25 years at EUR 137 thousand p.a.

As at 31st December 2018, the book value of the capitalised goodwill amounts to EUR 4,496 thousand (previous year: EUR 4,795 thousand). The impairment test carried out by vwd GmbH for the goodwill recognised in the financial year 2018 resulted in no unscheduled write-down requirement. This was based on the Company's planning and discount rates (weighted average cost of capital after tax, WACC) of 6.5% (previous year: 6.7%) for the detailed planning period and 5.5% (previous year: 5.7%) for the perpetual annuity.

Shares in affiliated companies and participating interests

The Company has reviewed the amount of the investment book value for all shares in affiliated companies and carried out company valuations using the discounted cash flow method. These valuations are based on the plans for the years 2018 to 2023. The discount rates used (weighted average cost of capital after tax, WACC) amount to 6.5% (previous year: 6.7%) for the detailed planning period and 5.5% (previous year: 5.7%) for the perpetual annuity. No write-downs on investment book values were made as a result of these company valuations.

Self-generated intangible fixed assets

The Company makes use of the option under § 248 para. 2 HGB and capitalises finished and in unfinished internally generated intangible fixed assets. They are valued using a personnel cost rate, which includes the costs that are at least to be included in the production costs in accordance with § 255 para. 2 sentence 3 HGB as well as proportional costs of general administration. Finished self-created intangible fixed assets are generally amortised over a useful life of two to five years. The book value of finished internally generated intangible assets as at 31st December 2018 amounts to EUR 5,458 thousand (previous year: EUR 3,437 thousand).

Sale of shares in vwd finaix Solutions GmbH and vwd NetSolutions GmbH

In a contract dated 29th January 2018, the development and maintenance services for vwd GmbH's comprehensive business division of vwd finaix Solutions GmbH were transferred to vwd GmbH as part of an asset deal. Subsequently, vwd finaix Solutions GmbH, with the remaining business division consisting of consulting and software development services for third-party customers, was sold on 1st January 2018 as part of a share deal subject to conditions precedent. The investment book value of vwd finaix Solutions GmbH was therefore written down by EUR 3,964 thousand to the agreed purchase price of EUR 201 thousand in the 2017 financial year.

In a contract dated 2nd November 2019, vwd GmbH sold 100% of the shares in vwd NetSolutions GmbH as part of a share deal for a purchase price of EUR 2,000 thousand. The sales proceeds amount to EUR 1,336 thousand.

vwd group Italia S.r.L.

Acquisition

In the financial year 2011, the Company founded vwd group Italia S.r.L. with its registered office in Milan, Italy, as a 100%i subsidiary. In a contract dated 29th April 2011, vwd Italia acquired the RFID business division of the Italian publishing group II Sole for a purchase price of EUR 2,461 thousand. The RFID business involves collecting, organising and analysing financial real-time data and financial market information.

Equity injections

Due to the strained economic situation of vwd group Italia S.r.L., Milan, vwd GmbH made a capital contribution to its equity of EUR 441 thousand in the 2018 financial year. The capital contribution served as recapitalisation to restore equity capital and was recognised as an expense for vwd GmbH in 2018 under other operating expenses. In the previous year, the capital contributions made for the purposes of recapitalisation totalled EUR 896 thousand and were also recognised as an expense under other operating expenses. In 2016, as a result of the waiver of impaired receivables in that year, the capital contributions made for the purposes of recapitalisation (EUR 170 thousand) were recognised as an expense under depreciation on current assets.

Deferred tax assets on loss carryforwards

As at 31st December 2018, exactly as in the previous year, there are corporate tax loss carryforwards amounting to EUR 5,325 thousand and trade tax loss carryforwards amounting to EUR 4,276 thousand, on which no deferred tax assets were recognised, since the domination and profit transfer agreement concluded between vwd GmbH and vwd Group GmbH in 2015 means that the tax loss carryforwards of vwd GmbH cannot be made use of for the duration of the domination and profit transfer agreement.

Pension accruals

As at 31st December 2018, there are provisions for pensions in the amount of EUR 3,568 thousand (previous year: EUR 3,519 thousand). The calculation was carried out using the projected unit credit method. These were based on an actuarial interest of 3.25% p.a. (previous year: 3.71% p.a.), for future salary increases, 2.0% p.a. (previous year: 2.0% p.a.), for future pension increases, 1.5% p.a. (previous year: 1, 5% p.a.), as well as the 2005 G mortality tables by Prof. Dr Klaus Heubeck.

The Company has taken out reinsurance policies to meet part of its pension obligations. Of these, reinsurance policies with a fair value of EUR 247 thousand (previous year: EUR 241 thousand) as at 31st December 2018 were balanced against the corresponding pension provisions pursuant to § 246 para. 2 HGB. For the other reinsurance policies, there were no prerequisites for any netting against the corresponding pension obligations. They were capitalised as of 31st December 2018 at their amortised cost of EUR 563 thousand (previous year: EUR 563 thousand) under financial assets.

Grooming transactions, Vienna

phantom shares

vwd Group GmbH, as the sole shareholder of vwd GmbH, has offered the members of the company management and other managers (hereinafter referred to as "Beneficiaries") virtual shares (Vienna phantom shares, hereinafter referred to as "VPS") as partial compensation for the variable compensation starting in 2015. The Beneficiaries will convert a proportion of their variable compensation entitlement at a pre-determined conversion ratio into virtual, generally vested shares (e.g., for 2017 "Batch 2017"), where a share of at least 50%, but no more than 100%, of the variable remuneration may be exchanged into VPS, or VPS are allocated directly, which become vested upon expiry of a specified period. The allocated VPS will be settled at a later date by means of cash settlement by the sole shareholder to the Beneficiaries. Vwd GmbH does not have to bear any costs for the granting of the VPS and the further remuneration agreement by its shareholder and therefore does not include these parts of the variable remuneration in its annual financial statement.

Refinancing in the year under review through SEB loans and through exercising the option under § 253 para. 3 HGB

Together with vwd Group GmbH, on 16th April 2018, the Company signed a new corporate loan agreement as a borrower, and Skandinaviska Enskilda Banken AB Frankfurt Branch (SEB), Frankfurt am Main, signed as lender. The contract has a fixed term that runs until 2025 and, in addition to a bullet stake of EUR 35 million, includes a current account credit line of EUR 10 million (repayable in 2024). The loan components carry a variable interest rate based on EU RIBOR and LIBOR plus a surcharge of 3.75% and 3.25%, respectively. The loan volume totals EUR 45 million, of which EUR 39 million was utilised on 31st December 2018, whereby the Company is allocated a bullet loan of EUR 10.5 million and the credit line of EUR 10 million.

With the newly concluded corporate loan agreement in the year under review, the Company replaced the former corporate loan agreement with DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, of the amount of EUR 8 million and a credit line of EUR 5 million.

The Company has exercised its option under § 253 para. 3 HGB and capitalised the disagio of EUR 0.5 million. The disagio will be amortised over the term until 2025.

Loan of vwd Group GmbH (formerly Vienna GmbH)

In order to finance the acquisition of shares in EDG AG, Frankfurt am Main (EDG AG for short), EDG AG, Zurich, Switzerland (EDG-S for short), and vwd academy AG, Frankfurt am Main (for short: academy AG), the City of Vienna granted two loans to the Company of EUR 6.5 million and EUR 1.0 million with terms up to 13th December 2020 by way of loan agreements dated 13th December 2013. Both loans are subordinated and unsecured. They will earn interest at 3% p.a. In October 2014, the loan amounting to EUR 1.0 million was partially repaid by the amount of EUR 0.5 million. In the 2015 financial year, the two loans were netted against the receivable from the assumption of the net loss for the year of EUR 1,342 thousand on the basis of the profit and loss transfer agreement concluded with the parent company vwd Group GmbH on 5th March 2015 and an offsetting agreement. In the 2017 financial year, EUR 27,000 was offset against receivables of the Company from vwd Group GmbH as a result of the refund of withholding taxes in the context of the fiscal unity scheme for income tax purposes with the vwd Group GmbH. As at 31st December 2018, there is a loan receivable in the amount of EUR 5,625 thousand and an interest receivable in the amount of EUR 992 thousand (previous year: EUR 798 thousand).

Upstream loan to vwd Group GmbH

On the basis of the existing domination agreement, vwd Group GmbH has instructed the Company to grant upstream loans to vwd Group GmbH, which serve to finance the vwd Group's debt service until repayment of the leveraged load arranged as an amortisation loan by means of the new bullet loan from SEB in the year under review. The loans bear interest at 4% p.a. and have a term that runs until 31st December 2025. In 2018 financial year, vwd GmbH granted further upstream loans in the amount of EUR 2,485 thousand. As at 31st December 2018, the receivables including interest totalled EUR 10,941 thousand (previous year: EUR 9,856 thousand), as the shareholder made a repayment of EUR 1,800 thousand in the year under review.

Domination and profit transfer agreement with vwd GmbH in 2015

Upon entry in the commercial register on 20th March 2015, the domination and profit transfer agreement ("DPTA") concluded in March 2015 between vwd GmbH and the sole shareholder vwd Group GmbH (then Vienna GmbH) took effect. In connection with the DPTA, it was agreed in 2015, and regulated in writing in a tax allocation agreement in 2017, that the taxes actually owed by vwd Group GmbH and attributable to the parent company, vwd GmbH (corporation tax, trade tax and solidarity surcharge) should be debited or credited in the context of a distribution of the tax burden of vwd GmbH, whereby the allocation amount is limited to the amount of the profit transfer - before the tax allocation is calculated - that is permitted by commercial law. As at 31st December 2018, the Company has not transferred any profit under commercial law to vwd Group GmbH, as the annual net profit for the year under commercial law was offset against the Company's existing loss carryforward before creation of a tax entity, which means that no tax allocation arose in the year under review.

5.2 Information on the assets, financial position, and results of operations

Multi-year overview

		2018	2017	2016	2015	2014
Income Statement						
Revenues**	EUR thousand	49,466	45,974	46,889	45,897	45,880
- thereof Regulatory Solutions	EUR thousand	2,585	657	n/a	n/a	n/a
- thereof Portfolio and Advisory Solutions	EUR thousand	9,889	7,857	n/a	n/a	n/a
- thereof Data Feed and Display Solutions	EUR thousand	21,193	20,795	n/a	n/a	n/a
- thereof Publication and Distribution Solutions	EUR thousand	13,373	14,709	n/a	n/a	n/a
- thereof Other	EUR thousand	741	854	n/a	n/a	n/a
- thereof Local products (migration)	EUR thousand	74	143			
- thereof rent and group charges	EUR thousand	1,611	959	n/a	n/a	n/a
Personnel expenses	EUR thousand	19,574	18,023	19,684	20,712	19,110
Employees (§ 267 para. 5 HGB)	Qty.	277	236	248	250	252
EBITDA	EUR thousand	5,084	3,268	2,634	-256	2,002
EBIT	EUR thousand	3,163	1,069	424	-3,259	-9,195
EBIT margin	%	6.4	2.3	0.9	-7.1	-20.0
Annual Result before profit transfer*	EUR thousand	7,532	4,498	2,348	-1,342	-9,044
Impact on result exceptional effects	EUR thousand	895	-2,405	-361	-1,746	-10,470
Annual result without exceptional effects	EUR thousand	6,637	6,903	2,709	404	1,426
Balance Sheet data						
Goodwill and shares in affiliated companies	EUR thousand	45,411	46,576	48,495	48,359	49,033
Equity	EUR thousand	29,495	21,964	17,466	15,118	15,118
Balance sheet total	EUR thousand	77,324	72,328	68,147	65,031	63,839
Key figures						
Personnel intensity (=personnel expenses/turnover)	%	39.6	39.2	42.0	45.1	41.7
Turnover per employee	EUR thousand	178.6	194.8	189.1	183.6	182.1
Equity ratio	%	38.1	30.4	25.6	23.2	23.7
return on equity	%	25.5	20.5	13.4	-8.9	-46.0

* in the financial years up to and including 2014, no domination and profit transfer agreement was concluded

** in 2018 a segmentation into new business areas took place

Effect on results of special circumstances

The following special circumstances significantly influenced the annual results of the Company:

	2018 EUR thousand	Previous year EUR thousand	Change EUR thousand
Expenses from restructuring measures and severance pay	0	-248	248
Waiver of claims vwd Italia	-441	-896	455
Depreciation on investment book values	0	-3,964	3,964
Write-ups on investment book values of severance	0	2,906	-2,906
payments for former members of the Executive Board and management employees	0	- 203	203
Income from the disposal of participations	1,336	0	1,336
Result of special circumstances	895	-2,405	3,300

For the other material matters, please refer to our comments in section 5.2.2 of this report.

Lines of credit

	31.12.2018 EUR thousand	Previous year EUR thousand	Change EUR thousand
Bank loans	10,529	8,000	2,529
Awarded cash and guarantee facility	10,000	5,000	5,000
Claim	-14,209	-12,492	1,717
Undrawn credit lines	6,320	508	5,812

6 Final remark

We make the above report on our audit of the annual financial statement of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, for the financial year from 1st January to 3 1st December 2018 in accordance with statutory provisions and the generally accepted reporting standards in Germany for auditing financial statements (auditing standard of the Institute of Auditors - IDW PS 450 n.s.).

Please refer to section 3 "Copy of the auditor's report" regarding the unqualified auditor's report issued by us.

Frankfurt am Main, 30th April 2019

Deloitte GmbH
Auditing company

(Gerd Kreuzburg)
Auditor

(Johannes Kaiser)
Auditor

Note: This PDF file is only a <u>non-binding copy for inspection</u>. Only the report created in paper form shall be decisive.

Any publications or passing on of of the annual financial statement with reference to our audit, and any passing on of of our audit report and/or the auditor's report, require our renewed opinion to be given beforehand; we make express reference to No. 6 of the IDW-AAB attached an annex.

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main

Annual financial statement for the financial year from

1st January to 31st December 2018

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main
District Court Frankfurt am Main, CRN 100445
Balance Sheet as at 31 December 2018

ASSETS

	12/31/2018 €	12/31/2017 k€
A. Fixed assets		
I. Intangible assets		
1. Capitalized internal services	5.457.618,77	3.437
2. Concessions, industrial property rights and similar rights	696.738,84	1.165
3. Goodwill	4.495.556,38	4.795
4. Advance payments	103.194,94	103
	10.753.108,93	9.500
II. Property, plant and equipment		
1. Tenant fixtures	1.260,00	7
2. Technical equipment and machinery	1.451.566,02	1.226
3. Other equipment, operating equipment and furnishings	302.079,27	423
	1.754.905,29	1.656
III. Financial assets		
1. Shares in affiliated companies	40.915.937,32	41.781
2. Loans due from affiliated companies	10.000.000,00	9.315
3. Other loans	562.564,70	563
	51.478.502,02	51.658
	63.986.516,24	62.814
B. Current assets		
I. Receivables and other assets		
1. Trade receivables	2.050.900,96	1.793
2. Receivables from affiliated companies	5.838.113,87	4.365
3. Other assets	902.944,74	645
-of which with a remaining term of more than one year € 37,264.12 (previous year k€ 34)		
	8.791.959,57	6.804
II. Cash, bank balances and cheques	3.016.167,23	1.653
	11.808.126,80	8.457
C. Prepaid expenses and deferred charges	918.003,37	491
D. Deferred tax assets	612.243,82	566
	77.324.890,23	72.328

EQUITY AND LIABILITIES

		12/31/2018 €	12/31/2017 k€
A. Equity			
I. Share capital	25.754.577,00		
less the accounting par value of own shares	-1.000,00	25.753.577,00	25.754
II. Capital reserve		12.604.335,13	12.604
III. Retained earnings			
Other retained earnings		250.185,30	250
		250.185,30	250
IV. Loss carried forward from previous years		-16.644.326,81	-21.143
V. Profit for the year		7.531.661,82	4.498
		29.495.432,44	21.964
B. Provisions			
1. Provisions for pensions		3.568.010,00	3.519
2. Other provisions		8.269.419,80	7.758
		11.837.429,80	11.276
C. Liabilities			
1. Liabilities due to banks		14.209.302,36	11.896
-of which with a remaining term of up to one year € 3,680,302.36 (previous year k€ 3,896)			
-of which with a remaining term of more than one year € 10,529,000.00 (previous year: k€ 8,000)			
2. Advance payments received on orders		1.021.815,64	1.225
-of which with a remaining term of up to one year € 1,021,815.64 (previous year k€ 1,225)			
3. Trade payables		4.792.425,26	5.527
-of which with a remaining term of up to one year € 4,792,425.26 (previous year: k€ 5,527)			
4. Liabilities due to affiliated companies		13.169.682,74	17.478
-of which with a remaining term of up to one year € 6,552,332.86 (previous year: k€ 11,152)			
-of which with a remaining term of more than one year € 6,617,349.88 (previous year: k€ 6,326)			
Other liabilities		886.250,37	1.135
-of which with a remaining term of up to one year 886,250.37 (previous year k€ 1,135)			
-of which taxes € 397,300.20 (previous year: k€ 618)			
-thereof for social security € 0.00 (previous year: k€ 0)			
		34.079.476,37	37.261
D. Prepaid expenses		164.882,27	713
E. Deferred tax liabilities		1.747.669,35	1.113
		77.324.890,23	72.328

The company is the borrower and guarantor in the loan agreement concluded on April 16, 2018 between the vwd Group GmbH, Frankfurt am Main, vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, and Skandinaviska Enskilda Banken AB Frankfurt Branch (SEB). In this context, vwd Group GmbH has assigned to the security trustee Skandinaviska Enskilda Banken AB Frankfurt Branch (SEB) all assets reported on the balance sheet as security. The loan volume as at 31 December 2018 amounts to € 45 million, of which € 24.5 million is attributable to the parent company vwd Group GmbH and € 20.5 million to the company itself. As of December 31, 2018, the utilization of the loan by the parent company amounted to € 24.5 million.

Frankfurt am Main, 30 April 2019

Shiva Ramabadran (CEO)	Udo Kersting (CRO)
Björn Döhrer (CPO)	Christian Mieth (CFO)

vwd Vereingte Wirtschaftsdienste GmbH
Frankfurt am Main

Income Statement for the period from 1 January until 31 December 2018

		2018 €	2017 k€
1.	Revenues	49.465.634,57	45.974
2.	Increase of stock unfinished services (previous year: decrease)	0,00	81
3.	Other own work capitalized	2.309.747,51	1.480
4.	Other operating income	6.933.757,02	5.451
	-thereof currency translation € 173,811.79 (previous year: k€ 174)		
5.	Material expenses		
	Expenses for purchased services	23.728.563,74	24.585
6.	Personnel expenses		
	a) Wages and salaries	16.253.146,90	15.556
	b) Social charges	3.320.525,82	2.467
	-thereof for pensions € 421,256.35 (previous year: k€ 50)	19.573.672,72	18.023
7.	Amortization of intangible assets and property, plant and equipment	1.920.877,90	2.199
8.	Other operating expenses	10.322.617,45	6.946
	-thereof currency translation € 109,928.75 (previous year: € 53)		
9.	Income from investments	376.970,50	1.715
	-thereof from affiliated companies € 376,970.50 (previous year: k€ 1,715)		
10.	Income from profit transfer agreement	5.450.986,54	3.880
11.	Income from loans from financial assets	402.608,89	307
	-thereof from affiliated companies € 402,608.89 (previous year: k€ 307)		
12.	Other interest and similar income	11.234,42	21
13.	Depreciation on financial assets	0,00	3.964
14.	Writeup to financial assets	0,00	2.906
15.	Other interest and similar expenses	1.293.447,35	1.222
	-thereof from compounding € 136,949.00 (previous year: k€ 144)		
	-thereof from affiliated companies € 522,983.85 (previous year: k€ 532)		
16.	Taxes on income and earnings	587.614,81	218
17.	**Result after taxes**	7.524.145,48	4.494
18.	Income from other taxes	7.516,34	4
	Profit for the year	7.531.661,82	4.498

Independent auditor's report

For vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main

Audit opinion

We have audited the annual financial statement of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main – consisting of the balance sheet as at 31st December 2018 and the profit and loss statement for the financial year from 1st January 2018 to 31st December 2018.

In our opinion, based on the findings of our audit, the accompanying annual financial statement in all material respects complies with the German commercial regulations applicable to all traders.

Pursuant to §322 para. 3 sentence 1 HGB (German Commercial Code) we declare that our audit has not led to any objections to the compliance of the annual financial statements.

Basis for the audit opinion

We have conducted our audit of the annual financial statement in accordance with § 317 HGB and generally accepted German standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Our responsibilities under these rules and policies are further described in the section entitled "Auditors' responsibility for auditing financial statements" in our auditor's report. We are independent of the company in compliance with the German regulations on commercial and professional law and have fulfilled our other duties under German professional law in accordance with these requirements. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide the basis for our auditor's certification notice concerning the annual financial statements.

The legal representatives' responsibility for the annual financial statement

The legal representatives are responsible for the preparation of the annual financial statement, which complies in all material respects with the regulations under German commercial law applicable to traders. Furthermore, the legal representatives are responsible for the internal controls that they have determined to be necessary, in accordance with generally accepted accounting principles in Germany, in order to be able to prepare an annual financial statement that is free from material misstatements, whether intentional or unintentional.

In preparing the annual financial statement, the legal representatives are responsible for assessing the Company's ability to continue as a going concern. They are also responsible for disclosing matters relating to the Company's ability to continue as a going concern, where relevant. In addition, they are responsible for accounting for the company's ability to continue as a going concern on the basis of the accounting policy, insofar as this does not conflict with actual or legal circumstances.

Auditor's responsibility for auditing the annual financial statement

Our objective is to obtain reasonable assurance that the annual financial statement as a whole is free from material misstatements, whether intentional or unintentional, and to issue an auditor's report that includes our audit opinion on the annual financial statement.

Reasonable assurance means a high degree of assurance, but there is no guarantee that an audit conducted in accordance with § 317 HGB and in compliance with the generally accepted principles for the audit of financial statements in Germany, promulgated by the Institut der Wirtschaftsprüfer (IDW), will always reveal a material misstatement. Misrepresentations may result from breaches or inaccuracies, and are considered material if they could reasonably be expected to influence, individually or collectively, the economic decisions of addressees made on the basis of these financial statements.

During the audit, we exercise due discretion and maintain a critical attitude. Furthermore,

- we identify and assess the risks of material misstatements in the financial statements – whether intentional or unintentional – plan and perform audit procedures in response to such risks, and obtain audit evidence that is sufficient and appropriate to serve as the basis on which we form of our audit opinion. The risk that material misstatements due to violations will not be identified is greater than that for misstatements resulting from errors, since violations may include fraudulent co-operation, counterfeiting, deliberate omissions, misleading representations or the bypassing of internal controls.
- we acquire an understanding of the internal control system relevant to the audit of the annual financial statement in order to design audit procedures that are appropriate in the given circumstances, but not with the aim of expressing an audit opinion on the effectiveness of the Company's system.
- we assess the appropriateness of the accounting methods used by the legal representatives and evaluate whether the estimated values and related disclosures presented by the legal representatives are justifiable.
- we draw conclusions regarding the appropriateness of the accounting policy used by the legal representatives with respect to the Company's ability to continue as a going concern, and also, on the basis of the audit evidence obtained, as to whether there is material uncertainty surrounding events or circumstances that indicate significant doubts as to the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statement or, if such disclosures are inappropriate, to modify our audit opinion. We draw our

conclusions on the basis of the audit evidence obtained up until the date of our auditor's opinion. Future events or circumstances may, however, result in the Company no longer being able to continue as a going concern.

Among other things, we discuss with the supervisors the planned scope and scheduling of the audit, as well as significant audit findings, including any deficiencies in the internal control system that we identify during our audit."

Frankfurt am Main, 30th April 2019

Deloitte GmbH
Auditing company

(Gerd Kreuzburg)
Auditor

(Johannes Kaiser)
Auditor

Note: This PDF file is only a <u>non-binding copy for inspection</u>. Only the report created in paper form shall be decisive.

Deloitte

Deloitte GmbH
Auditing company

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main

Annual financial statement for the financial year from

1st January to 31st December 2018

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main
District Court Frankfurt am Main, CRN 100445
Balance Sheet as at 31 December 2018

ASSETS

	12/31/2018 €	12/31/2017 k€
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1. Tenant fixtures	1.260,00	7
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		250.185,30	250
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		11.837.429,80	11.276
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1. Liabilities due to banks		14.209.302,36	11.896
-of which with a remaining term of up to one year € 3,680,302.36 (previous year k€ 3,896)			
-of which with a remaining term of more than one year € 10,529,000.00 (previous year: k€ 8,000)			
2. Advance payments received on orders		1.021.815,64	1.225
-of which with a remaining term of up to one year € 1,021,815.64 (previous year k€ 1,225)			
3. Trade payables		4.792.425,26	5.527
-of which with a remaining term of up to one year € 4,792,425.26 (previous year: k€ 5,527)			
4. Liabilities due to affiliated companies		13.169.682,74	17.478
-of which with a remaining term of up to one year € 6,552,332.86 (previous year: k€ 11,152)			
-of which with a remaining term of more than one year € 6,617,349.88 (previous year: k€ 6,326)			
Other liabilities		886.250,37	1.135
-of which with a remaining term of up to one year 886,250.37 (previous year k € 1,135)			
-of which taxes € 397,300.20 (previous year: k€ 618)			
-thereof for social security € 0.00 (previous year: k€ 0)			
		34.079.476,37	37.261
D. Prepaid expenses		164.882,27	713
E. Deferred tax liabilities		1.747.669,35	1.113
		77.324.890,23	72.328

vwd Vereingte Wirtschaftsdienste GmbH
Frankfurt am Main

Income Statement for the period from 1 January until 31 December 2018

		2018 €	2017 k€
1.	Revenues	49.465.634,57	45.974
2.	Increase of stock unfinished services (previous year: decrease)	0,00	81
3.	Other own work capitalized	2.309.747,51	1.480
4.	Other operating income	6.933.757,02	5.451
	-thereof currency translation € 173,811.79 (previous year: k€ 174)		
5.	Material expenses		
	Expenses for purchased services	23.728.563,74	24.585
6.	Personnel expenses		
	a) Wages and salaries	16.253.146,90	15.556
	b) Social charges	3.320.525,82	2.467
	-thereof for pensions € 421,256.35 (previous year: k€ 50)	19.573.672,72	18.023
7.	Amortization of intangible assets and property, plant and equipment	1.920.877,90	2.199
8.	Other operating expenses	10.322.617,45	6.946
	-thereof currency translation € 109,928.75 (previous year: € 53)		
9.	Income from investments	376.970,50	1.715
	-thereof from affiliated companies € 376,970.50 (previous year: k€ 1,715)		
10.	Income from profit transfer agreement	5.450.986,54	3.880
11.	Income from loans from financial assets	402.608,89	307
	-thereof from affiliated companies € 402,608.89 (previous year: k€ 307)		
12.	Other interest and similar income	11.234,42	21
13.	Depreciation on financial assets	0,00	3.964
14.	Writeup to financial assets	0,00	2.906
15.	Other interest and similar expenses	1.293.447,35	1.222
	-thereof from compounding € 136,949.00 (previous year: k€ 144)		
	-thereof from affiliated companies € 522,983.85 (previous year: k€ 532)		
16.	Taxes on income and earnings	587.614,81	218
17.	**Result after taxes**	7.524.145,48	4.494
18.	Income from other taxes	7.516,34	4
	Profit for the year	7.531.661,82	4.498

Annex 1.2

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main

NOTES TO THE ANNUAL FINANCIAL STATEMENTS 2018

I. General information

The annual financial statements of vwd Vereinigte Wirtschaftsdienste GmbH ("vwd" or "vwd GmbH"), Frankfurt am Main, as at 31 December 2018, were prepared in accordance with the German Commercial Code (HGB) and the supplementary provisions of the GmbH Act (GmbHG).

The company is a large corporation according to § 267 para. 3 sentence 2 HGB.

As in the previous year, the statement of income is presented in the year under review in accordance with the total cost method pursuant to § 275 para. 2 HGB.

vwd Vereinigte Wirtschaftsdienste GmbH, headquartered in Frankfurt am Main, is registered with the District Court of Frankfurt am Main under registration number HRB 100445 in the commercial register.

II. Explanatory notes and information on accounting and valuation methods

The annual financial statements of vwd GmbH as at 31 December 2018 were prepared in accordance with the following accounting and valuation methods.

1. Fixed assets

Intangible assets and property, plant and equipment are valued at acquisition cost, less scheduled, straight-line depreciation. The depreciation plan provides for straight-line depreciation on the basis of the economic useful life of the asset. In the event of a probable permanent reduction in value, unscheduled depreciations were made in order to carry the assets at the lower value attributable to them on the balance sheet date pursuant to § 253 para. 3 sentence 3 HGB.

Overview of useful lives:

System software	2–5 years
Other software	2 years
Technical facilities	3 years
Tenant fixtures	5 years

Since 2008, independently usable movable fixed assets with acquisition or manufacturing costs between € 250 and € 1000 have been combined annually in a collective item that is depreciated over five years.

All low-value assets up to a net value of € 250 have been recognised directly in the income statement. Access to the asset analysis was waived.

Internally generated intangible fixed assets are to be included at least in the production costs in accordance with § 255 para. 2 sentences 1 and 2 and para. 2 a of the German Commercial Code (HGB) and are subject to scheduled straight-line depreciation over their expected useful life or, if a permanent impairment in value is anticipated, are subject to unscheduled depreciation. The research costs are recognised directly in expenditure.

The goodwill resulting from the merger of the former vwd GmbH, amounting to € 16,705,200.34 as of 1 January 2004, is amortised over the estimated useful life of 30 years due to the long-term use of the acquired technical processes since we assume this long-term utilisation of the goodwill. In addition, the expected customer retention period for this technology also corresponds to this period.

In 2009, the Technology sub-division of vwd NetSolutions GmbH, with a goodwill of € 3,427,613.85, was transferred to vwd GmbH. The Technology sub-division is characterised in particular by the IT platform for web portals it operates, which serves as the basic technology for future platform expansions, as an entry point. Innovations and the use of the latest technologies make the Technology sub-division particularly valuable and important for vwd GmbH, as it bundles the expertise in the online marketing of Internet portals as well as knowledge of micro payments in one long-lasting architecture. Due to the recoverability of the Technology sub-division and its full integration into vwd GmbH, this useful life is assumed to be 25 years.

In the financial year, as in the previous year, there are no unscheduled goodwill write-offs. The carrying amount of the respective goodwill is reviewed on the basis of a five-year plan.

The shares in affiliated companies shown in the financial assets are shown at cost or, pursuant to § 253 para. 3 sentence 4 HGB, at fair value, whichever is lower. Write-ups are recognised if the reasons for a previously made write-off no longer exist in the long run.

Loans to affiliated companies are valued at acquisition cost. Claims against life insurance companies which serve to hedge the pension benefits granted to employees and are not offset against them are recognised at amortised cost, which corresponds to the tax asset value.

Reinsurance claims that serve to hedge pension obligations or comparable long-term obligations and meet the requirements of § 246 para. 2 sentence 2 HGB for netting with the corresponding obligations are valued at amortised costs as at the balance sheet date and netted.

2. Current assets

Work in progress is capitalised at production costs in accordance with § 255 HGB. The costs of production include the individual costs, reasonable parts of the material costs, the production costs and the consumption of the value of the fixed assets, if this is caused by production. Capitalisation is with the minimum production costs defined in accordance with § 255 HGB as well as additional reasonable portions of the costs of general administration.

Trade receivables, receivables from affiliated companies and other assets are recognised at acquisition cost or lower fair value. There are sufficient valuation allowances for doubtful receivables and general value adjustments to cover the general credit risk.

Cash in hand and bank balances are carried at nominal value.

3. Prepaid expenses

Prepaid expenses include expenses that represent expenses for a certain period after the balance sheet date.

4. Deferred taxes

Deferred taxes are calculated for temporary differences between the commercial and tax valuations of assets and liabilities (temporary concept). The tax rate used for the valuation is 31.75 percent and includes the expected corporation tax, trade tax and solidarity surcharge at the time of reversal of the different valuations.

On the basis of the domination and profit and loss transfer agreement ("DPLTA") concluded with vwd Group GmbH in 2015, vwd GmbH, as the subsidiary company, forms an entity for income tax with vwd Group GmbH, as the parent company. Against the background of the existence of a tax allocation agreement, vwd GmbH exercised its option under DRS (German Accounting Standard) 18.35 and formed deferred taxes in the 2018 reporting year at the vwd GmbH level.

5. Provisions and liabilities

Provisions for pensions are calculated in accordance with recognised actuarial principles using the projected unit credit method.

For the valuation of the pension obligations, the following calculation bases or assumptions were used:

- Guideline tables 2018 G by Klaus Heubeck
- Actuarial interest: 3.25% p.a.
- Pension expectancy dynamics: 2.00% p.a.
- Pension dynamics: 1.50% p.a.
- Turnover: 2.50% p.a.

The underlying interest rate of 3.25 percent (previous year: 3.71 percent) is the average market interest rate of the past ten financial years calculated and published by the Deutsche Bundesbank for an assumed remaining term of 15 years.

For the valuation of partial retirement provisions, the calculation was based on the average market interest rate of the past seven financial years for an assumed remaining term of 15 years of 2.36 percent (previous year: 2.84 percent) as determined by the Deutsche Bundesbank, since the changes by the Act on the implementation of the Residential Property Directive for determining the partial retirement provision may not be applied.

Provisions are recognised in the amount of the settlement amount required by reasonable commercial judgment. For provisions with a remaining term of more than one year, future price and cost increases are taken into account and discounted to the balance sheet date. The discount rates used are the average market interest rates for the past seven financial years corresponding to the residual terms of the provisions, as calculated and published monthly by the Deutsche Bundesbank in accordance with the Provisions Order.

In the case of liabilities, these are generally recognised at the settlement amount.

6. Deferred income and accrued expenses

The deferred income and accrued expenses includes income that represents revenue for a certain period after the balance sheet date.

7. Foreign currency conversion

Foreign currency receivables and payables are converted at the spot exchange rate on the balance sheet date, provided that their remaining term does not exceed one year. Receivables in foreign currencies with a remaining term of more than one year are measured at the exchange rate on the transaction date or at the exchange rate on the balance sheet date, whichever is higher. Foreign currency liabilities with a remaining term of more than one year are measured at the exchange rate on the transaction date or at the exchange rate on the balance sheet date, whichever is lower.

II. Notes on the balance sheet

1. Fixed assets

The development of the individual items of fixed assets can be found in the fixed assets analysis. The assets analysis is attached to the notes to the annual financial statements.

Development costs of € 2,310 thousand (previous year: € 1,480 thousand) were incurred in the 2018 financial year, which were capitalised in full as internally generated intangible assets by exercising the option under § 248 para. 2 HGB. Research costs were incurred.

Of the loans to affiliated companies shown in the balance sheet, 10,000 thousand euros (previous year: 9,315 thousand euros) were attributable to the sole shareholder vwd Group GmbH.

2. Current assets

As in the previous year, there is no stock of unfinished services.

As in the previous year, trade receivables are due within one year and amount to € 2,051 thousand (previous year € 1,793 thousand).

The receivables from affiliated companies relate to trade receivables in the amount of € 3,332 thousand (previous year: € 3,387 thousand) and other receivables in the amount of € 2,506 thousand (previous year: € 978 thousand), of which. € 2,506 thousand (previous year: € 744 thousand) are from the sole shareholder, vwd Group GmbH.

All receivables from affiliated companies have a term of up to one year.

As in the previous year, other assets have a remaining term of up to one year, with the exception of deposits of € 37 thousand (previous year: € 34 thousand) with a remaining term of more than one year.

3. Prepaid expenses

As in the previous year, prepaid expenses mainly include prepayments for maintenance and licence expenses for future financial years.

4. Deferred tax assets

The disclosure option under § 274 para. 1 HGB was exercised and the resulting tax charges and relief were not offset against each other. Deferred tax assets were established for the following types of assets and liabilities for which there were timing differences between the commercial and tax balance sheets. These have developed as follows:

		Modification		Measurement basis
	01.01.2018		31.12.2018	31.12.2018
	€	€	€	€
Pension provisions	193,568.96	37,320.22	230,889.18	727,210.00
Partial retirement provisions	23,231.48	15,281.28	38,512.76	121,300.00
Anniversary provisions	4,164.97	22,196.74	26,361.71	83,029.00
Severance payments	34,962.73	-34,962.73	0.00	0.00
Provision for contingent losses	233,020.01	4,906.85	237,926.86	749,375.95
Other loans	76,653.71	1,899.60	78,553.31	247,412.00
	565,601.86	46,641.96	612,243.82	

As in the previous year, vwd GmbH did not recognise any deferred tax assets on loss carryforwards in financial year 2018 because all loss carryforwards of vwd GmbH were frozen for the duration of the DPLTA due to the control and profit and loss transfer agreement concluded in 2015. As at 31 December 2018, vwd GmbH had corporate tax loss carryforwards amounting to € 5,325 thousand (previous year: € 5,325 thousand) as well as trade tax loss carryforwards amounting to € 4,276 thousand (previous year: € 4,276 thousand).

