

# Information Memorandum Apptix ASA

Registration number 883 742 192

The information contained in this information memorandum (the "**Information Memorandum**") relates to the acquisition (the "**Transaction**") of 100% of the shares in Evimera EMR AB ("**Evimeria**" or "**Target**"), a Swedish company registered in Swedish Company Registration Office with docket number 556896-8001 and registered address is at Nellickevegen 22, 412 63 Göteborg, by Apptix ASA ("**Apptix**" or the "**Company**"), a public limited company with registration number 883 742 192 organized under the laws of Norway from the selling shareholders of Evimeria (the "**Sellers**"). The Transaction was completed on May 9, 2018.

This Information Memorandum serves as an information memorandum as required under Section 3.5 of the Continuing Obligations for Stock Exchange Listed Companies (the "Continuing Obligations"), which apply in respect of agreements entered into by a company with shares admitted to trading on Oslo Børs ASA (the "Oslo Stock Exchange") concerning a transaction that constitutes a change of more than 25% in respect of assets, operating revenue or annual result. This Information Document also serves as a prospectus equivalent document for the purpose of listing the new shares issued in connection with the Transaction, cf. Section 7-5 no. 7 of the Norwegian Securities Trading Act. This Information Memorandum has been submitted to the Oslo Stock Exchange for inspection and review before it was published. This Information Memorandum is not a prospectus and has neither been inspected nor approved by the Norwegian Financial Supervisory Authority (Norwegian: *Finanstilsynet*) in accordance with the rules that apply to prospectuses.

This Information Memorandum does not constitute an offer or solicitation to buy, subscribe or sell the securities described herein, and no securities are being offered or sold pursuant to this Information Memorandum.

In reviewing this Information Memorandum, you should carefully consider the matters described in Section 1 "Risk Factors" beginning on page 3.

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## **1 RISK FACTORS**

In addition to other information set out in this Information Memorandum, the following risk factors should be carefully considered when analyzing the Transaction and/or Apptix. The risk factors outlined below could have a material adverse effect on the business, operating results, cash flows, and financial condition of Apptix, which, following closing of the Transaction, includes Evimeria. Accordingly, the risks described herein could have a material adverse effect of the trading price of the Apptix shares (the "Shares"). The order in which risks are presented below is not intended to provide an indication of the likelihood of their occurrence nor of their severity or significance.

### **1.1 Risk related to Apptix**

This section outlines the main risk factors for Apptix following the acquisition of Evimeria. As other companies, Apptix is exposed to various types of risk of both market, operational and financial character.

#### **1.1.1 Macro factors impacting customer's investments in new development**

Apptix is impacted by the general market sentiment in all countries where we operate. Key factors for customers willingness to buy the Company's services are the overall economic outlook, technology trends, quality of our services, prices and competition. These factors will impact the financial performance of the Company going forwards.

#### **1.1.2 Customers and customer dependency**

As a holding company, Apptix has as of today, no direct customers. With this Transaction the Company's will through Evimeria have customers. The Company's financial performance might be negatively impacted by changes in industry conditions, new customer demands and loss of customers.

#### **1.1.3 Global market and competition**

The Company is operating in an industry exposed to both national and international competition. Although the direct competition today is limited, this might shift dramatically. Competition could influence many important factors, including prices, operating costs, customer demands, technology developments, as well as access to the best talents. All these factors could impact the future margins and financial performance of the Company.

#### **1.1.4 Attracting and retaining skilled employees**

In order for the Company to succeed, both development and performance of the Company's business depends on its ability to attract and retain skilled specialists with required and relevant experience and expertise. Attracting and retaining employees is vital for securing and expanding the Company's revenues. Loss of key employees and/or lack of new recruitments could have a material negative effect on the Company. The Company faces strong competition for skilled resources and there can be no assurances that the Company will have access to sufficient skilled and experienced professionals going forwards.

#### **1.1.5 Currency and exchange rate risks**

Apptix has revenues and costs in two different countries, with different currencies, Norwegian Krone (NOK) and Swedish Krone (SEK), and is as such exposed to currency fluctuations when translating into the main currency NOK.

### **1.2 Risks related to Evimeria EMR AB**

Evimeria is operating in the Swedish market and is exposed to various risks. This section outlines the main risk factors for Evimeria.

### **1.2.1 Customers and customer dependency**

Evimeria's operations are currently limited to the Swedish market. Evimeria has today approximately 250 customers in Sweden and an attractive pipeline of potential new customers. However, historical business is not a guarantee for future revenues and a loss of several large customers, either due to changes in the customer's underlying business environment, changes in the legislation or the customer's desire to change supplier, might influence existing operations and financial performance of Evimeria negatively.

### **1.2.2 Dependency on key employees**

Evimeria's operations are highly depending on qualified employees. Evimeria is depending on retaining and recruiting highly skilled resources, including within product development, operations and sale. If Evimeria fails to continue to develop and enhance its product offering to fit the market need, the customers requirements and the legislative framework, this might influence the future financial performance of Evimeria negatively.

## **1.3 Risks related to the Transaction**

### **1.3.1 Discrepancies between real effects and pro forma financials**

The unaudited pro forma financial information included in this Information Memorandum has been prepared for illustrative purposes only to show how the Transaction might have affected Aptix' consolidated statement of comprehensive income as well as consolidated statement of financial position for the year ended 31 December 2017. The pro forma figures do not purport to present the results of operations or financial condition of Aptix, nor should it be used as the basis of projections of the results of operations or financial condition of Aptix for any further period or date.

This Information Memorandum includes unaudited pro forma condensed consolidated financial information for Aptix as of and for the year ended December 31, 2017. Although the unaudited pro forma financial information is based on estimates and assumptions based on current circumstances believed to be reasonable, actual results could have materially differed from those presented herein. There is a greater degree of uncertainty associated with pro forma figures than with actual reported results.

For further details see Cautionary note regarding the pro forma financial information under Chapter 9, item 9.1.

## **1.4 Risks related to the Shares**

### **1.4.1 The price of the Shares may fluctuate significantly**

The trading price of the Shares could fluctuate significantly in response to a number of factors beyond the control of the Company, including quarterly variations in operating results, adverse business developments, changes in financial estimates, investment recommendations or ratings by market analysts, announcements by competitors or new product and service offerings, significant contracts, adverse changes in the legal framework, acquisitions or strategic relationships, lawsuits, or general market conditions.



#### **1.4.2 Future issuances of Shares may dilute the holdings of shareholders**

The Company may in the future decide to offer shares to finance new acquisitions. Any such offering could reduce the proportionate ownership and voting interests of holders of Shares as well as earnings per share, and any offering could have a material adverse effect on the market price of the Shares.