5. Subscribed capital

The subscribed capital as at 31 December 2018 amounts to € 25,753,577.00 (previous year: € 25,753,577.00). It is divided into 25,754,577 shares (until conversion from a PLC to an LLC: 25,754,577 shares) with a theoretical value of € 1.00 each.

As in previous years, the company holds a total of 1,000 shares of its own. These represent a share of € 1,000.00 (0.001 percent) of the share capital of the company and are deducted from the subscribed capital. The shares result from a share buyback programme that expired in the 2006 financial year. They were acquired in the 2000 to 2003 financial years to service a previous stock option programme.

7. Capital reserve

The capital reserve according to § 272 para. 2 no. 1 HGB amounts to € 12,604,335.13 (previous year: € 12,604,335.13).

8. Retained earnings

8.1 Other retained earnings

The retained earnings remain unchanged at € 250,185.30.

9. Loss carried forward

The loss carried forward decreased in the financial year by the net income of € 7,532 thousand.

10. Pension provisions

Provisions for pensions relate to pension entitlements in the amount of € 3,568 thousand euros (previous year: € 3,519 thousand), of which € 1,672 thousand (previous year € 1,778 thousand) relate to vested claims of former employees and € 480 thousand (previous year: € 470 thousand), to current pension obligations.

Vwd GmbH has obligations that are compensated by assets to be balanced (reinsurance policies) and obligations that are secured by non-nettable reinsurance policies.

There is a pension commitment for one employee whose amount is determined solely by the fair value of the reinsurance claim, which is not accessible by other creditors and is valued pursuant to §. 253 para. 1 sentence 3 HGB. Since it concerns plan assets pursuant to § 246 para. 2 sentence 2 half sentence 1 HGB, the fair value as at 31 December 2018 is netted in the amount of € 89 thousand (previous year: € 87 thousand) against the corresponding settlement amount of € 89 thousand (previous year: € 87 thousand).

The expenses and income recognised in the financial result are as follows:

- Expenses: 3 thousand euros (previous year € 3 thousand)
- Income: 3 thousand euros (previous year € 3 thousand)

As part of the merger with former Market Maker Software AG as at 1 January 2011, vwd GmbH assumed an old-age pension plan, the amount of which is determined exclusively by the fair value of the associated reinsurance policy, and which is beyond the reach of other creditors. The reinsurance claim is valued in accordance with § 253 para. 1 sentence 3 HGB. As at 31 December 2018, the fair value of the insurance amounted to € 158 thousand (previous year: € 155 thousand). Due to the balancing requirement of § 246 para.2 S.2 HGB, the claim from the reinsurance policy is offset against the congruent pension obligation. The expenses and income charged to the income statement are as follows:

- Expenses 3 thousand euros (previous year € 2 thousand)
- Income 3 thousand euros (previous year € 2 thousand)

The second case group does not fall under § 253 para. 1 sentence 3 HGB and is not accounted for as a valuation unit pursuant to § 254 HGB. The capitalised claims are recognised at amortised cost according to § 253 para. 1 sentence 1 HGB, amounting to € 596 thousand (previous year: € 563 thousand), and the obligation, at its settlement amount of € 658 thousand (previous year: € 594 thousand) as at 31 December 2018. There is a shortfall of € 62 thousand in the financial year (previous year: shortfall of € 6 thousand).

	31.12.2018	31.12.2017
	€	€
Gross pension provision	3,815,422	3,760,112
Balancing of plan assets	-247,412	-241,429
Provision as at the balance sheet date	**3,568,010**	**3,518,683**

The netted fair value of € 247 thousand corresponds to the amortised acquisition costs of the plan assets.

11. Other provisions

The other provisions are composed as follows:

	31.12.2018	31.12.2017
	€	€
Outstanding invoices	5,060,691.62	4,712,635.42
Other personnel provisions	987,899.98	1, 046,530.56
Royalties, commissions	999,972.25	1,005,073.00
Provision for contingent losses	749,375.95	733,921.32
Consulting costs and costs for the annual financial statement	192,030.00	137,000.00
Remuneration for the Advisory Board	25,000.00	24,000.00
Miscellaneous	254,450.00	96,450.00
TOTAL	**8,269,419.80**	**7,757,640.30**

Other personnel provisions mainly include provisions for severance payments of € 170 thousand (previous year: € 351 thousand), holiday provisions of € 430 thousand (previous year: € 423 thousand), partial retirement provisions of € 157 thousand (previous year: € 128 thousand) and anniversary provisions of € 122 thousand (previous year: € 40 thousand).

Securities held as current assets were pledged as collateral for valuable assets acquired by the trustors as part of their participation in the block model of partial retirement, including the employer's share of the social security benefits payable, and were thus made inaccessible to all other creditors. The liabilities are offset against the corresponding assets and the corresponding expenses and income. The fair value of the securities was determined using the market value of the fund units as at the balance sheet date. The amortized cost of the offset earmarked exclusive assets amounts amount to € 283 thousand, the fair value of the assets amounts to 283 thousand, and the settlement amount of the liabilities amounts to € 440 thousand. This results in a negative consolidation difference resulting from asset offsetting of € 157 thousand.

The interest expense from the partial retirement obligations amounts to € 10 thousand. The interest income from the securities amounts to € 0. This results in an interest expense of € 10 thousand after offsetting in the income statement. In addition, the regular addition to the partial retirement provisions is accounted as a personnel expense.

12. Liabilities

The liabilities of the company are as follows (previous year's figures in brackets):

	31.12.2018 €	Up to 1 year €	More than 1 year €
Liabilities towards credit institutions	14,209,302.36 (11,896,250.85)	3,680,302.36 (3,896,250.85)	10,529,000.00 (8,000,000.00)
Advance payments received in respect of orders	1,021,815.64 (1,225,413.33)	1,021,815.64 (1,225,413.33)	0.00 0.00
Trade liabilities	4,792,425.26 (5,527,156.30)	4,792,425.26 (5,527,156.30)	0.00 0.00
Liabilities towards affiliated companies	13,169,682.74 (17,477,595.70)	6,552,332.86 (11,152,433.96)	6,617,349.88 (6,325,161.74)
Other liabilities	886,250.37 (1,134,684.51)	886,250.37 (1,134,684.51)	0.00 0.00
of which from taxes	397,300.20 (617,861.56)	397,300.20 (617,861.56)	0.00 0.00
TOTAL	34,079,476.37 (37,261,100.69)	17,925,314.63 (22,935,938.95)	16,154,161.74 (14,325,161.74)

Liabilities towards affiliated companies include trade payables of € 3.5 million (previous year: € 4.7 million) and loan liabilities towards subsidiaries of € 2.5 million (previous year: € 4.0 million) and cash pool liabilities towards subsidiaries amounting to € 0.1 million. Loan liabilities totalling € 5.6 million (previous year: € 5.5 million) and interest payable of € 1 million (previous year: € 0.8 million) exist towards the sole shareholder vwd Group GmbH.

vwd GmbH has provided collateral to the house bank for existing liabilities towards credit institutions amounting to € 14,209 thousand as at 31 December 2018. The Company has assigned as security to the security trustee Skandinaviska Enskilda Banken AB Frankfurt Branch (SEB) all assets shown in the balance sheet.

As a result of the sale of the parent company of vwd GmbH, vwd Group GmbH, to Infront ASA on 17 July 2019, the liabilities due to the house bank as at the balance sheet date amounting to € 10,718 thousand were paid by Infront ASA. All assignments as security have expired with the repayment of the loan liability.

14. Deferred income

In the main invoices for annual subscriptions are deferred which have reference periods that are different from the calendar year.

15. Deferred tax liabilities

At the time of the merger of the former Market Maker investment into vwd GmbH in the 2011 financial year, deferred tax liabilities were recognised on intangible assets and the Lenz and Partner investment, as these were measured using the fair value method. As at 31 December 2018, deferred tax liabilities amounted to € 15 thousand. The tax rate used to calculate the deferred tax liabilities on customer base and software and for the valuation of the Lenz and Partner investment is 31.75 percent.

		Modification		Measurement basis
	01.01.2018		31.12.2018	31.12.2018
	€	€	€	€
Participation Market Maker Merger	22,313.09	-7,437.70	14,875.39	46,851.62
Self-generated intangible assets	1,091,099.48	641,694.48	1,732,793.96	5,457,618.77
	1,113,412.57	634,256.78	1,747,669.35	

IV. Notes on the income statement

1. Sales revenue

	2018	2017
	€	€
At home	41,354,469	37,681,878
Abroad	8,111,166	8,292,020
	49,465,635	45,973,898

The suites "Regulatory solutions", "Publications and distribution solutions", "Portfolio and advisory solutions", "Data feed and display solutions", "Others" and “Local products (migration)” are distributed as follows:

	2018	2017
	€	€
Regulatory solutions	2,585,249	656,990
Portfolio and advisory solutions	9,888,455	7,856,396
Data feed and display solutions	21,192,749	20,795,225
Publication and distribution solutions	13,373,132	14,709,267
Other solutions	740,836	854,093
Local products (migration)	74,142	142,589
	47,854,563	**45,014,560**

The revenues of € 1,611 thousand (previous year: € 959 thousand) from rental income and intra-group charges were not distributed to the suites.

2. Other operating income

Other operating income includes, in particular, income from the reversal of provisions of € 485 thousand (previous year: € 227 thousand) and recharging of costs and intra-group charges totalling € 4,755 thousand (previous year: € 4,907 thousand) to the subsidiaries.

3. Depreciation

Depreciation on intangible assets and property, plant and equipment

The depreciation relates to the depreciation of intangible assets and property, plant and equipment, which totalled € 1,921 thousand in 2018 (previous year: € 2,199 thousand). The depreciation of goodwill amounted to € 300 thousand (previous year: € 300 thousand). For details, please refer to the asset analysis.

4. Non-period income/expenses

The following items include income and expenses that are attributable to a previous financial year:

	2018 €	2017 €
Other operating income	582,023	251,091
Income from other taxes	7,516	3,951

The non-period income included in the other operating income of € 485 thousand (previous year: € 227 thousand) relates to income from the reversal of provisions.

5. Taxes on income and earnings

Expenses of € 588 thousand (previous year: expenses of € 218 thousand) are reported in the financial year 2018, of which, € 588 thousand (previous year: expenses of € 250 thousand) relate to the change in deferred tax assets and liabilities described above.

6. Restriction on distribution

Due to the capitalisation of internally generated intangible assets, there is in principle a restriction on distribution in accordance with § 268 para. 8 HGB in the amount of € 3,725 thousand, after taking into account deferred tax liabilities. As deferred tax assets exceed the remaining deferred tax liabilities, there is a restriction on distribution of € 597 thousand for deferred tax assets. The total amount of the amounts pursuant to § 268 (8) HGB amounts to € 4,322 thousand.

The difference according to § 253 para. 6 HGB on the settlement amount, which was calculated on the basis of the 7-year average market interest rate, amounts to € 329 thousand (previous year: € 305 thousand) and is subject to a restriction on distribution but not to a restriction on profit transfer pursuant to § 301 of the Stock Corporation Act (AktG).

V. Other information

1. Contingent liabilities and other financial obligations

The Company is the borrower and guarantor under the loan agreement concluded on April 16, 2018 between vwd Group GmbH, Frankfurt am Main, and vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, and Skandinaviska Enskilda Banken AB Frankfurt Branch (SEB) as the lender. In this connection, vwd Group GmbH has assigned all assets shown in the balance sheet as collateral to the security trustee Skandinaviska Enskilda Banken AB Frankfurt Branch (SEB). The credit volume amounted to € 39 million as of December 31, 2018.

Due to the sale of the parent company of vwd GmbH, vwd Group GmbH, to Infront ASA on 17 July 2019, the loan agreements concluded with SEB by Infront ASA have been repaid, and the existing liabilities as at the balance sheet date have been replaced by a new shareholder loan from Infront ASA. The existing security assignments for the SEB loan agreements have therefore also expired. The risk of claiming from this contingent liability no longer exists when the loan is repaid.

vwd GmbH has concluded leasing contracts for copiers, cars and hardware. Rent extension or purchase options do not exist here. The conclusion of leases serves to reduce the capital tie-up; however, interest expenses included in the lease payments were accepted. Risks from one-off payments were assessed as minor at the time the contract was concluded. The lease term and the total amounting to € 563 thousand are shown in the table below.

Rental and leasing contracts contain the following financial obligations:

	Up to 1 year €	From 1 year to 5 years €	More than 5 years €	Total €
Building rent	1,169,793	4,233,439	2,850,430	8,253,662
Operating leasing	246,636	274,060		520,696

The total amount from rental and leasing obligations relates to contracts concluded for the operations of vwd GmbH in Frankfurt as well as of the individual branches due to economic considerations.

The advantage of rental and leasing contracts compared to purchase lies in the protection of liquidity while at the same time possibilities of use remain nevertheless unchanged during the contract term. The risk lies in the possibility of use being limited to the duration of the contract.

2. Derivative financial instruments

In 2018, vwd GmbH and the sole shareholder, vwd Group GmbH, concluded hedging transactions in the form of CAP agreements for a variable interest-bearing total loan of a nominal € 35,000 thousand with a term of three years ending on 27 July 2021. The premiums of € 54.8 thousand were fully paid in 2018. The share taken over by vwd GmbH amounts to € 16.4 thousand, with a purchase price of € 5,250 thousand. The settlement amounts are due biannually. At the end of the year, a new CAP assessment was carried out.

The company has exercised the option of forming valuation units pursuant to § 254 HGB. The valuation unit is a micro-hedge for hedging cash flow hedge risks. The Company uses the freezing method.

The fair value of the hedging instrument is determined using the cash value method. The effectiveness of the hedging relationship is regularly reviewed, prospectively and retrospectively using the critical terms match method. The hedging relationship is 100 percent effective. The fair value of the hedging instrument as at 31 December 2018 is € 11.7 thousand, of which, the share held by vwd GmbH is € 3.5 thousand.

The previous swap agreement to hedge the interest rate risk of the previous bank loans expired on 16 April 2018 as part of the refinancing by taking out the loans with SEB.

3. Bodies

Advisory Board

Dr Thorsten Dippel, (Chairman), until 31 July 2019
Dipl.-Kaufmann (master of business administration), Managing Director, The Carlyle Group, London, United Kingdom

Prof. Dr Lutz Johanning, (Deputy Chairman), until 31 July 2019
Dipl.-Kaufmann (master of business administration), Professor of Empirical Capital Market Research, WHU Otto-Beisheim School of Management, Geisenheim

Michael Wand, until 31 July 2019
Dipl.-Kaufmann (master of business administration), Managing Director, The Carlyle Group, London, United Kingdom

By shareholders' resolution of 31 July 2018, the Advisory Board of the Company was abolished and the Articles of Association were amended accordingly. As part of the abolition of the Advisory Board at vwd GmbH level, an Advisory Board was established at the level of the parent company vwd Group GmbH.

Management

Shiva Ramabadran, CEO, (Chief Executive Officer)

Udo Kersting, CRO (Chief Revenue Officer)

Björn Döhrer, CPO (Chief Product Officer), since 31 July 2018

Christian Mieth, CFO (Chief Financial Officer), since 31 July 2018

4. Information according to § 285 no. 9 a) and b) HGB

The salaries of the members of the Management Board in their positions as Executive Directors amounted to 88 thousand euros (previous year: € 706 thousand) for the 2018 financial year. In addition, € 343.2 thousand (previous year: € 0 thousand) were calculated from management activities in personal union from vwd Group GmbH.

The salaries of the Advisory Board amounted to € 25 thousand euros (previous year: € 25 thousand euros) for the 2018 financial year.

In the year under review, pension benefits amounting to € 59 thousand (previous year: € 71 thousand) and severance payments amounting to 0 thousand (previous year: € 203 thousand) were paid to former executive directors and their dependants from predecessor companies of vwd GmbH. Pension provisions amounting to € 950 thousand (previous year: € 856 thousand) have been created for former executive directors. In addition, a former member of the Management Board of the predecessor company b.i.s. AG received a pension entitlement that is reinsured by plan assets. The fair value of the plan assets as at the balance sheet date is € 89 thousand, whereby this amount was offset against the pension obligation of the same amount.

5. Information pursuant to § 285 no. 11 HGB

The following list contains figures for the 2018 financial year:

Company:	vwd group Italia SrL
Registered office:	Pero/Milan
Proportion of capital held:	100%
Own capital:	€ 83,136.43
Share capital:	€ 10,000.00
Result for the financial year:	€ -410,030.53

Company:	Lenz + Partner GmbH
Registered office:	Dortmund
Proportion of capital held:	100%
Own capital:	€ 359,332.72
Share capital:	€ 100,000.00
Result for the financial year:	€ 0.00 after profit transfer in the amount of € 726,301.83

Company:	vwd TransactionSolutions AG
Registered office:	Frankfurt am Main
Proportion of capital held:	60%
Own capital:	€ 3,062,675.38
Share capital:	€ 511,291.88
Result for the financial year:	€ 349,859.09

Company:	vwd group Switzerland AG
Registered office:	Zurich, Switzerland
Proportion of capital held:	100%
Own capital:	€ 302,668.65 (rate at reporting date)
Share capital:	€ 88,740.00 (rate at reporting date)
Result for the financial year:	€ 49,813.18 (average rate)

Company:	vwd group Netherlands BV
Registered office:	Amsterdam, Netherlands
Proportion of capital held:	100%
Own capital:	€ 951,745.41
Share capital:	€ 2,537,000.00
Result for the financial year:	€ -360,086.16

Company:	vwd group Belgium NV
Registered office:	Antwerp, Belgium
Proportion of capital held:	vwd group Netherlands BV holds 100%
Own capital:	€ 977,879.25
Share capital:	€ 1,239,467.62
Result for the financial year:	€ 305,534.99

Company:	vwd PortfolioNet Service AG
Registered office:	Zurich, Switzerland
Proportion of capital held:	100%
Own capital:	€ 1,016,251.41 (rate at reporting date)
Share capital:	€ 798,383.89 (rate at reporting date)
Result for the financial year:	€ -239,380.60 (average price)

Company:	EDG AG
Registered office:	Frankfurt am Main
Proportion of capital held:	100%
Own capital:	€ 2,661,731.43
Share capital:	€ 50,000.00
Result for the financial year:	€ 0.00 after profit transfer in the amount of € 4,724,684.71

6. Breakdown of the number of employees by group

The following list shows the average number of employees by group (excluding mothers on maternity leave):

	2018	2017
Content	40	38
Sales & marketing	74	64
Technology	123	107
Administration/management	40	27
	277	**236**

7. Profit transfer

vwd GmbH closed the 2018 financial year 2018 with a net profit of € 7,531.7 thousand. The net profit for the year must be completely offset against the loss carried forward before tax. The loss carried forward (before offsetting) amounts to € 16,644.3 thousand.

8. Group relationship

The shares of the company are 100 percent owned by vwd Group GmbH, Frankfurt am Main. The financial statements of the company are included in the IFRS consolidated financial statements of the parent company. The vwd Group GmbH prepares the consolidated financial statements for the smallest group of companies. The consolidated financial statements are published in the electronic Federal Gazette. The consolidated financial statements of vwd Group GmbH are not included in the consolidated financial statements of CETP II Vienna S.a.r.l., Luxembourg, as majority shareholder of vwd Group GmbH, Munich, as this company does not prepare consolidated financial statements according to information provided. The ultimate parent company of the group of companies to which Vienna GmbH belongs is TCG Carlyle Global Partners L.L.C., U.S.A. TCG Carlyle Global Partners L.L.C. does not include the annual financial statements of the Company in its consolidated financial statements. The consolidated financial statements are published under CIK (Central Index Key) 0001527166 at the SEC (Securities and Exchange Commission) in New York, N.Y., USA.

9. Fees for auditors

The relief pursuant to § 285 no. 17 HGB is exercised. The disclosures on the auditors' fees are not included as they are included in the consolidated financial statements of vwd Group GmbH.

10. Events after the balance sheet date

vwd Luxembourg S.à.r.l. was founded after entry in the Commercial Register on 26 February 2019. The company is a wholly owned subsidiary of vwd GmbH and has its registered office in Luxembourg. The share capital amounts to € 12.0 thousand and is divided into 12,000 company shares with a calculated value of € 1.00 each. The company has been established for the purpose of collecting, procuring, processing and disseminating all business news, data and information (in particular, financial information, such as stock prices, fund prices, prices of derivative financial instruments, etc.) and extends the geographic boundaries of vwd GmbH.

On 11 April 2019, the shareholders of parent company vwd Group GmbH entered into a purchase agreement for 100 percent of the shares in vwd Group GmbH with Infront ASA, Oslo, Norway. Infront will take over the shares in vwd Group GmbH as a strategic investor. The acquisition of vwd Group GmbH took place on 17 July 2019. The purchase price amounts to an entity value of € 130 million. The company will therefore be included in the future consolidated financial statements of Infront ASA, Oslo, Norway.

As part of the takeover by Infront ASA, Oslo, the SEB corporate loan granted on April 16, 2018 to vwd GmbH and the sole shareholder vwd Group GmbH in the nominal amount of € 35,000.0 thousand with a term until April 30, 2025 was repaid by vwd Holding GmbH and converted into one shareholder loan per company. The portion of the loan attributable to vwd GmbH as of the date of takeover amounted to € 10,529 thousand as well as € 190 thousand of interest payable and other costs.

After the balance sheet date, the Company acted as guarantor for a €105 million bond issued by Infront ASA and pledged its bank balances, all receivables and the shares in its subsidiary EDG AG, thereby creating a new contingent liability. There is a risk of this contingent liability being utilized, as Infront ASA alone does not have sufficient debt coverage potential. We currently assume, however, that the contingent liability will not be utilized, as Infront ASA will be able to pay interest over the four-year term of the bond from the Group's current cash flow and, from today's perspective, it can be assumed that the bond will be refinanced after expiration.

Frankfurt, 18 October 2018

vwd Vereinigte Wirtschaftsdienste GmbH

Management

Shiva Ramabadran (Executive Director)	Udo Kersting (Executive Director)	Björn Döhrer (Executive Director)	Christian Mieth (Executive Director)

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main
HGB

Asset development 2018

	Acquisition costs				Depreciation				Book value	
	As at 01.01.2018	Addition	Disposal	As at 31.12.2018	As at 01.01.2018	Addition	Disposal	As at 31.12.2018	As at 31.12.2018	As at 31.12.2017
	€	€	€	€	€	€	€	€	€	€
I. Intangible assets										
1. Capitalized internal services	4,646,167.47	2,309,747.51	0.00	6,955,914.98	1,209,633.65	288,662.56	0.00	1,498,296.21	5,457,618.77	3,436,533.82
2. Purchased software and systems	17,022,666.66	85,941.62	0.00	17,108,608.28	15,857,686.82	554,182.62	0.00	16,411,869.44	696,738.84	1,164,979.84
3. Goodwill	23,158,381.10	0.00	0.00	23,158,381.10	18,363,120.96	299,703.76	0.00	18,662,824.72	4,495,556.38	4,795,260.14
4. Advanced payments	103,194.94	0.00	0.00	103,194.94	0.00	0.00	0.00	0.00	103,194.94	103,194.94
	44,930,410.17	2,395,689.13	0.00	47,326,099.30	35,430,441.43	1,142,548.94	0.00	36,572,990.37	10,753,108.93	9,499,968.74
II. Property, plant and equipment										
1. Tenant fixtures	147,600.90	0.00	0.00	147,600.90	140,658.28	5,682.62	0.00	146,340.90	1,260.00	6,942.62
2. Technical equipment and machinery	8,124,567.81	820,565.28	3,075.00	8,942,058.09	6,898,660.61	594,906.46	3,075.00	7,490,492.07	1,451,566.02	1,225,907.20
3. Other equipment, operating equipment and furnishings	2,891,132.19	56,650.47	842.90	2,946,939.76	2,467,963.51	177,739.88	842.90	2,644,860.49	302,079.27	423,168.68
	11,163,300.90	877,215.75	3,917.90	12,036,598.75	9,507,282.40	778,328.96	3,917.90	10,281,693.46	1,754,905.29	1,656,018.50
III. Financial assets										
1. Shares in affiliated companies	54,546,588.64	0.00	864,971.56	53,681,617.08	12,765,679.76	0.00	0.00	12,765,679.76	40,915,937.32	41,780,908.88
2. Loans due from affiliated companies	9,315,000.00	685,000.00	0.00	10,000,000.00	0.00	0.00	0.00	0.00	10,000,000.00	9,315,000.00
3. Other loans	562,564.70	0.00	0.00	562,564.70	0.00	0.00	0.00	0.00	562,564.70	562,564.70
	64,424,153.34	685,000.00	864,971.56	64,244,181.78	12,765,679.76	0.00	0.00	12,765,679.76	51,478,502.02	51,658,473.58
	120,517,864.41	3,957,904.88	868,889.46	123,606,879.83	57,703,403.59	1,920,877.90	3,917.90	59,620,363.59	63,986,516.24	62,814,460.82

Certificate after review by an auditor

To vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, Germany

We performed an audit review on the accompanying financial statement - comprising the balance sheet as at 31 December 2018, the income statement for the financial year from 1 January 2018 to 31 December 2018 and the notes to the financial statements, including the description of the accounting and valuation methods of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, for the financial year from 1 January 2018 to 31 December 2018. The preparation of the financial statements based on German commercial law applicable to corporations is the responsibility of the Company's management. Our task is to issue a report on the financial statements based on our review.

We conducted our review of the financial statements according the International Standards on Review Engagements (ISRE 2400). Those standards require that we planned and performed the audit review, so that we could preclude through critical evaluation with a certain level of assurance, that the financial statements with all essential issues have not been prepared in accordance with German commercial law applicable to limited companies or that they do not give a true and fair view of the net assets, financial position and results of operations in accordance with German principles of proper accounting.An audit review is limited primarily to inquiries of company personnel and analytical procedures and therefore does not provide the assurance attainable in a financial statement audit. Since, in accordance with our engagement, we have not performed an audit of the financial statements, we cannot express an audit opinion.

Based on our audit review, no facts have come to our attention that cause us to presume that the financial statements have not been prepared, in all material respects, based on the requirements of German commercial law applicable to corporations or that they do not give a true and fair view of the net assets, financial position and results of operations in accordance with German principles of proper accounting.

Our certificate of review is intended exclusively for vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, and may not be passed on to third parties without our approval and may not be used by third parties. Our responsibility is solely towards vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, and our liability is limited according to the engagement agreement dated 16/17 October 2019 and the "General Terms and Conditions of Engagement for Auditors and Auditing Companies" as amended on 1 January 2017.

Frankfurt, 18 October 2018

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

(Gerd Kreuzburg)
Auditor

(Johannes Kaiser)
Auditor

EDG AG
Frankfurt am Main

Annual Financial Statements
for the Business Year from
January 1 to December 31, 2018

EDG AG
Frankfurt am Main

Income Statement for the period from 1 January until 31 December 2018

		2018 €	2017 €
1.	Revenues	7 009 992,18	5 352 033,18
2.	Other operating income -thereof currency translation € 15,321.75 (previous year: € 1,360.26)	251 144,41	14 261,69
3.	Material expenses Expenses for purchased services	322 397,03	267 662,92
4.	Personnel expenses		
	a) Wages and salaries	1 550 734,03	1 456 602,07
	b) Social charges	221 034,35	197 754,82
		1 771 768,38	1 654 356,89
5.	Amortization of intangible assets and property, plant and equipment	27 652,72	26 416,53
6.	Other operating expenses -thereof currency translation € 13,993.03 (previous year: € 84.65)	516 681,38	314 599,94
7.	Other interest and similar income -thereof from affiliated companies € 102,047.63 (previous year: € 109,921.20)	102 047,63	109 921,20
8.	Taxes on income and earnings	0,00	1 340,92
9.	**Result after taxes**	4 724 684,71	3 211 838,87
10.	Profits transferred on the basis of a profit transfer agreement	4 724 684,71	3 211 838,87
11.	**Net income**	0,00	0,00
12.	Profit carried forward from previous year	2 540 198,25	2 540 198,25
13.	**Retained earnings**	**2 540 198,25**	**2 540 198,25**

EDG AG
Frankfurt am Main

Balance Sheet as at 31 December 2018

ASSETS

		12/31/2018	12/31/2017
		€	€
A. Fixed assets			
I.	Immaterielle Vermögensgegenstände		
	Purchased commercial property rights and similar rights	15 945,01	21 419,34
II.	Property, plant and equipment		
1.	Technical equipment and machinery	30 689,90	40 104,32
2.	Other equipment, operating equipment and furnishings	17 257,22	19 260,49
		47 947,12	59 364,81
		63 892,13	80 784,15
B. Current assets			
I.	Receivables and other assets		
1.	Trade receivables	1 123 581,06	731 467,58
	-of which with a remaining term of more than one year € 0.00 (previous year € 0.0)		
2.	Receivables from affiliated companies	1 288 907,52	2 203 391,41
	-of which with a remaining term of more than one year € 0.00 (previous year € 0.0)		
3.	Other assets	1 088,24	732,14
		2 413 576,82	2 935 591,13
II.	Cash and bank balances	647 458,09	223 040,72
		3 061 034,91	3 158 631,85
C. Prepaid expenses and deferred charges		2 736,10	167 599,39
		3 127 663,14	3 407 015,39

EQUITY AND LIABILITIES

		12/31/2018	12/31/2017
		€	€
A.	**Equity**		
I.	Share capital	50 000,00	50 000,00
II.	Capital reserve	66 533,18	66 533,18
III.	Retained earnings		
	Legal reserve	5 000,00	5 000,00
IV.	Profit carried forward	2 540 198,25	2 540 198,25
		2 661 731,43	2 661 731,43
B.	**Provisions**		
	Other provisions	156 345,69	513 861,71
		156 345,69	513 861,71
C.	**Liabilities**		
1.	Advance payments received on orders	27 000,00	27 270,89
	-of which with a remaining term of up to one year € 27,000.00 (previous year € 27,270.89)		
2.	Trade payables	15 250,49	8 347,85
	-of which with a remaining term of up to one year € 15,250.49 (previous year: € 8,347.85)		
3.	Liabilities due to affiliated companies	164 943,26	105 251,85
	-of which with a remaining term of up to one year € 164,943.26 (previous year: € 105,251.85)		
4.	Other liabilities	41 336,71	29 496,11
	-of which taxes € 41,336.71 (previous year: € 29,496.11)		
	-of which with a remaining term of up to one year 41,336.71 (previous year € 29,496.11)		
		248 530,46	170 366,70
D.	**Prepaid expenses**	61 055,56	61 055,55
		3 127 663,14	3 407 015,39

EDG AG,
Frankfurt am Main

Notes for the financial year 2018

I. General information

EDG AG, headquartered in Frankfurt am Main, is entered in the Commercial Register of the Local Court of Frankfurt am Main under registration number HRB 100126.

As of the balance sheet date, the company had the size characteristics of a small capital company within the meaning of Section 267 (1) of the German Commercial Code(HGB).

These financial statements have been prepared in accordance with Sections 242 et seq. and 264 et seq. of the German Commercial Code (HGB) and the relevant provisions of the German Stock Corporation Act (AktG). The regulations for large corporations have been applied to the balance sheet and income statement (Section 267 (3) HGB). In the notes to the financial statements, however, the relief provisions of Section 288 (1) HGB for small corporations were applied.

The income statement was prepared using the total cost method.

The annual financial statements as at 31.12.2018 contain a correction with regard to a foreign currency valuation as at 31.12.2017 as well as a change in the disclosure of personnel costs charged on, as a result of which a comparison with the previous year is only possible to a limited extent.

In the year under review, the Company made a correction in the current account with regard to the valuation of the bank account held in foreign currency. The incorrect foreign currency valuation of the bank account in Swiss francs as at 31 December 2017 resulted in other operating expenses of EUR 33,439.19. Bank balances were correspondingly reduced by this amount as at 31.12.2017. In the financial year, the erroneous foreign currency valuation was corrected by a corresponding reduction in the foreign currency translation expenses reported under other operating expenses.

In the year under review, income from the passing on of personnel expenses was broken down from personnel expenses to other operating income. The previous year's figures in the income statement in relation to personnel expenses and other operating income are not comparable in this respect. As of 31.12.2017, income from remeasurements of personnel costs amounting to EUR 58,333.33 was reported under personnel expenses or offset against this. The income of EUR 58,333.33 should have been reported under other operating income.

II. Notes and disclosures on accounting and valuation methods

The annual financial statements of the Company have been prepared in accordance with the accounting and valuation methods described below. Any deviations from the previous year's accounting and valuation methods are explained under the corresponding balance sheet items.

Intangible assets acquired against payment are carried at acquisition cost and, insofar as they are subject to wear and tear, are reduced by scheduled straight-line depreciation in accordance with their useful lives determined on the basis of the tax depreciation tables.

Property, plant and equipment is carried at acquisition or production cost and is depreciated on a straight-line basis over its useful life in accordance with the depreciation tables for tax purposes. Since 2008, independently usable movable fixed assets with acquisition or manufacturing costs between 150 euros and 1,000 euros have been combined annually in a collective item that is depreciated over five years. Where necessary, unscheduled write-downs were made in order to carry the assets at the lower value attributable to them on the balance sheet date in accordance with Section 253 (3) sentence 3 HGB.

Overview of useful lives:

System software	2–5 years
Other software	2 years
Technical facilities	3 years

Receivables and other assets are stated at acquisition cost. The general default and credit risk, in particular with regard to trade receivables, was taken into account by a general bad debt allowance of 1% on net trade receivables. There were no other individual value adjustments in the financial year.

Cash in hand and bank balances are carried at nominal value.

Other provisions are stated at the amount required to settle the obligation in accordance with prudent business judgement. They take into account all identifiable risks and contingent liabilities.

Liabilities are carried at the settlement amount.

Basis for the translation of foreign currency items into euros: Foreign currency receivables and payables are translated at the spot exchange rate on the balance sheet date, provided that their remaining term does not exceed one year. Receivables in foreign currencies with a remaining term of more than one year are measured at the exchange rate on the transaction date or at the higher exchange rate on the balance sheet date. Foreign currency liabilities with a remaining term of more than one year are measured at the exchange rate on the transaction date or at the lower exchange rate on the balance sheet date.

III. Notes to the balance sheet

1. Receivables from affiliated companies

Receivables from affiliated companies include trade receivables from vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main (€ 1,343 thousand; previous year: € 149 thousand). These trade receivables and cash pool receivables from vwd Vereinigte Wirtschafts- dienste GmbH, Frankfurt am Main (€ 4,669 thousand; previous year: € 1,919 thousand) were partially offset against the profit transfer claim of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main (€ 4,725 thousand).

2. Liabilities to affiliated companies

Liabilities to affiliated companies include sales tax liabilities (€ 164 thousand; previous year: € 105 thousand) due to the sales tax corporation with vwd Group GmbH, Frankfurt am Main as the controlling company.

3. Subscribed capital

The Company's share capital is divided into 50,000 registered shares with restricted transferability in the form of no-par value shares.

4. Net profit

The net income for the year before profit transfer for the 2018 financial year will be transferred to vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, on the basis of a profit transfer agreement. The balance sheet profit of € 2,540,198.25 results from the profit carried forward.

IV. Other Information

1. Conditions of liability

On April 16, 2018, the Company became a guarantor of the loan agreement between vwd Group GmbH, Frankfurt am Main, vwd Vereinigte Wirtschafts- dienste GmbH, Frankfurt am Main, as borrower and Skandinaviska Enski lda Banken AB (SEB) as lender. In this connection, EDG AG has assigned as security all assets shown in the balance sheet to the security trustee Skandinaviska Enskilda Banken AB (SEB). The loan volume amounts to a total of € 45 million and was utilised at 31.12.2018 at € 39 million.

2. Contingencies and other financial obligations

Rental agreements contain the following other financial obligations:

	Up to 1 year	From 1 year to 5 years	More than 5 years	Total
	€	€	€	€
House rental	90,509	362,035	362,035	814,579

Financial obligations exist in full towards the parent company vwd Vereinigte Wirtschaftsdienste GmbH. These are therefore other financial obligations to affiliated companies.

3. Employees

The company employed an average of 19 people in 2017 (previous year: 19 employees).

4. Governing bodies

Supervisory Board

Chairman:

Udo Kersting, Managing Director of vwd Vereinigte Wirtschaftsdienste GmbH, Kaarst (until 02. September 2018)

Mr. Björn Döhrer, Managing Director of vwd Vereinigte Wirtschaftsdienste GmbH, Runel (from 03. September 2018)

Vice Chairperson:

Prof. Dr. Lutz Johanning, University Professor at WHU - Otto Beisheim School of Management, Geisenheim

Udo Kersting, Managing Director of vwd Vereinigte Wirtschaftsdienste GmbH, Kaarst (until 02. September 2018)

Mr. Philipp Henrich, Advisor, Wolfratshausen (until 31. August 2018)

Mr. Björn Döhrer, Managing Director of vwd Vereinigte Wirtschaftsdienste GmbH, Runel (from 01. until 02. September 2018)

Mr. Christian Mieth, Managing Director of vwd Vereinigte Wirtschaftsdienste GmbH Ober-Mörlen (from 01. September 2018)

Executive Board

The members of the Executive Board are:

Mr. Björn Döhrer, Director Product Management and Sales, Runkel (until 31. July 2018)

Mr. Mark-Christian Seeber, Director Product Management and Sales, Frankfurt (from 01. August 2018)

Mr. Arndt Völkle, Chief Technical Officer, Bad Vilbel

5. Group relationship

The Company is listed as an affiliated company in the consolidated financial statements pursuant to Sections 290 et seq. of the German Stock Corporation Act (AktG). HGB (German Commercial Code) of vwd Group GmbH, Frankfurt am Main, which includes the smallest group of consolidated companies. These consolidated financial statements are published by the operator of the electronic Federal Gazette in accordance with Section 325 HGB. The ultimate parent company of the group to which EDG AG belongs is TCG Carlyle Global Partners L.L.C., U.S.A. TCG Carlyle Global Partners L.L.C. does not include the financial statements of the Company in its consolidated financial statements. The consolidated financial statements are disclosed under CIK (Central Index Key) 0001527166 at the SEC (Securities and Exchange Commission) in New York, NY, USA.

Notification obligation pursuant to Section 20 (1), (3) and (4) AktG

On September 20, 2012, vwd Vereinigte Wirtschaftsdienste GmbH (formerly: AG), Frankfurt am Main, informed the Company in writing pursuant to Section 20 (1) and (3) AktG, dated September 20, 2012, that without attribution pursuant to Section 20 (2) AktG it directly owns more than one quarter of the shares and pursuant to Section 20 (4) AktG and also directly owns a majority interest in the Company.

Frankfurt am Main, 30. April 2019

Arndt Völkle Mark Christian Seeber

Deloitte

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Auditing company

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EDG AG
Frankfurt am Main

Report on the audit of the annual financial statement for the financial year from

1st January to 31st December 2018

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Annexes

We would like to point out that use of rounded-off values and percentages may result in differences on account of commercial rounding.

1 Audit assignment

By resolution of the Annual General Meeting of 19th March 2019 of

EDG AG,
Frankfurt am Main

- hereinafter also referred to as "vwd GmbH" or the "Company" for short -,

we were elected as auditors for the financial year from 1st January to 31st December 2018. On the basis of this resolution, the Supervisory Board commissioned us to carry out a voluntary audit in accordance with § 317 HGB (German Commercial Code) for the 2018 financial year.

We confirm in accordance with § 321 para. 4a HGB, that in the course of our audit we complied with the applicable regulations on independence.

We prepared the present audit report in accordance with the German generally accepted standards for reporting on the audits of financial statements (auditing standard of the Institute of Public Auditors - IDW PS 450 n.s.).

For the purpose of carrying out our assignment and our responsibility, also in relation to third parties, the agreements made on 12th March 2019 apply, as does the Annex "General terms and conditions for auditors and auditing companies", as amended on 1st January 2017.

This audit report has been prepared only for documenting the audit performed on the financial statements of the Company and not for the purpose of any third parties, in relation to whom we assume no liability according to the legal status defined in the scope of § 323 HGB.

2 Basic findings

Opinion on the Executive Board's assessment of the company's situation

Since the Executive Board, making use of the facilities under § 264 para. 3 HGB, have permissibly not draw up a management report, we as auditors of the financial statements cannot, in accordance with § 321 para. 1 sentence 2 of HGB, provide an opinion on the legal representatives' assessment of the situation of the Company, as would otherwise be expressed in the management report.

We would like to highlight the following aspects from the financial statements and other documents audited which are particularly relevant in assessing the financial status of the Company:

- Receivables from affiliated companies fell to EUR 1,289 thousand in the reporting period (previous year: EUR 2,203 thousand).

As of 1st April 2017, the Company has entered into a cash pooling framework agreement with vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, (vwd GmbH). The Company undertakes to transfer surplus liquid funds weekly to vwd GmbH as the cash pool manager. The receivables from vwd GmbH from cash pooling increased in the year under review by EUR 2,750 thousand to EUR 4,669 thousand (previous year: EUR 1,919 thousand).

In addition, trade receivables from affiliated companies, in particular from vwd GmbH, increased in the year under review by EUR 1,081 thousand to EUR 1,330 thousand (previous year: EUR 249 thousand).

As at the reporting date of 31st December 2018, based on the existing domination and profit transfer agreement, the Company has offset its liability to vwd GmbH in the amount of the total profit to be transferred of € 4,725 thousand against the receivables from the cash pooling and, in part, against the trade receivables from vwd GmbH.

- The debt ratio fell from 21.9% in the previous year to 14.9% in the reporting period.

The decline in the debt ratio mainly results from the decrease in other provisions (EUR 156 thousand, previous year: EUR 514 thousand) alongside higher liabilities towards affiliated companies as a result of VAT liabilities towards vwd Group GmbH as the controlling company (EUR 165 thousand, previous year: EUR 105 thousand). Income from licensing agreements, which were deferred as income after the reporting date, remained unchanged compared to the previous year (EUR 61 thousand, previous year: EUR 61 thousand).

- Earnings after taxes rose to EUR 4,725 thousand (previous year: EUR 3,212 thousand).

Compared to the previous year, the Company generated higher revenues in the reporting period (EUR 7,010 thousand, previous year: EUR 5,352 thousand). This increase in revenues is attributable in particular to the Company's module-based and flexibly scalable calculation services with workflow-supported compliance solutions. At the same time, personnel expenses increased to EUR 1,772 thousand (previous year: EUR 1,654 thousand) and expenses for purchased services increased to EUR 322 thousand (previous year: EUR 268 thousand). At 67.4%, the return on sales is above the level of the previous year's return on sales of 60.0%.

- Domination and profit transfer agreement with vwd GmbH

As a subsidiary company, the Company transferred its entire profit of EUR 4,725 thousand (previous year: EUR 3,212 thousand) to the controlling company as part of the domination and profit transfer agreement with vwd GmbH. The profit carried forward from the period before creation of a tax entity remains unchanged compared to the same period of the previous year (EUR 2,540 thousand).

Concerning the evaluation of the situation, we also refer to our comments on the overall conclusion on the annual financial statement of the Company in section 5.2 of our report.

3 Copy of the auditor's report

We have issued the following auditor's report, signed on 30th April 2019, for the annual financial statement for the 2018 financial year of EDG AG, Frankfurt am Main, in the version provided in Annex 1:

INDEPENDENT AUDITOR'S REPORT

For EDG AG, Frankfurt am Main

Audit opinion

We have audited the annual financial statement of EDG AG, Frankfurt am Main – consisting of the balance sheet as at 31st December 2018 and the profit and loss account for the financial year from 1st January 2018 to 31st December 2018 together with the notes, including the presentation of the accounting and valuation methods.

In our opinion, based on the findings of our audit, the accompanying annual financial statement in all material respects complies with the German commercial regulations applicable to corporations and, in compliance with generally accepted accounting principles in Germany, give a true and fair view of the assets and financial position of the company as at 31st December 2018 as well as the results of its operations for the financial year from 1st January 2018 to 31st December 2018.

Pursuant to §322 para. 3 sentence 1 HGB (German Commercial Code), we declare that our audit has not led to any objections concerning the regularity of the annual financial statement.

Basis for the audit opinion

We have conducted our audit of the annual financial statement in accordance with § 317 HGB and generally accepted German standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Our responsibilities under these rules and policies are further described in the section entitled "Auditors' responsibility for auditing financial statements" in our auditor's report. We are independent of the company in compliance with the German regulations on commercial and professional law and have fulfilled our other duties under German professional law in accordance with these requirements. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide the basis for our audit opinion on the annual financial statement.

Responsibility of the Executive Board of the Company and the Supervisory Board for the annual financial statement

The Company's Executive Board is responsible for preparation of the annual financial statement, which complies in all material respects with the regulations under German commercial law applicable to corporations, and for ensuring that the annual financial statement gives a true and fair view of the Company's assets, financial position, and results of operations in compliance with generally accepted accounting principles in Germany. Furthermore, the Company's Executive Board is responsible for the internal controls that it has determined to be necessary, in accordance with generally accepted accounting principles in Germany, in order to be able to prepare an annual financial statement that is free from material misstatements, whether intentional or unintentional.

In preparing the annual financial statement, the Company's Executive Board is responsible for assessing the Company's ability to continue as a going concern. It is also responsible for disclosing matters relating to the company's ability to continue as a going concern, where relevant. In addition, it is responsible for accounting for the company's ability to continue as a going concern on the basis of the accounting policy, insofar as this does not conflict with actual or legal circumstances.

The Executive Board is responsible for overseeing the company's financial reporting process for preparing the annual financial statement.

Auditor's responsibility for auditing the annual financial statement

Our objective is to obtain reasonable assurance that the annual financial statement as a whole is free from material misstatements, whether intentional or unintentional, and to issue an auditor's report that includes our audit opinion on the annual financial statement.

Reasonable assurance means a high degree of assurance, but there is no guarantee that an audit conducted in accordance with § 317 HGB and in compliance with the generally accepted principles for the audit of financial statements in Germany, promulgated by the Institut der Wirtschaftsprüfer (IDW), will always reveal a material misstatement. Misrepresentations may result from breaches or inaccuracies, and are considered material if they could reasonably be expected to influence, individually or collectively, the economic decisions of addressees made on the basis of these financial statements.

During the audit, we exercise due discretion and maintain a critical attitude. Furthermore,

- we identify and assess the risks of material misstatements in the financial statements – whether intentional or unintentional – plan and perform audit procedures in response to such risks, and obtain audit evidence that is sufficient and appropriate to serve as the basis on which we form of our audit opinion. The risk that material misstatements due to violations will not be identified is greater than that for misstatements resulting from errors, since violations may include fraudulent co-operation, counterfeiting, deliberate omissions, misleading representations or the bypassing of internal controls.
- we acquire an understanding of the internal control system relevant to the audit of the annual financial statement in order to design audit procedures that are appropriate in the given circumstances, but not with the aim of expressing an audit opinion on the effectiveness of the Company's system.

- we assess the appropriateness of the accounting methods used by the Company's Executive Board and the justifiability of the estimated values and related disclosures made by the Company's Executive Board.
- we draw conclusions regarding the appropriateness of the accounting policy used by the Company's Executive Board with respect to the Company's ability to continue as a going concern, and also, on the basis of the audit evidence obtained, as to whether there is material uncertainty surrounding events or circumstances that indicate significant doubts as to the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statement or, if such disclosures are inappropriate, to modify our audit opinion. We draw our conclusions based on the audit evidence obtained up to the date of our auditor's certification notice. Future events or circumstances may, however, result in the Company no longer being able to continue as a going concern.
- we assess the overall presentation, structure and content of the annual financial statement, including the disclosures, and whether the annual financial statement presents the underlying transactions and events in such a way that the annual financial statement, in compliance with generally accepted German accounting principles, give a true and fair view of the Company's assets, financial position and results of operations.

Among other things, we discuss with the supervisors the planned scope and scheduling of the audit, as well as significant audit findings, including any deficiencies in the internal control system that we identify during our audit."

4 Subject, nature and scope of the audit

Subject of the audit

The subject of our audit of the financial statement encompassed

- the accounting records
- the Company's annual financial statement (consisting of the balance sheet, the profit and loss

account and notes to the financial statements).

The accounting and the preparation of the annual financial statement in accordance with the regulations under German commercial law applicable to all corporations are the responsibility of the Executive Board of the Company; this also applies to the information we have received about these documents. We would like to also make reference to the section entitled "Responsibility of the Executive Board of the Company and the Supervisory Board for the annual financial statement" in our auditor's report reproduced above.

Our task is to assess these documents and information as part of our audit, in accordance with our duties. Our responsibilities in this regard are described in the sections entitled "Audit opinion" and "Auditors' responsibility for auditing the financial statements" in our auditor's report.

Nature and scope of the audit

The starting basis of our audit was the previous year's annual financial statement, audited by us and provided with an unqualified auditor's report on 27th April 2018; it was determined on XX month 20XX.

We have conducted our audit pursuant to § 317 HGB in compliance with the generally accepted standards in Germany for auditing financial statements published by the Institute of Auditors (IDW).

For the key features of our audit process, please refer to the statements in the section entitled "Auditors' responsibility for auditing the annual financial statement" in our auditor's report, reproduced above in section 3. In order to meet these requirements, we apply our risk- and process-oriented audit approach; for its implementation, we use our audit software Engagement Management System (EMS). It supports the planning, implementation and documentation of the audit of the financial statement.

The audit of the financial statement does not cover, pursuant to § 317 para. 4a HGB, whether the continued existence of the audited Company or the effectiveness and economic efficiency of the Company management can be guaranteed.

We conducted the audit in the months of December 2018 (preliminary audit) and January to April 2019 (main audit).

We have examined the adequacy and, where appropriate, effectiveness of the Company's control procedures that were identified as relevant in accordance with our audit plan. Based on the results of this verification audit, we have determined the nature and scope of our substantive audit procedures (analytical audit procedures and case-by-case review of selected transactions and holdings). In the case of case-by-case reviews, we obtained evidence by making conscious selections or by way of sampling methods.

The following priorities were set for our audit:

- Proof and valuation of trade receivables,
- Proof of liquid funds,
- Completeness and valuation of other provisions, and
- Proof and accrual accounting of sales.

The Company has outsourced its entire accounting to the vwd Group's Shared Service Center based in Frankfurt am Main. We checked the regularity of the outsourced accounting at the Shared Service Center.

In the course of the audit of receivables and liabilities, as well as bank balances and provisions, we obtained confirmations of balances from selected customers and suppliers, as well as confirmations of bank balances, claims and liabilities of the Company from all credit institutions and all lawyers as well as tax advisors of the Company.

The Executive Board provided all the requested information and evidence and submitted the customary statement of completeness in written form on 30th April 2019. This assures, in particular, that all accountable transactions are reflected in the accounting records, and that the present annual financial statement takes account of all assets, debts (liabilities, risks, etc.), deferred income and special items that require recognition, contains all expenses and revenues, and provides all necessary information.

5 Findings and disclosures concerning the financial reporting

5.1 Accuracy of the financial reporting

5.1.1 Accounting records and other audited documents

The accounting complies with the legal requirements, including generally accepted accounting principles. The information to be extracted from the other audited documents is duly included in the accounting records and the annual financial statement in all material respects.

5.1.2 Annual financial statement

The annual financial statement for the year ended 31st December 2018 is attached to this report as Annexes 1.1 to 1.3.

The annual financial statement, consisting of the balance sheet and profit and loss account and notes to the financial statement, was duly derived from the accounting records and other audited documents. The legal regulations on classification, accounting and valuation were met in all material respects.

5.2 Overall conclusion on the annual financial statement

5.2.1 Findings regarding the overall conclusion on the annual financial statement

We make reference to our following explanatory notes on the overall conclusion on the annual financial statement. The financial statements as a whole, i.e. the combination of the balance sheet, the profit and loss account and the annex, provides a true and fair view of the Company's assets, financial situation and results of operations while complying with generally accepted accounting principles.

5.2.2 Notes on the overall conclusion on the annual financial statement

In the following, grooming transactions are presented.

Entry into the loan agreement as guarantor

As of 16th April 2018, the Company declared its entry as guarantor into the loan agreement between vwd Group GmbH, Frankfurt am Main, (formerly Vienna GmbH, Munich) and vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, as borrower, and Skandinaviska Enskilda Banks AB Frankfurt Branch, Frankfurt am Main, (SEB) as lender. The loan agreement includes a total lending volume of EUR 45,000,000 with a loan with final maturity of EUR 35,000,000, EUR 24,471,000 of which is allocated to vwd Group GmbH, and EUR 10,529,000 to vwd GmbH, and a credit line of EUR 10,000,000, which is allocated to vwd GmbH and was utilised on 31st December 2018 to the amount of EUR 3,680,302.36.

Profit transfer agreement

As of 30th September 2014, the Company has entered into a domination and profit transfer agreement with vwd GmbH. On the same date, the general meetings of both parties approved the profit transfer agreement by a majority. As a subsidiary company, the Company undertakes to transfer its profits to vwd GmbH as the controlling company pursuant to Section 301 AktG (Stock Corporation Act). The controlling company commits itself to the subsidiary to assume losses in accordance with § 302 AktG. As at the reporting date, the Company transferred its full profit (EUR 4,725 thousand; previous year: EUR 3,212 thousand) to the controlling company. As at the balance sheet date, the liability to vwd GmbH under the profit transfer agreement was offset against receivables from vwd GmbH from cash pooling and, in part, from trade receivables from vwd GmbH.

Cash pooling framework agreement

As of 1st April 2017, the Company has entered into a cash pooling framework agreement with vwd GmbH for an indefinite period. The Company undertakes to transfer surplus liquids funds over a credit amount of EUR 150 thousand every week to vwd GmbH as the cash pool manager, unless the Company has adverse balance. vwd GmbH, as cash pool manager, will transfer a shortfall below the minimum amount of EUR 150,000 to the Company. No limit on the credit line was agreed. Interest is charged at a rate of 4.0% p.a., with interest being calculated on a pro rata temporis basis based on the actual number of full days that have elapsed, assuming a year of 365 days. As of the balance sheet date of 31st December 2018, the Company offset the cash pool receivable from vwd GmbH in the amount of EUR 4,669 thousand (previous year: EUR 1,919 thousand) as well as parts of the trade receivables from vwd GmbH against the liability towards vwd GmbH from the profit transfer agreement.

5.3 Information on the assets, financial position, and results of operations

Multi-year overview

		2018	2017	2016	2015	2014
Sales revenue	EUR thousand	7,010	5,352	4,313	4,058	3,825
Material intensity (= Cost of materials/operating performance)	%	4.5	5.0	4.0	4.3	5.3
Personnel intensity (= personnel expenses/operating performance)	%	23.2	30.8	29.3	27.1	27.0
EBIT	EUR thousand	4,623	3,103	2,478	2,459	2,224
EBITDA	EUR thousand	4,650	3,130	2,503	2,475	2,240
Employees (§ 267 para. 5 HGB)	Qty.	19	19	15	15	14
Turnover per employee	EUR thousand	369	282	288	271	273
Investment in plant and equipment	EUR thousand	11	32	53	28	22
Investment ratio (= investments/depreciation)	%	38.9	120.0	212.5	15.3	135.2
Annual result before profit transfer	EUR thousand	4,725	3,212	2,593	2,536	2,284
Balance sheet total	EUR thousand	3,128	3,407	3,199	3,046	3,319
Equity ratio	%	85.1	78.1	83.2	87.4	80.2
Return on sales	%	67.4	60.0	60.1	62.5	59.7

Lines of credit

The Company does not currently maintain any bank credit lines of its own.

6 Final remark

We make the above report on our audit of the annual financial statement of EDG AG, Frankfurt am Main,
for the financial year from 1st January to 31st December 2018
in accordance with statutory provisions
and the generally accepted reporting standards in Germany for auditing financial statements
(auditing standard of the Institute of Auditors - IDW PS 450 n.s.).

Please refer to section 3 "Copy of the auditor's report" regarding the unqualified auditor's report issued by us.

Frankfurt am Main, 30th April 2019

Deloitte GmbH
Auditing company

(Gerd Kreuzburg)
Auditor

(Johannes Kaiser)
Auditor

Note: This PDF file is only a non-binding copy for inspection. Only the report issued in paper form is decisive.

Any publications or passing on of the annual financial statement with reference to our audit, and any passing on of our audit report and/or the auditor's report, require our renewed opinion to be given beforehand; we make express reference to No. 6 of the IDW-AAB attached an annex.

EDG AG
Frankfurt am Main

Annual financial statement for the financial

year from 1st January to 31st December

EDG AG
Frankfurt am Main

Balance Sheet as at 31 December 2018

ASSETS

		12/31/2018 €	12/31/2017 €
A.	**Fixed assets**		
I.	Immaterielle Vermögensgegenstände		
	Purchased commercial property rights and similar rights	15.945,01	21.419,34
II.	Property, plant and equipment		
1.	Technical equipment and machinery	30.689,90	40.104,32
2.	Other equipment, operating equipment and furnishings	17.257,22	19.260,49
		47.947,12	59.364,81
		63.892,13	80.784,15
B.	**Current assets**		
I.	Receivables and other assets		
1.	Trade receivables	1.123.581,06	731.467,58
	-of which with a remaining term of more than one year € 0.00 (previous year € 0.0)		
2.	Receivables from affiliated companies	1.288.907,52	2.203.391,41
	-of which with a remaining term of more than one year € 0.00 (previous year € 0.0)		
3.	Other assets	1.088,24	732,14
		2.413.576,82	2.935.591,13
II.	Cash and bank balances	647.458,09	223.040,72
		3.061.034,91	3.158.631,85
C.	**Prepaid expenses and deferred charges**	2.736,10	167.599,39
		3.127.663,14	3.407.015,39

EQUITY AND LIABILITIES

		12/31/2018 €	12/31/2017 €
A.	**Equity**		
I.	Share capital	50.000,00	50.000,00
II.	Capital reserve	66.533,18	66.533,18
III.	Retained earnings		
	Legal reserve	5.000,00	5.000,00
IV.	Profit carried forward	2.540.198,25	2.540.198,25
		2.661.731,43	2.661.731,43
B.	**Provisions**		
	Other provisions	156.345,69	513.861,71
		156.345,69	513.861,71
C.	**Liabilities**		
1.	Advance payments received on orders	27.000,00	27.270,89
	-of which with a remaining term of up to one year € 27,000.00 (previous year € 27,270.89)		
2.	Trade payables	15.250,49	8.347,85
	-of which with a remaining term of up to one year € 15,250.49 (previous year: € 8,347.85)		
3.	Liabilities due to affiliated companies	164.943,26	105.251,85
	-of which with a remaining term of up to one year € 164,943.26 (previous year: € 105,251.85)		
4.	Other liabilities	41.336,71	29.496,11
	-of which taxes € 41,336.71 (previous year: € 29,496.11)		
	-of which with a remaining term of up to one year 41,336.71 (previous year € 29,496.11)		
		248.530,46	170.366,70
D.	**Prepaid expenses**	61.055,56	61.055,55
		3.127.663,14	3.407.015,39

EDG AG
Frankfurt am Main

Income Statement for the period from 1 January until 31 December 2018

		2018 €	2017 €
1.	Revenues	7.009.992,18	5.352.033,18
2.	Other operating income -thereof currency translation € 15,321.75 (previous year: € 1,360.26)	251.144,41	14.261,69
3.	Material expenses Expenses for purchased services	322.397,03	267.662,92
4.	Personnel expenses		
	a) Wages and salaries	1.550.734,03	1.456.602,07
	b) Social charges	221.034,35	197.754,82
		1.771.768,38	1.654.356,89
5.	Amortization of intangible assets and property, plant and equipment	27.652,72	26.416,53
6.	Other operating expenses -thereof currency translation € 13,993.03 (previous year: € 84.65)	516.681,38	314.599,94
7.	Other interest and similar income -thereof from affiliated companies € 102,047.63 (previous year: € 109,921.20)	102.047,63	109.921,20
8.	Taxes on income and earnings	0,00	1.340,92
9.	**Result after taxes**	4.724.684,71	3.211.838,87
10.	Profits transferred on the basis of a profit transfer agreement	4.724.684,71	3.211.838,87
11.	**Net income**	0,00	0,00
12.	Profit carried forward from previous year	2.540.198,25	2.540.198,25
13.	**Retained earnings**	**2.540.198,25**	**2.540.198,25**

EDG AG,

Frankfurt am Main

Notes to the financial statements for the financial year 2018

I. General information

EDG AG, headquartered in Frankfurt am Main, is entered in the Commercial Register of the District Court of Frankfurt am Main under registration number HRB 100126.

As of the balance sheet date, the Company had the size characteristics of a small corporation within the meaning of § 267 para.1 HGB.

This annual financial statement has been prepared in accordance with Sections 242 et seq. and 264 et seq. of the German Commercial Code (HGB) and the relevant provisions of the German Stock Corporation Act (AktG). The regulations for large corporations have been applied to the balance sheet and profit and loss account (§ 267 para. 3 HGB). In the notes to the financial statements, however, the facilitation provisions of § 288 para. 1 HGB for small corporations were applied.

The profit and loss account was prepared using the total cost method.

The annual financial statement as at 31.12.2018 contains a correction with regard to a foreign currency valuation as per 31.12.2017 as well as a change in the disclosure of passed on personnel costs, meaning that a comparison with the previous year is only possible to a limited extent.

In the year under review, the Company made a correction in the current account with regard to the valuation of the bank account held in foreign currency. The incorrect foreign currency valuation of the bank account in Swiss francs as at 31 December 2017 resulted in other operating expenses of EUR 33,439.19. The credit balance with credit institutions was accordingly reduced by this amount as of 31.12.2017. In the financial year, the incorrect foreign currency valuation was corrected by a corresponding reduction in the expense from foreign currency conversion reported under other the operating expenses.

In the year under review, income from the passing on of personnel costs was broken down from personnel expenses into the other operating income. The previous year's figures in the income statement in relation to personnel expenses and other operating income are not comparable in this respect. As of 31.12.2017, income from remeasurements of personnel costs amounting to EUR 58,333.33 was reported under personnel expenses or offset against this. The income of EUR 58,333.33 should have been reported under other operating income.

II. Notes and disclosures on accounting and valuation methods

The annual financial statement of the Company has been prepared in accordance with the accounting and valuation methods described below. Insofar as there are deviations from the accounting and valuation methods of the previous year, these are explained for the corresponding balance sheet items.

Intangible assets acquired against payment are reported at acquisition cost and, insofar as they are subject to wear and tear, are reduced by scheduled straight-line depreciation in accordance with their individual useful lives determined on the basis of the tax depreciation tables.

Property**, plant and equipment** is carried at acquisition or production cost and is depreciated on a scheduled straight-line basis over its individual useful life in accordance with the depreciation tables for tax purposes. Since 2008, independently usable movable fixed assets with acquisition or manufacturing costs between 150 euros and 1,000 euros have been combined annually in a collective item that is depreciated over five years. Where necessary, unscheduled write-downs were made in order to carry the assets at the lower fair value attributable to them on the balance sheet date, in accordance with § 253 para. 3 sentence 3 HGB.

<u>Overview of useful lives:</u>

System software	2–5 years
Other software	2 years
Technical facilities	3 years

Receivables and other assets are stated at acquisition cost. The general default and credit risk, in particular with regard to trade receivables, was taken into account by a flat-rate bad debt allowance of 1% on net trade receivables. There were no other individual value adjustments in the financial year.

Cash in hand and bank balances are carried at nominal value.

The **other provisions** are stated at the amount required to settle the obligation in accordance with prudent business judgement. The provisions account for all identifiable risks and contingent liabilities.

Liabilities are classified as liabilities at the settlement amount.

Basis for the translation of foreign currency items into euros: foreign currency receivables and payables are translated at the spot exchange rate on the balance sheet date, provided that their remaining term does not exceed one year. Receivables in foreign currencies with a remaining term of more than one year are each valued at the exchange rate on the transaction date or at the higher exchange rate on the balance sheet date. Foreign currency liabilities with a remaining term of more than one year are valued at the exchange rate on the transaction date or at the exchange rate on the balance sheet date, whichever is lower.

III. Notes to the balance sheet

1. Receivables from affiliated companies

Trade receivables from vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, (EUR 1,343 thousand; previous year: € 149 thousand) are reported under receivables from affiliated companies. These trade receivables and cash pool receivables from vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt and Main, (EUR 4,669 thousand; previous year: € 1,919 thousand) were partially offset by the profit transfer claim of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, (EUR 4,725 thousand).

2. Liabilities to affiliated companies

Liabilities to affiliated companies include VAT liabilities (EUR 164 thousand; previous year: EUR 105 thousand) due to the VAT tax entity with vwd Group GmbH, Frankfurt am Main, as the controlling company.

3. Subscribed capital

The Company's share capital is divided into 50,000 registered shares with restricted transferability in the form of no-par value shares.

4. Net profit

The annual net profit for the 2018 financial year before profit transfer will be transferred to vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, on the basis of a profit transfer agreement. The balance sheet profit of € 2,540,198.25 results from the profit carried forward.

IV. Other Information

1. Contingent liabilities

On 16th April 2018, the Company became a guarantor of the loan agreement between vwd Group GmbH, Frankfurt am Main, and vwd Vereinigte Wirtschafts- dienste GmbH, Frankfurt am Main, as borrower, and Skandinaviska Enski lda Banken AB (SEB), as lender. In this connection, EDG AG has assigned as security all assets shown in the balance sheet to the security trustee Skandinaviska Enskilda Banken AB (SEB). The loan volume amounts to a total of € 45 million and had been utilised as at 31.12.2018 to the amount of € 39 million.

2. Contingent liabilities and other financial obligations

Rental agreements contain the following other financial obligations:

	Up to 1 Year	From 1 year to 5 years	More than 5 Years	Total
	€	€	€	€
Building rental	90,509	362,035	362,035	814,579

Financial obligations exist in full towards the parent company vwd Vereinigte Wirtschaftsdienste GmbH. These are therefore other financial obligations to affiliated companies.

3. Employees

The Company employed an average of 19 employees in 2017 (previous year: 19 employees).

4. Governing bodies

Supervisory Board

Chairman:

Udo Kersting, Managing Director of vwd Vereinigte Wirtschaftsdienste GmbH, Kaarst (until

2. September 2018)

Mr Björn Döhrer, Managing Director of vwd Vereinigte Wirtschaftsdienste GmbH, Runel (as of 3rd September 2018)

Vice chairman:

Prof. Dr Lutz Johanning, University Professor at WHU - Otto Beisheim School of Management, Geisenheim

Udo Kersting, Managing Director of vwd Vereinigte Wirtschaftsdienste GmbH, Kaarst (as of

3. September 2018)

Mr Philipp Henrich, Consultant, Wolfratshausen (until 31st August 2018)

Mr Björn Döhrer, Managing Director of vwd Vereinigte Wirtschaftsdienste GmbH, Runkel (as of 3rd September 2018)

Mr Christian Mieth, Managing Director of vwd Vereinigte Wirtschaftsdienste GmbH Ober-Mörlen (as of 1st September 2018)

Executive Board

The members of the Executive Board are:

Mr Björn Döhrer, Board Member for Product Management and Sales, Runkel (until 31st July 2018)

Mr. Mark-Christian Seeber, Board Member for Product Management and Sales, Frankfurt (from 1st August 2018)

Mr Arndt Völkle, Board Member for Technology, Bad Vilbel

5. Group relationship

The Company is listed as an affiliated company in the consolidated financial statements of vwd Group GmbH, Frankfurt am Main, created in accordance with §§ 290 ff. HGB, which includes the smallest group of consolidated companies. These consolidated financial statements are published by the operator of the electronic Federal Gazette in accordance with § 325 HGB. The ultimate parent company of the group to which EDG AG belongs is TCG Carlyle Global Partners L.L.C., U.S.A. TCG Carlyle Global Partners L.L.C. does not include the annual financial statement of the Company in its consolidated financial statements. The consolidated financial statements are disclosed under CIK (Central Index Key) 0001527166 at the SEC (Securities and Exchange Commission) in New York, NY, USA.

Notification obligation pursuant to § 20 para. 1, 3 and 4 of AktG (Stock Corporation Act).

On 20th September 2012, vwd Vereinigte Wirtschaftsdienste GmbH (formerly: AG), Frankfurt am Main, informed the Company in writing pursuant to § 20 (1) and (3) AktG, dated September 20, 2012, that without attribution pursuant to Section 20 (2) AktG it directly owns more than one quarter of the shares and pursuant to Section 20 (4) AktG and also directly owns a majority interest in the Company.

Frankfurt am Main, 30th April 2019

Arndt Völkle Mark Christian Seeber

INDEPENDENT AUDITOR'S REPORT

For EDG AG, Frankfurt am Main

Audit opinion

We have audited the annual financial statement of EDG AG, Frankfurt am Main – consisting of the balance sheet as at 31st December 2018 and the profit and loss account for the financial year from 1st January 2018 to 31st December 2018 together with the notes, including the presentation of the accounting and valuation methods.

In our opinion, based on the findings of our audit, the accompanying annual financial statement in all material respects complies with the German commercial regulations applicable to corporations and, in compliance with generally accepted accounting principles in Germany, give a true and fair view of the assets and financial position of the company as at 31st December 2018 as well as the results of its operations for the financial year from 1st January 2018 to 31st December 2018.

Pursuant to §322 para. 3 sentence 1 HGB (German Commercial Code) we declare that our audit has not led to any objections to the compliance of the annual financial statements.

Basis for the audit opinion

We have conducted our audit of the annual financial statement in accordance with § 317 HGB and generally accepted German standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Our responsibilities under these rules and policies are further described in the section entitled "Auditors' responsibility for auditing financial statements" in our auditor's report. We are independent of the company in compliance with the German regulations on commercial and professional law and have fulfilled our other duties under German professional law in accordance with these requirements. We believe that the audit evidence that we have obtained is sufficient and appropriate to provide the basis for our audit opinion on the annual financial statement.

Responsibility of the Executive Board of the Company and the Supervisory Board for the annual financial

The Company's Executive Board is responsible for preparation of the annual financial statement, which complies in all material respects with the regulations under German commercial law applicable to corporations, and for ensuring that the annual financial statement gives a true and fair view of the Company's assets, financial position, and results of operations in compliance with generally accepted accounting principles in Germany. Furthermore, the Company's Executive Board is responsible for the internal controls that it has determined to be necessary, in accordance with generally accepted accounting principles in Germany, in order to be able to prepare an annual financial statement that is free from material misstatements, whether intentional or unintentional.

In preparing the annual financial statement, the Company's Executive Board is responsible for assessing the Company's ability to continue as a going concern. It is also responsible for disclosing matters relating to the company's ability to continue as a going concern, where relevant. In addition, it is responsible for accounting for the company's ability to continue as a going concern on the basis of the accounting policy, insofar as this does not conflict with actual or legal circumstances.

The Executive Board is responsible for overseeing the company's financial reporting process for preparing the annual financial statement.

Auditor's responsibility for auditing the annual financial statement

Our objective is to obtain reasonable assurance that the annual financial statement as a whole is free from material misstatements, whether intentional or unintentional, and to issue an auditor's report that includes our audit opinion on the annual financial statement.

Reasonable assurance means a high degree of assurance, but there is no guarantee that an audit conducted in accordance with § 317 HGB and in compliance with the generally accepted principles for the audit of financial statements in Germany, promulgated by the Institut der Wirtschaftsprüfer (IDW), will always reveal a material misstatement. Misstatements may result from breaches or inaccuracies, and are considered material if they could reasonably be expected to influence, individually or collectively, the economic decisions of addressees made on the basis of this annual financial statement.

During the audit, we exercise due discretion and maintain a critical attitude. Furthermore,

- we identify and assess the risks of material misstatements in the financial statements – whether intentional or unintentional – plan and perform audit procedures in response to such risks, and obtain audit evidence that is sufficient and appropriate to serve as the basis on which we form of our audit opinion. The risk that material misstatements due to violations will not be identified is greater than that for misstatements resulting from errors, since violations may include fraudulent co-operation, counterfeiting, deliberate omissions, misleading representations or the bypassing of internal controls.
- we acquire an understanding of the internal control system relevant to the audit of the annual financial statement in order to design audit procedures that are appropriate in the given circumstances, but not with the aim of expressing an audit opinion on the effectiveness of the Company's system.
- we assess the appropriateness of the accounting methods used by the Company's Executive Board and the justifiability of the estimated values and related disclosures made by the Company's Executive Board.
- we draw conclusions regarding the appropriateness of the accounting policy used by the Company's Executive Board with respect to the Company's ability to continue as a going concern, and also, on the basis of the audit evidence obtained, as to whether there is material uncertainty surrounding events or circumstances that indicate significant doubts as to the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial statement or, if such disclosures are inappropriate, to modify our audit opinion. We draw our conclusions based on the audit evidence obtained up to the date of our auditor's certification notice. Future events or circumstances may, however, result in the Company no longer being able to continue as a going concern.
- we assess the overall presentation, structure and content of the annual financial statement, including the disclosures, and whether the annual financial statement presents the underlying transactions and events in such a way that the annual financial statement, in compliance with generally accepted German accounting principles, give a true and fair view of the Company's assets, financial position and results of operations.

Among other things, we discuss with the supervisors the planned scope and scheduling of the audit, as well as significant audit findings, including any deficiencies in the internal control system that we identify during our audit.