#### **1.4.3 Investors may not be able to exercise their voting rights for Shares registered in a nominee account**

Beneficial owners of the Shares that are registered in a nominee account (such as through brokers, dealers or other third parties) may not be able to vote for such Shares unless their ownership is re-registered in their names with the VPS prior to the Company's general meetings. The Company cannot guarantee that beneficial owners of the Shares will receive the notice of a general meeting of shareholders of the Company in time to instruct their nominees to either effect a re-registration of their Shares or otherwise vote for their Shares in the manner desired by such beneficial owners.

#### **1.4.4 Norwegian law may limit the shareholders' ability to bring an action against the Company**

Apptix is a public limited company incorporated under the laws of Norway. The rights of holders of Shares are governed by Norwegian law and by the Company's Articles of Association. These rights differ from the rights of shareholders in e.g. typical US corporations or companies incorporated in other jurisdictions. In particular, Norwegian law limits the circumstances under which shareholders of Norwegian companies may bring derivative actions. Under Norwegian law, any action brought by a company in respect of wrongful acts committed against the Company takes priority over actions brought by shareholders in respect of such acts. In addition, it may be difficult to prevail in a claim against the Company under, or enforce liabilities predicated upon, U.S. securities laws or related to laws of other jurisdictions.

#### **1.4.5 Difficulties for foreign investors to enforce non-Norwegian judgements**

The Company is organized under the laws of Norway. As at the date of this Information Memorandum, two of its directors are residents of Norway, while the Chairman is resident of Sweden. As a result, it may not be possible for some investors to affect service of process on the Company or the Company's directors in the investor's own jurisdiction, or to enforce against them judgements obtained in non-Norwegian courts. However, Norway is party to the Lugano Convention and a judgement obtained in another Lugano Convention state will in general be enforceable in Norway. However, there is no regulation providing for general recognition or enforceability in Norway of judgements of non-Lugano Convention state courts, such as the courts of the United States.

#### **1.4.6 Shareholders outside of Norway are subject to exchange rate risk**

The Shares are priced in NOK and any future payments of dividends on the Shares will be denominated in NOK. Accordingly, any investor outside Norway is subject to adverse movements in the NOK against their local currency as the foreign currency equivalent of any dividends paid on the Shares or price received in connection with any sale of the Shares could be materially adversely affected.

#### **1.4.7 The Company's ability to pay dividends is dependent on the availability of distributable reserves**

Norwegian law provides that any declaration of dividends must be adopted by the Company's general meeting of shareholders. Dividends may only be declared to the extent that Company has distributable funds and provided that the declaration is prudent taking into consideration the size, nature, scope and risks associated with its operations, and the need to strengthen its statement of financial position, liquidity and financial position. As the Company's ability to pay dividends is

dependent on the availability of distributable reserves, it is, among other things, dependent upon receipt of dividends and other distributions of value from its subsidiaries.

The Company's ability to distribute dividends is subject to financial capacity and absence of other restrictions.

## 2 RESPONSIBILITY STATEMENT

This Information Memorandum has been prepared by Apptix to provide information regarding the Transaction.

The Board of Directors of Apptix ASA confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Information Memorandum is, to the best of its knowledge, in accordance with the facts and contains no omissions likely to affect its import.

Asker, June 4, 2018

The Board of Directors of Apptix ASA:

--- Sign --- .....	--- Sign --- .....	--- Sign --- .....
Johan Lindqvist (Chairman)	Terje Rogne (Board member)	Ebba Fåhraeus (Board member)

### **3 GENERAL INFORMATION**

#### **3.1 Information sourced from third parties**

The information in this Information Memorandum that has been sourced from third parties has been accurately reproduced and as far as the Company is aware and able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

#### **3.2 Cautionary note regarding forwarding looking statements**

This Information Memorandum may contain forward-looking statements, including, without limitation, projections and expectations regarding the Company's future financial position, business strategy, plans and objectives. When used in this document, the words "anticipate", "believe", "estimate", "expect", "seek to", "may", "plan" and similar expressions, as they relate to the Company, its subsidiaries or its management, are intended to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company and its subsidiaries, 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 Company's present and future business strategies and the environment in which the Company and its subsidiaries will operate. Factors that could cause the Company'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 Company and its subsidiaries operate;
- global and regional economic conditions;
- government regulations;
- changes in political events; and
- force majeure events.

Any forward-looking statements contained in this Information Memorandum should not be relied upon as predictions of future events.

Readers are cautioned not to place undue reliance on the forward-looking statements contained in this Information Memorandum, which represents the best judgement of the Company's management as of the date of this Information Memorandum. Except as required by applicable law, the Company does not undertake responsibility to update these forward-looking statements, whether as a result of new information, future events or otherwise. Readers are advised, however, to consult any further public disclosures made by the Company.

#### **3.3 Other information**

In this Information Memorandum, all references to "NOK" are to the lawful currency of Norway, all references to SEK are to the lawful currency of Sweden and all references to USD are to the lawful currency of the United States of America.

#### **3.4 Presentation of Financial Information**

The financial information contained in this Information Memorandum relating to Apptix ASA has been prepared in accordance with International Financial Reporting Standards as adopted by the EU ("IFRS"). This Information Memorandum presents financial information derived from Apptix audited consolidated financial statements as of, and for the years ended, December 31 2017, 2016 and 2015 (the "**Financial Statements**") and unaudited consolidated financial statement for Q1, 2018.



## **4 THE TRANSACTION**

### **4.1 Background and Reason for the Transaction**

Through the Transaction, Apptix acquired 100% of the shares in Evimeria EMR AB, a Swedish software technology and R&D services company.

Evimeria, is based in Gothenburg with 25 employees, including a strong development team. Evimeria has developed the system called "Webdoc", a cloud based medical record system with integrated add-on services for the private and public health care industry. In addition to revenue from license and add-on services, Evimeria also offer training and consulting services.

Evimeria offer several different services helping their customers to transform into the new digital era of the health care industry. Examples of services are video -tele health meetings, chat and other online channels. Evimeria has today approximately 250 customers in Sweden.

The development in Scandinavian and European healthcare systems is a shift from inpatient to outpatient care. Hospital care is being replaced by home and outpatient care. In addition, demographics in all developed countries is changing rapidly and the cost of providing health care services is growing fast. These changes necessitates a shift towards new technology and digital solutions.

With this acquisition, Apptix has revitalized its strategy and will following its sale of its US operations, again provide software and consulting services to a targeted market segment through wholly-owned subsidiaries.

### **4.2 The Sellers**

The Sellers are Windchange Invest AB (16,8%), N Hugsson Inwest AB (9,8 %), Jannberg Invest AS (11,8 %), Dennis Høje (5,3 %), plus 17 employees in Evimeria (6,2 %).

Leif Claes Johan Lindqvist, the Chairman and a major shareholder of Apptix, controls indirectly 80 % of the shares in Windchange Invest AB. He has not participated in any decision on behalf of Apptix related to the Transaction.

### **4.3 The Transaction**

The Share Purchase Agreement was signed on April 17, 2018. The Share Purchase Agreement was approved by the shareholders in the Annual Shareholder Meeting on May 9, 2018. Closing of the Transaction took place on May 9, 2018. The share capital increase was registered in the Enterprise Register on May 16, 2018. The new share will be listed at Oslo Stock Exchange and the Consideration Shares will be distributed to the Sellers on June 4, 2018.