Frankfurt am Main, 30th April 2019

Deloitte GmbH
Auditing company

(Gerd Kreuzburg)
Auditor

(Johannes Kaiser)
Auditor

R E P O R T

on the auditing of the annual financial statements as of

31 December 2017

Vienna GmbH

Munich

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LIST OF ABBREVIATIONS

AktG	Aktiengesetz	(Companies Act)
DRS	Deutscher Rechnungslegungsstandard	(German Accounting Standard)
EStG	Einkommensteuergesetz	(Income tax law)
GmbHG	Gesetz betreffend die Gesellschaften mit beschränkter Haftung	(law concerning companies with limited liability)
HFA	Hauptfachausschuss des IDW	(main specialist committee of the Institute of German Auditors)
HGB	Handelsgesetzbuch	(Commercial Code)
HGrG	Haushaltsgrundsätzegesetz	(Budget Law)
HR	Handelsregister	(Commercial register)
HRA	Handelsregister Abteilung A	(Commercial register department A)
HRB	Handelsregister Abteilung B	(Commercial register department B)
IDW	Institut der Wirtschaftsprüfer in Deutschland e.V., Düsseldorf	(Institute of Auditors in Germany, Dusseldorf)
IDW PS 450	IDW Pruefungsstandard: „Grundsaetze ordnungsmaessiger Berichterstattung bei Abschlusspruefungen"	(IDW audit standard: "Principles of orderly reporting in final audits")
IKS	Internes Kontrollsystem	(Internal control system)
JA	Jahresabschluss	(Annual accounts)
LB	Lagebericht	(Management report)
PH	Prüfungshinweis des IDW	(IDW auditing practice statement)
PS	Prufungsstandard des IDW	(IDW auditing standard)
TEUR	Tausend Euro	(Thousand euro)

UR-Nr.	Urkundenrollen-Nummer	(Deed number)
WPH 2017	Wirtschaftspruefer-Handbuch 2017, Band I, 15. Auflage, IDW-Verlag, Düsseldorf 2017 (Auditors' handbook 2017, volume I, 15th edition, IDW publishers, Dusseldorf 2017)	

1. AUDIT ASSIGNMENT

The management of

Vienna GmbH, Munich

- hereinafter referred to as the "Company" -

commissioned us to prepare the annual financial statements as at 31 December 2017, including the underlying bookkeeping for the period 01.01. to 31.12.2017 according to professional principles and to report the result of our audit in writing.

We accepted the audit assignment of 10 April 2018 by letter dated 10 April 2018. We received the duplicate with the client's declaration of agreement dated 11 April 2018 on 12 April 2018.

We confirmed the assignment as there were no reasons for exclusion according to §§ 319, 319 a, 319 b HGB, §§ 49 and 53 WPO (German auditors' regulations) and §§ 28 et seq. BS WP / vBP (professional charter for auditors and chartered accountants).

We confirm in accordance with § 321 (4) (a) HGB, that we have complied with the rules of independence in our final audit. Furthermore, we state that in accordance with Article 6 (2) (a) of Regulation (EU) No. 537/2014 that the auditing firm, auditing partners and members of the senior management carrying out the audit are independent of the audited entity.

In the execution of this assignment we have audited

- the annual financial statements as at 31 December 2017 (Appendices 1 to 3), and
- the bookkeeping

in accordance with §§ 316 et seq. HGB and the principles of the orderly execution of audits.

The bookkeeping, the accounting-related internal control system and the preparation of the annual financial statements are the responsibility of the company's management. Our job is to assess these records and information as part of our dutifully-conducted audit.

The company is classified as a small corporation in accordance with the key features described in § 267 HGB in conjunction with § 264 HGB and is therefore not subject to a mandatory audit in accordance with §§ 316 et seq. HGB.

The audit of the annual financial statements is voluntary.

We provide the following report regarding the subject, nature and scope as well as the result of our audit, which was prepared in accordance with the principles of proper reporting in final audits (IDVV PS 450). The report is addressed to the company.

The "General terms and conditions for auditors and accountancy firms" as of 01 January 01 2017 (Appendix 5) shall apply in the execution of our mandate and responsibility, also in relation to third parties.

This report on the audit of annual financial statements is not intended for disclosure to third parties. Insofar as it is passed on or submitted for information purposes to a third party with our consent, the company is obliged to enter into written agreement with the third party that the agreed liability rules shall also apply to possible claims of the third party towards us.

2. SUBJECT, NATURE AND SCOPE OF THE AUDIT

The subject of our audit was the **bookkeeping** and the **annual financial statements** prepared in accordance with German accounting standards for the period from 01 January to 31 December 2017. The legal representative of the company bears the responsibility for the orderliness of the bookkeeping and annual financial statements. Our task was to subject these documents to an audit to ascertain whether the statutory provisions on accounting and the supplementary provisions of the articles of association have been complied with.

The assessment of the adequacy of the company's **insurance coverage**, in particular whether all risks are considered and adequately insured, was not the subject of our annual audit assignment.

We conducted the **audit** on our premises in April 2018. We documented details of the auditing in terms of type, scope and result in our working papers.

The starting point of our audit was the previous year's financial statements as of 31 December 2016, which we reviewed.

The accounting documents, supporting documents, confirmations from credit institutions as well as all the files and records of the company served as auditing documents.

In carrying out the audit, we complied with the provisions of §§ 316 et seq. HGB and the **principles of proper auditing** laid down in the IDW standards. On this basis, we planned and executed the audit in such a way that it was possible to assess with reasonable certainty whether the bookkeeping and the annual financial statements were free of inaccuracies and violations.

Thereafter, we conducted our audit in such a way that we were able to recognise inaccuracies and violations of the statutory accounting rules and the supplemental provisions of the articles of incorporation that could have a major impact on the true and fair view of the net assets, financial position and profit situation. The object of our mandate was neither to detect and resolve criminal offences, such as embezzlement or other breaches of trust or misdemeanors unrelated to accounting, nor to assess the effectiveness and efficiency of the management. However, we planned and implemented the audit in such a way that it was possible to detect with reasonable certainty those irregularities that are material to accounting. Responsibility for the prevention and detection of irregularities lies with the legal representatives of the company.

As part of our **risk- and process-oriented auditing approach**, we first obtained a current overview of the economic and legal environment of the company. Based on this and starting with the organization of the company, we addressed the company's goals and strategies in order to determine the business risks that could cause material accounting errors. In this context, we conducted an audit of the appropriateness of the company's accounting-related internal control system. The audit of the internal control system covered in particular the following areas:

- The company's control environment
- The process of business risk analysis by the management
- The establishing of organizational measures by the management in response to identified business risks
- The accounting system and management information system
- The supervision of the internal control system by the management.

We conducted the auditing procedures for the internal control system predominantly in the business processes that are closely related to accounting.

The specific aim of the auditing procedures described above was to identify the business risks that could be a particular source of material errors in accounting and also to identify our auditing risk. We took these findings into account when determining our further audit process, and in particular in the selection of the analytical audit procedures (plausibility assessments) and the individual audits with regard to the inventory evidence, the approach, the disclosure and the valuation in the annual financial report. In areas where management had put in place appropriate organizational measures to limit these risks, we carried out **functional audits** to convince ourselves of the continued effectiveness of these measures. The degree of effectiveness of these measures then determined the nature and scope of our audit of individual transactions and inventories, as well as of our analytical auditing procedures. In as much as we were able to assume the correctness of the numerical data requiring audit, based on the effectiveness of the organizational measures in place at the company, we limited to a large extent our investigation of individual procedures. Particularly in the case of business transactions which, by their very nature, were recorded using largely identical procedures and - according to our previous findings were carried out within the framework of an effective internal control system - the examination of the continuous application of the company's relevant organizational measures was in the foreground. In other areas, we mainly conducted individual audits on the basis of random sampling and analytical auditing procedures.

In order **to audit the items of the company's annual financial statements** we reviewed, inter alia, extracts from the Commercial Register, articles of association, credit agreements and other company documents.

The management and the employees tasked by us provided all the necessary **information and evidence**.

In the **customary letter of representation**, the management confirmed to us in writing that the accounting and the annual financial statements as of 31 December 2017 take into account all assets, liabilities, risks and deferred items that must be recorded, that all expenses and income are shown and that all necessary disclosures have been made.

3. LEGAL AND ECONOMIC PRINCIPLES

3.1 Company law

Company:	Vienna GmbH (formerly: Blitz 12-474 GmbH, renamed by a shareholders' resolution of 04 September 2012)
Inception:	27 August 2012 Entry in the commercial register on 29 August 2012
Registered office:	Munich
Business premises:	Promenadeplatz 8 80333 Munich
Commercial register:	District court of Munich, HRB 200612
Purpose of the company:	the acquisition, holding, management and disposition of all types of investments, the commercial provision of services to affiliated and non-affiliated companies and all activities that belong to the activities of a holding company.
Articles of association:	version dated 27 August 2012 with last modification on 28 March 2014.
Financial year:	01 January to 31 December

Shareholders and equity investment:

	Investment EUR	in%
CETP II Vienna S.a.r.l.	54,675.00	86.71
EJK Investment und Beteiligungs GmbH	1,862.00	2.95
Ampyll GmbH	6,520.00	10.34
	63,057.00	100.00

By shareholder resolution dated March 28, 2014 (certified with a notarised deed no. 116/2014), the share capital was increased by EUR 6,809.00 with the issue of new shares from EUR 56,248.00 to EUR 63,057.00.

This meant that CETP II Vienna S.a.r.l. acquired 6,537 new business shares with a total nominal value of EUR 6,537.00 and Ampyll GmbH acquired 272 new business shares with a total nominal value of EUR 272.00.

EJK Investment und Beteiligungs GmbH did not wish to acquire any new business shares.

Size classification:

The company is classified, in accordance with § 267 HGB, as a "small corporation".

It is not subject to mandatory auditing in accordance with § 316 HGB.

3.2 Taxation

The company files tax returns with the Munich tax office, corporations department, under the tax number 143/190/21133.

The company is subject to unlimited corporation tax in accordance with § 1 KStG (Corporation Tax Act). It is not subject to special exemption status.

The business is subject to trade tax liability in accordance with § 2 (2) GewStG (Trade Tax Act).

The year 2016 was assessed by the Munich tax office, corporations department, on 23 February 2018. A tax audit has not yet taken place.

The company was subject to standard taxation with regard to sales tax and taxed the turnover at agreed rates; special exemptions did not apply.

By memorandum of 30 September 2014, vwd Vereinigte Wirtschaftsdienste AG had its legal form changed to a GmbH (limited company) with the objective of concluding a control and profit transfer agreement between the companies. This was signed on 05 March 2015. For the time being, Vienna GmbH will therefore not provide the vwd Group with sales subject to VAT (management services), contrary to the original plans.

3.3 Management and Representation

The company was managed during the financial year by Mr Michael C. Schuster, Munich.

Mr Schuster is exempt from the restrictions of § 181 BGB and has the sole right of representation.

4. STATEMENTS AND EXPLANATIONS OF ACCOUNTING

4.1 Regularity of accounting

4.1.1 Bookkeeping and other audited documents

The accounting (financial and asset accounting) of the company is carried out by the tax consultant using DATEV e.G.'s program Kanzlei-Rechnungswesen / Kanzlei-Rechnungswesen pro. The regularity of the DATEV program was most recently confirmed by a single-system audit by Ernst & Young AG auditing company in Munich on 06 March 2017. The security of the data processed for the purposes of accounting is guaranteed.

The organisation of the bookkeeping, the accounting-related internal control system, the data flow and the documentation system facilitate the complete, correct, timely and orderly collection, processing, documentation and safeguarding of the posting data.

The information extracted from other audited documents (e.g. minutes, resolutions or contracts) has led to correct presentation in the bookkeeping and annual financial statements.

The accounting procedures in the reporting period did not undergo any significant organisational changes.

According to our findings, the bookkeeping complies with the legal requirements.

4.1.2 Annual accounts

The company is to be classified as a small corporation within the meaning of § 267 HGB as of the balance sheet date of the annual accounts. The present annual financial statements as at 31 December 2017 have been prepared in accordance with the commercial law provisions applicable to small corporations and the subsequent provisions of the articles of association. Partial use was made of the special provisions relating to the size of the company when compiling the annual financial statements (§§ 266, 274a, 275, 276 and 288 HGB).

The balance sheet and the profit and loss account are derived according to the rules and in accordance with the provisions of commercial law and the provisions of the articles of association from the bookkeeping and other documents examined. There is sufficient proof for the asset and liability items. The structure of the **balance sheet (Appendix 1)** is based on the provisions of § 266 (2) and (3) HGB. The **profit and loss account (Appendix 2)** was prepared according to the total cost method in accordance with § 275 (2) HGB.

In the **notes** prepared by the company **(Appendix 3)**, the accounting and valuation methods applied to the balance sheet and the profit and loss account are adequately explained. All legally-required individual details as well as the information on the balance sheet and on the profit and loss account, which are optionally included in the notes, are complete and accurate.

The preparation of a **management report** by the company was omitted, since according to § 264 (1) (4) HGB small corporations are exempt from the obligation to provide such a report.

The accounting, disclosure and valuation regulations required under commercial law were adhered to. The consistency principle according to § 252 (1) (6) HGB was observed. Details of the assessment are given in section 4.2. "Overall statement of annual accounts".

4.1.3 Summary findings

The bookkeeping and other audited documents as well as the annual financial statement correspond to the legal regulations and the supplementary provisions of the articles of association. They convey a true and fair picture of the net assets, financial position and profit situation of the company.

4.2 OVERALL STATEMENT OF ANNUAL ACCOUNTS

4.2.1 Economic principles

During the period under review, the business purpose of Vienna GmbH is limited exclusively to exercising a holding function of the shares acquired in the years 2012 to 2014 in vwd Vereinigte Wirtschaftsdienste GmbH.

4.2.2 Significant bases for valuation and grooming transactions

The annual financial statements of Vienna GmbH were based on the following accounting and valuation methods:

- Accounting and valuation assuming the continuation of the business (going concern, § 252 (1) (2) HGB).
- Individual valuation of the assets and liabilities as at the balance sheet date (§ 252 (1) (3) HGB.
- The principle of realisation / the imparity principle and the principle of appropriate prudence are observed (§ 252 (1) (4) HGB).
- The additions to fixed assets are valued at acquisition cost plus ancillary acquisition costs minus acquisition cost reductions. In the case of fixed assets whose use is time-limited, scheduled depreciation is carried out on a linear basis over the probable useful life of the assets (§ 253 (2)(1) HGB).
- The recognition and valuation of financial assets at amortised cost.
- Other assets were recognised at nominal value or the lower value to be applied at the balance sheet date.
- The other reserves take into account the expected utilisation. Valuation was made at the settlement amount.
- The liabilities are valued at the settlement amount.
- Maintaining the valuation methods applied to the previous annual financial statements (§ 252 (1) (6) HGB).

Grooming transactions were not made during the reporting period.

We refer to the following key accounting and valuation decisions:

Control and profit transfer agreement

With the control and profit transfer agreement of 05 March 2015, Vienna GmbH became the parent company for income tax purposes of vwd Vereinigte Wirtschaftsdienste GmbH - HRB 100445, Frankfurt am Main. In the financial year, there is no profit from the profit transfer under commercial law, as the annual net profit of vwd Vereinigte Wirtschaftsdienste GmbH as of 31 December 2017 in accordance with § 301 AktG was offset against the existing pre-affiliation loss carried forward.

vwd phantom shares

On 08 January 2015, 16 January 2015, 23 February 2015, and 10 July 2015, the draft agreements in circulation for 2014 regarding virtual shares in vwd GmbH (vwd Phantom Shares, VPS) at a price per VPS still to be determined (underlying value) were signed by Vienna GmbH as part of the bonus or severance payment for employees of vwd Vereinigte Wirtschaftsdienste GmbH. In 2017, two more agreements were reached on VPS. The underlying value for the financial years 2014 and 2015 is EUR 2.00 per VPS. For financial years from 2016, the underlying value in one financial year is the valuation of vwd Vereinigte Wirtschaftsdienste GmbH used by The Carlyle Group LP for internal purposes as at 31 December of the respective financial year. The VPS are absolutely non-forfeitable.

The obligation arising out of and in connection with the issue and payment of VPS was entered into by Vienna GmbH.

The reserves for the obligations arising out of the VPS are recognised as a liability as of the date of the respective underlying severance payment or variable claim for remuneration. As at 31 December 2017, the reserves for the claims arising from the VPS on the basis of the company valuation carried out at vwd Vereinigte Wirtschaftsdienste GmbH amounted to EUR 1,706,544.64.

4.2.3 Year by year comparison

Balance sheet

	2017 TEUR	%	2016 TEUR	%	2015 TEUR	
Balance sheet total	79,174	100.0	79,142	100.0	79,101	100.0
Fixed assets	72,222	91.2	72,222	91.3	72,222	91.3
of which financial assets	72,222	91.2	72,222	91.3	72,222	91.3
Current assets	6,615	8.4	6,401	8.1	6,135	7.8
Deferred income	295	0.4	519	0.6	744	0.9
Equity	5,511	7.0	8,026	10.2	10,886	13.8
Accruals	1,999	2.5	2,176	2.7	1,669	2.1
Liabilities	71,664	90.5	68,940	87.1	66,546	84.1
of those to shareholders	6,453	8.2	6,265	7.9	6,082	7.7

Profit and loss account

	2017	2016	2015
Other operating income	178	0	0
Amortisations	0	0	0
Other operating expenses	333	735	911
Interest and similar revenues	187	182	201
Interest and similar expenses	2,338	2,307	2,306
- of which to shareholders	188	183	177
Expenses from loss absorption / income from profit acquisition	0	0	1,342
Taxes on income and earnings	209	0	0
Annual deficit	**-2,515**	**-2,860**	**-4,358**

4.2.4 **Summary assessment**

Our dutifully-conducted audit has shown that the overall financial statement, i.e. the overall statement of the annual accounts - arising from the interaction between the balance sheet and the profit and loss account - observes the principles of orderly bookkeeping and gives a true and fair view of the net assets, financial position and profit situation of the company (§ 264 (2) HGB).

5. ANALYSIS OF THE NET ASSETS, FINANCIAL POSITION AND PROFIT SITUATION

The investment assets, which consist almost entirely of financial assets, include a 100.00% stake in vwd Vereinigte Wirtschaftsdienste GmbH. The shares are reported at TEUR 72,222.

The receivables from affiliated companies include a loan of TEUR 5,625 granted to vwd Wirtschaftsdienste GmbH (previous year: TEUR 5,652) and interest on this to the value of TEUR 799. The receivables from these loans have been assigned to DZ Bank AG.

The other assets of TEUR 192 include the credit balances of corporation tax and the solidarity surcharge of Vienna GmbH payable to the tax office. This includes the charges for capital gains tax and solidarity surcharge of 2017 for vwd GmbH in Halle of TEUR 276, which represent the receivables of Vienna GmbH payable to the tax office via the 2017 tax declaration and which must, at the same time, be identified in the same amount as other liabilities to the parent company, vwd GmbH. According to the control and profit transfer agreement between the two companies, there is no profit under commercial law from the profit transfer, as the annual surplus under commercial law must be offset against vwd GmbH's existing pre-affiliation loss carried forward. According to the existing tax transfer agreement, the amount of the levy to be paid by vwd GmbH is limited to the amount of the profit transfer that is permitted under German law. The capital gains tax paid by vwd GmbH including the solidarity surcharge thus represents vwd GmbH's advance payments on corporation tax and must be reimbursed by Vienna GmbH to vwd GmbH.

Bank balances amounting to TEUR 41 are shown on the balance sheet date.

Deferred expenses and accrued income of TEUR 295 includes the deferred loan formalisation fee for two loans for the years 2018 to 2019 of TEUR 254 and the "agency fee" in connection with the loan agreements of TEUR 41 for the year 2018.

The equity of TEUR 5,511 is composed of the subscribed capital of TEUR 63, a capital reserve of TEUR 20,736, the loss carried forward of TEUR 12,773 and the annual deficit of TEUR 2,515.

Tax accruals include the trade tax provisions of TEUR 125. Other accruals amounting to TEUR 1,874 include interest expenses of TEUR 155, costs of preparing the annual financial statements, financial accounting costs and costs of preparing the accounts and tax returns of TEUR 12. In addition, TEUR 1,707 in bonus and severance pay in the form of vwd Phantom Shares (VPS) was stopped in the year under review (see report in 4.2.2.).

Liabilities to credit institutions amount to TEUR 14,550. These consist of TEUR 3,550 and TEUR 11,000 to DZ Bank AG.

The trade payables include costs of TEUR 10 for preparing the annual financial statements and tax returns.

Liabilities to affiliated companies include on the one hand a tax refund of TEUR 276 for 2017, which will be paid by Vienna GmbH in 2018 and forwarded to vwd GmbH (see report page 17) and on the other hand, an up-stream loan of TEUR 9,856 from vwd GmbH with the related interest payable.

Other liabilities include two loans from CETP II Vienna Finance S.a.r.l. of TEUR 39,338 and loans from EJK Investment und Beteiligungs GmbH of TEUR 1,411, two loans from Ampyll GmbH of TEUR 4,854 and the related interest liabilities to a total of TEUR 1,368.

The other operating income of TEUR 178 relates exclusively to the reduction of the provision for phantom shares.

Other operating expenses (TEUR 333) mainly include expenses for consultancy fees (TEUR 32), expenses for bank fees (TEUR 269) - in particular processing and commitment fees for loans - and expenses for reporting costs and the preparation and audit of the annual financial statements and tax returns (TEUR 31).

The interest and similar income of TEUR 187 includes almost exclusively the interest from the loans to vwd GmbH.

Interest and similar expenses (TEUR 2,337) mainly include interest expenses relating to the loan from DZ Bank AG for the purchase of the shares in vwd Vereinigte Wirtschaftsdienste AG (now GmbH) to a total of TEUR 662 and the interest on the loan from CETP II Vienna Finance S.a.r.l. in Halle of TEUR 1,180, on the loan of TEUR 42 from EJK Investment und Beteiligungs GmbH, on the loan of TEUR 146 from AmpyII GmbH and on the loan of TEUR 30 to vwd GmbH.

The tax payments amounting to TEUR 209 include TEUR 84 for the corporation tax to be paid for 2017 together with the solidarity surcharge and TEUR 125 for the trade tax payment for 2017.

6. REPRODUCTION OF THE AUDITOR'S REPORT AND CLOSING REMARKS

Following the final result of our audit we have issued the following unqualified audit opinion, dated 26.04.2018, for the annual financial statements as of December 31, 2017 (Appendices 1 to 4) of Vienna GmbH, Munich, which is reproduced here:

Auditor's report

To Vienna GmbH

"We have audited the annual financial statements - consisting of balance sheet, profit and loss statement and notes - and taking into consideration the accounting of Vienna GmbH for the financial year from 01 January to 31 December 2017. The accounting and the preparation of financial statements according to German commercial law and the supplementary provisions of the articles of association are the responsibility of the legal representatives of the company. Our responsibility is to express an opinion on the annual financial statements, including the accounting, on the basis of the audit conducted by us.

We conducted our audit of the annual financial statements in accordance with § 317 HGB and the generally accepted standards for the auditing of financial statements promulgated by Germany's Institute of Auditors (IDW). These standards require that we plan the audit in such a way that any inaccuracies and violations materially affecting the presentation of the net assets, financial position and profit situation in the annual financial statements in accordance with German principles of proper accounting are detected with reasonable certainty. The audit procedures are determined based on knowledge of the company's business activities and economic and legal situation as well as expectations in terms of possible errors.

The audit assesses the effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and financial statements, primarily on a random sample basis. The audit includes an assessment of the accounting principles used and of significant estimates made by the company's legal representatives, as well as an evaluation of the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our evaluation.

Our audit has not given rise to any objections.

In our opinion, based on the findings of the audit, the annual financial statements comply with the statutory provisions and the supplementary provisions of the articles of association and give a true and fair view of the net assets, financial position and profit situation of the company in accordance with the principles of proper accounting.

We have prepared the above audit report in accordance with the statutory provisions and the principles of proper reporting for the auditing of financial statements (IDW PS 450).

Any use of the above audit opinion outside this auditor's report requires our prior consent. In the event of publication or distribution of the annual financial statements in a form other than the confirmed version (including translation into other languages), our prior consent is required if our audit opinion is quoted or if our audit of the financial statements is referenced; see § 328 HGB.

Munich, 26 April 2018

Berger & Partner PartmbB
Auditing company
Tax consultancy

[Official stamp of Berger & Partner Partnerschaft mbB, Munich Auditing company]

(Martina Berger)
Auditor

APPENDICES

Balance sheet as of 31st December 2017

ASSETS

	Euro	Financial year Euro	Previous year Euro
A. Fixed assets			
I. Financial assets			
1. Shares in affiliated companies		72,221,922.81	72,221,922.81
B. Current assets			
I. Receivables and other assets			
1. Receivables from affiliated companies	6,423,662.40		6,263,754.60
2. Other assets	191,781.90		100,000.00
		6,615,444.30	6,363,754.60
II. Cash in hand, Bundesbank balances, balances with credit institutions and cheques		40,914.55	37,328.71
C. Accrued and deferred items		295,307.18	519,404.54
		79,173,588.84	79,142,410.66

LIABILITIES

	Euro	Financial year Euro	Previous year Euro
A. Equity			
I. Subscribed capital		63,057.00	63,057.00
II. Capital reserve		20,735,563.63	20,735,563.63
III. Loss carried forward		12,772,879.76	9,912,862.50
IV. Annual deficit		2,514,894.44	2,860,017.26
B. Reserves			
1. Tax accruals	124,549.00		0.00
2. other reserves	1,874,012.13		2,176,041.86
		1,998,561.13	2,176,041.86
C. Liabilities			
1. Liabilities toward credit institutions	14,550,000.00		17,350,000.00
2. Liabilities from trade payables	10,443.74		5,366.31
3. Liabilities toward affiliated companies	10,131,948.68		5,978,632.22
4. Other liabilities	46,971,788.86		45,606,629.40
		71,664,181.28	68,940,627.93
- including taxes of Euro 0.00 (Euro 2,950.89)			
		79,173,588.84	79,142,410.66

Profit and Loss Accounting for the Period of 01 January to 31 December 2017

	Financial year Euro	Previous year Euro
1. other operating income	178,000.00	0.00
2. other operating expenses	333,005.61	735,496.30
3. other interest and similar income	186,605.07	182,242.32
4. interest and similar expenses - of which to affiliated companies Euro 306,980.56 (Euro 175,330.00)	2,337,390.90	2,306,763.28
5. Taxes on income and earnings	209,103.00	0.00
6. Earnings after tax	2,514,894.44	2,860,017.26
7. Annual deficit	2,514,894.44	2,860,017.26

Notes to the financial statements as of 31 December 2017

General information on the company

Vienna GmbH is based in Munich. It is entered in the commercial register of the District Court of Munich under HRB 200612.

Information on the accounting and valuation methods and on the presentation in the annual financial statements

General information

The annual financial statements for the 2017 financial year were prepared in accordance with HGB accounting regulations.

The total cost method was selected for the profit and loss account.

In accordance with the size categories for corporations specified in § 267 HGB, the structure of the balance sheet and the profit and loss account is in accordance with § 266 HGB and § 275 (2) HGB in accordance with the regulations for large corporations. Apart from this, the size-related exemptions for small corporations apply.

Items in the balance sheet and the profit and loss account which do not show an amount in the current financial year or in the previous year were not given in accordance with § 265 (8) HGB. Insofar as options to select information in the balance sheet or in the notes are available, the information in the notes has been selected.

The accounting and valuation methods are aligned with the income tax regulations in compliance with the regulations of the HGB. In particular, the following accounting and valuation methods are applicable:

The **financial assets** are assessed and valued as follows:
- Shares in affiliated companies at acquisition cost

Receivables and other assets are stated at their nominal value or at the lower value recognised on the balance sheet date. In the case of receivables whose collectability is subject to identifiable risks, appropriate deductions will be made; irrecoverable receivables are written off.

Liquid assets are stated at their nominal values.

Expenses before the balance sheet date are reported as **deferred income** insofar as they are expenses for a certain time after this date.

Provisions are made for all identifiable risks and uncertain liabilities in accordance with sound business judgement. The valuation is at the necessary repayment amount. For this purpose, provisions with a term of more than one year are discounted at the average market interest rate of the last seven years (corresponding to their remaining term).

Provisions for phantom shares granted by the company are made proportionally until their non-forfeiture date. The rate of supply is calculated based on the discounted fair value of phantom shares at balance sheet date in accordance with § 253 HGB.

Liabilities are valued at the repayment amount.

Information on the use of options in accounting and valuation methods

Legal options in the accounting and valuation methods were exercised as follows:

In the case of **financial assets**, if depreciation has occurred as of the balance sheet date, the lower value on the balance sheet date is recognised only if there is permanent depreciation.

Interest on borrowings is not capitalised under fixed or current assets.

The accounting and valuation methods are applied consistently, in keeping with the previous year.

Information on the use of options in the presentation of the annual financial statements

The presentation in the annual financial statements is consistent with the previous year.

Information and explanations for individual items

Assets and deferred expenses

The following table shows remaining terms of the **receivables** listed in the balance sheet**:**

Type of receivable as of 31.12.2017 (Previous year in TEuro)	**Total amount TEuro**		**with a remaining term ≤1 year TEuro**		**>1 year TEuro**	
towards affiliated companies	6,423.7	(6,263.8)	0.0	(0.0)	6,423.7	(6,263.8)
other assets	191.8	(100.0)	191.8	(100.0)	0.0	(0.0)
Total	**6,615.5**	**(6,363.8)**	**191.8**	**(100.0)**	**6,423.7**	**(6,263.8)**

Equity, accounts payable and deferrals

The following table shows remaining terms of the **liabilities** listed in the balance sheet**.**

Type of liability as of 31.12.2017 (Previous year in TEuro)	**Total amount TEuro**		**with a remaining term ≤1 year TEuro**		**1 - 5 years TEuro**		**>5 years TEuro**	
towards credit institutions	14,550.0	(17,350.0)	3,550.0	(2,800.0)	11,000.0	(14,550.0)	0.0	(00).
from trade payables	10.4	(5.4)	10.4	(5.4)	0.0	(0.0)	0.0	(0.0)
towards affiliated companies	10,131.9	(5,978.6)	276.3	(0.0)	0.0	(0.0)	9,855.6	(5,978.6)
other liabilities	46,971.8	(45,606.6)	0.0	(3.0)	46,971.8	(0.0)	0.0	(45,603.6)
Total	**71,664.1**	**(68,940.6)**	**3,836.7**	**(2,808.4)**	**57,971.8**	**(14,550.0)**	**9,855.6**	**(51,582.2)**

Of the liabilities, TEuro 14,550.00 are secured by liens and similar rights.

Liabilities include liabilities to shareholders amounting to Euro 6,453,384.53.

Other Information

The company did not have any employees during the financial year.

Contingent liabilities, which must be stated according to § 251 HGB and § 268 (7) HGB, were not available at the balance sheet date.

Munich, 26 April 2018

Managing Director:

....
Michael C. Schuster [Illegible signature]

Auditor's report

To Vienna GmbH

"We have audited the annual financial statements - consisting of balance sheet, profit and loss statement and notes - and taking into consideration the accounting of Vienna GmbH for the financial year from 01 January to 31 December 2017. The accounting and the preparation of the annual financial statements in accordance with German commercial law and the supplementary provisions of the articles of association are the responsibility of the legal representatives of the company. Our task is to make an appraisal of the annual financial statements, including accounting, on the basis of our audit.

We conducted our audit of the annual financial statements in accordance with § 317 HGB and the generally accepted standards for the auditing of financial statements promulgated by Germany's Institute of Auditors (IDW). These standards require that we plan the audit in such a way that any inaccuracies and violations materially affecting the presentation of the net assets, financial position and profit situation in the annual financial statements in accordance with German principles of proper accounting are detected with reasonable certainty. The audit procedures are determined on the basis of the knowledge of the company's business activities and economic and legal situation as well as the expectations in terms of possible errors. The audit assesses the effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the books and financial statements, primarily on a random sample basis. The audit includes an assessment of the accounting principles used and of significant estimates made by the company's legal representatives, as well as an evaluation of the overall presentation of the financial statements.

We believe that our audit provides a reasonable basis for our evaluation.

Our audit has not given rise to any objections.

In our opinion, based on the findings of the audit, the annual financial statements comply with the statutory provisions and the supplementary provisions of the articles of association and give a true and fair view of the net assets, financial position and profit situation of the company in accordance with the principles of proper accounting.

Munich, 26 April 2018

Berger & Partner PartmbB I
Auditing company I Tax
consultancy I Munich

(Martina Berger)
Auditor

Berger & Partner München

[Official stamp of Berger & Partner
Partnerschaft mbB, Munich,
Auditing company]

General Terms and Conditions

for

auditors and auditing companies

as of 01 January 2017

1. Scope

(1) The terms and conditions shall apply to contracts between auditors or auditing companies (hereinafter referred to collectively as "auditors") and their clients with regard to audits, tax advice and advice on business and other matters, unless otherwise expressly agreed in writing or required by law.

(2) Third parties may derive claims from contracts between auditors and clients only if this has been expressly agreed or results from statutory provisions. The terms and conditions also apply to third parties in relation to such claims.

2. Scope and execution of the assignment

(1) The object of the assignment is the agreed service, not a particular economic result. The assignment will be executed according to the principles of proper professional practice. The auditor does not assume any management tasks in connection with his services. The auditor is not responsible for the use or implementation of the results of his services. The auditor is entitled to make use of suitably qualified persons in the execution of the assignment.

(2) The consideration of foreign law requires - except in the case of business audits - express written agreement.

(3) If the factual or legal situation changes after the submission of the final professional statement, the auditor is not obliged to inform the client of any changes or consequences resulting therefrom.

3. Client duty of cooperation

(1) The client must ensure that the auditor receives all documents and other information necessary for the execution of the assignment in a timely manner and that he is informed of all processes and circumstances which may be of importance for the execution of the assignment. This also applies to documents and other information, processes and circumstances that only become known in the course of the auditor's work. The client shall appoint suitable persons to provide the auditor with information.

(2) At the auditor's request, the client must confirm, in a written declaration drafted by the auditor, the completeness of the documents and other information submitted and of the statements and explanations provided.

4. Ensuring independence

(1) The client shall refrain from doing anything that could endanger the independence of the auditor's employees. This applies throughout the term of the engagement and, in particular, to offers of employment or executive roles and also to offers to accept assignments on their own account.

(2) Should the execution of the assignment affect the independence of the auditor, of any companies associated with him, of his network companies or of any such companies associated with him, to which the rules on independence apply in the same way as to the auditor in other contractual relationships, the auditor is entitled to an extraordinary termination of the assignment.

5. Reporting and verbal information

Insofar as the auditor must present results of his work in writing, the written version alone shall be decisive. Drafts of written submissions are not binding. Unless otherwise agreed, verbal declarations and statements by the auditor are only binding if confirmed in writing. Declarations and statements provided by the auditor beyond the assignment are not binding at any time.

6. Dissemination of an auditor's professional statement

(1) The distribution to third parties of the auditor's professional statements (work products or extracts from work products, whether in draft form or as a final version), or of information about the auditor's activities for the client, requires the auditor's written consent, unless the client is obligated by law or by an official order to distribute the information.

(2) The client is prohibited from using for promotional purposes the auditor's professional statements or information about the auditor's activities for the client.

7. Corrective action

(1) In the event of any deficiencies, the client is entitled to have these rectified by the auditor. Only in the event of failure, non-performance or unjustified refusal, or the unreasonableness or impossibility of subsequent fulfilment, may the client reduce remuneration or withdraw from the contract; if the assignment has not been issued by a consumer, the client can only withdraw from the contract due to a deficiency if the service rendered is of no interest to him due to failure, non-performance or the unreasonableness or impossibility of subsequent fulfilment. If compensation claims exist beyond that, section 9 applies.

(2) The client must immediately file a written claim to remedy deficiencies. Claims pursuant to paragraph 1 which are not based on a deliberate act, expire one year after the start of the statutory period of limitation.

(3) Obvious inaccuracies, such as typographical errors, miscalculations and formal errors contained in a professional statement (report, expert opinion etc.) by the auditor, can be corrected by the auditor at any time, also with respect to third parties. Any inaccuracies which may jeopardise the results contained in the auditor's professional report entitle the latter to withdraw the report, also with respect to third parties. In the above-mentioned cases, the auditor must contact the client first if at all possible.

8. Confidentiality towards third parties, data protection

(1) The auditor is obliged by law (§ 323 (1) HGB, § 43 WPO – Public Accountants Act and § 203 StGB – German Penal Code) to maintain absolute secrecy regarding facts and circumstances which are entrusted to him or become known to him in the course of his professional activity unless the client releases him from this duty of confidentiality.

(2) When processing personal data, the auditor will observe national and European data protection regulations.

9. Liability

(1) The auditor's legally prescribed services, in particular audits, are subject to the respectively applicable legal limitations of liability, in particular the liability limitation under § 323 (2) HGB.

(2) If a statutory limit of liability does not apply or a limit of liability for an individual contract does not exist, the auditor's liability for damages claims of any kind, with the exception of damage resulting from injury to life, body and health or damage for which a manufacturer must pay compensation under § 1 ProdHaftG (Product Liability Law) is limited to € 4 million for any single damage claim for negligence in accordance with § 54a (1) (2) WPO.

(3) The auditor is entitled to raise objections with respect to the contractual relationship with the client, including vis-a-vis third parties.

(4) If multiple claimants assert a claim for damages arising from an existing contractual relationship with the auditor due to the auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the claims of all claimants collectively.

(5) An individual damage claim within the meaning of paragraph 2 is also established with respect to uniform damage resulting from multiple breaches of duty. The individual claim covers all consequences of a breach of duty, irrespective of whether the damage occurred in one or several consecutive years. Multiple acts or omissions based on the same or similar source of error apply as a uniform breach of duty if the respective matters are legally or economically related to one another. In this case, a claim can be made against the auditor up to the amount of € 5 million only. The limit of five times the minimum insurance sum does not apply to compulsory statutory audits.

(6) The claim expires if legal proceedings are not instituted within a time limit of six months following written refusal to pay compensation and the client has been notified of this consequence. This does not apply to claims for damages arising in connection with an intentional act, a culpable injury to life, body, or health or to damages that constitute the grounds for a manufacturer's duty to pay compensation pursuant to §1 ProdHaftG. This does not affect the right to raise an objection based on the statute of limitations.

10. Supplementary provisions for auditing mandates

(1) If the client subsequently changes the financial statements or management report audited by the auditor and endorsed with an audit certificate, the client shall be prohibited from making further use of this audit certificate.

If the auditor has not issued an audit certificate, a reference to the audit conducted by the auditor in the management report or any other public document is permitted only with the auditor's written consent and with wording approved by him.

(2) If the auditor revokes the audit certificate, the audit certificate may no longer be used. If the client has already used the audit certificate, he must give notification of the revocation at the auditor's request.

(3) The client is entitled to receive five copies of the audit report. Additional copies are invoiced separately.

11. Supplementary provisions for assistance in tax matters

(1) The auditor, whether providing tax advice in a single case or on a long-term basis, is entitled to use as a correct and complete basis the facts provided by the client, particularly with regard to numerical information; this also applies to accounting assignments. The auditor must, however, notify the client of any inaccuracies that he discovers.

(2) The tax advice assignment does not include the actions required to meet deadlines unless the auditor has given express consent to such an assignment. In this case, the client must submit to the auditor all documents essential for observing deadlines, particularly tax assessment notices, in sufficient time for the auditor to have a reasonable processing time.

(3) In the absence of any other written agreement, the ongoing tax advice services include the following activities within the contract period:

a) Preparation of the annual tax returns for income tax, corporation tax trade tax and declarations of wealth, based on the annual financial statements to be submitted by the client and other statements and evidence required for taxation purposes

b) Review of tax assessment notices for the taxes stated under a)

c) Negotiations with the financial authorities in connection with the declarations and notices referred to in a) and b) above

d) Participation in tax audits and evaluation of the results of tax audits in relation to the taxes specified in a)

e) Participation in appeal and complaint procedures in relation to the taxes specified in a).

The auditor shall take account of essential published case-law and administrative opinion in relation to the above activities.

(4) If the auditor receives a flat rate for the ongoing tax consultancy, in the absence of a written agreement to the contrary, the activities under para. 3 (d) and (e) are to be paid for separately.

(5) If the auditor is also a tax adviser and the German Tax Advice Remuneration Regulation applies to the calculation of payment, a remuneration that is more or less than the statutory payment can be agreed in writing.

(6) A separate assignment is required for work related to special individual matters concerning income tax, corporate tax, trade tax, valuation assessments of property units or wealth tax, as well as all matters concerning value-added tax, wage tax, or other taxes and charges. This also applies to

a) the processing of one-off tax matters, e.g. in the field of inheritance tax, capital transfer tax or land transfer tax,

b) participation and representation in proceedings before the courts with fiscal and administrative jurisdiction and in criminal proceedings relating to fiscal matters,

c) advisory activities and expert opinion in connection with changes of legal form, capital increase and reduction, reorganisation, entry and exit of partners or shareholders, sale of the business, liquidation etc. and

d) support in fulfilling disclosure and documentation requirements.

(7) If the preparation of the annual VAT return is undertaken as an additional activity, this does not include the review of any special accounting conditions and the question of whether all eligible VAT benefits have been detected. No responsibility is assumed for the completeness of the documentation in terms of claiming the input tax deduction.

12. Electronic communications

Communication between auditor and client may also take place via email. If the client does not wish to communicate via email or has special security requirements such as the encryption of emails, the client shall inform the auditor of this in writing.

13. Remuneration

(1) In addition to his claim for professional fees or charges, the auditor has a right to reimbursement of his expenses; VAT is charged separately. He may demand reasonable advances on remuneration and reimbursement of expenses, and make the delivery of his services subject to the full satisfaction of his claims. If there are multiple clients, they shall be jointly and severally liable.

(2) If the client is not a consumer, offsetting against the auditor's claims for remuneration and reimbursement of expenses is only admissible with undisputed or legally binding claims.

14. Settlement of disputes

The auditor is not prepared to participate in dispute resolution proceedings before a consumer arbitration board pursuant to § 2 of the Consumer Dispute Settlement Act.

15. Applicable law

The assignment, its execution and the claims arising from it are regulated only by German law.

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Note:	This PDF file is merely a non-binding inspection copy. Only the hard copy of the audit report is considered binding.

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main

Report on the audit of the
annual financial statement and status report
for the financial year from 01 January to 31 December 2017

4172.vwd/einzel

Deloitte

Deloitte GmbH
Auditing company

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Appendices

We would like to point out that differences may occur due to the use of rounded figures and percentages.

1 Audit assignment

By resolution of the shareholders' meeting of 18 April 2018 of

vwd Vereinigte Wirtschaftsdienste GmbH,
Frankfurt am Main

- hereinafter also referred to as "vwd GmbH" or the "Company" -

we were selected as auditors for the 2017 financial year. With this resolution, the advisory board of the Company engaged us to perform the audit for the 2017 financial year in accordance with § 317 HGB (German Commercial Code).

We confirm that in accordance with § 321 (4) a HGB, we have complied with the applicable regulations on independence in the course of our audit.

We have prepared the present audit report in accordance with the German principles for the proper auditing of financial statements (Auditing Standards of the Institute of Public Auditors - IDW PS 450).

The agreements concluded on 08/16 November 2017 as well as the attached "General Terms and Conditions for Auditors and Audit Firms" as amended on 01 January 2017 apply to the execution of this assignment and to our responsibility, also in respect of third parties.

This audit report has been compiled exclusively to document the audit performed on the financial statement of the Company and not for the purpose of any third party in relation to whom we assume no liability according to the legal status defined by § 323 HGB.

2 General findings

Opinion on the legal representatives' assessment of the Company's situation

From the financial statement and the status report by the Company's legal representatives as well as from other documents audited, we wish to highlight the following points which are particularly relevant in assessing the financial status of the Company:

- In the 2017 financial year, vwd GmbH generated revenues of EUR 46.0 million (previous year EUR 46.9 million). The decline in revenue can be attributed to the areas of Data Feed & Display Solutions (DFS) (- 0.4%), Publication & Distribution Solutions (PDS) (- 3.9%) and Other Solutions (OS) (- 8.6%). This decline was only partially offset by sales growth in the Regulatory Solutions (RS) area (+ 21.4%). The Portfolio & Advisory Solutions (PAS) area (+0.0%) was at the level of the previous year.

In the previous year, reporting was also carried out in the four areas of Market Data & Analytics, Processes & Solutions, Media Products & Accounts and Pricing & Classification. The product lines contained in what was formerly four divisions were allocated to the new business areas as appropriate.

- Other operating income fell to EUR 5.5 million (previous year EUR 7.7 million), mainly due to lower reversals of provisions compared to the previous year.

- The cost of materials fell disproportionately to sales, from EUR 25.6 million to EUR 24.6 million, due to cost-cutting measures. The cost of materials ratio was therefore reduced from 53.5% in the 2016 financial year to 51.9% in the 2017 financial year. Personnel expenses fell to EUR 18.0 million (previous year EUR 19.7 million), in particular as a result of personnel cost reduction measures. Other operating expenses also fell from EUR 7.7 million to EUR 6.9 million due to cost-cutting measures.

- EBITDA increased from EUR 2.6 million in the 2016 financial year to EUR 3.3 million in the 2017 financial year, as the decline in sales revenue and other operating income was more than offset by lower material costs, personnel expenses and other operating expenses.

- Investment income increased from EUR 0.2 million to EUR 1.7 million as a result of the distributions by the subsidiaries vwd PortfolioNet Service AG, Zurich, Switzerland, (EUR 0.9 m) and vwd finaix Solutions GmbH, Herzogenrath (EUR 0.8 m). In addition, income from profit transfer agreements increased by EUR 0.7 million to EUR 3.9 million compared to the previous year. In addition to the profit transferred from EDG AG, Frankfurt am Main (EUR 3.2 million; previous year EUR 2.6 million), the annual net profits of Lenz + Partner GmbH, Dortmund (EUR 0.7 million; previous year EUR 0.6 million) were also transferred to the shareholder vwd GmbH.

The investment book value of vwd finaix Solutions GmbH was amortised by EUR 4.0 million to EUR 0.2 million in the 2017 financial year, as with the contract dated 29 January 2018, part of the vwd finaix Solutions GmbH portfolio was sold as part of an asset deal to vwd GmbH, and vwd finaix Solutions GmbH was subsequently sold with its remaining divisions as part of a share deal under conditions precedent on 01 January 2018 at a purchase price of EUR 0.2 million.

In contrast, the reasons for a permanent reduction in the value of the shares in Lenz + Partner GmbH and vwd TransactionSolutions AG were partially eliminated in the 2017 financial year and the attributable value derived from the income value was written up on the balance sheet date of 31 December 2017. The investment book value of Lenz + Partner GmbH was written up by EUR 1,529 thousand to EUR 3,011 thousand (acquisition cost: EUR 3,739 thousand) and the investment book value of vwd TransactionSolutions AG was written up by EUR 1,377 thousand to EUR 2,358 thousand (acquisition cost: EUR 5,096 thousand).

- The annual net profit of EUR 4.5 million (previous year EUR 2.3 million) was fully offset against the pre-tax loss carryforwards. There was no profit to be transferred as part of the control and profit transfer agreement ("BGAV") concluded in the 2015 financial year with the parent company Vienna GmbH, Munich.

- Equity increased due to the offsetting of the net profit for the year with the pre-tax loss carryforwards and amounts to EUR 22.0 million (previous year EUR 17.5 million). The equity ratio of the company is 30.4% (previous year 25.6%).

- As of the balance sheet date, there is a significant shortfall in short-term assets to current provisions and liabilities. As of 31 December 2017, the available credit line amounted to EUR 0.5 million (previous year EUR 0.1 million) with cash and cash equivalents of EUR 1.7 million (previous year EUR 1.4 million). The company, together with its parent company Vienna GmbH, signed a new corporate loan agreement with another bank on 16 April 2018. In addition to the repayment of the existing loans to the current lender, the contract provides for the inflow of further funds for the financing of vwd GmbH / Vienna GmbH. The contract has a fixed term until 2025 and, in addition to a bullet stake of EUR 35 million, includes a current account credit line of EUR 10 million (repayable in 2024). The loan components are subject to a variable interest rate based on EURIBOR and LIBOR of 3.75% and 3.25% respectively, resulting in lower financing costs compared to the previous contract.

- Cash flow from operating activities increased by EUR 3.4 million to EUR 5.8 million in the 2017 financial year. Cash flow from investment is positive and amounts to EUR +0.1 million (previous year EUR -2.0 million), as the proceeds from dividends received and the disposals of financial assets exceed the payments for investments. Payments amounting to EUR -5.4 million (previous year EUR +0.7 million) result from the cash flow from financing activities. In addition to payments to Vienna GmbH of EUR -3.6 million (previous year EUR -3.0 million) and the partially cash neutral repayments of loans from affiliated companies amounting to EUR -6.1 million (previous year EUR 1.0 million) there were also payments for interest in connection with loans and cash pool liabilities to affiliated companies and liabilities to banks of EUR -0.9 million (previous year: EUR 0.8 million). These payments were partially offset by proceeds from loans granted by affiliated companies amounting to EUR 5.2 million (previous year: EUR 4.7 million).

- On 30 April 2015, Vienna GmbH, as sole shareholder of vwd GmbH, joined as a further guarantor the takeover credit agreement dated 23 November 2012, as amended on 13 May 2014, of EUR 24,000,000 between CETP II Vienna S.à r.l., Luxembourg as parent, Vienna GmbH as BidCo and borrower, DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main as mandated lead arranger, lead manager, original lender, securities trustee and hedge counterparty and vr bank Untertaunus eG, Idstein as new lender. As of 31 December 2017, the takeover credit agreement includes a credit volume of EUR 14.6 million.

- Finally, the legal representatives declare that there are currently no identifiable risks to the Company. For the 2018 financial year, the legal representatives expect an EBITDA of between EUR 4.5 million and 5.5 million and a decline in sales of between 3.5% and 4.5%. The legal representatives expect cash and cash equivalents to remain stable for the 2018 financial year after implementation of cash pooling measures and without any positive effects from the refinancing.

In summary, in accordance with § 321 (1) (2) HGB, we deem the report prepared by the Company's legal representatives, in particular the assumptions regarding the Company's continuation and the assessment of its future development as expressed in the financial statement and the status report, to be realistic.

In assessing the situation, we also refer to our comments on the Company's overall financial statement presentation in section 5.2 of our report.

3 Copy of the Auditor's Report

We have given the following unqualified opinion on the financial statement and status report for the 2017 financial year of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, in the version in Appendix 1, signed on 27 April 27 2018:

"Auditor's report

We have audited the annual financial statement, composed of the balance sheet, profit and loss statement and notes, including the accounting and the status report of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main for the financial year from 01 January to 31 December 2017. The accounting and the preparation of the annual financial statement and status report in accordance with German commercial law are the responsibility of the Company's legal representatives. It is our responsibility to express an opinion based on our audit on the annual financial statement, including the accounting, and on the status report.

We conducted our audit of the annual financial statement pursuant to § 317 HGB and complied with the generally accepted standards for the auditing of financial statements published by the Institute of Auditors (IDW). Those standards require that we plan and conduct the audit in such a way that misstatements materially affecting the presentation of the net assets, financial position and profits in the annual financial statements and in the status report in accordance with German principles of proper accounting are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and evaluations of possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the accounting, annual financial statement and status report have been examined primarily on a sample basis, within the framework of the audit. The audit also includes an assessment of the accounting principles used and that of significant estimates made by legal representatives, as well as an evaluation of the overall presentation of the financial statement and the status report. We believe that our audit provides a sufficiently sound basis for our assessment.

Our audit has not led to any objections being raised.

In our opinion, and based on the findings of our audit, the annual financial statement of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main complies with legal requirements and gives an accurate and fair view of the net assets, financial position and profit of the Company, in accordance with the principles of proper accounting. The status report is consistent with the annual financial statement, complies with legal requirements and as a whole provides a correct view of the Company's position and accurately depicts the opportunities and risks of future development."

4 Subject, nature and scope of the audit

Subject of the audit

The subject of our audit was

- the accounting
- the annual financial statement (consisting of balance sheet, profit and loss statement and notes)
- the status report

of the Company.

The legal representatives of the Company are responsible for the accounting and the preparation of the financial statement and status report in accordance with German commercial law regulations; this also applies to the information that we received concerning these documents. Our task is to assess these documents and information as part of our statutory audit.

Auditing the compliance with other regulations is only carried out within the scope of the audit of the financial statement if or when there are retroactive effects on the financial statement or the status report.

Nature and scope of the audit

The starting point for our audit was the previous year's financial statement audited by us and submitted with an unqualified audit opinion on 28 April 2017; it was approved on 20 July 2017.

The audit was conducted by us in the months of November 2017 (preliminary audit) and January to April 2018 (main audit).

We conducted our audit pursuant to § 317 HGB and complied with the generally accepted standards for the auditing of financial statements published by the Institute of Auditors (IDW).

The audit is arranged in accordance with § 317 HGB in a problem-oriented way in order to identify with sufficient reliability significant misstatements and discrepancies in terms of accounting requirements. To meet these requirements, we apply our risk and process-oriented audit approach; for this we use our audit software Engagement Management System (EMS). It supports the planning, implementation and documenting of the audit.

The final audit in accordance with § 317 (4)a does not extend to whether the continued existence of the audited entity or the effectiveness and efficiency of the management can be guaranteed.

In the course of the audit planning, we obtained an overview of the business activities and the economic and legal environment of the Company and its accounting; made an analytical examination of the annual financial statement; and obtained insight into the articles of association, shareholders' resolutions and the minutes of advisory board meetings. We developed the audit strategy based on the knowledge acquired in this way and on expectations concerning potential errors. We examined the internal control system of the Company so far as it is relevant for proper accounting; the internal control system as a whole was not the subject of our audit.

We examined for appropriateness and efficacy the control procedures of the Company that were identified as relevant to our audit plan. We were able to reduce our statement-based audit procedures (analytical audits and individual case studies of selected transactions and stocks), insofar as these control procedures were considered to be effective. In all other cases, we carried out the statement-based audit procedures as per our risk assessment without any reduction of scope. In individual case studies, we obtained evidence by making conscious choices or on a random sample basis.

The following priorities were set for our audit:

- impairment analysis of the investment book values and goodwill,
- proof of sales revenue and
- completeness and valuation of reserves.

On 31 December 2017, the Company carried out a book inventory for work in progress. The stock of work in progress at the balance sheet date was determined on the basis of receipts, employees' hourly evaluations and other accounting documents. Examining the documents on which the book inventory is based convinced us that the inventory was correctly recorded.

As part of the audit of receivables, liabilities and credit balances with banks as well as other provisions of the Company, we received confirmation of balance from selected customers and suppliers as well as confirmations of credit, claims and liabilities of the Company from all banks and all lawyers and tax consultants of the Company.

When reviewing the pension provisions, anniversary bonus provisions and provisions for phased retirement obligations, we critically evaluated the actuarial report of Longial GmbH, Düsseldorf, taking into account our assessment of their competence, capabilities and objectivity.

We evaluated future-oriented information in the status report for plausibility and consistency with the findings obtained during the audit of the financial statement.

The legal representatives provided all the required information and evidence and submitted on 27 April 2018 in writing the declaration of completeness in accordance with professional standards. This guarantees in particular that all required transactions are reflected in the accounting records, and that in the current financial statement, all assets that must be included on the balance sheet, along with debts (liabilities, risks, etc.), accruals and deferrals and special items are taken into consideration; that all expenses and revenues are presented and that all necessary information is provided.

5 Findings and explanations in relation to the financial report

5.1 Accuracy of accounting

5.1.1 Accounting records and other audited documents

The bookkeeping complies with legal requirements including the generally accepted principles of proper accounting. The information taken from the other audited documents is duly reflected in the bookkeeping, the annual financial statement and the status report.

5.1.2 Annual financial statement

The annual financial statement as of 31 December 2017 is attached to the present report as appendices 1.2 to 1.4.

The financial statement was duly derived from the accounting records and other audited documents. The legal requirements regarding classification, drawing up a balance sheet and evaluation as well as those relating to the notes to the financial statement were observed.

5.1.3 Status

The status report for the 2017 financial year is attached to this report as Appendix 1.1.

Based on the findings of our audit, the status report complies with the legal requirements. The status report is consistent with the annual financial statement and the findings of the audit and as a whole provides an accurate view of the Company's position. The material opportunities and risks of future development are correctly presented. Information pursuant to §289 (2) and (3) HGB is complete and correct.

5.2 Overall presentation of the annual financial statement

5.2.1 Findings on the overall presentation of the annual financial statement

We refer to our following explanatory notes on the overall presentation of the annual financial statement. The financial statement as a whole, i.e. the combination of balance sheet, profit and loss account and notes, provides a true and fair picture of the assets, financial situation and profits of the Company in accordance with the basic principles of proper accounting.

5.2.2 Explanatory notes on the overall presentation of the annual financial statement

Essential valuation principles and the changes to them in addition to grooming transactions are presented as follows.

Essential principles of valuation

Goodwill

The merger of the former vwd Vereinigte Wirtschaftsdienste GmbH into WT Fünfundvierzigste Verwaltungs GmbH, Frankfurt am Main, as of 01 January 2004, resulted in goodwill of EUR 16,705 thousand, which will be amortised over the 30-year period of planned use. As of 31 December 2014, this goodwill was amortised by an extraordinary amount of 7,503. The resulting residual book value will be amortised over the remaining term by EUR 162 thousand per annum.

The merger of the "Technology" part of the business of vwd NetSolutions GmbH, Berlin with the company as of 01 January 2009, resulted in goodwill of EUR 3,428 thousand, which will be amortised over the 25-year period of planned use at a rate of EUR 137 thousand per annum.

As of 31 December 2017, the book value of the capitalised goodwill amounts to EUR 4,795 thousand (previous year: EUR 5,095 thousand). The goodwill impairment test carried out by vwd GmbH did not result in any unbudgeted impairment losses in the 2017 financial year. This was based on the Company's planning and discount rates (weighted cost of capital after tax, WACC) of 6.7% (previous year 5.97%) for the detailed planning period and 5.7% (previous year 4.97%) for perpetuity.

Shares in affiliated companies and participating interests

The Company has reviewed the investment book values for all shares in affiliated companies and carried out company valuations using the discounted cash flow method. These valuations are based on the plans for the years 2018 to 2022. The applied discount rates (weighted cost of capital after taxes, WACC) amount to 6.7% (previous year 5.97%) for the detailed planning period and 5.7% (previous year 4.97%) for perpetuity. As a result of these company valuations, no write-downs on investment book values were made. However, under a contract dated 29 January 2018, part of vwd finaix Solutions GmbH's business was sold to vwd GmbH as part of an asset deal, followed by the sale of the remaining business area under suspensive conditions as part of a share deal. The investment book value of vwd finaix solutions GmbH was therefore amortised by EUR 3,964 thousand to an agreed purchase price of EUR 201 thousand in the 2017 financial year.

The investment book values of Lenz + Partner GmbH and vwd TransactionSolutions AG were written up in the 2017 reporting year. In contrast, the reasons for a permanent reduction in the value of the shares in Lenz + Partner GmbH and vwd TransactionSolutions AG were partially eliminated in the 2017 financial year due to sustained profits and significantly improved business prospects, and the attributable value derived from the income value was written up on the balance sheet date of 31 December 2017. The investment book value of Lenz + Partner GmbH was written up by EUR 1,529 thousand to EUR 3,011 thousand (acquisition cost: EUR 3,739 thousand) and the investment book value of vwd TransactionSolutions AG was written up by EUR 1,377 thousand to EUR 2,358 thousand (acquisition cost: EUR 5,096 thousand).

Internally generated intangible fixed assets

The Company makes use of the option according to § 248 (2) HGB and capitalises complete and incomplete internally-generated intangible fixed assets. They are valued using a personnel cost rate, which includes the costs that come under production costs in accordance with § 255 (2) (3) HGB and the proportional costs of general administration. Complete, internally-generated, intangible assets are generally amortised over a period of use of two to five years. The book value of the complete, internally-generated intangible assets as at 31 December 2017 amounts to EUR 3,437 thousand (previous year EUR 2,321 thousand).

Acquisition of minority interests in vwd finaix Solutions GmbH (formerly: GeVaSyS)

With agreements dated 14 and 29 August 2014, vwd GmbH acquired the 36.73% minority interest in vwd finaix Solutions GmbH, Herzogenrath. The purchase price consists of fixed purchase price components of EUR 0.9 million, which were paid in January 2015, as well as variable purchase price components. The variable purchase price components result from "earn-out clauses", the values of which for the years 2015 to 2017 are calculated and payable in the subsequent financial years. Thus, according to German commercial law, these are subsequent acquisition costs that are to be shown on the balance sheet in the year in which they arise. The shares were transferred to vwd GmbH with economic effect upon conclusion of the contract. As of 31 December 2017, the variable purchase price component of EUR 209 thousand, resulting from the earn-out clause and applicable to 2017, was capitalised as shares in affiliated companies.

vwd group Italia S.r.L.

Purchase

In the 2011 financial year, the Company founded the vwd group Italia S.r.L. with its registered office in Milan, Italy, as a 100% subsidiary. With a contract dated 29 April 2011, vwd Italia acquired the RFID division of the Italian publishing group II Sole for a purchase price of EUR 2,461 thousand. The RFID business involves collecting, organising and analysing financial real-time data and financial market information.

Equity capital injections

Due to the difficult economic situation of vwd group Italia S.r.L., Milan, vwd GmbH made a contribution to its equity of EUR 896 thousand in the 2017 financial year. The contribution served as a recapitalisation to restore equity and in 2017 was recorded as an expense by vwd GmbH under other operating expenses. In the previous year, the contributions made for recapitalisation totalled EUR 170 thousand. The contributions were made by waiving receivables impaired in 2016 and were recorded as an expense in 2016 under depreciation on current assets.

Loans from Vienna GmbH

To finance the acquisition of shares in EDG AG, Frankfurt am Main (EDG AG for short), EDG AG, Zurich, Switzerland (EDG-S), and vwd academy AG, Frankfurt am Main (academy AG), Vienna granted the company two loans of EUR 6.5 million and EUR 1.0 million with terms until 13 December 2016, by means of loan agreements dated 13 December 2013. Both loans are subordinated and unsecured. They are not repayable as long and insofar as the bank liabilities to the principal bank have not been repaid, and earn interest at 3% per annum. A principal payment of EUR 0.5 million was made on the loan of EUR 1.0 million in October 2014. In the 2015 financial year, the two loans were offset against the receivable from the assumption of the net loss for the year of EUR 1,342 thousand on the basis of the profit and loss transfer agreement with the parent company Vienna GmbH on 5 March 2015 and an offsetting agreement. In the 2017 financial year, EUR 27 thousand of the Company's receivables were offset against Vienna GmbH from the refund of withholding taxes in the context of the income-tax-sharing agreement with Vienna GmbH. As of 31 December 2017, this resulted in a loan liability from both loans totalling EUR 5.6 million.

Upstream loan to Vienna GmbH

On the basis of the existing control agreement, Vienna GmbH has instructed vwd GmbH to grant upstream loans to Vienna GmbH to finance the debt service of Vienna GmbH. The loans bear interest at 4% per annum and have a term until 31 December 2025. In the 2017 financial year, vwd GmbH granted further upstream loans of EUR 3,570 thousand, so that receivables including interest totalled EUR 9,856 thousand as at 31 December 2017.

Deferred tax assets on loss carryforwards

As of 31 December 2017, corporate tax loss carryforwards amounting to EUR 5,325 thousand and trade tax loss carryforwards amounting to EUR 4,276 thousand, on which no deferred tax assets were recognised, exist as in the previous year because the BGAV concluded between vwd GmbH and Vienna GmbH in 2015 means that the tax loss carryforwards of vwd GmbH cannot be used during the existence of the BGAV.

Pension provisions

As of 31 December 2017, there are provisions for pensions amounting to EUR 3,519 thousand (previous year: EUR 3,625 thousand). The calculation was made using the projected unit credit method. The actuarial interest rate used was 3.71% pa (previous year 4.03% pa), for future salary increases 2.0% pa (previous year 2.0% pa), and for pension trends 1.5% pa (previous year 1.5% pa), along with Prof. Dr Klaus Heubeck's 2005 G mortality tables.

The Company has taken out reinsurance policies to meet part of its pension obligations. Of these, reinsurance policies with a fair value of EUR 241 thousand (previous year EUR 241 thousand) as at 31 December 2017 were netted in accordance with § 246 (2) HGB against the corresponding pension provisions. For the other reinsurance policies, the prerequisites for a netting out with the corresponding pension obligations did not exist. They were capitalised as at 31 December 2017 at their amortised cost of EUR 563 thousand (previous year EUR 563 thousand) under financial assets.

Interest rate swaps

To hedge the interest rate risk of long-term variable-rate liabilities to banks in the amount of EUR 6.0 million, the company concluded an interest rate swap transaction (payer swap) for EUR 6.0 million in 2013. The Company receives quarterly payments in line with EURIBOR and pays a fixed interest rate of 1.12% per annum on a quarterly basis. The transaction underlying this payer swap is a loan from DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, totalling EUR 8.0 million, for which vwd GmbH pays an interest rate of 4.5% per annum in line with EURIBOR. The overall effect is a fixed interest rate and a limit on the interest payable on a loan of EUR 6.0 million to 5.62% per annum. As at 31 December 2017, the effectiveness of these transactions was 100.0%. The market value of the payer swap as at 31 December 2017 is EUR -44 thousand. The market value is not recognised in the balance sheet because a valuation entity was formed in accordance with § 254 HGB.

Grooming Transactions

Vienna Phantom Shares

Vienna GmbH, as the sole shareholder of vwd GmbH, offered the members of the executive board and other managers (hereinafter referred to as "beneficiaries") virtual shares (Vienna Phantom Shares, hereinafter "VPS") as a partial compensation for the variable remuneration beginning in 2015. The beneficiaries convert a proportion of their variable remuneration entitlement at a pre-determined conversion ratio into virtual, generally vested shares (e.g. for 2017 "Batch 2017"), whereby at least 50% but no more than 100% of the variable remuneration can be converted into VPS, or VPS are assigned directly and become vested after a specified period of time. The allocated VPS will be settled in cash by the sole shareholder to the beneficiaries at a date to be decided upon. A further similar agreement was reached in 2015 on variable remuneration components, which, like the VPS, will be settled in cash by the sole shareholder to the beneficiaries at a date to be decided upon. Vwd GmbH does not have to bear any expenses for the granting of the VPS and the further remuneration agreement by its shareholder and therefore does not include these parts of the variable remuneration in its annual financial statements.

Control and profit transfer agreement with Vienna GmbH 2015

Upon entry in the commercial register on 20 March 2015, the control and profit transfer agreement ("BGAV") concluded between vwd GmbH and the sole shareholder Vienna GmbH in March 2015 became effective. In connection with the BGAV, it was agreed in 2015 and regulated in a written tax sharing agreement in 2017, that taxes actually payable by Vienna GmbH as the parent company and attributable to the subsidiary company, vwd GmbH (corporation tax, trade tax and solidarity surcharge) should be charged or credited in the context of vwd GmbH's tax contributions. According to the tax sharing agreement, the amount of the tax levy may not exceed the amount of the taxable income before taxes. As no profit transfer takes place at vwd GmbH due to the loss carryforward, no tax levy is calculated.

As part of the control measures, vwd GmbH and most of the vwd Group companies as guarantors acceded to the takeover credit agreement held by Vienna GmbH. As of 31 December 2017, the takeover credit agreement includes a credit volume of EUR 14.6 million.

5.3 Information concerning net assets, financial position, and profits

Multi-year overview

		2017	2016	2015	2014	2013
P&L						
Sales revenue†	TEUR	45,974	46,889	45,897	45,880	46,799
- of which regulatory solutions	TEUR	657	541	0	0	0
- of which publication and distribution solutions	TEUR	12,662	13,171	0	0	0
- of which portfolio and advisory solutions	TEUR	7,691	7,688	0	0	0
- of which data feed and display solutions	TEUR	20,800	20,881	0	0	0
- of which others	TEUR	3,205	3,507	0	0	0
- of which rents and corporate charges	TEUR	959	1,101	0	0	0
Personnel expenses	TEUR	18,023	19,684	20,712	19,110	20,776
Employees (§ 267 (5) HGB)	0	236	248	250	252	259
EBITDA	TEUR	3,268	2,634	-256	2,002	1,551
EBIT	TEUR	1,069	424	-3,259	-9,195	-2,175
EBIT margin	%	2.3	0.9	-7.1	-20.0	-4.6
Annual result before profit transfer‡	TEUR	4,498	2,348	-1,342	-9,044	-8,189

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Result effect of special matters	TEUR	-2,405	-361	-1,746	-10,470	-7,436
Annual result without special matters	TEUR	6,903	2,709	404	1,426	-753
Balance sheet data						
Goodwill and shares in affiliated companies	TEUR	46,576	48,495	48,359	49,033	60,751
Equity	TEUR	21,964	17,466	15,118	15,118	24,162
Balance sheet total	TEUR	72,328	68,147	65,031	63,839	78,464
Cashflow						
Cash flow resulting from ongoing business activities	TEUR	5,760	2,397	-1,828	2,677	4,208
Key indicators						
Personnel expenses / revenue	%	39.2	42.0	45.1	41.7	44.4
Revenue / employees	TEUR	194.8	189.1	183.6	182.1	180.7
Equity ratio	%	30.4	25.6	23.2	23.7	30.8
Return on equity	%	20.5	13.4	-8.9	-46.0	-29.0

* In the financial years up to and including 2014, no control and profit transfer agreement was concluded.

** In 2017, a division into new business areas took place.

With regard to the economic and legal principles, please refer to Appendix 3 to this report.

Result effect of special matters

The following special matters have significantly influenced the Company's annual results:

	2017 TEUR	Previous year TEUR	Change TEUR
Expenses from restructuring measures and severance payments	-248	-723	475
Waiver vwd Italia	-896	-170	-726
Depreciation on investment book values	-3,964	0	-3,964
Write-ups on investment book values	2,906	0	2,906
Compensation for former board members and executives	-203	0	-203
Income repayment foreign currency loans	0	532	-532
Other special matters	0	0	0
Result of special matters	-2,405	-361	-2,044

For other material matters, please refer to our comments in section 5.2.2 of this report.

Liquidity

The following liquidity status at book values shows the changes in net financial assets or net current assets and their components during the year under review.

	31.12.2017 TEUR	Previous year TEUR	Change TEUR
Short-term funds	1,653	1,363	290
Short-term receivables, other assets and ARAP	7,295	5,083	2,212
Short-term provisions and liabilities and PRAP	-30,424	-28,664	-1,760
Net financial assets	-21,476	-22,218	742
Inventories	0	0	0
Payments received	-1,225	-1,298	73
Net current assets	-22,701	-23,516	815

The liquidity status shows that the net current assets of the Company are negative as in the previous year. According to the legal representatives, as in previous years, the existing shortfall is to be financed by advance payments from customers, the use of supplier and bank loans and, if necessary, additional funds from subsidiaries. The negative net financial assets also result from, among other things, the deduction of liabilities to subsidiaries to a total of EUR 11,152 thousand (previous year EUR 9,689 thousand), which are formally short-term but available to vwd GmbH on a longer-term basis if required. We refer here to the statements by the legal representatives in the Company's status report. In addition, vwd GmbH and Vienna GmbH signed a new corporate loan agreement on 16 April 2018. In addition to the repayment of the existing loans to the current lender, the contract provides for the inflow of further funds for the financing of vwd GmbH / Vienna GmbH. The contract has a fixed term until 2025 and, in addition to a bullet stake of EUR 35 million, includes a current account credit line of EUR 10 million (repayable in 2024). The loan components are subject to a variable interest rate based on EURIBOR and LIBOR of 3.75% and 3.25% respectively, resulting in lower financing costs compared to the previous contract.

Lines of credit

	31.12.2017 TEUR	Previous year TEUR	Change TEUR
Bank loans	8,000	8,000	0
Agreed cash and guarantee credit line	5,000	5,000	0
Claim	-12,492	-12,868	376
Undrawn credit lines	508	132	376

Because the financial circumstances of the Company are otherwise apparent to the users of the financial statement from the annual financial statement and the status report, we have waived further explanations and a detailed presentation of the net assets, financial position and profits. With regard to the economic and legal principles, please refer to Appendix 3 to this report.

Concluding remarks

We submit the above report on our audit of the annual financial statement and status report for the 2017 financial year of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, in accordance with the statutory provisions and the German generally accepted standards for auditing financial statements (auditing standard of the Institute of Auditors - IDW PS 450).

Please refer to section 3 "Copy of the Auditor's Report" regarding the unqualified Auditor's Report issued by us.

Frankfurt am Main, 27 April 2018

Deloitte GmbH

Auditing company
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(Kreuzburg)	(Kaiser)
Auditor	Auditor
[Illegible signature]	[Illegible signature]

Note:	This PDF file is merely a non-binding inspection copy. Only the hard copy of the audit report is considered binding.

Any publications or disclosure of the annual financial statement and/or the status report in a form other than that of the audited version, as well as any translation into other languages again requires prior consultation if our audit opinion is quoted or our audit of the financial statements is referenced; for this purpose we refer to provisions laid down in § 328 HGB.

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main

Status Report and Financial Statement for the Financial Year from 01 January to 31 December 2017

STATUS REPORT
of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main,
for the 2017 financial year

BUSINESS AND ECONOMIC FRAMEWORK

Business activities

Vwd Vereinigte Wirtschaftsdienste GmbH ("vwd GmbH" or the "Company") based in Frankfurt am Main, is one of Europe's leading providers of tailor-made technology solutions in support of the investment industry. The focus is on technology solutions for private wealth management and private and retail banking (financial technology) as well as on regulatory solutions for the issuance and marketing of securities in the retail and institutional banking, asset management and insurance sectors. In its target markets, the vwd group supports its customers' processes through technologically pioneering financial information and portfolio management systems, its outsourcing services and its marketing of securities. The product and service portfolio of vwd GmbH is divided into a total of five business units: Portfolio & Advisory Solutions (PAS), Data Feed & Display Solutions (DFS), Regulatory Solutions (RS), Publication & Distribution Solutions (PDS) and Other Solutions (OS).