The purchase price is agreed to NOK 85,7 million (based on the market price for the Apptix shares at closing May 9, 2018) and consists of 81.105.107 new issued shares in Apptix, plus a cash consideration of NOK 28,5 million. Following closing of the Transaction the Sellers and current shareholders in Evimeria, will hold a total of 49,9 % of the issued shares in Apptix.

Total costs related to the Transaction is estimated to NOK 3,000,000.

### **4.4 Financing Arrangements in Connection with the Transaction**

No financing is required for the Transaction. The cash consideration of NOK 28,5 million will be drawn from Apptix' equity. All Transaction cost will also be covered by Apptix' equity.

#### **4.5 Arrangements with Members of the Board of Directors and Management in Connection with the Transaction**

The Share Purchase Agreements ("SPA") between Apptix ASA and the Sellers include a non-compete for a 24-months period from closing for all the Sellers. In addition the SPA include a non-solicitation clause for three majority sellers Windchange Invest AB, N Hugsson Inwest AB, Jannberg Invest AS.

Johan Lindqvist, the Chairman and major shareholder of Apptix, is one of the Sellers. He has not participated in any decision on behalf of Apptix related to the Transaction.

There are no special agreements or arrangements with the members of the Board of Directors or management in neither Apptix nor Evimeria in connection with the Transaction.

#### **4.6 Share capital increase**

Closing of the deal requires issuance of 81.105.107 new shares. The Transaction was approved on May 9, 2018 by the shareholders at the Annual Shareholder Meeting. The Shareholder Meeting also approved issuance of 81.105.107 new shares and made the following resolution:

- (a) *The Company's share capital is increased with NOK 27,008,00.60 from NOK 27,116,249.22 to NOK 54,124,249.82 by subscription of 56 81,105,107 new shares, each share with a par value of NOK 0.333.*
- (b) *The new shares are subscribed by the shareholders in Evimeria EMR AB.*
- (c) *The subscription amount is settled by the subscribers transferring all his/hers shares in Evimeria EMR AB to the Company as detailed in the Share Purchase Agreement. See the independent expert's statement for further details.*
- (d) *The existing shareholders preemptive rights are exempted from.*
- (e) *The share contribution shall be subscribed for in the Minutes from the Shareholder Meeting. Subscription shall take place no later than May 9, 2018.*
- (f) *The contribution in kind shall have been transferred to the Company no later than May 9 2018.*
- (g) *The new shares shall give rights in the Company including rights to dividends that the Company may declare on the Shares after registration of the share capital increase with the Norwegian Register of Business Enterprises (Foretaksregisteret).*
- (h) *The Company's articles of association § 4 shall read as follows:  
"The Company's share capital is NOK 54,124,249.82 divided on 162,535,285 shares, each with a par value of NOK 0.333."*

The new share capital was registered on May 16, 2018. The Company has now a share capital of NOK 54.124.249,82 and 162.535.285 issued shares. The new shares will be registered in VPS and tradeable at Oslo Stock Exchange as soon as this Information Memorandum has been published. All shares will be freely tradeable.

#### **4.7 Dividend to existing shares issued prior to the Transaction**

The Shareholder Meeting approved on May 9, 2018 dividend of NOK 0,35 per share, save for the Consideration Shares, totaling NOK 28,500,562. The dividend was paid out on May 15, 2018. For the avoidance of doubt the Consideration Shares was eligible to this dividend of NOK 0,35 per share.

## **5 PRESENTATION OF APPTIX**

### **5.1 Business overview**

#### **5.1.1 Historical background and development**

Apptix was incorporated in 2002 as a result of a demerger from TeleComputing ASA. The Company was listed from its incorporation on Oslo Stock Exchange under the ticker APP.

Until 2016, Apptix performed all its commercial activities in the United States through Apptix, Inc. and other subsidiaries.

The Company provided managed and hosted business communication, collaboration, compliance & security, as well as infrastructure solutions to mid-market and enterprise customer. At its peak, Apptix provided services to about 500,000 users around the world. Apptix's portfolio of Cloud solutions included Microsoft Office 365, Managed & Hosted Exchange email, VoIP, Microsoft SharePoint, Microsoft Lync, Servers on Demand, and Enterprise Backup. In September 2015, Apptix, Inc. sold its public cloud customer base to GoDaddy, LLC. This was followed by the sale of the remainder of Apptix, Inc. (its only operating subsidiary) to Fusion Telecommunications International, Inc. ("**Fusion**") in November 2016.

Following the sale of Apptix, Inc. in November 2016, Apptix ASA had no longer any operational activities. The Company's primary financial asset was its nearly 3 million share ownership in Fusion. The shareholding in Fusion was sold during second half of 2017 and Apptix has no remaining shareholding in Fusion.

Throughout 2017 the Apptix Board of Directors continued to evaluate longer term strategic options for the Company.

#### **5.1.2 Markets, Customers and contracts**

While the previous market for Apptix was US, the Company's new strategy is focused on the Nordic market. The Customers will in the first phase be within primary and specialist healthcare.

#### **5.1.3 Business strategy**

With its new strategy and with the acquisition of Evimeria, Apptix has a clear growth strategy. This strategy is to further develop both the products, the offering and also the geographic market for Evimeria.

The Company will pursue customer diversification by continuing to capitalize on existing customer relations and industry knowhow and strategically expand into new.

While the focus - in particular in the first phase - will be on organic growth, the Company will also pursue acquisitions of other companies both within the current business market, but also stay open for other business and geographic markets.

Overall the Business strategy involves low risk and cash generating business model securing value for their owners.

#### **5.1.4 Material contracts**

In 2016 Apptix sold its 100 % owned subsidiary, Apptix, Inc.

Except for this sale and the Transaction, the Company has not entered into any other material contracts outside the ordinary course of business for the last 2 years prior to the date of this Information Memorandum.

Furthermore, Apptix has not for the last 2 years prior to the date of this Information Memorandum, entered into any other contract outside the ordinary course of business which contains any provision under which any member of the Board or Management has any obligation or entitlement.

## 5.2 Board of Directors and management

### 5.2.1 Board of Directors

The Board of Directors is responsible for the overall management of the Company and may exercise all powers of the Company. 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 Company's business; ensuring proper organization, preparing plans and budgets for its activities; ensuring that the Company's activities, accounts and asset management are subject to adequate controls and to undertake investigations necessary to ensure compliance with its duties.

The Chairman of the Board, Leif Claes Johan Lindqvist, has over the last years provided valuable services outside the Scope of being Chairman. These services have been required and have included Investor Relation, strategy, M&A and business development.

The Company's Articles of Association provide that the Company's Board of Directors shall consist of a minimum of three and maximum of ten members. The names, positions, and current term of office of the Board Members, as well as number of Shares held, at the date of this Information Memorandum are presented in the table below. No member of the Board holds or are entitled to stock options in the Company.