In the previous year, reporting was carried out in the four areas of Market Data & Analytics, Processes & Solutions, Media Products & Accounts and Pricing & Classification. The product lines in each were allocated to the new business units as appropriate.

Organisational structure

The operative business of vwd GmbH is carried out by vwd Vereinigte Wirtschaftsdienste GmbH ("vwd GmbH"), based in Frankfurt am Main, as well as through subsidiaries in 11 different locations in Germany, the Netherlands, Belgium, Italy and Switzerland (vwd group). There is also a branch of vwd GmbH in Paris, France, although no business activity takes place there. The shareholding structure as at 31 December 2017 is as follows:

	Name of the company	Stake
	vwd NetSolutions GmbH, Berlin, Germany	100 %
	Lenz + Partner GmbH, Dortmund, Germany	100 %
	vwd finaix Solutions GmbH (formerly: Gevasys GmbH), Herzogenrath, Germany	100 %
	vwd Transaction Solutions AG, Frankfurt a.M., Germany	60 %
	vwd group Switzerland AG*, Zurich, Switzerland	100 %
	vwd PortfolioNet Service AG*, Zurich, Switzerland	100 %
	EDG AG, Frankfurt a.M., Germany	100 %
	vwd group Italia S.r.L.*, Pero, Italy	100 %
	vwd group Netherlands B.V.*, Amsterdam, Netherlands	100 %
	vwd group Belgium NV * **, Antwerp, Belgium	100 %

* Shareholdings abroad
** 100% of the shares in vwd group Belgium NV, Antwerp, Belgium, are held through the vwd group Netherlands B.V., Amsterdam, Netherlands.

Goals and strategy

In all its business areas, vwd GmbH's goal is to supply the financial industry's value-added chain in the private wealth segment, from product development through to sales, with applications, software and data solutions and services. The range of products makes for efficient processes that are compliant in regulatory terms and supports transparent financial decisions. The target customer segments are banks, fund managers, financial service providers, asset managers and corporate clients. The products are used in all parts of the value-added chain by, for example, product specialists, financial experts, treasurers, controllers, client advisers and other mid- and back-office users, and are made available to private customers as part of solutions for information or other business purposes.

Primary growth areas are portfolio and advisory solutions, regulatory solutions, market data and distribution and marketing solutions. Business drivers are the increasing demands of regulation, the high cost pressure of our customers to use vwd solutions, digitisation, outsourcing of functions and services as well as direct access to point-of-information or point-of-sales.

Solutions based on a comprehensive market and master data universe for financial instruments are offered from a single source. To this end, the range of solutions are brought together on a technical platform in order to be able to efficiently drive forward the increasing digitisation and linking of customers' value-added and process chains. Sub-functions are increasingly designed to be scalable via cloud solutions and operated by vwd, e.g. in the form of outsourcing contracts.

The increased regulatory requirements resulting from the introduction of MiFID II (Markets in the Financial Instruments Directive) have been addressed through the development of multi-channel advisory solutions that are compliant in regulatory terms and dedicated services based on these. By combining module-based and flexibly scalable computation engines by the subsidiary EDG AG with comprehensive, workflow-based compliance solutions, vwd GmbH fully covers the requirements of customers in the preparation and provision of product information sheets in accordance with the PRIIPs regulation (Packaged Retail Investment and Insurance-based Products), which came into force in early 2018 together with MiFID II. The company is responding to the growing demand for innovative and flexible market data solutions with state-of-the-art API- (Application Programming Interface) and browser-based solutions.

The already broad customer base continues to expand. Potential for cross-selling will be tapped by the platform strategy that has been introduced. Our customer care strategy is implemented through focused account management and efficient customer service. We therefore achieve high levels of customer loyalty.

Economic environment and competition

The German economy grew significantly in 2017. Gross domestic product rose by 2.2% in price-adjusted terms as compared with the previous year. The German economy could therefore record economic growth for 8 successive years. In a multi-year comparison, German economic growth was almost one percentage point above the 10-year average of 1.3%. The growth driver was predominantly domestic: higher consumer spending contributed to the positive development with a 2.0% increase over the previous year.

Structural change in the banking sector continued in Germany in 2017. By contrast, banks' profitability stabilised in 2017, albeit mostly at a low level. While efforts continue to strengthen equity positions, banks must prepare in parallel for the next round of digitisation and the competition with newcomers to the industry that goes with it. Digitisation and regulatory requirements, however, continue to provide very good opportunities for vwd to deploy its solutions with banks and asset managers as a long-standing technology partner to the financial industry and to benefit from this development.

Business performance and profits
vwd GmbH's sales showed a slightly negative trend overall in a difficult market environment: its total revenue fell slightly from EUR 46.9 million in the previous year to EUR 46.0 million. In the following detailed assessment, we focus exclusively on third-party sales. The reduction in total revenue is due mainly to lower sales of non-core products as well as to lower intra-group allocations to subsidiaries. However, in 2017 vwd also identified unprofitable sales and eliminated them if it was not possible to migrate to vwd core products.

Significant sales growth of 21.4% was achieved in the area of **Regulatory Solutions**. With the introduction of MiFID / Priips from 01.01.2018, additional sales could already be recorded in the 3rd and 4th quarters of 2017. Business in the **Portfolio and Advisory Solutions** division (+0.0%) is stable in 2017; the newly acquired revenue in 2017 will not be realised until 2018. The **Publication and Distribution Solutions** division (-3.9%) developed in the opposite direction, showing a similar picture in the decline of print media to that of previous years. The **Data Feed and Display Solutions** division is also down slightly on the previous year at -0.4%, mainly due to declining market manager sales.

At EUR 52.8 million, total operating performance including other operating income was around EUR 3.0 million lower than the previous year's figure of EUR 55.7 million. The reduction of EUR -2.3 million resulted mainly from other lower revenues due to lower reversals of provisions. In addition to the effects on third-party sales described above, there was an opposite increase in internally-produced and capitalised assets of EUR +0.5 million, as additional development expenses resulted from the development of new strategic products.

The cost of materials declined in line with the sales performance in the year under review, amounting to EUR 24.6 million in the reporting year, compared with EUR 25.6 million in the previous year. The corresponding cost of materials ratio (cost of materials / overall output) fell in the year under review from 53.5% in the previous year to 51.9%.

There was also a reduction in personnel expenses which declined further from EUR 19.7 million to EUR 18.0 million due to cuts in personnel.

Finally, savings were again made in other operating expenses and these declined from EUR 7.7 million in the previous year to EUR 6.9 million.

EBITDA therefore improved sharply from EUR 2.6 million in the previous year to EUR 3.3 million and was therefore in line with our expectations.

Amortisation of intangible assets and property, plant and equipment was at the previous year's level of EUR 2.2 million. Amortisation of financial assets also resulted from the sale of a subsidiary amounting to EUR 4.0 million in early 2018 and, inversely, write-ups on two further subsidiaries totalling EUR 2.9 million in the wake of an improvement in the profits perspectives of the two companies.

The income from investments and profit and loss transfer agreements has increased by EUR 2.2 million compared with the previous year to EUR 5.6 million. In addition to the profit transferred by EDG AG (EUR 3.2 million;

previous year EUR 2.6 million), the annual net profit of Lenz + Partner GmbH (EUR 0.7 million; previous year EUR 0.6 million) was also transferred to the shareholder vwd GmbH. Income from investments results in particular from the distributions of the subsidiaries vwd PortfolioNet Service AG, Zurich, Switzerland (EUR 0.9 million) and vwd finaix Solutions GmbH, Herzogenrath, Germany (EUR 0.8 million).

After taking into account the tax balance of EUR -0.2 million (previous year EUR -0.5 million), annual net profit amounted to EUR 4.5 million (previous year EUR 2.3 million). The net income for the year was fully offset against the pre-tax loss carryforwards so that there was no profit to be transferred in the context of the profit and loss transfer agreement concluded with the parent company Vienna GmbH in the 2015 financial year.

The return on sales (net income before offsetting against loss carried forward to sales revenues) improved again compared to the previous year and stands at +9.8% (previous year +5.0%).

Summary assessment of business performance
When considering EBITDA after taxes, the performance by vwd GmbH in the 2017 financial year again showed a positive economic development. After the first noticeable improvements in earnings performance in 2016, the trend continued in 2017 and a further significant increase in profitability was achieved. In particular, the additional sales successes in 2017 as a result of winning large tenders in the field of Digital Advisory confirm the growth trend in the fields of strategic core product which is set to continue in the future. The platform strategy with its modular offering and highly scalable (cloud) solutions that are compliant in regulatory terms are winning over new customers.
In addition, vwd GmbH also endeavoured in 2017 to improve existing cost and process structures through further cost-cutting and optimisation measures. A reduction in personnel expenses and other operating expenses in 2017 had a positive effect on the profitability of the company.

FINANCIAL POSITION

As in the previous year, as at the balance sheet date of 31.12.2017, financial liabilities exist mainly with a banking syndicate led by the principal bank. An additional financing charge of 4.0 - 4.5% will again be charged on the EURIBOR benchmark condition. In addition, vwd GmbH finances itself as at the reporting date via short-term, subordinated shareholder loans to the value of EUR 5.6 million (previous year EUR 5.7 million).

As at the balance sheet date, the working capital credit shown under liabilities to banks was utilised to a lesser extent than in 2016 (EUR 3.9 million, previous year EUR 4.1 million).

Vwd GmbH as the parent company, along with the overwhelming majority of Group companies, agreed to act as guarantors to the takeover loan between Vienna GmbH and the banking syndicate in 2015. It amounts to EUR 14.6 million as at the reporting date of 31.12.2017. Under the terms of the agreement, repayments on a part of the loan amounting to EUR 3.6 million were due in instalments annually until 2018 and on the remaining part of the loan amounting to EUR 11.0 million as a bullet payment in 2019, interest being dependent on the gross debt-equity ratio of between 4.0% and 2.5% above the benchmark return and payable on an ongoing basis. Due to the request by Vienna GmbH that it assume the debt service from the takeover loan, vwd GmbH made payments to Vienna GmbH amounting to EUR 3.6 million in the 2017 financial year (previous year EUR 3.0 million) and recorded them under receivables against affiliated companies.

The equity ratio increased to 30.4% (previous year 25.6%), mainly due to the net income for the year.

Liquidity
Cash flow from operating activities amounted to EUR +5.8 million, representing an improvement of EUR 3.4 million compared to the previous year (previous year EUR 4.2 million). The increase is due mainly to the Company's operating profit.

Cash flow from investment amounted to EUR +0.1 million (previous year EUR -2.0 million). In addition to the investments made in property, plant and equipment in the year under review (EUR -0.8 million, previous year EUR -0.9 million) and intangible assets (EUR -1.5 million, previous year EUR -1.6 million), investments were made in financial assets attributable to the acquisition of outstanding minority interests in the subsidiary vwd finaix Solutions GmbH (formerly Gevasys) to the value of EUR -0.2 million in the context of an earn-out, which was recognised as a target in the previous year and in the year under review became cash-effective. Proceeds result primarily from dividends received to the value of EUR 1.7 million (previous year EUR 0.2 million), composed mainly of the dividends from the subsidiaries vwd finaix Solutions GmbH amounting to EUR 0.8 million (previous year EUR 0.0 million) and vwd PortfolioNet Service AG, Zurich, Switzerland, amounting to EUR 0.9 million. There were additional proceeds from the disposal of financial assets in connection with a capital reduction at the subsidiary vwd group Switzerland AG amounting to EUR 0.8 million.

In the year under review, a negative cash flow from financing activities to the value of EUR -5.4 million (previous year EUR +0.7 million) was realised. Payments to Vienna GmbH of EUR -3.6 million (previous year EUR -3.0 million), partially cash-neutral repayments of loans from affiliated companies amounting to EUR -6.1 million (previous year EUR 1.0 million) as well as interest payments in connection with loans and cash pool liabilities to affiliated companies and liabilities to banks amounting to EUR - 0.9 million (previous year EUR 0.8 million) are largely covered by proceeds from loans granted by affiliated companies to a value of
5,2 EUR 5.2 million (previous year EUR 4.7 million).

The cash balance as at the 2017 balance sheet date was EUR 1.7 million, compared with EUR 1.4 million in the previous year. At the same time, the utilisation of the working capital line amounted to EUR 3.9 million (previous year EUR 4.1 million). Taking into account guarantees amounting to EUR 0.6 million, there were free credit lines amounting to EUR 0.5 million as at the reporting date of 31 December 2017 (previous year EUR 0.1 million).

Fixed assets and balance sheet structure

The main assets include goodwill amounting to EUR 4.8 million (previous year EUR 5.1 million) and financial assets in the form of shares in affiliated companies amounting to EUR 41.8 million (previous year EUR 43.4 million).

As of the balance sheet date, the balance sheet total amounted to EUR 72.3 million (previous year EUR 68.1 million).

Liabilities decreased from EUR 37.7 million in the previous year to EUR 37.3 million. This is mainly due to a lower level of liabilities to affiliated companies as of the balance sheet date. Formally short-term liabilities to subsidiaries are also available on a longer-term basis if required, and such extensions have, in fact, been granted in the past.

Research and development

The economic success of vwd GmbH is based on high-performance, modular solutions that must be adapted at all times to the requirements of new laws and regulations at national and European level. The responsible departments within vwd GmbH are in constant contact with all customer groups in order to respond efficiently to suggestions and enhancement requests and to incorporate them accordingly into their release planning. Vwd GmbH pursues an agile development approach in order to be able to map changes in requirements occurring at short notice. A unified platform based on the latest technologies enables the scaling, modularisation and efficient operation of our solutions.

In 2017, special attention was paid to the development of our solution platform with its Investment Manager strategic product initiatives and the development of a comprehensive MiFID / PRHPs solution in cooperation with the EDG. In total, development costs of EUR 1.5 million (previous year EUR 1.0 million) were capitalised for new solutions.

Personnel structure and personnel development
As at the reporting date of 31 December 2017, vwd GmbH had a total of 237 employees, compared with 248 at the end of the 2016 financial year (in each case minus apprentices). In addition to recruiting activities, the focus of HR work in the past financial year was on supporting the processes of change taking place within the Group and their representation in the personnel and management structure.

RISK REPORT

The management of vwd GmbH is responsible for controlling and monitoring risks. Vwd GmbH uses a defined risk management process for monitoring and controlling. It provides for regular queries to senior executives, supplemented by ad hoc risk reports for risks observed in-between times. The risks are assigned to levels of risk by the person reporting the risk. For each level of risk there are clear instructions on which reporting channels must be used. Corrective action must be proposed for any significant risk. The risk situation is reported to the management and discussed by them with the advisory board.

General factors influencing the risk situation
Vwd GmbH and its subsidiaries operate as providers of data, software and solutions in several European countries. There, they are subject to macroeconomic influences.

Particularly important are the financial and media industries. The investment behaviour of these industries has a major influence on our Company's success. In addition to general macroeconomic and industry developments, the regulatory environment also shapes investment behaviour.

The financial industry was subject to high cost pressure again in 2017, and the market was shaped by further consolidation of the banking landscape. Regulation continues to pose major challenges to the financial industry, while, at the same time, technological advances are changing the competitive landscape and customer behaviour. Market participants are adapting to these changes, with digitisation of business processes and regulatory requirements playing a very important role. As a technology provider, vwd GmbH is directly involved in these changes. Vwd GmbH's strategy is to take these developments into account. On balance, we believe that the positive effects of digitisation and regulation outweigh the negatives.

When assessing the risk situation, it should be noted that vwd GmbH has entered into a profit transfer agreement with Vienna GmbH, the sole shareholder of vwd GmbH, as of 20 March 2015. It commits Vienna GmbH to bearing possible losses by vwd GmbH - also through offsetting with shareholder loans. However, as purely an investment vehicle, Vienna GmbH has only limited loss-bearing potential. Action by vwd GmbH and other Group companies, on the instructions of Vienna GmbH, to act as guarantors to the credit agreement of Vienna GmbH with a banking syndicate (loan balance as at 31 December 2017: EUR 14.6 million) and the request by Vienna GmbH that they take on the debt service from the takeover loan, combine to increase the level of risk. As at 31 December 2017, the Company has already paid EUR 9.3 million to Vienna GmbH and recorded it as loans to affiliated companies. Here too it should be noted that Vienna GmbH, as purely an investment vehicle, has no sources of income outside its stake in the vwd group. A new corporate loan agreement has been concluded on 16 April 2018, leading to the settlement of liabilities under the terms of the corporate loan agreement with the bank hitherto providing the finance. The new contract will run until 2025 and, with respect to the fixed loan components of EUR 35 million, is payable on maturity. There will also be a higher current account credit line of EUR 10 million. The new agreement reduces existing financing risks.

Vwd GmbH has defined the following areas of risk in the context of risk management:

Strategic and business risks
Vwd's business relies heavily on recurring revenues from licensing and regular provision of technology and services. This secures vwd against short-term downturns on the one hand, but on the other hand requires medium and long-term decisions and related investments. Upheavals in the market mean that vwd GmbH

needs to make major changes. Should vwd GmbH misjudge developments or not be able to implement its decisions as planned, this could have a significant, direct impact on profits via sales losses or higher operating costs and an indirect impact via depreciation. There will also be an impact on cash flow and the balance sheet.

IT processes
As a technology company, vwd GmbH is subject to IT risks. It provides its essential services using networked computer systems. Operation is 24 hours a day, seven days a week. The largely error-free and fail-safe operation of these systems is crucial to the success of vwd GmbH. That is why vwd GmbH has a system architecture with multiple locations.

Quality, reliability, protection of critical data and efficiency of the systems present significant challenges for vwd GmbH against a background of increased technical requirements and cyber crime. If too many errors or errors of a particularly serious nature occur, these can lead to excessive internal expenses, damage the client-customer relationship and also directly incur penalties / claims for damages. Any failures or potential hazards are analysed across locations and appropriate measures are deduced and prioritised.

Financial risks
Vwd GmbH is subject to liquidity risks. They arise not only from their own obligations to banks and suppliers, but also from the fact that Vienna GmbH controls vwd GmbH and regularly instructs them to pay for their debt service. In terms of lending, the companies are therefore considered to be consolidated. For the purposes of assessing the credit relationship, lending institutions rely on agreed covenants that place debt service and lending volume in relation to balance sheet figures.

There must be sufficient liquidity available at all times. In addition, debt service and investments must be largely covered by operating cash flow, adjusted for extraordinary items. The liquidity situation is controlled and monitored through budgeted calculations and a daily evaluation of financial accounting. All Group companies are taken into account.

Cash flow planning is influenced by a large number of factors, in particular sales and their cash effectiveness, working capital at various due dates during the year, interim payments received, tax rates, investment volumes and timing, contingent liabilities, cash transfers within the Group etc. Substantial deterioration of these parameters could jeopardise liquidity. Possible countermeasures include delays in investments and other disbursements, the disposal of assets, the expansion of bank financing and the owner's liquidity measures.

Extraordinary charges such as those for restructuring measures and the acquisition of minorities have been covered by the liquidity cushion in recent years, with the result that there are now fewer buffers available for the future. The same applies to the amounts previously paid to Vienna GmbH, which were used by them for repayments on the existing acquisition financing. However, the conclusion of a new corporate loan agreement on 16 April 2018 has reduced existing financing risks.

Further financial risks are the result of currencies and interest rates. The foreign currency risk of vwd GmbH itself is mainly concentrated on the US dollar and the Swiss franc. The risks in both currency pairs are manageable and, according to current estimation, a hedge is not economically worthwhile.

The medium to long-term liabilities to the bank syndicate are endowed with variable interest rates and those to the shareholder with fixed interest rates. Most of the variable obligations are covered by a payer swap that runs until 30 June 2019. The counterparty risk is considered immaterial. There are no other derivative financial instruments to hedge interest rate or other risks. We refer for further details to the information in the appendix.

Personnel
The acquisition of qualified employees presents a constant challenge for vwd GmbH. This also applies to long-term retention, especially of those employees who have highly specialised knowledge. In the light of the severe shortage of skilled workers, especially in the field of IT programming and development, there are major challenges for a knowledge-based company such as vwd GmbH. By offering personal development opportunities, information transfer, team building, flexible working conditions and performance-based remuneration, vwd GmbH can counteract these risks but without being able to completely remove them. Our employees are facing increased demands with the rapid changes in technology and the constant pressure for adaptation and development that results from this.

Regulatory and legal risks
Our clients include many banks and other financial service providers that are fully regulated. The regulators have significantly tightened their approach in recent years. This also has direct consequences for service providers and suppliers. Services could be curtailed or terminated, and changes in the regulations may also lead to customers requiring us to take measures such as certifications, or to them outsourcing their services elsewhere or replacing them with their own services. By actively analysing the requirements at an early stage, efficient measures can be taken early on. As the regulatory requirements apply to all competitors, there are typically no competitive disadvantages.

Overall assessment of the risk situation
The vwd group has a stable business model with high recurring revenues, very good market access, clear technological expertise and relatively broad diversification. Strategic repositioning is proving successful in the market. Although further significant successes were recorded in 2017, the repositioning has not yet been fully implemented and continues to place high demands on management and employees. The complete migration of internal platforms and processes to one central SaaS platform meant that suppliers tied up substantial capacities in 2017, while the new regulatory solutions were rolled out to customers at the end of the year.

Furthermore, as an operator of complex technological applications and operating platforms, vwd is exposed to significant operational risks caused by human or system failure. Sufficient numbers of qualified and motivated employees must therefore be available.

It was possible to reduce existing financing risks with the new long-term bank financing concluded in April 2018. From today's perspective, the continued existence of the Company is not at risk.

Opportunities
The diverse activities and expertise of the vwd group, in conjunction with very good, broad customer access in various regions, provide the opportunity to use innovations to further develop existing customer relationships and win new customers. At present, the core products and central systems for the delivery of business logic are being intensively developed. It is conceivable that further individual developments will result in significantly higher potential than can be foreseen today.

Particularly the digitisation of processes in the investment industry holds great potential. In Germany, but also in Switzerland, vwd GmbH is a leading technology partner for wealth managers. A further expansion of the customer base among private banks and expansion to other target groups in the investment industry is conceivable.

Regulation is also increasingly affecting suppliers to the financial industry. Sometimes directly, because the regulator identifies them directly, but more often indirectly, because processes are classified as critical outsourcing and enter the regulatory framework in this way. Smaller suppliers may struggle with this development because they cannot handle the complex processes of certification, monitoring and documentation. The vwd group, on the other hand, as a larger provider with a broad range of services, sees itself well positioned. As part of the implementation of the PRIIPs regulation, outsourcing by banks to vwd was successfully carried out. For this purpose, a process-oriented internal audit was implemented in order to support our customers as needed in the outsourcing of relevant business processes.

The financial strength and networking of Carlyle group investors, of which Vienna GmbH is a member, opens up opportunities on the international investment markets, meaning that vwd could strengthen its business model through suitable acquisitions or, conversely, benefit from the sale of assets at a favourable price. In addition, Carlyle contacts can offer attractive opportunities for cooperation.

FORECAST REPORT

Ifo Institute's economic experts expect economic growth to continue rising to 2.6 percent in 2018; 2017's momentum will thus also ensure a further increase in economic output in 2018. The number of people in employment is expected to reach 44.8 million in 2018, compared to 44.3 million in 2017, while the unemployment rate will fall in the same period from 5.7% to 5.3%.

Outlook - overall statement on expected development

The strategic foundations and action plans laid in previous years in order to position the Company as a competent partner to the investment industry continued to be implemented consistently in the 2017 financial year. In 2017, vwd GmbH was once again able to implement these developments in a very positive way, both in terms of cost and structure, and profitability increased again in the past financial year. We are expecting a continuation of this trend for the 2018 financial year. On the cost side, we anticipate that there will be expenditure for improving organisation and processes/systems and start-up costs for product innovations. For 2018, we expect an operating EBITDA of between EUR 4.5 and 5.5 million. In terms of sales, we expect a significant increase of between 3.5% and 4.5%.

As in previous years, vwd GmbH uses its subsidiaries as part of cash pooling activities. This involves being able to repay existing loan receivables to subsidiaries and take over the debt service from the takeover loan between Vienna GmbH and a bank syndicate, as well as building up other loan liabilities in anticipation of subsequent profit distributions, which vary depending on actual financial needs. After carrying out these measures, we assume a constant cash balance without changing the overdraft facility.

Reservations regarding prognoses

The status report contains future-oriented statements that reflect our current views, expectations and assumptions and are based on information available to us at the time of writing. Future-oriented statements do not guarantee future results and developments, but involve risks and uncertainties. In particular, changes to the general economic situation, new legal frameworks, the competitive situation and the development of the financial markets can have an impact.

Frankfurt am Main, 27 April 2018

Shiva Ramabadran (Managing Director)	Udo Kersting (Managing Director)

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main

Balance Sheet as at 31 December 2017

ASSETS

	12/31/2017 €	12/31/2016 k€
A. Fixed assets		
I. Intangible assets		
1. Capitalized internal services	3.436.533,82	2.321
2. Concessions, industrial property rights and similar rights	1.164.979,84	1.902
3. Goodwill	4.795.260,14	5.095
4. Advance payments	103.194,94	145
	9.499.968,74	9.463
II. Property, plant and equipment		
1. Tenant fixtures	6.942,62	16
2. Technical equipment and machinery	1.225.907,20	1.445
3. Other equipment, operating equipment and furnishings	423.168,68	485
	1.656.018,50	1.946
III. Financial assets		
1. Shares in affiliated companies	41.780.908,88	43.400
2. Loans due from affiliated companies	9.315.000,00	5.745
3. Other loans	562.564,70	563
	51.658.473,58	49.708
	62.814.460,82	61.117
B. Current assets		
II. Receivables and other assets		
1. Trade receivables	1.793.403,47	1.232
2. Receivables from affiliated companies	4.365.344,21	2.854
3. Other assets	644.930,90	521
-of which with a remaining term of more than one year € 37,264.12 (previous year k€ 34)		
	6.803.678,58	4.607
II. Cash, bank balances and cheques	1.653.333,08	1.363
	8.457.011,66	6.051
C. Prepaid expenses and deferred charges	490.925,51	510
D. Deferred tax assets	565.601,86	469
	72.327.999,85	68.147

EQUITY AND LIABILITIES

		12/31/2017 €	12/31/2016 k€
A. Equity			
I. Share capital	25.754.577,00		
less the accounting par value of own shares	-1.000,00	25.753.577,00	25.754
II. Capital reserve		12.604.335,13	12.604
III. Retained earnings			
Other retained earnings		250.185,30	250
		250.185,30	250
IV. Loss carried forward from previous years		-21.142.619,58	-23.490
V. Profit for the year		4.498.292,77	2.348
		21.963.770,62	17.466
B. Provisions			
1. Provisions for pensions		3.518.683,00	3.625
2. Other provisions		7.757.640,30	8.061
		11.276.323,30	11.686
C. Liabilities			
1. Liabilities due to banks		11.896.250,85	12.066
-of which with a remaining term of up to one year € 3,680,302.36 (previous year k€ 3,896)			
-of which with a remaining term of more than one year € 10,529,000.00 (previous year: k€ 8,000)			
2. Advance payments received on orders		1.225.413,33	1.298
-of which with a remaining term of up to one year € 1,021,815.64 (previous year k€ 1,225)			
3. Trade payables		5.527.156,30	4.962
-of which with a remaining term of up to one year € 4,792,425.26 (previous year: k€ 5,527)			
4. Liabilities due to affiliated companies		17.477.595,70	18.669
-of which with a remaining term of up to one year € 6,552,332.86 (previous year: k€ 11,152)			
-of which with a remaining term of more than one year € 6,617,349.88 (previous year: k€ 6,326)			
Other liabilities		1.134.684,51	748
-of which with a remaining term of up to one year 886,250.37 (previous year k € 1,135)			
-of which taxes € 397,300.20 (previous year: k€ 618)			
-thereof for social security € 0.00 (previous year: k€ 0)			
		37.261.100,69	37.743
D. Prepaid expenses		713.392,66	486
E. Deferred tax liabilities		1.113.412,58	767
		72.327.999,85	68.147

vwd Vereingte Wirtschaftsdienste GmbH
Frankfurt am Main

Income Statement for the period from 1 January until 31 December 2017

		2017 €	2016 k€
1.	Revenues	45.973.897,53	46.889
2.	Increase of stock unfinished services (previous year: decrease)	81.234,75	81
3.	Other own work capitalized	1.479.581,39	973
4.	Other operating income	5.450.697,48	7.738
	-thereof currency translation € 173,811.79 (previous year: k€ 174)		
5.	Material expenses		
	Expenses for purchased services	24.585.330,26	25.626
6.	Personnel expenses		
	a) Wages and salaries	15.555.789,01	16.927
	b) Social charges	2.467.283,67	2.756
	-thereof for pensions € 421,256.35 (previous year: k€ 50)	18.023.072,68	19.683
7.	Amortization of intangible assets and property, plant and equipment	2.198.567,89	2.210
8.	Other operating expenses	6.946.479,56	7.737
	-thereof currency translation € 109,928.75 (previous year: € 53)		
9.	Income from investments	1.714.779,64	190
	-thereof from affiliated companies € 376,970.50 (previous year: k€ 1,715)		
10.	Income from profit transfer agreement	3.880.290,17	3.156
11.	Income from loans from financial assets	306.980,56	196
	-thereof from affiliated companies € 402,608.89 (previous year: k€ 307)		
12.	Other interest and similar income	20.977,68	26
13.	Depreciation on financial assets	3.963.679,76	0
14.	Writeup to financial assets	2.906.000,00	0
15.	Other interest and similar expenses	1.222.380,95	1.171
	-thereof from compounding € 136,949.00 (previous year: k€ 144)		
	-thereof from affiliated companies € 522,983.85 (previous year: k€ 532)		
16.	Taxes on income and earnings	218.116,83	463
17.	**Result after taxes**	4.494.341,77	2.358
18.	Income from other taxes	3.951,00	10
	Profit for the year	4.498.292,77	2.348

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main

ANNEX 2017

I. General information

The annual financial statements of vwd Vereinigte Wirtschaftsdienste GmbH ("vwd" or "vwd GmbH" for short), Frankfurt am Main, as at 31st December 2017 were prepared in accordance with the German Commercial Code (HGB) and the supplementary provisions of the GmbH Act (GmbHG).

The company is a large corporation according to § 267 para. 3 sentence 2 HGB.

The profit and loss account is presented for the year under review just as in the previous year in accordance with the total cost method pursuant to § 275 para. 2 HGB.

vwd Vereinigte Wirtschaftsdienste GmbH, headquartered in Frankfurt am Main, is registered with the District Court of Frankfurt am Main in the commercial register under registration number HRB 100445.

Vwd GmbH focuses on tailor-made, innovative information, communication and technology solutions relating to the securities business for financial service providers, investors and the media. vwd has specialised here in customised requirements in asset management, retail banking, private banking and wealth management and has developed into a leading provider in Europe.

The annual financial statements and management report of vwd GmbH as well as the consolidated financial statements and the group management report of the vwd Group for the 2017 financial year are each published in the electronic Federal Gazette with the audit certificate of the auditor of the annual accounts.

II. Explanations and information on accounting and valuation methods

The annual financial statements of vwd GmbH as at 31st December 2017 have been prepared in accordance with the following accounting and valuation methods. Insofar as there are deviations from the accounting and valuation methods of the previous year, these are explained for the corresponding balance sheet items.

1. Fixed assets

Intangible assets and property, plant and equipment are generally valued at acquisition cost, less scheduled straight-line depreciation. The depreciation plan provides for straight-line depreciation on the basis of the economic useful life of the asset for the individual operation. Where necessary, unscheduled write-downs were made in order to carry the assets at the lower fair value attributable to them on the balance sheet date, in accordance with § 253 para. 3 sentence 3 HGB.

Overview of useful lives:

System software	2–5 years
Other software	2 years
Technical facilities	3 years
Buildings and rights to third-party land	5 years

Independently usable movable tangible assets with acquisition or production costs of between € 150 and € 1000 have been combined for each year since 2008 in one collective item, which is written off over five years.

All low-value assets up to a net value of € 150.00 have been recognised directly in the profit and loss account. Access to the assets analysis was waived.

Internally generated intangible fixed assets are capitalised with at least the expenses to be included in the production costs in accordance with § 255 para. 2 sentences 1 and 2 and para. 2 a HGB and are subject to scheduled straight-line depreciation over their expected useful life or, if a permanent impairment in value is anticipated, are subject to unscheduled depreciation. The research costs are recognised directly in expenditure.

Vwd has firmly established itself as a supplier to the financial industry and has developed into one of the leading European financial information service providers. The vwd brand has been steadily built up over the company's more-than-60-year history. The existing shareholder structure not only ensures the long-term continuation of business activities, but also promotes the growth strategy. The goodwill resulting from the merger of the former vwd GmbH, amounting to € 16,705,200.34 as at 1st January 2004, is written off over the estimated useful life of 30 years based on the long-term use of the acquired technical processes, since we presume long-term use of the goodwill. In addition, the expected customer retention period for this technology is also in line with this period.

In 2009, the Technology sub-division of vwd NetSolutions GmbH, with a goodwill of € 3,427,613.85, was transferred to vwd GmbH. The Technology sub-division is characterised in particular by the groundbreaking IT platform that it operates for web portals, which serves as the basis technology for future platform expansions as an entry point. Innovations and the use of the latest technologies make the Technology sub-division particularly valuable and important for vwd GmbH, as it combines the expertise in online marketing of Internet portals and knowledge about micro payments in one durable architecture. Due to the intrinsic value of the Technology sub-division and its full integration into vwd GmbH, the useful life for this goodwill is assumed to be 25 years.

In the current financial year, as in the previous year, there is no unscheduled depreciation on goodwill. The carrying amount of the goodwill in question is reviewed on the basis of a five-year plan. The future cash flows are here discounted using a weighted average cost of capital (WACC) of 6.7% (5.7% sustainable).

The shares in affiliated companies shown in the financial assets are shown at acquisition cost or, in accordance with § 253 para. 3 sentence 4 HGB, at the fair value, whichever is lower. Write-ups are made if the reasons for a previously made write-down no longer exist.

The carrying amount of the participations in question is reviewed on the basis of a five-year plan. The future cash flows are here discounted using a weighted average cost of capital (WACC) of 6.7% (5.7% sustainable).

Loans to affiliated companies are valued at acquisition cost. Claims against life insurance companies which serve to secure the pension benefits granted to employees and are not offset against them are recognised at amortised cost, which corresponds to the tax asset value.

Reinsurance claims that serve to hedge pension obligations or comparable long-term obligations and meet the requirements of § 246 para. 2 sentence 2 HGB for netting with the corresponding obligations, are valued at the fair value as at the reporting date and netted.

2. Current assets

Work in progress is capitalised at production cost in accordance with § 255 HGB. The production costs include the individual costs and reasonable portions of the material costs, the production overheads and the depreciation in value of the fixed assets, if this is caused by production. Capitalisation is carried out with the minimum production costs defined under § 255 HGB as well as additional reasonable portions of the costs of general administration.

Trade receivables, receivables from affiliated companies and other assets are stated at acquisition cost or fair value, whichever is lower. There are sufficient specific allowances for bad debts and flat-rate bad debt allowances to cover the general credit risk.

Cash in hand and bank balances are carried at nominal value.

3. Deferred expenses and accrued income

Deferred income includes expenditures that represent an expense for a certain period after the balance sheet date.

4. Deferred taxes

Deferred taxes are calculated for temporary differences between the commercial and tax valuations of assets and liabilities (temporary concept). The tax rate used for the valuation is 31.75% and includes corporation tax, trade tax and solidarity surcharge.

On the basis of the domination and profit transfer agreement ("DPTA") concluded with Vienna GmbH in 2015, vwd GmbH, as the parent company, forms a fiscal unity for income tax purposes with Vienna GmbH, as the parent company. Against the background of the existence of a tax allocation agreement, vwd GmbH exercised its option under DRS 18.35 and established deferred taxes in the 2017 reporting year at the vwd GmbH level.

5. Provisions and liabilities

Provisions for pensions are calculated in accordance the recognised actuarial principles using the projected unit credit method.

The following bases or assumptions for calculation have been used for the valuation of the pension obligations:

2005 G mortality tables by Klaus Heubeck	
Actuarial interest:	3.71% p.a.
Rate of benefit increases during the qualifying period:	2.00% p.a.
Rate of benefit increases during the benefit period:	1.50% p.a.
Fluctuation:	2.50% p.a.

The underlying actuarial interest rate of 3.71% (previous year: 4.03%) is the average market interest rate of the past ten financial years for an assumed remaining term of 15 years, as calculated and published by the Deutsche Bundesbank.

The basis of calculation used for the calculation of the partial retirement provisions was the average market interest rate for the past seven financial years for an assumed remaining term of 15 years, as calculated and published by the Deutsche Bundesbank, which was 2.84% (previous year: 3.28%), since the changes brought about by the law on implementing the Residential Property Directive may not be applied for determining the partial retirement provision.

Provisions are recognised as liabilities in the amount of the settlement amount required by reasonable commercial judgment. In the case of provisions with a remaining term of more than one year, future price and cost increases are taken into account, and they are discounted to the value at the balance sheet date. The discount rates used are the average market interest rates for the past seven financial years corresponding to the residual terms of the provisions, as calculated and published monthly by the Deutsche Bundesbank in accordance with the Ordinance on Provisions.

In the case of liabilities, these are generally carried at the settlement amount.

6. Deferred income and accrued expenses

Deferred income includes income that represents revenue for a certain period after the balance sheet date.

7. Foreign currency translation

Foreign currency receivables and liabilities are translated at the spot exchange rate on the balance sheet date, provided their remaining term does not exceed one year. Receivables in foreign currencies with a remaining term of more than one year are each valued at the exchange rate on the transaction date or at the higher exchange rate on the balance sheet date. Foreign currency liabilities with a remaining term of more than one year are valued at the exchange rate on the transaction date or at the exchange rate on the balance sheet date, whichever is lower.

III. Notes on the balance sheet

1. Fixed assets

The development of the individual fixed assets items can be found in the assets analysis. The assets analysis is attached to the notes as an annex.

Research and development costs of € 1,480 thousand (previous year: € 1,066 thousand) were incurred in the 2017 financial year, of which development costs of € 1,480 thousand (previous year: € 972 thousand) are capitalised as self-generated intangible assets by exercising the option under § 248 para. 2 HGB. Research costs are recorded as an expense.

Of the loans to affiliated companies shown in the balance sheet, € 9,315 thousand (previous year: € 5,745 thousand) are attributable to the sole shareholder Vienna GmbH.

2. Current assets

The inventories include work in progress of € 0 thousand (previous year: € 81 thousand). Capitalisation takes place at minimum production costs in accordance with § 255 para. 2 sentence 2 HGB and including appropriate portions of the costs for general administration.

As in the previous year, trade receivables fall due within one year and amount to € 1,793 thousand (previous year: € 1,232 thousand).

The receivables from affiliated companies relate to trade receivables in the amount of € 3,387 thousand (previous year: € 2,620 thousand) and other receivables in the amount of € 978 thousand, of which € 744 thousand (previous year: € 234 thousand) are from the sole shareholder Vienna GmbH.

All receivables from affiliated companies have a term of up to one year.

As in the previous year, other assets have a term to maturity of up to one year.

3. Prepaid expenses and deferred charges

As in the previous year, the prepaid expenses and deferred charges mainly include prepayments for maintenance and licensing expenses for future financial years.

4. Deferred tax assets

The disclosure option under § 274 para. 1 HGB was exercised. Deferred tax assets were recognised for the following types of assets and liabilities for which there were timing differences between the commercial and tax balance sheets. These have developed as follows:

	01.01.2017	Change	31.12.2017	Basis of assessment 31.12.2017
	€	€	€	€
Pension accruals	181,895.50	11,673.46	193,568.96	609,666.00
Partial retirement provisions	43,053.00	-19,821.52	23,231.48	73,170.00
Anniversary provisions	3,851.91	313.06	4,164.97	13,118.00
Severance pay	95,095.85	-60,133.12	34,962.73	110,118.85
Provision for anticipated losses	68,326.44	164,693.57	233,020.01	733,921.32
Other loans	76,457.18	196.53	76,653.71	241,429.00
	468,679.88	96,921.98	565,601.86	

As in the previous year, vwd GmbH did not recognise deferred tax assets on loss carryforwards in the 2017 financial year, as, due to the domination and profit transfer agreement being effectively concluded in 2015, all losses of vwd GmbH carried forward were frozen for the duration of this agreement. As at 31.12.2017, vwd GmbH had corporate tax loss carryforwards to the amount of € 5,325 thousand (previous year: € 5,325 thousand) as well as trade tax loss carryforwards to the amount of € 4,276 thousand (previous year: € 4,276 thousand).

5. Subscribed capital

The subscribed capital as at 31st December 2017 amounts to € 25,753,577.00 (previous year: € 25,753,577.00). It is divided into 25,754,577 company shares (until the conversion of an AG into a GmbH: 25,754,577 shares) with a nominal value of € 1.00 each.

As on previous balance sheet dates, the company holds a total of 1,000 shares of its own. These represent a share of € 1,000.00 (0.001%) of the share capital of the company and are deducted from the subscribed capital. The shares result from a share buyback programme that expired in the 2006 financial year. They were acquired in the financial years 2000 to 2003 to service a previous stock option plan.

6. Capital reserve

The capital reserve according to § 272 para. 2 no. 1 HGB amounts to € 12,604,335.13 (previous year € 12,604,335.13) ■

7. Retained earnings

7.1 Other retained earnings

	2017	2016
	€	€
Status as at 31.12.	250,185.30	250,185.30

Income from the first-time application of § 274 para.1 HGB to the amount of € 250,185.30 was added to the retained earnings in 2010.

8. Loss carried forward

The loss carried forward decreased in the financial year by the annual net profit of € 4,498 thousand.

9. Pension accruals

Accruals for pensions relate to pension entitlements in the amount of € 3,519 thousand (previous year: € 3,625 thousand), of which € 1,778 thousand (previous year: € 1,497 thousand) are attributed to vested entitlements of former employees and € 470 thousand (previous year € 520 thousand) to current pension obligations.

Vwd GmbH has obligations that are compensated by plan assets to be netted (reinsurance policies) and obligations that are secured by non-nettable reinsurance policies.

There is a pension commitment for one employee whose amount is determined solely by the fair value of the reinsurance claim, which may not be accessed by the other creditors, and which is valued in accordance with § 253 para. 1 sentence. 3 HGB. Since this concerns plan assets according to § 246 para 2 sentence 2 half sentence 1 HGB, the fair value as at 31.12.2017 is netted in the amount of € 87,000 (previous year: € 84,000) with the corresponding settlement amount of € 87,000 (previous year: € 84,000).

The expenses and income recognised in the financial result are as follows:

- Expenses € 3 thousand (previous year € 3 thousand)
- Income € 3 thousand (previous year: € 3 thousand)

In the course of the merger with the former Market Maker Software AG on 1st January 2011, vwd GmbH assumed a pension commitment, the amount of which is determined exclusively by the fair value of the associated reinsurance policy and which is not accessible by other creditors. The reinsurance claim is valued in accordance with § 253 para. 1 sentence 3 HGB As at 31. December 2017, the fair value of the insurance amounted to € 155 thousand (previous year: € 157 thousand). Due to the offsetting requirement of § 246 para. 2 sentence 2 HGB, the claim from the reinsurance policy is offset against the congruent pension obligation. The expenses and income charged to the profit and loss account are as follows:

Expenses	2 € thousand (previous year € 8 thousand)
Income	3 € thousand (previous year € 8 thousand)

The second case group does not fall under § 253 para. 1 sentence 3 HGB and is not accounted for as a valuation unit pursuant to § 254 HGB. The capitalised claims are recognised at amortised cost according to § 253 para. 1 sentence 1 HGB in the amount of € 563 thousand (previous year: € 563 thousand), and the liability at its settlement amount of € 594 thousand (previous year: € 580 thousand) as at 31st December 2017. vwd GmbH exercised its option under Article 67 para. 1 sentence 2 EGHGB (Introductory Act to the German Commercial Code) and refrained from derecognising the liability. There was a shortfall of € 6 thousand in the financial year (previous year: shortfall of € 17 thousand).

	31.12.2017	31.12.2016
	€	€
Gross pension accrual	3,760,112	3,865,724
Netting of plan assets	-241,429	-240,810
Provision at the balance sheet date	3,518,683	3,624,914

The netted fair value of € 241 thousand corresponds to the amortised cost of the plan assets.

10. Other provisions

The other provisions are composed as follows:	31.12.2017	31.12.2016
	€	€
Pending invoices	4,712,635.42	4,906,128.18
Other personnel provisions	1,046,530.56	1,900,244.60
Profit-sharing bonuses, commissions	1,005,073.00	691,598.27
Provision for anticipated losses	733,921.32	215,201.40
Consulting and financial statement costs	139,030.00	177,040.00
Fees for the advisory committee	24,000.00	74.000,00
Miscellaneous	96,450.00	96,450.00
	7,757,640.30	8,060,662.45

The other personnel provisions mainly include provisions for severance payments amounting to € 351 thousand (previous year € 1,146 thousand), annual leave provisions of € 423 thousand (previous year € 285 thousand), partial retirement provisions of € 128 thousand (previous year € 312 thousand) and anniversary provisions in the amount of € 40 thousand (previous year: € 36 thousand).

Securities held as current assets were pledged as collateral for credit balances that are or were acquired by the trustors as part of their participation in the block model of partial retirement, including the employer's share of the social security contributions payable, and were thus made inaccessible to all other creditors. This means that the liabilities are offset against the corresponding assets and the corresponding expenses and income. The fair value of the securities was determined using the market value of the fund units as at the balance sheet date. The acquisition costs of the offset assets amount to € 229 thousand, the fair value of the assets amounts to € 229 thousand, and the settlement amount of the liabilities amounts to € 356 thousand. This results in a shortfall of plan assets compared to pension liabilities of € 127 thousand.

The interest expense from the partial retirement obligations amounts to € 4 thousand. The interest income from the securities amounts to € 0 thousand. This results in an interest expense of € 4 thousand in the profit and loss account after offsetting. In addition, the regular allocated addition to the partial retirement provisions is reported in the personnel expenses.

11. Liabilities

The liabilities of the company are as follows (previous year's figures in brackets):

	Status as at 31.12.2017	up to 1 year	more than 1 year
	€	€	€
Liabilities towards credit institutions	11,896,250.85	3,896,250.85	8,000,000.00
	(12,065,654.08)	(4,065,654.08)	(8,000,000.00)
Advance payments received on orders	1,225,413.33	1,225,413.33	0.00
	(1,298,300.61)	(1,298,300,61)	0.00
Trade payables	5,527,156.30	5,527,156.30	0.00
	(4,961,984.62)	(4,961,984.62)	0.00
Liabilities towards affiliated companies	17,477,595.70	11,152,433.96	6,325,161.74
	(18,669,483.09)	(9,689,192.36)	(8,980,290.73)
Other Liabilities	1,134,684.51	1,134,684.51	0.00
	(748,187.31)	(748,187.31)	0.00
of which from taxes	617,861.56	617,861.56	0.00
	(254,955.28)	(254,955.28)	0.00
Total	37,261,100.69	22,935,938.95	14,325,161.74
	(37,743,609.71)	(20,763,318.98)	(16,980,290.73)

As in the previous year, there are no liabilities with a remaining term of more than five years.

Liabilities to affiliated companies include trade payables of € 4.7 million (previous year: € 4.9 million) and loan liabilities to subsidiaries of € 4.0 million (previous year: € 7.2 million) and cash-pool liabilities to subsidiaries of € 2.3 million. To the sole shareholder Vienna GmbH, there are loan liabilities of € 5.6 million (previous year € 5.7 million) and interest payable of € 0.8 million (previous year: € 0.6 million), which are recorded as liabilities to affiliated companies.

Vwd GmbH has provided collateral to the house bank for liabilities due to credit institutions amounting to € 11,896 thousand as at 31.12.2017. As part of the assignment as security, account balances were pledged in addition to a global assignment of all receivables. In addition, the collateralisation continues to cover the assignment of assets such as participating interests, fixed assets and assignments of IP rights for security.

12. Deferred income and accrued expenses

Primarily shown are the group allocations of the subsidiaries of vwd GmbH for the 2017 financial year, which have been invoiced and paid in advance. In addition, invoices for annual subscriptions are accrued, which have reference periods that deviate from the calendar year

13. Deferred tax liabilities

At the time of the merger of the former participation Market Maker investment with vwd GmbH in the 2011 financial year, deferred tax liabilities were recognised on the intangible assets as well as the Lenz and Partner participation, since these were valued according to the fair value method. As at 31.12.2017, deferred tax liabilities amounted to € 22 thousand. The tax rate used to calculate deferred tax liabilities on customer base and software and for the valuation of the Lenz and Partner participation is 31.75%.

		Change		Basis of assessment
	01.01.2017			31.12.2017
	€	€	€	€
Intangible assets	29,750.79	-7,437.70	22,313.09	70,277.44
Self-generated intangible assets	737,042.52	354,056.96	1,091,099.48	3,436,533.82
	766,793.31	346,619.26	1,113,41.58	

IV. Notes to the profit and loss account

1. Sales revenue	2017	2016
	€	€
Germany	37,681,878	38,034,272
Abroad	8,292,020	8,854,475
	45,973,898	46,888,747

Up until 2016, a distinction was made between the business areas "Market Data & Analytics (PC1)", "Processes & Solutions (PC2)", "Media Products and Accounts (PC3)" and "Pricing & Classification (PC4)".

As the products were further developed, this segmentation was converted in 2017 to the "Suite View". A distinction is made between the suites "Regulatory Solutions", "Publications and Distribution Solutions", "Portfolio and Advisory Solutions", "Data Feed and Display Solutions" and "Others", which are split as follows:

	2017 €	2016 €
Regulatory Solutions	656,990	541,216
Publication and Distribution Solutions	12,661,896	13,170,677
Portfolio and Advisory Solutions	7,690,723	7,688,149
Data Feed and Display Solutions	20,800,290	20,880,735
Others	3,204,661	3,506,838
	45,014,560	45,787,615

Revenues of € 959 thousand (previous year: € 1,101 thousand) from rental income and group allocations were not allocated to the suites.

2. Other operating income

Other operating income includes, in particular, income from the reversal of provisions of € 227 thousand (previous year: € 1,637 thousand) and the recharging of costs and group allocations totalling € 4,907 thousand (previous year: € 5,221 thousand) to the subsidiaries.

3. Depreciation

Depreciation on intangible fixed assets and property, plant and equipment

Depreciation relates to depreciation on intangible assets and property, plant and equipment, which totalled € 2,199 thousand in 2017 (previous year: € 2,210 thousand). The amortisation of goodwill amounted to € 300 thousand (previous year: € 300 thousand). For details, please refer to the assets analysis.

4. Appreciation and depreciation on financial assets

In a contract dated 29th January 2018, part of the business division of vwd finaix Solutions GmbH was sold to vwd GmbH as part of an asset deal. Subsequently, vwd finaix Solutions GmbH with the remaining business division was sold as part of a share deal subject to conditions precedent. The business of development and maintenance services for vwd GmbH and the third-party customer business of vwd finaix Solutions GmbH with consulting and software development services are thus completely eliminated. The investment book value of vwd finaix Solutions GmbH was therefore written down by € 3,964 thousand to the agreed purchase price of € 201 thousand in the 2017 financial year.

Due to the sustained profits and the significantly improved business prospects, the reasons for a permanent impairment of the shares in Lenz + Partner GmbH and vwd TransactionSolutions AG in the 2017 financial year were partially eliminated, and a write-up was made to the fair value as at the balance sheet date of 31.12.2017, derived from the earning-capacity value. The investment book value of Lenz + Partner GmbH was written up by € 1,529 thousand to € 3,011 thousand (acquisition costs: € 3,739 thousand) and the investment book value of vwd TransactionSolutions AG by € 1,377 thousand to € 2,358 thousand (acquisition costs: € 5,096 thousand).

5. Non-period income and expenses

The following items include income and expenses that are attributable to a previous financial year:

	2017	2016
	€	€
Other operating income	251,091.00	1,651,471.87
Income from other taxes	3,951	0.00

The non-period income included in the other operating income of € 227 thousand (previous year: € 1,637 thousand) includes income from the reversal of provisions.

6. Taxes on income and earnings

Expenses of € 218 thousand (previous year: expenses of € 463 thousand) are reported in the 2017 financial year. These include reimbursements for deducted withholding taxes from previous years in the amount of € 27 thousand as part of the fiscal unity relationship with Vienna GmbH. An amount of € 250 thousand (previous year: expenses of € 413 thousand) is attributable to the change in deferred tax assets and liabilities outlined above.

7. Payout block

Due to the capitalisation of self-generated intangible assets, there is in principle a payout block in accordance with § 268 para. 8 HGB amounting to € 2,345 thousand after taking into account deferred tax liabilities. As the deferred tax assets exceed the remaining deferred tax liabilities, there is a payout block of € 543 thousand for deferred tax assets.

The difference under § 253 para. 6 HGB compared to the settlement amount, which was calculated on the basis of the 7-year average market interest rate, amounts to € 305 thousand (previous year: € 269 thousand) and is subject to a payout block, but not to a transfer block in accordance with § 301 AktG.

V. Other information

1. Contingent liabilities and other financial obligations

Vwd GmbH is liable under a guarantee agreement for the leveraged loan agreement of parent company Vienna GmbH concluded in 2013. As part of this financing structure, there are security assignments for intangible assets, portions of fixed assets, and receivables and bank balances. The leveraged loan agreement amounts to € 14.6 million as at the reporting date of 31.12.2017 (previous year: € 17.4 million). There is a risk of having recourse to this contingent liability, since Vienna GmbH, as a pure investment vehicle, has only a limited amount loss absorbing potential of its own. However, we do not assume that the guarantee will being drawn on by the financing bank, as Vienna GmbH holds a recoverable stake in the vwd group. For further information, please refer to the management report.

Vwd GmbH has concluded leasing contracts for copiers, cars and hardware. The conclusion of leases contracts serves to reduce the capital commitment; in return, interest expenses included in the lease payments were accepted. Risks from one-off payments were assessed as minor at the time the contract was concluded. The lease term and the total amount of € 494 thousand are shown in the table below.

There are the following financial obligations from rental and leasing contracts:

	up to 1 year	from 1 year to 5 years	more than 5 years	Total
	€	€	€	€
Building rental	1,152,280	3,494,005	3,414,973	8,061,258
Operating leasing	219,377	274,402	0	493,779

The total amount of the obligations from rental and lease contracts relates to contracts concluded for the operating activities of vwd GmbH in Frankfurt as well as of the individual branches due to economic considerations.

The advantage of rental and leasing contracts compared to a purchase lies in protecting liquidity while at the same time having nevertheless the same possibilities for use during the contract term. The risk lies in the possibility of use being limited to the term of the contract.

2. Derivative financial instruments

In 2011, the Company had entered into hedging transactions for two variable rate loans. These were redeemed in the first half of 2013 by a new interest rate swap agreement. A new non-matching maturity swap agreement was concluded for a nominal bank loan
6,0 of € thousand (total loan: € 8,000 thousand. Term until 30th November 2019) until 30.06.2018. The interest payment dates of the swap agreement correspond to the interest payment dates of the loan. The fixed interest rate is 1.12% p.a.; the variable interest rate is based on 3-month Euribor. The old swap agreements were redeemed by this new swap; in this respect, the negative market value incurred at the time of redemption was priced into the new swap agreement.

The Company has exercised its option to form valuation units pursuant to § 254 HGB. The valuation unit is a micro-hedge for hedging cash flow hedge risks.

The fair value of the hedging instrument is determined using the cash value method.
The effectiveness of the hedging relationship is regularly reviewed prospectively and retrospectively using the critical terms match method. The hedging relationship is 100% effective. The market value of the hedging instrument as at 31.12.2017 was € -44 thousand (previous year: € -128 thousand). The hedging instrument is not recognised due to the application of the net hedge presentation method. The hedging instrument (interest rate swap) is a pending transaction. The level of the hedged risk is zero in the 2017 financial year, as the interest rate swap did not lead to a reduction in interest payment in 2017.

3. Governing Bodies *Advisory Board*

Dr Thorsten Dippel, (Chairman),

Dipl.-Kaufmann, Managing Director of The Carlyle Group, London, United Kingdom Prof. Dr Lutz

Johanning, (Deputy. Chairman),
Dipl.-Kaufmann, Professor of Empirical Capital Market Research, WHU Otto-Beisheim School of Management, Geisenheim

Michael Wand,
Dipl.-Kaufmann, Managing Director of The Carlyle Group, London, United Kingdom

Company management

Shiva Ramabadran, CEO, Executive Director of Strategy and Development, since 3rd May 2017 Udo Kersting,

CRO (Chief Revenue Officer), Executive Director of Product Management, Martin Gijssel, CEO, Executive

Director of Strategy & Sales (until 30th April 2017)

4. Information pursuant to § 285 no. 9 a and b HGB

The remuneration of the members of the Executive Board in their positions as Executive Directors for the 2017 financial year totalled € 706 thousand (previous year: € 982 thousand).

The remuneration of the Advisory Board for the 2017 financial year amounted to € 25 thousand (previous year: € 50 thousand).

In the reporting year, pension benefits amounting to € 71 thousand (previous year: € 97 thousand) and severance payments amounting to € 203 thousand (previous year: € 43 thousand) were paid to former executive directors or their dependents by predecessor companies of vwd GmbH. Pension provisions amounting to € 856 thousand (previous year: € 1,080 thousand) have been created for former executive directors. In addition, a former member of the Executive Board of the predecessor company b.i.s. AG received a pension commitment, which is covered by plan assets. The fair value of the plan assets as at the balance sheet date is € 87 thousand, and this amount was offset against the existing pension obligation of the same amount.

5. Disclosures pursuant to § 285 no. 11 HGB on affiliated companies and the ownership structure

The following list contains figures for the financial year 2017:

Company:	vwd NetSolutions GmbH
Registered office:	Berlin
Share in capital:	100%
Equity capital:	€ 298,687.36
Share capital:	€ 25,600.00
Result of the financial year:	€ 35,076.79

Company:	vwd finaix Solutions GmbH (formerly: GeVaSyS Ge Seilschaft für verteilte Anwendungssysteme mbH)
Registered office:	Herzogenrath
Share in capital:	100%
Equity capital:	€ 272,848.57
Share capital:	€ 51,129.19
Result of the financial year:	€ -362,745.52

Company:	vwd group Italia S.r.L.
Registered office:	Milan, Italy
Share in capital:	100%
Equity capital:	€ 52,101.61
Share capital:	€ 10,000.00
Result of the financial year:	€ -879,709.75

Company:	Lenz + Partner GmbH
Registered office:	Dortmund
Share in capital:	100%
Equity capital:	€ 359,332.72
Share capital:	€ 100,000.00
Result of the financial year:	€ 0.00 after profit transfer of € 668,451.30

Company:	vwd TransactionSolutions AG
Registered office:	Frankfurt am Main
Share in capital:	60%
Equity capital:	€ 2,971,569.50
Capital stock:	€ 511,291.88
Result of the financial year:	€ 258,753.20

Company:	vwd group Switzerland AG
Registered office:	Zurich, Switzerland
Share in capital:	100%
Equity capital:	€ 243.509,45 (closing rate)
Capital stock:	€ 85,460 (closing rate)
Result of the financial year:	€ 75,918.78 (average price)

Company:	vwd group Netherlands B.V.
Registered office:	Amsterdam, Netherlands
Share in capital:	100%
Equity:	€ 1,311,831.57

Capital stock:	€ 2,537,000.00
Result of the financial year:	€ -529,125.75

Company:	vwd group Belgium NV
Registered office:	Antwerp, Belgium
Share in capital:	vwd group Netherlands BV holds 100%
Equity capital:	€ 672,344.26
Capital stock:	€ 1,239,467.62
Result of the financial year:	€ 273,797.91

Company:	vwd PortfolioNet Service AG
Registered office:	Zürich, Switzerland
Share in capital:	100%
Equity capital:	€ 1,209,221.45 (closing rate)
Capital stock:	€ 768,874.09 (closing rate)
Result of the financial year:	€ 265,648.34 (average price)

Company:	EDG AG
Registered office:	Frankfurt am Main
Share in capital:	100%
Equity capital:	€ 2,661,731.43
Capital stock:	€ 50,000.00
Result of the financial year:	€ 0.00 after profit transfer of € 3,211,838.87

6. Breakdown of the number of employees by groups

The following list shows the average number of employees by group (excluding mothers on maternity leave):

	2017	2016
	vwd GmbH Persons	vwd GmbH Persons
Content	38	36
Sales & marketing	64	63
Technology	107	117
Administration/management	27	32
	236	248

7. Profit transfer

Vwd GmbH closed the 2017 financial year with an annual net profit of € 4,498 thousand. The annual net profit for the year is to be completely offset against the loss carryforward before creation of a tax entity. The loss carryforward (before offsetting) amounts to € 21,143 thousand.

8. Consolidated financial statements

Vwd GmbH, Frankfurt am Main, as the parent company of the vwd Group, prepares consolidated financial statements in accordance with IFRS regulations. The consolidated financial statements of vwd GmbH are included in the consolidated financial statements of their sole shareholder, Vienna GmbH, Munich. Vienna

GmbH, Munich, prepares the consolidated financial statements for the smallest circle of companies. The consolidated financial statements are published in the electronic Federal Gazette. The consolidated financial statements of vwd GmbH and the consolidated financial statements of Vienna GmbH are not included in the consolidated financial statements of CETP II Vienna S.a.r.l., Luxembourg, as majority shareholder of Vienna GmbH, Munich, as this company does not prepare any consolidated financial statements for information purposes. The ultimate parent company of the group to which Vienne GmbH belongs is TCG Carlyle Global Partners L.L.C., U.S.A. TCG Carlyle Global Partners L.L.C. does not include the annual financial statement of the Company in its consolidated financial statements. The consolidated financial statements are disclosed under CIK (Central Index Key) 0001527166 at the SEC (Securities and Exchange Commission) in New York, NY, USA.

9. Auditor's feeds

Use is made of the facility under § 285 no. 17 HGB. The disclosures on the auditor's fees are omitted as these are included in the consolidated financial statements of vwd GmbH.

10. Events after the balance sheet date

Vwd GmbH signed a new corporate loan agreement with Vienna GmbH on 16th April 2018. In addition to the repayment of the existing loans to the current lender, the contract provides for the inflow of further funds for the financing of vwd GmbH / Vienna GmbH. The contract has a fixed term that runs until 2025 and, in addition to a bullet stake of € 35 million, includes a current account credit line of € 10 million (repayable in 2024). The parts of the loan are subject to a variable interest rate based on EURIBOR or LIBOR plus a surcharge of 3.75% and 3.25%, respectively, resulting in lower financing costs compared to the previous contract.

In a contract dated 29th January 2018, the development and maintenance services for vwd GmbH's comprehensive business division of vwd finaix Solutions GmbH were transferred to vwd GmbH as part of an asset deal. Subsequently, vwd finaix Solutions GmbH, with the remaining business division consisting of consulting and software development services for third-party customers, was sold on 1st January 2018 as part of a share deal subject to conditions precedent.

Frankfurt, 27th April 2018

vwd Vereinigte Wirtschaftsdienste GmbH

Company management

Shiva Ramabadran (Executive Director)

Udo Kersting (Executive Director)

vwd Vereinigte Wirtschaftsdienste GmbH
Frankfurt am Main
HGB

Anlagespiegel 2017

	Anschaffungskosten					Abschreibungen						Buchwert	
	Stand 01.01.2017	Zugänge	Abgänge	Umbuchungen	Stand 31.12.2017	Stand 01.01.2017	Zugänge	Abgänge	Zuschreibungen	Umbuchungen	Stand 31.12.2017	Stand 31.12.2017	Stand 31.12.2016
	€	€	€	€	€	€	€	€	€	€	€	€	€
I. Immaterielle Vermögensgegenstände													
1. Selbst geschaffene gewerbliche Schutzrechte und ähnliche Rechte und Werte	3.166.586,08	1.437.636,08	0,00	41.945,31	4.646.167,47	845.192,30	364.441,35	0,00	0,00	0,00	1.209.633,65	3.436.533,82	2.321.393,78
2. Konzessionen, Rechte und Lizenzen	16.985.276,66	37.390,00	0,00	0,00	17.022.666,66	15.083.135,87	774.550,95	0,00	0,00	0,00	15.857.686,82	1.164.979,84	1.902.140,79
3. Geschäfts- oder Firmenwert	23.158.381,10	0,00	0,00	0,00	23.158.381,10	18.063.417,21	299.703,75	0,00	0,00	0,00	18.363.120,96	4.795.260,14	5.094.963,89
4. Geleistete Anzahlungen	145.140,25	0,00	0,00	-41.945,31	103.194,94	0,00	0,00	0,00	0,00	0,00	0,00	103.194,94	145.140,25
	43.455.384,09	1.475.026,08	0,00	0,00	44.930.410,17	33.991.745,38	1.438.696,05	0,00	0,00	0,00	35.430.441,43	9.499.968,74	9.463.638,71
II. Sachanlagen													
1. Mietereinbauten	147.600,90	0,00	0,00	0,00	147.600,90	131.192,75	9.465,53	0,00	0,00	0,00	140.658,28	6.942,62	16.408,15
2. Technische Anlagen und Maschinen	7.821.309,47	354.744,14	51.485,80	0,00	8.124.567,81	6.376.599,46	559.432,66	37.371,51	0,00	0,00	6.898.660,61	1.225.907,20	1.444.710,01
3. Andere Anlagen, Betriebs- und Geschäftsausstattung	2.761.969,42	129.278,67	115,90	0,00	2.891.132,19	2.277.105,76	190.973,65	115,90	0,00	0,00	2.467.963,51	423.168,68	484.863,66
	10.730.879,79	484.022,81	51.601,70	0,00	11.163.300,90	8.784.897,97	759.871,84	37.487,41	0,00	0,00	9.507.282,40	1.656.018,50	1.945.981,82
	54.186.263,88	1.959.048,89	51.601,70	0,00	56.093.711,07	42.776.643,35	2.198.567,89	37.487,41	0,00	0,00	44.937.723,83	11.155.987,24	11.409.620,53
III. Finanzanlagen													
1. Anteile an verbundene Unternehmen	55.107.991,06	209.183,58	770.586,00	0,00	54.546.588,64	11.708.000,00	3.963.679,76	0,00	2.906.000,00	0,00	12.765.679,76	41.780.908,88	43.399.991,06
2. Ausleihungen an verbundene Unternehmen	5.745.000,00	3.570.000,00	0,00	0,00	9.315.000,00	0,00	0,00	0,00	0,00	0,00	0,00	9.315.000,00	5.745.000,00
3. Sonstige Ausleihungen	562.564,70	0,00	0,00	0,00	562.564,70	0,00	0,00	0,00	0,00	0,00	0,00	562.564,70	562.564,70
	61.415.555,76	3.779.183,58	770.586,00	0,00	64.424.153,34	11.708.000,00	3.963.679,76	0,00	2.906.000,00	0,00	12.765.679,76	51.658.473,58	49.707.555,76
	115.601.819,64	5.738.232,47	822.187,70	0,00	120.517.864,41	54.484.643,35	6.162.247,65	37.487,41	2.906.000,00	0,00	57.703.403,59	62.814.460,82	61.117.176,29

Auditor's report

We have audited the annual financial statement, composed of the balance sheet, profit and loss statement and notes, including the accounting and the status report of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main for the financial year from 01 January to 31 December 2017. The accounting and the preparation of the annual financial statement and status report in accordance with German commercial law are the responsibility of the Company's legal representatives. It is our responsibility to express an opinion based on our audit on the annual financial statement, including the accounting, and on the status report.

We conducted our audit of the annual financial statement pursuant to § 317 HGB and complied with the generally accepted standards for the auditing of financial statements published by the Institute of Auditors (IDW). Those standards require that we plan and conduct the audit in such a way that misstatements materially affecting the presentation of the net assets, financial position and profits in the annual financial statements and in the status report in accordance with German principles of proper accounting are detected with reasonable assurance. Knowledge of the business activities and the economic and legal environment of the Company and evaluations of possible misstatements are taken into account in the determination of audit procedures. The effectiveness of the accounting-related internal control system and the evidence supporting the disclosures in the accounting, annual financial statement and status report have been examined primarily on a sample basis, within the framework of the audit. The audit also includes an assessment of the accounting principles used and of the significant estimates made by legal representatives, as well as an evaluation of the overall presentation of the financial statement and the status report. We believe that our audit provides a sufficiently sound basis for our assessment.

Our audit has not led to any objections being raised.

In our opinion, and based on the findings of our audit, the annual financial statement of vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main complies with legal requirements and gives an accurate and fair view of the net assets, financial position and profit of the Company, in accordance with the principles of proper accounting. The status report is consistent with the annual financial statement, complies with legal requirements and as a whole provides a correct view of the Company's position and accurately depicts the opportunities and risks of future development."

Frankfurt am Main, 27 April 2018

Deloitte GmbH
Auditing company

[illegible stamp]

[illegible signature]

[illegible signature]

(Kreuzburg)
Audit
or

(Kaiser)
Auditor

Note:	This PDF file is merely a non-binding inspection copy. Only the hard copy of the audit report is considered binding.

vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main

Economic and legal principles

Economic principles

The Company is the parent company of the vwd Group, which as at 31 December 2017 consists of the Company and ten (previous year: ten) subsidiaries in Germany and abroad.

Vwd GmbH is a European provider of information, communication and technology solutions for the strategic securities business. The Company's product and service portfolio is divided into the following business areas:

- Data Feed & Display Solutions (DFS)

In this division, vwd GmbH mainly offers data feeds and data terminals as well as standardised product information. They are used mainly by retail and private banking providers as well as companies.

- Portfolio & Advisory Solutions (PAS) and Other Solutions (OS)

These businesses provide software and business outsourcing solutions for the advisory and administrative processes of banks and asset managers. These include the standard software portfolio manager and the business process outsourcing for asset managers as well as the sales process solutions for banks and insurers.

- Publication & Distribution Solutions (PDS)

This business area provides services and concepts with which participants in the financial market such as fund companies and certificate providers can market their products in the media. Several times each day, vwd GmbH creates individual stock market pages for the overwhelming majority of German newspapers. This business area also includes offers for investment companies and users of online information platforms. The vwd group collects funds' master data and documents, processes them and, based on these, offers further solutions with which fund providers can process, store and disseminate data and documents. Vwd GmbH also offers services related to finance portals for media and financial service providers. These include conception, development and operation based on proven components, supplemented by individual developments. The services are used by European daily newspapers and other media as well as banks. As this offer also includes trading functionalities with which users can execute transactions from within the portal, this division also covers the activities of the subsidiary vwd TransactionSolutions AG, Frankfurt am Main.

Regulatory solutions (RS)

This division is primarily operated by the subsidiary EDG AG, Frankfurt am Main, and includes valuations, calculations, product classification and regulatory solutions.

Legal bases

Company fundamentals

Company:	vwd Vereinigte Wirtschaftsdienste GmbH
Registered office:	Frankfurt am Main
Commercial register:	Frankfurt district court, HRB 100445 (prior to the change of legal form, the then vwd AG was registered under HRB 81011 in the commercial register at the district court of Frankfurt am Main).
Articles of association:	of 30 September 2014.
Financial year:	The financial year of the Company is the calendar year.
Company purpose:	The purpose of the Company is to collect, procure, process and disseminate all business news, data and information (in particular financial information such as stock prices, fund prices, prices of derivative financial instruments, etc.) required by the media and business for the performance of their duties in the broadest sense, using all existing and future technical means and all existing and future media, as well as the development and production of and trade in software and hardware necessary for the collection, procurement, processing and dissemination of all business news, data and information.
Share capital:	EUR 25,754,577.00 The share capital is divided into 25,754,577 shares.

Organs and resolutions

Advisory board:	The advisory board of vwd Vereinigte Wirtschaftsdienste GmbH decided on 29 April 2016, to authorise the management to grant Mr Hanno Kowalski a total power of attorney as of 01 May 2016.

Shareholders' meeting:	An extraordinary shareholders' meeting on 18 April 2017 decided that the managing director, Mr Martin Gijssel, was to be dismissed as of 30 April 2017.

Mr Shiva Ramabadran was appointed Managing Director in a decision taken on 05 May 2017.

The shareholders' meeting on 20 July 2017 made, inter alia, the following decisions:

Approval of the annual financial statement and status report of vwd Vereinigte Wirtschaftsdienste GmbH for the 2016 financial year as well as approval of the consolidated annual financial statement and the Group status report for the 2016 financial year after these had been seen by the advisory board

- Appropriation of profits and
- formal approval of the actions of the executive director Martin Gijssel, the executive director Dr Ralf Kauther (until 31 May 2016) the executive director Udo Kersting and the executive director Dr Martin Verlage (until 04 October 2016).

Furthermore, by resolution of 18 April 2017, the shareholders' meeting elected Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main as auditor.

Advisory board:

The members of the advisory board on the balance sheet date are the

- Dr Thorsten Dippel (Chairman),
- Prof. Dr. Lutz Johanning (Deputy Chairman) and
- Mr Michael Wand.

The advisory board has not formed any committees.

Management:

Management responsibilities are assumed by Messrs

- Martin Gijssel (until 30 April 2017),
- Shiva Ramabadran (since 03 May 2017) and
- Udo Kersting.

translated copy only – German original prevails

General Terms and Conditions

for

auditors and auditing companies

as of 01 January 2017

1. Scope

(1) The terms and conditions shall apply to contracts between auditors or auditing companies (hereinafter referred to collectively as "auditors") and their clients with regard to audits, tax advice and advice on business and other matters, unless otherwise expressly agreed in writing or required by law.