Name	Position	Served since	No of shares	Shares owned through
Leif Claes Johan Lindqvist	Chairman	2007	38,381,636	Windchange Invest AB Windchange AS
Terje Rogne	Board member	2007	1 942 694	Admaniha AS
Ebba Fåhraeus	Board member	2008	240 053	

Leif Claes Johan Lindqvist was appointed Chairman of the Board of Apptix in 2007. He is also vice-chairman of Telecomputing AS. From 2004 to 2006, Mr. Lindqvist was the CEO for TeleComputing ASA. He served as the managing director of TeleComputing Sweden AB from 2001 to 2004. Since 1996, Mr. Lindqvist held various positions in Alfaskop AB, including serving as the CEO from 1999 to 2001. He holds a degree in Civil Engineering (Industrial Economy) from the Technical University in Linköping, Sweden.

Terje Rogne was appointed as a Director of Apptix in 2007. He is currently Chairman of the Board for Nordic Semiconductor ASA and for Nokas AS. From 1994 to 2004, he served as the CFO for Tandberg ASA. From 2004 through 2007, he then served as the Head of Operations and Investor Relations. Prior to Tandberg, he was head of Finance with Kvaerner AS. Mr. Rogne has an MBA from University of San Diego and a Bachelor of Business Degree from the Oslo School of Business Administration.

Ebba Cecilia Margareta Fåhraeus was appointed Director of Apptix in 2008. She is Chairman of Connect Skåne; Director of Arc Aroma Pure, SensoDetect, the faculty of medicine at Lunds University and, CEO SmiLe Incubator. From 2010 through 2014 she served as Director of Business Development at the private equity company Aqilles Invest AB in Sweden. From 2001 to 2010 she served at Anoto AB, acting as Vice President of Sales and Marketing from 2006-2010. She has previously worked in various leadership positions at Raufoss ASA, Cederroth AB, SCA, Johnson & Johnson, and Kreab Group. She has a degree in Business Administration from Stockholm School of Economics.

### **5.2.2 Management**

Christopher Ernest Mack has served as CEO since August 28, 2016. Prior to that Christopher Mack served as the Company's CFO since 2006. Chris Mack has substantial experience from a number of technology companies in the US. Following the sale of Aptix, Inc. in 2016, the Company has not had other members in the management team.

No member of the management holds or is entitled to stock options in the Company.

Christopher Ernest Mack owns 38 949 shares in Aptix.

### **5.2.3 Nomination committee**

The Company's Articles of Association provide for a nomination committee composed of three members, none of which are board members or employees at the Company, who are elected by the general meeting. The nomination committee's duty is to propose candidates for election as members of the Board of Directors. The nomination committee shall instigate its work on the initiative of the Chairman of the Board of Directors or the chairman of the nomination committee. The nomination committee shall be responsible for proposing the remuneration to be paid to the Board Members. The nomination committee's proposal in this respect shall include an explanation of how it has arrived at its recommendation.

Jon Schultz (Chairman), Fredrik Stenmo and Viggo Leisner comprise the Company's Nomination committee. In 2017, the members received no compensation for their services. Fredrik Stenmo previously represented the Company's largest shareholder, Celox SA and Viggo Leisner represented the current largest shareholder Songa Trading, Inc.

### **5.2.4 Audit committee**

The Company's audit committee consists of the three Board Members. At least one of the Board Members shall have accounting or auditing expertise. The purpose, responsibility, and functions of the audit committee are in compliance with the Norwegian Public Limited Companies Act and the Corporate Governance Code. The committee supervises the Company's internal control systems, and ensures that the auditor is independent and that the annual accounts give a fair picture of the Company's financial position in accordance with general accepted accounting principles. The audit committee reviews the procedures for risk management and financial controls in the major areas of the Company's business activities. It received reports on the work of the external auditor and the results of the audit.

### **5.2.5 Compensation committee**

The Company's compensation committee consists of the three Board Members. The compensation committee is responsible for developing proposals for the applicable compensation policy and to make recommendations to the Board of Directors on the execution of that policy related to members of the executive management and the Board of Directors. The compensation committee gives the annual general meeting an account of the compensation afforded to executive management of the Company.

### **5.2.6 No severance agreements**

There are no agreements in force neither in Aptix nor Evimeria which entitles member of management, Board of Directors, member of a committee or any other person severance payment or any similar compensation in connection with termination of their contract or appointment.

## **5.3 Corporate governance**

The Company's corporate governance principles are based on, and comply with, the Norwegian corporate governance regime, as detailed in the Norwegian Code of Practice for Corporate Governance published on October 30, 2014 by the Norwegian Corporate Governance Board ("the Corporate Governance Code").

The Company follows the recommendations on corporate governance as set out by NUES - Norwegian



Corporate Governance Board (Norwegian: *Norsk utvalg for eierstyring og selskapsledelse*).

#### **5.4 Dependency on contracts, patents and licenses**

The existing business or profitability is not dependent on any patents or licenses, industrial, commercial or financial contracts.

#### **5.5 The business of Apptix after closing of the Transaction**

After closing of the Transaction, the business of Apptix will be conducted in the same manner as described in section "Business overview", however with Evimeria as a new subsidiary, fully consolidated in the accounting.

Through its subsidiary the Company will be able to provide better and more complete service offerings, increase the R&D activities and expand its markets.

#### **5.6 The Transactions' significance for the earnings, assets, and liabilities of Apptix**

The Transaction will influence Apptix' financial position substantially. Based on pro forma figures per December 31, 2017, revenues increased by 100 %, and EBITDA by 100 %, respectively, compared to the unaudited preliminary 2017 figures. The total assets of Evimeria as of December 31, 2017 amounted to SEK 19,587 million. The Transaction was partly financed through NOK 28,5 million drawn from the Company's cash reserves. The total cash and cash equivalents of Apptix of December 31, 2017 amounted to USD 7,516/NOK 61,809 million. For more information see chapter 9; "Pro forma financial information".

#### **5.7 Legal proceedings**

From time to time, Apptix may be involved in litigation, disputes and other legal proceedings arising in the normal course of its business.

Following the sale of Apptix, Inc. to Fusion, Fusion filed a fraud claim for USD 2.9 million against Apptix in 2017 related to a software license audit claim, plus an additional claim for USD 15.9 million in compensatory damages. The Company regarded the claim as speculative and totally unfounded. The claim was finally settled in August 2017. The settlement structure included a total release by Fusion of Apptix, so no further claims can be presented in the future. The settlement was finalized and completed in 2017.

Except for the claim by Fusion. Apptix has not been involved in any legal, governmental or arbitration proceedings, which may have, or have had in the recent past, significant effects on the Company's financial position or profitability. Further, the Company is not aware of any such proceedings which are pending or threatening.