(2) Third parties may derive claims from contracts between auditors and clients only if this has been expressly agreed or results from statutory provisions. The terms and conditions also apply to third parties in relation to such claims.

2. Scope and execution of the assignment

(1) The object of the assignment is the agreed service, not a particular economic result. The assignment will be executed according to the principles of proper professional practice. The auditor does not assume any management tasks in connection with his services. The auditor is not responsible for the use or implementation of the results of his services. The auditor is entitled to make use of suitably qualified persons in the execution of the assignment.

(2) The consideration of foreign law requires - except in the case of business audits - express written agreement.

(3) If the factual or legal situation changes after the submission of the final professional statement, the auditor is not obliged to inform the client of any changes or consequences resulting therefrom.

3. Client duty of cooperation

(1) The client must ensure that the auditor receives all documents and other information necessary for the execution of the assignment in a timely manner and that he is informed of all processes and circumstances which may be of importance for the execution of the assignment. This also applies to documents and other information, processes and circumstances that only become known in the course of the auditor's work. The client shall appoint suitable persons to provide the auditor with information.

(2) At the auditor's request, the client must confirm, in a written declaration drafted by the auditor, the completeness of the documents and other information submitted and of the statements and explanations provided.

4. Ensuring independence

(1) The client shall refrain from doing anything that could endanger the independence of the auditor's employees. This applies throughout the term of the engagement and, in particular, to offers of employment or executive roles and also to offers to accept assignments on their own account.

(2) Should the execution of the assignment affect the independence of the auditor, of any companies associated with him, of his network companies or of any such companies associated with him, to which the rules on independence apply in the same way as to the auditor in other contractual relationships, the auditor is entitled to an extraordinary termination of the assignment.

5. Reporting and verbal information

Insofar as the auditor must present results of his work in writing, the written version alone shall be decisive. Drafts of written submissions are not binding. Unless otherwise agreed, verbal declarations and statements by the auditor are only binding if confirmed in writing. Declarations and statements provided by the auditor beyond the assignment are not binding at any time.

6. Dissemination of an auditor's professional statement

(1) The distribution to third parties of the auditor's professional statements (work products or extracts from work products, whether in draft form or as a final version), or of information about the auditor's activities for the client, requires the auditor's written consent, unless the client is obligated by law or by an official order to distribute the information.

(2) The client is prohibited from using for promotional purposes the auditor's professional statements or information about the auditor's activities for the client.

7. Corrective action

(1) In the event of any deficiencies, the client is entitled to have these rectified by the auditor. Only in the event of failure, non-performance or unjustified refusal, or the unreasonableness or impossibility of subsequent fulfilment, may the client reduce remuneration or withdraw from the contract; if the assignment has not been issued by a consumer, the client can only withdraw from the contract due to a deficiency if the service rendered is of no interest to him due to failure, non-performance or the unreasonableness or impossibility of subsequent fulfilment. If compensation claims exist beyond that, section 9 applies.

(2) The client must immediately file a written claim to remedy deficiencies. Claims pursuant to paragraph 1 which are not based on a deliberate act, expire one year after the start of the statutory period of limitation.

(3) Obvious inaccuracies, such as typographical errors, miscalculations and formal errors contained in a professional statement (report, expert opinion etc.) by the auditor, can be corrected by the auditor at any time, also with respect to third parties. Any inaccuracies which may jeopardise the results contained in the auditor's professional report entitle the latter to withdraw the report, also with respect to third parties. In the above-mentioned cases, the auditor must contact the client first if at all possible.

8. Confidentiality towards third parties, data protection

(1) The auditor is obliged by law (§ 323 (1) HGB, § 43 WPO – Public Accountants Act and § 203 StGB – German Penal Code) to maintain absolute secrecy regarding facts and circumstances which are entrusted to him or become known to him in the course of his professional activity unless the client releases him from this duty of confidentiality.

(2) When processing personal data, the auditor will observe national and European data protection regulations.

9. Liability

(1) The auditor's legally prescribed services, in particular audits, are subject to the respectively applicable legal limitations of liability, in particular the liability limitation under § 323 (2) HGB.

(2) If a statutory limit of liability does not apply or a limit of liability for an individual contract does not exist, the auditor's liability for damages claims of any kind, with the exception of damage resulting from injury to life, body and health or damage for which a manufacturer must pay compensation under § 1 ProdHaftG (Product Liability Law) is limited to € 4 million for any single damage claim for negligence in accordance with § 54a (1) (2) WPO.

(3) The auditor is entitled to raise objections with respect to the contractual relationship with the client, including vis-a-vis third parties.

(4) If multiple claimants assert a claim for damages arising from an existing contractual relationship with the auditor due to the auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the claims of all claimants collectively.

(5) An individual damage claim within the meaning of paragraph 2 is also established with respect to uniform damage resulting from multiple breaches of duty. The individual claim covers all consequences of a breach of duty, irrespective of whether the damage occurred in one or several consecutive years. Multiple acts or omissions based on the same or similar source of error apply as a uniform breach of duty if the respective matters are legally or economically related to one another. In this case, a claim can be made against the auditor up to the amount of € 5 million only. The limit of five times the minimum insurance sum does not apply to compulsory statutory audits.

(6) The claim expires if legal proceedings are not instituted within a time limit of six months following written refusal to pay compensation and the client has been notified of this consequence. This does not apply to claims for damages arising in connection with an intentional act, a culpable injury to life, body, or health or to damages that constitute the grounds for a manufacturer's duty to pay compensation pursuant to §1 ProdHaftG. This does not affect the right to raise an objection based on the statute of limitations.

10. Supplementary provisions for auditing mandates

(1) If the client subsequently changes the financial statements or management report audited by the auditor and endorsed with an audit certificate, the client shall be prohibited from making further use of this audit certificate.

If the auditor has not issued an audit certificate, a reference to the audit conducted by the auditor in the management report or any other public document is permitted only with the auditor’s written consent and with wording approved by him.

(2) If the auditor revokes the audit certificate, the audit certificate may no longer be used. If the client has already used the audit certificate, he must give notification of the revocation at the auditor's request.

(3) The client is entitled to receive five copies of the audit report. Additional copies are invoiced separately.

11. Supplementary provisions for assistance in tax matters

(1) The auditor, whether providing tax advice in a single case or on a long-term basis, is entitled to use as a correct and complete basis the facts provided by the client, particularly with regard to numerical information; this also applies to accounting assignments. The auditor must, however, notify the client of any inaccuracies that he discovers.

(2) The tax advice assignment does not include the actions required to meet deadlines unless the auditor has given express consent to such an assignment. In this case, the client must submit to the auditor all documents essential for observing deadlines, particularly tax assessment notices, in sufficient time for the auditor to have a reasonable processing time.

(3) In the absence of any other written agreement, the ongoing tax advice services include the following activities within the contract period:

a) Preparation of the annual tax returns for income tax, corporation tax trade tax and declarations of wealth, based on the annual financial statements to be submitted by the client and other statements and evidence required for taxation purposes

b) Review of tax assessment notices for the taxes stated under a)

c) Negotiations with the financial authorities in connection with the declarations and notices referred to in a) and b) above

d) Participation in tax audits and evaluation of the results of tax audits in relation to the taxes specified in a)

e) Participation in appeal and complaint procedures in relation to the taxes specified in a).

The auditor shall take account of essential published case-law and administrative opinion in relation to the above activities.

(4) If the auditor receives a flat rate for the ongoing tax consultancy, in the absence of a written agreement to the contrary, the activities under para. 3 (d) and (e) are to be paid for separately.

(5) If the auditor is also a tax adviser and the German Tax Advice Remuneration Regulation applies to the calculation of payment, a remuneration that is more or less than the statutory payment can be agreed in writing.

(6) A separate assignment is required for work related to special individual matters concerning income tax, corporate tax, trade tax, valuation assessments of property units or wealth tax, as well as all matters concerning value-added tax, wage tax, or other taxes and charges. This also applies to

a) the processing of one-off tax matters, e.g. in the field of inheritance tax, capital transfer tax or land transfer tax,

b) participation and representation in proceedings before the courts with fiscal and administrative jurisdiction and in criminal proceedings relating to fiscal matters,

c) advisory activities and expert opinion in connection with changes of legal form, capital increase and reduction, reorganisation, entry and exit of partners or shareholders, sale of the business, liquidation etc. and

d) support in fulfilling disclosure and documentation requirements.

(7) If the preparation of the annual VAT return is undertaken as an additional activity, this does not include the review of any special accounting conditions and the question of whether all eligible VAT benefits have been detected. No responsibility is assumed for the completeness of the documentation in terms of claiming the input tax deduction.

12. Electronic communications

Communication between auditor and client may also take place via email. If the client does not wish to communicate via email or has special security requirements such as the encryption of emails, the client shall inform the auditor of this in writing.

13. Remuneration

(1) In addition to his claim for professional fees or charges, the auditor has a right to reimbursement of his expenses; VAT is charged separately. He may demand reasonable advances on remuneration and reimbursement of expenses, and make the delivery of his services subject to the full satisfaction of his claims. If there are multiple clients, they shall be jointly and severally liable.

(2) If the client is not a consumer, offsetting against the auditor's claims for remuneration and reimbursement of expenses is only admissible with undisputed or legally binding claims.

14. Settlement of disputes

The auditor is not prepared to participate in dispute resolution proceedings before a consumer arbitration board pursuant to § 2 of the Consumer Dispute Settlement Act.

15. Applicable law

The assignment, its execution and the claims arising from it are regulated only by German law.

Infront Italia S.r.l.

INDEPENDENT AUDITORS' REVIEW REPORT

Balance sheet as at 28 November 2018

Tel: +39 011 56.28.264
Fax: +39 011 54.59.45
www.bdo.it

C.so Re Umberto, 9 Bis
10121 Torino

To the Sole Director of
Infront Italia S.r.l.

Independent auditors' Review report

Report on the balance sheet

We have reviewed the accompanying balance sheet of Infront Italia S.r.l. (the Company) which comprises the balance sheet as 28 November 2018 and the Integrative notes.

Auditors' Responsibility

Our responsibility is to express a conclusion on the accompanying balance sheet. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2400, "Engagements to Review Historical Financial Statements". ISRE 2400 requires us to conclude whether anything has come to our attention that causes us to believe that the balance sheet, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with ISRE 2400 is a limited assurance engagement. The auditor performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on this balance sheet.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the balance sheet of Infront Italia S.r.l. as at November 28, 2018 is not prepared, in all material respects, in accordance with the Italian regulations and accounting principles governing financial statement.

Turin, 18 October 2019

BDO Italia S.p.A.

Eugenio Vicari
Partner

INFRONT ITALIA SRL

Address: VIA DEL VECCHIO POLITECNICO 9, 20121 MILANO (MI)

Fiscal Code: 10556200961

Share Capital: Euro 10.000 i.v.

BALANCE SHEET AT 28/11/2018

The amounts are in Euro

OPENING Balance sheet at 28 November 2018					
INFRONT ITALIA SRL					
VIA DEL VECCHIO POLITECNICO 9 MILANO 20121 MI					
Fiscal Code/Vat Number 10556200961					
		Balance sheet at 28/11/2018			
	Total Assets	**10 000,00**		**Total Liabilities**	**10 000,00**
		0,00			**0,00**
ASSETS			**LIABILITIES**		
23	**ASSETS**	**10 000,00**	**18**	**NET EQUITY**	**10 000,00**
23 / 55	Receivables	10 000,00	18 / 5	CAPITAL	10 000,00
23 / 55 / 2	239022 Receivables from Others	10 000,00	18 / 5 / 4	510000 Share Capital	10 000,00

INTEGRATIVE NOTE AT THE BALANCE SHEET AT 28/11/2018

PREMESIS

The balance sheet at 28 November 2018 was prepared at the date of incorporation of the company.

EVALUATION CRITERIAS

The valuation of the items in the financial statements was done based on general criteria of prudence and competence, in view of the continuation of the activity as well as taking into account the economic function of the asset or liability item considered.
The application of the principle of prudence led to the individual valuation of the elements making up the individual items or items of assets or liabilities, to avoid compensation for losses that had to be recognized and profits not to be recognized as they were not realized.
In compliance with the accrual principle, the effect of the transactions and other events has been recorded in the accounts and attributed to the financial year to which these transactions and events refer, and not to that in which the relative movements of the cash flow take place (collections and payments).
The continuity of application of the valuation criteria over time represents a necessary element for the purposes of comparability of the financial statements of the company in the various financial years.

The evaluation taking into account the economic function of the asset or liability item considered which expresses the principle of the prevalence of the substance over the form - mandatory where not expressly in contrast with other specific rules on the Financial Statements - allows the representation of the operations according to the economic reality underlying the formal aspects.

Receivables

They are exposed to the presumable realizable value. The adjustment of the nominal value of the receivables to the presumed realizable value is obtained through a specific provision for bad debts, taking into consideration the general economic conditions, the sector and also the country risk.

The receivable in the balance sheet are related to the payment of the share capital by Infront ASA in order to incorporate Infront Italia Srl.

18/10-2019

The Sole Director
NESBAK KRISTIAN

INFRONT ITALIA SRL

Address: VIA DEL VECCHIO POLITECNICO 9, 20121 MILANO (MI)

Fiscal Code: 10556200961

Share Capital: Euro 10.000 i.v.

FINANCIAL STATEMENTS AT 30/06/2019

The amounts are in Euro

BALANCE SHEET

	30/06/2019
Balance sheet	
Assets	
B) ASSETS	
I - Intangigle	9.956.793
II - Tangible	391.706
Total Fixed Assets (B)	10.348.499
C) Trading Capital	
II - Receivables	
Reveivables not more than 12 months	10.312.281
Total Receivables	10.312.281
IV - Cash	1.057.894
Total Cash	11.370.175
D) Accrued income and Prepaid expenses	2.310.164
Total Assets	24.028.838
Liabilities	
A) Net Equity	
I – Share capital	10.000
IX - Profit	500.841
Total Net Equity	510.841
C) Employees retirement fund (TFR)	149.423
D) Payables	
payables not more than 12 months	20.527.124
Total payables	20.527.124
E) Accrued Liabilities and deferred revenues	2.841.450
Total Liabilities	24.028.838

PROFIT AND LOSS

	30/06/2019
Profit and Loss	
A) REVENUES	
1) Revenues for services	7.800.123
Total REVENUES	7.800.123
B) COSTS	
7) For services	5.915.520
8) for rent and lease	-
9) for employees	
a) payroll slips	205.263
b) social security	69.782
c), d), e) retirement fund accruals and others	16.274
c) retirement funds	13.909
e) others	2.365
Total employees cost	291.319

10) depreciations	
a), b), c) Tangigle and intangible assets depreciations	659.575
a) Intangible assets depreciations	646.577
b) Tangible assets depreciations	12.998
Total Depreciations	659.575
14) other costs	2.429
Total Costs	6.868.843
Difference between revenues and costs (A - B)	931.280
17) Interest expenses	
Vs shareholders	225.000
Vs Others	4
Totale interest expenses	225.004
17-bis) Exchange profit	543
Total income and cost for interest	-224.461
Profit before tax (A - B + - C + - D)	706.819
20) Taxes	
Corporate taxes	205.978
21) Net Profit	500.841

INTEGRATIVE NOTE AT THE FINANCIAL STATEMENTS AT 30/06/2019

PREMESIS

The interim financial statements for the part of the fiscal Year starting from 28 November 2018 until 30 June 2019 closed with a profit for the year of € 500.841.
Please note that your company was established on November 28, 2018 and on December 20, 2018, purchased a branch of business from Spafid Connect Spa of Mediobanca Group. The business of your company is the development and marketing of information tools that integrate data and financial information from different sources as well as Borsa Italiana's "Borsa Italiana Notices".
For the preparation of the financial statements, the criteria indicated in art. 2426 of the Italian Civil Code taking into account, where necessary, the accounting standards published by OIC and updated following the changes introduced by Legislative Decree 139/2015, which transposes the Accounting Directive 34/2013 /Eu

EVALUATION CRITERIAS

The valuation of the items in the financial statements was done based on general criteria of prudence and competence, in view of the continuation of the activity as well as taking into account the economic function of the asset or liability item considered.
The application of the principle of prudence led to the individual valuation of the elements making up the individual items or items of assets or liabilities, to avoid compensation for losses that had to be recognized and profits not to be recognized as they were not realized.
In compliance with the accrual principle, the effect of the transactions and other events has been recorded in the accounts and attributed to the financial year to which these transactions and events refer, and not to that in which the relative movements of the cash flow take place (collections and payments).
The continuity of application of the valuation criteria over time represents a necessary element for the purposes of comparability of the financial statements of the company in the various financial years.

The evaluation taking into account the economic function of the asset or liability item considered which expresses the principle of the prevalence of the substance over the form - mandatory where not expressly in contrast with other specific rules on the Financial Statements - allows the representation of the operations according to the economic reality underlying the formal aspects.

Fixed Assets

Intangible

They are recorded at the historical acquisition cost and shown net of amortization carried out over the years and charged directly to the individual items

Tangibles

They are recorded at purchase cost and adjusted by the corresponding depreciation funds.
The carrying amount in the financial statements takes into account the accessory charges and the costs incurred for the use of the fixed asset, reducing the sales discounts and cash discounts of a significant amount to the cost.
The depreciation rates charged to the income statement are calculated based on the utilization, destination and economic-technical duration of the assets, based on the criterion of the residual possibility of use.

Receivables

They are exposed to the presumable realizable value. The adjustment of the nominal value of the receivables to the presumed realizable value is obtained through a specific provision for bad debts, taking into consideration the general economic conditions, the sector and also the country risk.

Payables

They are recognized at their nominal value, modified on the occasion of returns or invoicing adjustments

Accruals and Prepayments

They were determined according to the effective temporal competence of the year.

Retirement fund

Represents the actual debt accrued towards employees in accordance with the law and current employment contracts, considering all forms of remuneration of a continuous nature.
The fund corresponds to the total of the individual indemnities accrued in favor of employees at the balance sheet date, net of advances paid, and is equal to what

would have been paid to employees in the event of termination of the employment relationship on that date.

Corporate tax

The taxes are set aside according to the principle of competence.

Revenues

Revenues from product sales are recognized upon transfer of ownership, which is normally identified with the delivery or shipment of goods. Revenues of a financial nature and those deriving from the provision of services are recognized on an accrual basis.

INTEGRATIVE NOTE - ASSETS

Fixed assets

	Intangible assets	Tangible Assets	Total Assets
Total increased	9.956.793	391.706	10.348.499

The Intangible assets consist of:
- the goodwill from the purchase of the business unit for € 9.821.566, amortized for € 523.262;
- the incorporation costs of € 141.372 amortized for € 14.137;
- the other intangible charges relating to the purchase of the business unit for € 329.722 amortized for € 32.972
- the Market Connect software for € 310.710 amortized for euro € 76.206

The tangible fixed assets consist of the purchase of Harware for ISPS services for € 404.704 amortized for € 12.998.

TRADING CAPITAL

RECEIVABLES

The following tables show, separately for each item, the amount of receivables specific indication of the nature.

	Value at 30/06/2019
Receivables from the Clients	9.522.294
Other receivables	789.987
Total	10.312.281

The other Receivables consist mainly of advances to suppliers, guarantee deposits and receivables from third parties

Cash

The composition of the item Cash and cash equivalents is analyzed in the following table:

	Value at 30/06/2019
Bank account	1.057.894
Total cash	1.057.894

Accrued income and Prepaid expenses

	Value at 30/6/2019
Prepaid Expenses	2.310.164
Total	2.310.164

They measure income and charges whose competence is anticipated or postponed compared to the numerical and / or documentary event; they disregard the date of payment or collection of the related income and charges, common to two or more financial years and divisible over time

<u>Integrative note- liabilities and net equity</u>

Net Equity

	Value at 30/06/2019
Share Capital	10.000
Profit	500.841
Total net Equity	510.841

RETIREMENT FUND

	Value at 30/06/2019
Accruals	16.274
Other increases	133.149
Total	149.423

The provision set up represents the effective debt of the company at 30/06/2019 to employees in force at that date, net of advances paid.

Payables

	Value at 30/06/2019
Shareholders loan	9.225.000
Payables to vendors	10.394.707
Tax Payables	409.699
Social Security	36.255
Other payables	461.463
Total	20.527.124

The payables to the shareholders for financing consist of the payables to the parent company deriving from the interest-bearing loan of € 9,000,000 received by Infront Italia srl for the purchase of the business unit and the interest accrued up to 30/06/2019 of € 225,000.
The tax payables consist of the tax payable (corporate taxes that is IRES and IRAP) related to the period from 28/11/2018 to 30/06/2019, the VAT payable and the withholding tax debt.
Other payables consist mainly of payables to employees for holidays, 13th monthly salaries and bonuses accrued, other payables to the shareholder.

Accrued Liabilities and deferred revenues

	Value at 30/06/2019
Deferred Revenues	2.841.450
Total	2.841.450

They represent the connection items of the financial year counted with the temporal competence criterion.

Shortened explanatory note, other information

Amount of financial charges charged during the year to the values entered under assets in the balance sheet, separately for each item
No financial charges were charged in the year to the values entered in the assets of the balance sheet.
Income from investments
The company did not receive any income from investments.
Information on derivative financial instruments issued by the company
The company did not subscribe to derivative financial instruments during the year.
Information relating to the fair value of derivative financial instruments
The company has no derivative financial instruments.
Information relating to transactions carried out with related parties
The company has carried out significant transactions with related parties at normal market conditions.
Information relating to agreements not resulting from the balance sheet
The company has no agreements in place that do not appear in the balance sheet.
Amount of compensation due to directors
The administrative body did not receive any compensation during the period.
Consolidated financial statements
The company is not required to prepare consolidated financial statements.
Significant events after the end of the year
No significant events occurred after the end of the year.
Employment data
The company had 6 employees employed during the tax period.

Explanatory note, final part

Final Notes

The present balance sheet and income statement together with the notes to the financial statements provide a true and fair view of the balance sheet and financial position as well as the economic result for the year and correspond to the accounting records.

The Sole Director
NESBAK KRISTIAN

vwd Holding GmbH
Frankfurt am Main

Financial Statements
from February 20 to June 30, 2019

vwd Holding GmbH (former Blitz F19-516 GmbH, Frankfurt am Main)
Frankfurt am Main
District Court Frankfurt am Main, CRN 114561

Balance Sheet as at 30th June 2019

ASSETS

		6/30/2019	2/20/2019
		€	€
A. Current assets			
I.	Cash and bank balances	24.975,90	12.500,00
		24.975,90	12.500,00
		24.975,90	12.500,00

EQUITY AND LIABILITIES

		6/30/2019	2/20/2019
		€	€
A.	**Equity**		
I.	Share capital		
	1. signed capital	25.000,00	25.000,00
	2. Outstanding payments on share capital that have not yet been called	0,00	12.500,00
		25.000,00	12.500,00
II.	Annual Loss	24,1	0
		24.975,90	12.500,00
		24.975,90	12.500,00

vwd Holding GmbH (former Blitz F19-516 GmbH, Frankfurt am Main)
Frankfurt am Main

Income Statement for the period from
20th February until 30th June 2019

		2/20/2019 - 6/30/2019
		€
1.	Other operating income	9,10
4.	Other operating expenses	33,20
8.	**Result after taxes**	-24,10
9.	**Net Loss**	24,10

vwd Holding GmbH (former Blitz F19-516 GmbH, Frankfurt am Main),
Frankfurt am Main
Notes to the interim financial statements for the reporting period
from 20th February 2019 to 30th June 2019

I. General information

vwd Holding GmbH, headquartered in Frankfurt am Main, is entered in the Commercial Register of the District Court of Frankfurt am Main under registration number HRB 114561.

This interim financial statements has been prepared in accordance with Sections 242 et seq. and 264 et seq. of the German Commercial Code (HGB) and the supplementary provisions of the GmbH Act (GmbHG). In the notes to the financial statements the facilitation provisions of § 288 para. 1 HGB for small corporations were applied.

The company was founded by shareholders' resolution of 16 January 2019 and entered in the commercial register on 20 February 2019. The Company has prepared interim financial statements for the period from 20 February 2019 to 30 June 2019 in compliance with the requirements of the Oslo Stock Exchange, on which the parent company Infront ASA, Oslo, Norway, is listed and has placed a bond.

II. Notes and disclosures on accounting and valuation methods

The interim financial statement of the Company has been prepared in accordance with the accounting and valuation methods described below.

Current assets
Cash in hand and bank balances are carried at nominal value.

Accruals
Provisions are carried as liabilities in the amount of the settlement amount required in accordance with reasonable commercial judgement.

III. Other information

Other financial liabilities

As of June 30, 2019, there were other financial obligations from a share purchase agreement for the acquisition of all shares in vwd Group GmbH, Frankfurt am Main, and for the repayment of the existing loans of vwd Group GmbH and vwd Vereinigte Wirtschaftsdienste GmbH totaling EUR 130,664 thousand.

Group relationship

vwd Holding GmbH is a wholly owned subsidiary of Infront ASA, Oslo, Norway. The consolidated financial statements, which include both the smallest and the largest scope of consolidation, are prepared by Infront ASA (entity/tax code 979806787) and published in the Norwegian Commercial Register (Enhetsregisteret, part of Brønnøysundregisteret) on the Oslo Stock Exchange and on the company's website (infront-finance.com).

Frankfurt am Main, October 31, 2019

Kristian Nesbak	Morten Alexander Lindeman	Max Hofer
(managing director)	(managing director)	(managing director)

Certificate after review by auditor

To vwd Holding GmbH, Frankfurt am Main, Germany

We performed an audit review on the accompanying financial statement - comprising the balance sheet as at 30 June 2019, the income statement for the financial year from 20 February 2019 to 30 June 2019 and the notes to the financial statements, including the description of the accounting and valuation methods of vwd Holding GmbH, Frankfurt am Main, for the financial year from 20 February 2019 to 30 June 2019. The preparation of the financial statements based on German commercial law applicable to corporations is the responsibility of the Company's management. Our task is to issue a report on the financial statements based on our review.

We conducted our review of the financial statements according the International Standards on Review Engagements (ISRE 2400). Those standards require that we planned and performed the audit review, so that we could preclude through critical evaluation with a certain level of assurance, that the financial statements with all essential issues have not been prepared in accordance with German commercial law applicable to limited companies or that they do not give a true and fair view of the net assets, financial position and results of operations in accordance with German principles of proper accounting. An audit review is limited primarily to inquiries of company personnel and analytical procedures and therefore does not provide the assurance attainable in a financial statement audit. Since, in accordance with our engagement, we have not performed an audit of the financial statements, we cannot express an audit opinion.

Based on our audit review, no facts have come to our attention that cause us to presume that the financial statements have not been prepared, in all material respects, based on the requirements of German commercial law applicable to limited companies or that they do not give a true and fair view of the net assets, financial position and results of operations in accordance with German principles of proper accounting.

Our certificate of review is intended exclusively for vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, and may not be passed on to third parties without our approval and may not be used by third parties. Our responsibility is solely towards vwd Vereinigte Wirtschaftsdienste GmbH, Frankfurt am Main, and our liability is limited according to the engagement agreement dated 4 November 2019 and the "General Terms and Conditions of Engagement for Auditors and Auditing Companies" as amended on 1 January 2017.

Frankfurt am Main, November 4, 2019

Deloitte GmbH

Auditing company

(Gerd Kreuzburg)
Auditor

(Johannes Kaiser)
Auditor

Note: This PDF file is only a non-binding copy for inspection. Only the report created in paper form shall be decisive.

General Terms and Conditions

for

auditors and auditing companies

as of 01 January 2017

1. Scope

(1) The terms and conditions shall apply to contracts between auditors or auditing companies (hereinafter referred to collectively as "auditors") and their clients with regard to audits, tax advice and advice on business and other matters, unless otherwise expressly agreed in writing or required by law.

(2) Third parties may derive claims from contracts between auditors and clients only if this has been expressly agreed or results from statutory provisions. The terms and conditions also apply to third parties in relation to such claims.

2. Scope and execution of the assignment

(1) The object of the assignment is the agreed service, not a particular economic result. The assignment will be executed according to the principles of proper professional practice. The auditor does not assume any management tasks in connection with his services. The auditor is not responsible for the use or implementation of the results of his services. The auditor is entitled to make use of suitably qualified persons in the execution of the assignment.

(2) The consideration of foreign law requires - except in the case of business audits - express written agreement.

(3) If the factual or legal situation changes after the submission of the final professional statement, the auditor is not obliged to inform the client of any changes or consequences resulting therefrom.

3. Client duty of cooperation

(1) The client must ensure that the auditor receives all documents and other information necessary for the execution of the assignment in a timely manner and that he is informed of all processes and circumstances which may be of importance for the execution of the assignment. This also applies to documents and other information, processes and circumstances that only become known in the course of the auditor's work. The client shall appoint suitable persons to provide the auditor with information.

(2) At the auditor's request, the client must confirm, in a written declaration drafted by the auditor, the completeness of the documents and other information submitted and of the statements and explanations provided.

4. Ensuring independence

(1) The client shall refrain from doing anything that could endanger the independence of the auditor's employees. This applies throughout the term of the engagement and, in particular, to offers of employment or executive roles and also to offers to accept assignments on their own account.

(2) Should the execution of the assignment affect the independence of the auditor, of any companies associated with him, of his network companies or of any such companies associated with him, to which the rules on independence apply in the same way as to the auditor in other contractual relationships, the auditor is entitled to an extraordinary termination of the assignment.

5. Reporting and verbal information

Insofar as the auditor must present results of his work in writing, the written version alone shall be decisive. Drafts of written submissions are not binding. Unless otherwise agreed, verbal declarations and statements by the auditor are only binding if confirmed in writing. Declarations and statements provided by the auditor beyond the assignment are not binding at any time.

6. Dissemination of an auditor's professional statement

(1) The distribution to third parties of the auditor's professional statements (work products or extracts from work products, whether in draft form or as a final version), or of information about the auditor's activities for the client, requires the auditor's written consent, unless the client is obligated by law or by an official order to distribute the information.

(2) The client is prohibited from using for promotional purposes the auditor's professional statements or information about the auditor's activities for the client.

7. Corrective action

(1) In the event of any deficiencies, the client is entitled to have these rectified by the auditor. Only in the event of failure, non-performance or unjustified refusal, or the unreasonableness or impossibility of subsequent fulfilment, may the client reduce remuneration or withdraw from the contract; if the assignment has not been issued by a consumer, the client can only withdraw from the contract due to a deficiency if the service rendered is of no interest to him due to failure, non-performance or the unreasonableness or impossibility of subsequent fulfilment. If compensation claims exist beyond that, section 9 applies.

(2) The client must immediately file a written claim to remedy deficiencies. Claims pursuant to paragraph 1 which are not based on a deliberate act, expire one year after the start of the statutory period of limitation.

(3) Obvious inaccuracies, such as typographical errors, miscalculations and formal errors contained in a professional statement (report, expert opinion etc.) by the auditor, can be corrected by the auditor at any time, also with respect to third parties. Any inaccuracies which may jeopardise the results contained in the auditor's professional report entitle the latter to withdraw the report, also with respect to third parties. In the above-mentioned cases, the auditor must contact the client first if at all possible.

8. Confidentiality towards third parties, data protection

(1) The auditor is obliged by law (§ 323 (1) HGB, § 43 WPO – Public Accountants Act and § 203 StGB – German Penal Code) to maintain absolute secrecy regarding facts and circumstances which are entrusted to him or become known to him in the course of his professional activity unless the client releases him from this duty of confidentiality.

(2) When processing personal data, the auditor will observe national and European data protection regulations.

9. Liability

(1) The auditor's legally prescribed services, in particular audits, are subject to the respectively applicable legal limitations of liability, in particular the liability limitation under § 323 (2) HGB.

(2) If a statutory limit of liability does not apply or a limit of liability for an individual contract does not exist, the auditor's liability for damages claims of any kind, with the exception of damage resulting from injury to life, body and health or damage for which a manufacturer must pay compensation under § 1 ProdHaftG (Product Liability Law) is limited to € 4 million for any single damage claim for negligence in accordance with § 54a (1) (2) WPO.

(3) The auditor is entitled to raise objections with respect to the contractual relationship with the client, including vis-a-vis third parties.

(4) If multiple claimants assert a claim for damages arising from an existing contractual relationship with the auditor due to the auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the claims of all claimants collectively.

(5) An individual damage claim within the meaning of paragraph 2 is also established with respect to uniform damage resulting from multiple breaches of duty. The individual claim covers all consequences of a breach of duty, irrespective of whether the damage occurred in one or several consecutive years. Multiple acts or omissions based on the same or similar source of error apply as a uniform breach of duty if the respective matters are legally or economically related to one another. In this case, a claim can be made against the auditor up to the amount of € 5 million only. The limit of five times the minimum insurance sum does not apply to compulsory statutory audits.

(6) The claim expires if legal proceedings are not instituted within a time limit of six months following written refusal to pay compensation and the client has been notified of this consequence. This does not apply to claims for damages arising in connection with an intentional act, a culpable injury to life, body, or health or to damages that constitute the grounds for a manufacturer's duty to pay compensation pursuant to §1 ProdHaftG. This does not affect the right to raise an objection based on the statute of limitations.

10. Supplementary provisions for auditing mandates

(1) If the client subsequently changes the financial statements or management report audited by the auditor and endorsed with an audit certificate, the client shall be prohibited from making further use of this audit certificate.

If the auditor has not issued an audit certificate, a reference to the audit conducted by the auditor in the management report or any other public document is permitted only with the auditor's written consent and with wording approved by him.

(2) If the auditor revokes the audit certificate, the audit certificate may no longer be used. If the client has already used the audit certificate, he must give notification of the revocation at the auditor's request.

(3) The client is entitled to receive five copies of the audit report. Additional copies are invoiced separately.

11. Supplementary provisions for assistance in tax matters

(1) The auditor, whether providing tax advice in a single case or on a long-term basis, is entitled to use as a correct and complete basis the facts provided by the client, particularly with regard to numerical information; this also applies to accounting assignments. The auditor must, however, notify the client of any inaccuracies that he discovers.

(2) The tax advice assignment does not include the actions required to meet deadlines unless the auditor has given express consent to such an assignment. In this case, the client must submit to the auditor all documents essential for observing deadlines, particularly tax assessment notices, in sufficient time for the auditor to have a reasonable processing time.

(3) In the absence of any other written agreement, the ongoing tax advice services include the following activities within the contract period:

a) Preparation of the annual tax returns for income tax, corporation tax trade tax and declarations of wealth, based on the annual financial statements to be submitted by the client and other statements and evidence required for taxation purposes

b) Review of tax assessment notices for the taxes stated under a)

c) Negotiations with the financial authorities in connection with the declarations and notices referred to in a) and b) above

d) Participation in tax audits and evaluation of the results of tax audits in relation to the taxes specified in a)

e) Participation in appeal and complaint procedures in relation to the taxes specified in a).

The auditor shall take account of essential published case-law and administrative opinion in relation to the above activities.

(4) If the auditor receives a flat rate for the ongoing tax consultancy, in the absence of a written agreement to the contrary, the activities under para. 3 (d) and (e) are to be paid for separately.

(5) If the auditor is also a tax adviser and the German Tax Advice Remuneration Regulation applies to the calculation of payment, a remuneration that is more or less than the statutory payment can be agreed in writing.

(6) A separate assignment is required for work related to special individual matters concerning income tax, corporate tax, trade tax, valuation assessments of property units or wealth tax, as well as all matters concerning value-added tax, wage tax, or other taxes and charges. This also applies to

a) the processing of one-off tax matters, e.g. in the field of inheritance tax, capital transfer tax or land transfer tax,

b) participation and representation in proceedings before the courts with fiscal and administrative jurisdiction and in criminal proceedings relating to fiscal matters,

c) advisory activities and expert opinion in connection with changes of legal form, capital increase and reduction, reorganisation, entry and exit of partners or shareholders, sale of the business, liquidation etc. and

d) support in fulfilling disclosure and documentation requirements.

(7) If the preparation of the annual VAT return is undertaken as an additional activity, this does not include the review of any special accounting conditions and the question of whether all eligible VAT benefits have been detected. No responsibility is assumed for the completeness of the documentation in terms of claiming the input tax deduction.

12. Electronic communications

Communication between auditor and client may also take place via email. If the client does not wish to communicate via email or has special security requirements such as the encryption of emails, the client shall inform the auditor of this in writing.

13. Remuneration

(1) In addition to his claim for professional fees or charges, the auditor has a right to reimbursement of his expenses; VAT is charged separately. He may demand reasonable advances on remuneration and reimbursement of expenses, and make the delivery of his services subject to the full satisfaction of his claims. If there are multiple clients, they shall be jointly and severally liable.

(2) If the client is not a consumer, offsetting against the auditor's claims for remuneration and reimbursement of expenses is only admissible with undisputed or legally binding claims.

14. Settlement of disputes

The auditor is not prepared to participate in dispute resolution proceedings before a consumer arbitration board pursuant to § 2 of the Consumer Dispute Settlement Act.

15. Applicable law

The assignment, its execution and the claims arising from it are regulated only by German law.