#### **5.8 Liquidity and capital resources**

Following the sale of Apptix, Inc. in 2016, Apptix obtains its liquidity from cash reserves. Apptix has as of today no overdraft facilities or similar arrangements, and based on current business plan don't expect any need for loans or financing. The Company has no financial debt. The only booked debt refers to ordinary invoice debt to vendors.

The Company's equity ratio and Net Debt/EBITDA ratios as of December 31, 2017 equaled 99,2% and 0,0% respectively. At the same date, the Company's interest coverage ratio was 0,0%.

#### **5.9 Significant changes in the financial or trading position**

Except for the Transaction, there have been no significant changes in the financial or trading position of Apptix since December 31, 2017.

#### **5.10 Recent development and significant trends**

The financial year of 2018 has started well and in accordance to the plan, and is seen as a continuation of the financial year of 2017 for Evimeria with no material negative changes.

Further to the above, there are no known recent developments in operational risks, regulations, liabilities etc., which should have a material negative impact on the Company's or Evimeria business going forward.

Apptix has no separate operational activities or management except for CEO. Evimeria will continue its operations, business and product development as prior to the Transaction. No re-organization or other changes in Evimeria are planned as part of the Transaction. The ownership structure both prior to and after the Transaction secure the Evimeria employees have incentive to stay and contribute. This will reduce many risks normally associated with similar transactions. Risks associated with the Transaction and the Evimeria operations are detailed under Chapter 1 Risk Factors, item 1.1 and 1.2. above and under Chapter 7 below.

#### **5.11 Working capital statement**

The Company is of the opinion that the working capital available to both Apptix and Evimeria is sufficient for the Company's present requirements, for the period covering at least 12 months following the date of this Information Memorandum.

#### **5.12 Independent auditor**

The Company's independent auditor is Ernst & Young AS, with registration number 976 389 387 and business address at Engene 22, P.O. Box 560 Brakerøya, NO-3002 Drammen, Norway. Ernst & Young AS is a member of The Norwegian Institute of Public Accountants (Norwegian: Den Norske Revisorforening). Ernst & Yong has been the Company's auditors since 2002.

## **6 INDUSTRYOVERVIEW**

Apptix has of today no operating business. Following the acquisition of Evimeria, the operating activities will be as described in Chapter 7.

## **7 PRESENTATION OF EVIMERIA EMR AB**

### **7.1 Introduction and Business Overview**

Evimeria EMR AB is a Swedish software technology company with 25 employees headquartered in Göteborg. The Company provides journal management systems (Webdoc) for the healthcare industry focusing on private healthcare providers in the Swedish market.

In addition to the journal system Webdoc, Evimeria offers integrated products and services aiming to facilitate an efficient administration and interaction between the medical professional and the patient.

At the end of 2017 Evimeria had 250 customers (systems) and 7.500 end users and a very low churn on the existing customer base which together with a high stickiness of the product ensures a high revenue visibility on the current customer base.

Contrary to the common used licensing model, Evimeria employs a production based billing model for the Webdoc licence through which, the licence fee is billed based on the number of patient visits of the customer. The production based billing model enables Evimeria to grow at the same pace as the underlying growth of patient visiting its customers' market.

European healthcare systems are in a shift from inpatient to outpatient care. Hospital care is being replaced by home and outpatient care. In addition, demographics in all developed countries are changing rapidly and the cost of providing health care services is growing fast. These changes necessitate a shift towards new technology and digital solutions.

The future of healthcare is depending on companies that manage to deliver flexible care management systems (CMS) and e-Health solutions. Solutions with versatile functionality that easily can be combined or extended with web-based integrations like dictation, e-recipes, booking - among others.

Evimeria offers modern digital eHealth services for the Nordic region. Evimeria's solutions are aimed primarily at specialist care, primary care and paramedics. Evimeria's goal is to be the modern and innovative choice and sees it as crucial for sustainable future development that the systems is both web- and cloud-based and able to interact and coordinate in simple and standardized ways.

An important goal and purpose of Evimeria's digital solutions is to provide versatile and scalable functionality within one single platform. Modern health care is changing and requires flexible solutions that can be easily expanded and scaled in accordance with the varied conditions.

To achieve the best result, tools for quality assurance are also required. Evimeria's services therefore includes customer qualification, support desk and a collaborative model for management and evaluation.

The eHealth-solutions and care management systems Evimeria offers are regularly changing - to match the needs of the modern and digitalized healthcare industry. In order to meet current trends and wishes, Evimeria also focuses on a customer-oriented approach.

Webdoc is a web-based care management system for health professionals who prioritize efficient and smooth flow. A solution that reduces the risk of resource-intensive routines and that makes it easier to focus on the core business. The system is seamless and scalable and can easily be adapted to fit the unique needs of the business. The Webdoc system also offers smart integration solutions.

Webdoc was first developed in 2006, in close collaboration with the Carlanderska urology section in Gothenburg. The development of the system is continuous and 90% of the new features come directly from the caregivers and the users themselves.

To be sure that Webdoc meets the conditions of modern health care, the system and its functionality is developed with the help of a reference group. In addition to this Evimeria make sure to take in the wishes of individual users, and also regularly visit our customers for follow-up.

Usability, flexibility, innovation and dedication are important ingredients in Evimeria's work with Webdoc, combined with curiosity, interest and development.

In addition to Webdoc, Evimeria also develops a digital platform for interactive health care. A solution that enables healthcare providers to safely communicate with their patients via digital services such as video and chat. The solution, called Vårdrummet, also allows the patient to participate more actively in his or her own care, through health declarations and/or online booking. This releases resources and is an effective tool when it comes to strengthened patient control and accessibility.

Vårdrummet is an interactive platform for healthcare providers who wishes to communicate with their patients in new and safe ways, via video, chat and other channels. Besides this, Vårdrummet is also a resource-efficient tool that contributes to strengthened transparency and accessibility. Among other things, patients have the opportunity to book medical appointments online and can easily participate in his or her own health care declarations.

An important factor when it comes to services of this kind is security. In order to ensure safe use and user integrity for both health providers and recipients, login is done with SITHs and Mobile BankID. The system is designed to provide optimal support both visually and physically and it is easy to create and manage different types of web forms.

The Vårdrummet solution works in all different devices and the patient can connect directly by phone, tablet or computer. During the conversation, the healthcare provider can easily share his screen and for example review the results together with the patient. As a physician you can also easily control the transmission of return visits and patients access to the online booking calendar.

Evimeria is well positioned for further growth both from a product, system and market perspective. The digital transformation of the healthcare industry is a huge opportunity which is expected to grow significantly over the coming years. While the company's customers as of today is based in Sweden, the other Scandinavian countries are considered as potential markets with significant potential, as well as many other European countries.

Evimeria's strategy going forward is to continue to develop and expand digitalization that helps customers to meet the future challenges in providing efficient and qualitative healthcare services.

## **7.2 Corporate information**

Evimeria's registered and commercial name is Evimeria EMR AB. Evimeria is registered in the Swedish Company Registration Office (Bolagsverket) with docket number 556896-8001. Evimeria's registered address is at Nellickevegen 22, 412 63 Göteborg, Sweden. Its telephone number is +46 31 718 1400. Evimeria was founded in 2005 (before named Atlan AB). Evimeria also has a branch office in Stockholm.



### 7.3 Key figures

The following key figures have been derived from the audited financial statements for Evimeria for the financial years ending December 31, 2015, December 31, 2016, and December 31, 2017.

<i>SEK million</i>	Year ended December 31, 2015	Year ended December 31, 2016	Year ended December 31, 2017
Revenues	15,454	17,346	28,148
EBIT	5,650	3,081	4,125
Profit for the period	3,577	2,327	2,238

<i>SEK million</i>	As of December 31, 2015	As of December 31, 2016	As of December 31, 2017
Total assets	12,828	8,506	19,587
Equity	1,914	4,993	6,781
Total equity and liabilities	12,828	8,506	19,587

### 7.4 Evimeria EMR AB Management and Board of Directors

The current member of the board are Leif Claes Johan Linqvist (Chairman), Lars Åke Forsberg, Johan Jesper Janneberg and Niclas Kurt Jonas Wilhelm Hugossen.

The current members of Evimerias management team are Johan Jesper Janneberg (CEO), Lars Åke Forsberg (CFO), Niclas Kurt Jonas Hugossen (Business Developer) and Dennis Höyer (Sales Manager).

### 7.5 Significant changes in the financial or trading position of Evimeria

Except for the Transaction, there have been no significant changes in the financial position of Evimeria since December 31, 2017.

### 7.6 Recent developments and trends

The financial year of 2018 has started well and in accordance to the plan, and is seen as a continuation of the financial year of 2017 with no material changes.

Further to the above, there are no known recent developments in operational risks, regulations, liabilities etc., which should have a material impact on Evimeria's business going forward.

Evimeria will continue its operations, business and product development as prior to the Transaction. No re-organization or other changes in Evimeria are planned as part of the Transaction. The ownership structure both prior to and after the Transaction secure the Evimeria employees incentive to stay and contribute. This will reduce many risks normally associated with similar transactions. Risks associated with the Transaction and the Evimeria operations are detailed under Chapter 1 Risk Factors, item 1.1 and 1.2

Expect for the Transaction, there are no known changes with regards Evimeria's trading position, including sales, inventories, costs or prices compared to the end of the financial year 2017, as of the

date of this Information Memorandum.

Evimeria is experiencing increased demands for its services with a substantial pipeline of potential customers. The product offering is under continuously development based on market needs. There are no known issues or challenges related to products and services offered. The Transaction has been positively received by employees, customers and the general market.

#### **7.7 Material contracts**

Except for the Transaction, Evimeria has not entered into any other material contracts outside the ordinary course of business for the last 2 years prior to the date of this Information Memorandum.

Evimeria has not for the last 2 years prior to the date of this Information Memorandum, entered into any other contract outside the ordinary course of business which contains any provision under which any member of the Board or Management has any obligation or entitlement.

#### **7.8 Legal and arbitration proceedings**

Evimeria has, during the course of the preceding twelve months, not been involved in any legal, governmental or arbitration proceedings which may have, or have had in the recent past, significant effects on Evimeria's financial position or profitability, and Evimeria is as of the date of this Information Memorandum not aware of any such proceedings which are pending or threatened.

## 8 SELECTED FINANCIAL INFORMATION

### 8.1 Introduction

The following summary of consolidated financial data has been derived for Apptix for the period January 1, 2015 to December 2017 and the first quarter (Q1) in 2018, for which the data for the financial years 2015, 2016 and 2017 are audited, and the data for Q1 2017 and Q1 2018 are unaudited. Both Q1 2017 and Q1 2018 are included in the summary below.

### 8.2 Correction for 2016

A correction of a presentation error from 2016 relating to foreign currency translation reserve has been corrected by restating each affected statement for 2016 as follows:

	<b>December 31, 2016</b>
Retained Earnings:	<u>3 927</u>
Other Comprehensive income:	<u>(3 927)</u>
Net Impact on Equity	<u>-</u>
 Other Financial Income:	 <u>3 927</u>
Net Impact on Profit for the Year:	<u>3 927</u>
 Attributable to:	
Equity Holders of the Parent	16 419
 Impact on Earnings Per Share	 0.00

### 8.3 Income statement

<i>USD 000's</i>	Audited 2017	Restated and unaudited 2016	Audited 2015
<b>OPERATING REVENUE</b>			
Subscription Revenues	-	21 535	32 929
Professional Services	-	879	1 487
Gain on the Sale of Assets	-	13 028	20 166
<b>Operating Revenue</b>	-	35 442	54 582
<b>OPERATING EXPENSES</b>			
Cost of Sales	-	8 227	10 299
Employee Compensation and Benefits	111	8 441	14 401
Other Operational and Administrative Costs	591	4 449	8 984
Additional Depreciation	-	-	4 000
Impairment of Goodwill	-	-	6 000
Depreciation and Amortization	-	1 477	2 687
<b>Total Operating Expenses</b>	702	22 594	46 371
<b>Operating income (before interest &amp; taxes)</b>	(702)	12 847	8 211
<b>FINANCIAL INCOME AND EXPENSES</b>			
Interest Expense	-	751	1 071
Other Financial Income	-	(3 927)	-
Other Income and Expense	(3 175)	76	-
<b>Net Financial Expenses</b>	(3 175)	(3 100)	1 071
<b>Income Before Taxes</b>	2 473	15 947	7 140
<b>TAXES</b>			
Income Tax Benefit (Expense)	-	472	(288)
<b>Net Income for the Period</b>	2 473	16 419	6 852
Attributable to:			
Equity Holders of Parent	2 473	16 419	6 852
Earnings per share:			
Basic, profit for the year attributable to ordinary equity holders of the parent	0,03	0,20	0,08
Diluted, profit for the year attributable to ordinary equity holders of the parent	0,03	0,20	0,08
<b>Weighted Average Common Shares Outstanding</b>	81 430	81 430	81 430

<i>NOK 000's</i>	Unaudited Q1-2018	Unaudited Q1-2017
<b>OPERATING REVENUE</b>		
Subscription Revenues	-	-
Professional Services	-	-
Gain on the Sale of Assets	-	-
<b>Operating Revenue</b>	-	-
<b>OPERATING EXPENSES</b>		
Cost of Sales	-	-
Employee Compensation and Benefits	228	228
Other Operational and Administrative Costs	2 761	1 033
<b>Total Operating Expenses</b>	2 989	1 261
<b>Operating income (before interest &amp; taxes)</b>	(2 989)	(1 262)
<b>FINANCIAL INCOME AND EXPENSES</b>		
Interest Expense, net	38	7
<b>Net Financial Expenses</b>	38	7
<b>Income Before Taxes</b>	(2 951)	(1 255)
<b>TAXES</b>		
Income Tax Benefit (Expense)	-	-
<b>Net Income for the Period</b>	(2 951)	(1 254)
Attributable to:		
Equity Holders of Parent	(2 951)	(1 254)
Earnings per share:		
Basic, profit for the year attributable to ordinary equity holders of the parent	(0,04)	(0,02)
Diluted, profit for the year attributable to ordinary equity holders of the parent	(0,04)	(0,02)
<b>Weighted Average Common Shares Outstanding</b>	81 430	81 430



#### 8.4 Statement of comprehensive income

<b>Income for the period</b>	<b>2 473</b>	<b>16 419</b>	<b>6 852</b>
Exchange rate differences on Translation of Foreign Operations	185	(357)	358
Change in Valuation Related to Sale of Subsidiary	-	(3 927)	-
Change in Valuation of Investment for Sale	(870)	870	-
<b>Items that may be Reclassified Subsequently to Income Statement</b>	<b>(686)</b>	<b>(3 414)</b>	<b>358</b>
<b>Items that will not be Reclassified to Income Statement</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Other Comprehensive Income/(Loss) for the period</b>	<b>(686)</b>	<b>(3 414)</b>	<b>358</b>
<b>Total Comprehensive Income for the Period</b>	<b>1 787</b>	<b>13 005</b>	<b>7 210</b>
<b>Attributed to Equity Holders of Parent</b>	<b>1 787</b>	<b>13 005</b>	<b>7 210</b>

NOK 000's	Unaudited	
	Q1-2018	Q1-2017
<b>STATEMENT OF COMPREHENSIVE INCOME</b>		
<b>Income for the period</b>	<b>(2 951)</b>	<b>(1 254)</b>
Exchange rate differences on Translation of Foreign Operations	-	-
Change in Valuation Related to Sale of Subsidiary	-	-
Change in Valuation of Investment for Sale	-	-
<b>Items that may be Reclassified Subsequently to Income Statement</b>	<b>-</b>	<b>-</b>
<b>Items that will not be Reclassified to Income Statement</b>	<b>-</b>	<b>-</b>
<b>Total Other Comprehensive Income/(Loss) for the period</b>	<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the Period</b>	<b>(2 951)</b>	<b>(1 254)</b>

## 8.5 Balance sheet

<i>USD 000's</i>	Audited	Restated and unaudited	Audited
	2017	2016	2015
<b>Non-current Assets</b>			
<b>Intangible Assets</b>			
Intangible Assets, net	-	-	10 130
<b>Total Intangible Assets</b>	-	-	10 130
<b>Property, Plant and Equipment, net</b>			
Property, Plant and Equipment, net	-	-	4 038
<b>Total Property, Plant and Equipment, net</b>	-	-	4 038
<b>Investments</b>			
Fusion Telecommunications International Inc.	-	4 497	-
<b>Total Investments</b>	-	4 497	-
<b>Total Non-current Assets</b>	-	4 497	14 168
<b>Current Assets</b>			
Accounts Receivable	-	-	2 013
Other Current Assets	-	-	151
Prepaid Expenses	7	10	619
Cash and Cash equivalents	7 516	1 308	7 800
<b>Total Current Assets</b>	7 523	1 318	10 583
<b>TOTAL ASSETS</b>	7 523	5 815	24 751
<b>Equity</b>			
Share Capital	4 666	4 666	4 666
Share Premium	47 852	47 852	63 319
Other paid-in capital	6 204	6 204	6 198
Translation Reserve	-	-	3 927
Fund for Unrealized Gains (Losses)	-	870	-
Retained Earnings	(51 261)	(53 918)	(69 980)
<b>Total Equity</b>	7 461	5 674	8 130
<b>Long-Term Debt</b>			
Other Long-Term Debt	-	-	5 852
<b>Total Long-Term Debt</b>	-	-	5 852
<b>Current Liabilities</b>			
Trade Accounts Payable	1	59	1 913
Interest Bearing Short-Term Debt	-	-	3 247
Other current liabilities	61	82	5 609
<b>Total Current Liabilities</b>	62	141	10 769
<b>TOTAL EQUITY AND LIABILITIES</b>	7 523	5 815	24 751

NOK 000's	Unaudited Q1-2018	Unaudited Q1-2017
<b>Non-current Assets</b>		
<b>Investments</b>		
Investments Available for Sale of Cost	-	30 679
<b>Total Investments</b>	-	30 679
<b>Total Non-current Assets</b>	-	30 679
<b>Current Assets</b>		
Prepaid Expenses	156	144
Cash and Cash equivalents	60 793	9 191
<b>Total Current Assets</b>	60 949	9 335
<b>TOTAL ASSETS</b>	60 949	40 014
<b>Equity</b>		
Common stock	27 116	27 116
Paid in Premium reserve	34 149	13 714
Retained Earnings	(2 951)	(1 412)
<b>Total Equity</b>	58 314	39 418
<b>Current Liabilities</b>		
Trade Accounts Payable	407	35
Other current liabilities	2 228	561
<b>Total Current Liabilities</b>	2 635	596
<b>TOTAL EQUITY AND LIABILITIES</b>	60 949	40 014

## 8.6 Condensed cash flowstatement

<i>USD 000's</i>	Audited	Restated and unaudited	Audited
	2017	2016	2015
<b>Cash Flows from Operating Activities</b>			
Earnings Before Taxes	2 473	15 947	7 140
Shared-Based Employee Compensation Expense	-	6	23
Goodwill Impairment	-	-	6 000
Fixed Asset Impairment	-	-	4 000
Depreciation and Amortization	-	1 477	2 687
Gain on Sale of Fusion Shares	(3 175)	-	-
Gain on Sale of Subsidiary	-	(13 028)	(20 166)
Change in Trade Accounts Receivable	-	2 013	(25)
Change in Trade Accounts Payable	(58)	(1 854)	387
Change in Other Assets and Liabilities	(20)	(8 679)	(3 636)
<b>Net Cash Flows Provided by Operating Activities</b>	<b>(780)</b>	<b>(4 117)</b>	<b>(3 590)</b>
<b>Cash Flows from Investing Activities</b>			
Purchases of Property and Equipment, net	-	(183)	(403)
Proceeds from Sale of Fusion Shares, net	6 987	-	-
Proceeds from Sale of Subsidiary	-	22 373	22 500
<b>Net Cash Flows Used in Investing Activities</b>	<b>6 987</b>	<b>22 190</b>	<b>22 097</b>
<b>Cash Flows from Financing Activities</b>			
Payments on Interest-Bearing Debt	-	(9 099)	(3 554)
Distribution of Paid Capital	-	(15 467)	(10 118)
<b>Net Cash Flows Used in Financing Activities</b>	<b>-</b>	<b>(24 566)</b>	<b>(13 672)</b>
<b>Effect of Exchange Rates on Cash and Cash Equivalents</b>	<b>1</b>	<b>1</b>	<b>357</b>
Net Increase/(Decrease) in Cash	6 208	(6 492)	5 192
Cash at Beginning of Period	1 308	7 800	2 608
<b>Cash at End of Period</b>	<b>7 516</b>	<b>1 308</b>	<b>7 800</b>



<i>NOK'000's</i>	Unaudited <b>Q1-2018</b>	Unaudited <b>Q1-2017</b>
<b>Cash Flows from Operating Activities</b>		
Earnings Before Taxes	(2 951)	(1 254)
Change in Trade Accounts Payable	400	(472)
Change in Other Assets and Liabilities	1 629	(366)
<b>Net Cash Flows Provided by Operating Activities</b>	<b>(922)</b>	<b>(2 092)</b>
<b>Cash Flows from Investing Activities</b>		
Purchases of Property and Equipment, net	-	-
Proceeds from Sale of Fusion Shares, net	-	-
Proceeds from Sale of Subsidiary	-	-
<b>Net Cash Flows Used in Investing Activities</b>	<b>-</b>	<b>-</b>
<b>Cash Flows from Financing Activities</b>		
Payments on Interest-Bearing Debt	-	-
Distribution of Paid Capital	-	-
<b>Net Cash Flows Used in Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Effect of Exchange Rates on Cash and Cash Equivalents</b>	<b>-</b>	<b>-</b>
Net Increase/(Decrease) in Cash	(922)	(2 092)
Cash at Beginning of Period	61 716	11 282
<b>Cash at End of Period</b>	<b>60 794</b>	<b>9 190</b>

## 8.7 Statement of changes inequity

<i>USD 000's</i>	Share Capital	Share Premium Reserve	Other Paid in Capital	Foreign Currency Translation Reserves	Fund for Unrealized Gain or Losses	Retained Earnings	Total Equity
<b>Equity December 31, 2014</b>	4 666	73 437	6 175	3 927	-	(77 190)	11 016
Net Income for the Period	-	-	-	-	-	6 852	6 852
Other Comprehensive Income	-	-	-	-	-	358	358
<b>Total Comprehensive Income</b>	-	-	-	-	-	7 210	7 210
Distribution of Paid in Capital	-	(10 118)	-	-	-	-	(10 118)
Equity Element of Expensed Options	-	-	23	-	-	-	23
<b>Equity December 31, 2015</b>	4 666	63 319	6 198	3 927	-	(69 980)	8 130
Net Income for the Period	-	-	-	-	-	16 419	16 419
Other Comprehensive Income	-	-	-	(3 927)	870	(357)	(3 414)
<b>Total Comprehensive Income</b>	-	-	-	(3 927)	870	16 062	13 005
Distribution of Paid in Capital	-	(15 467)	-	-	-	-	(15 467)
Equity Element of Expensed Options	-	-	6	-	-	-	6
<b>Equity December 31, 2016</b>	4 666	47 852	6 204	-	870	(53 918)	5 674
Net income for the Period	-	-	-	-	-	2 473	2 473
Other Comprehensive Income	-	-	-	-	(870)	185	(686)
<b>Total Comprehensive Income</b>	-	-	-	-	(870)	2 658	1 788
<b>Equity December 31, 2017</b>	4 666	47 852	6 204	-	-	(51 260)	7 461

<i>NOK 000's</i>	Common Stock	Paid in Premium Reserve	Total Equity
<b>Shareholders' Equity December 31, 2016</b>	27 116	13 714	40 830
Net profit 2017	-	20 434	20 434
Other Comprehensive Income	-	-	-
<b>Shareholders' Equity December 31, 2017</b>	27 116	34 148	61 265
Net Loss 2018	-	(2 951)	(2 951)
Other Comprehensive Income	-	-	-
<b>Shareholders' Equity March 31, 2018</b>	27 116	31 197	58 313

## 8.8 Segment information

<i>USD 000's</i>	2017	2016	2015
<b>Operating revenue by segment</b>			
Exchange	-	13 207	22 507
Archiving	-	1 758	2 299
SharePoint	-	1 662	2 014
VolP	-	1 229	1 896
Mobilty	-	388	1 634
Targeted Attack Protection (TAP)	-	2 162	1 559
Other Services	-	1 129	1 021
<b>Total Subscription Revenues</b>	-	21 535	32 929

## **9 PRO FORMA FINANCIAL INFORMATION**

### **9.1 Purpose of the unaudited pro forma financial information**

The Transaction, for which agreements were concluded on the May 9 2018, includes the following:

- Apptix entered into a Stock Purchase agreement to acquire 100% of the shares of Evimeria , a Swedish company. The purchase price is NOK 85,7 million (based on the market price for the Apptix shares at closing May 9, 2018), which consists of 81,105,107 shares in Apptix (NOK 57.2 million) and a cash consideration of NOK 28,5 million.
- Following the closing of the Transaction on the May 9, 2018, the sellers and current shareholders in Evimeria will hold 49.9% of the issued shares in Apptix.
- All sellers and employees of Evimeria will be subject to a 24 month non-compete obligation. Further, all the consideration shares will have a lock-up and will not be tradeable for a period of 24 months from closing.
- The 81,105,107 shares are new shares issued after the closing of the Transaction and Apptix then has a total of 162,535,285 shares issued.

### **Cautionary note regarding the pro forma financial information**

The unaudited pro forma condensed financial information has been prepared for illustrative purposes only to show how the Transaction might have affected Apptix' consolidated statement of comprehensive income for the year ended December 31, 2017, assuming the Transaction occurred as of January 1, 2017, and consolidated statement of financial position as of December 31, 2017, assuming the Transaction occurred as of December 31, 2017.

Because of its nature, the unaudited pro forma condensed financial information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or results if the Transaction had in fact occurred on those dates and is not representative of the results for future periods. Investors are cautioned not to place undue reliance on this unaudited pro forma condensed financial information. The unaudited condensed financial information does not include all of the information required for financial statements under IFRS as adopted by the European Union and should be read in conjunction with the consolidated financial statements of Apptix for the year ended December 31, 2017.

The unaudited pro forma condensed financial information has been compiled to comply with the requirements in section 3.5.2.6 of the "Continuing Obligations of Stock Exchange Listed Companies" issued by Oslo Børs (Oslo Stock Exchange). The unaudited pro forma condensed financial information has been prepared in accordance with Annex II of Regulation (EC) 809/2004. This information is not in compliance with SEC Regulation S-X, and had the securities been registered under the U.S:Securities Act of 1933, this unaudited pro forma condensed financial information, including the report by the auditor, would have been amended and / or removed from the Information Memorandum.

### **9.2 Independence Assurance Report on Unaudited Pro Forma Financial Information**

Ernst & Young AS has issued an Independent Assurance report on the unaudited pro forma condensed financial information included as Appendix A.

### **9.3 Basis for the preparation**

The unaudited pro forma condensed financial information has been prepared in a manner consistent with the accounting principles applied in the audited 2017 consolidated financial statements of Apptix, with the exception of the change in presentation currency from USD to NOK. Please refer to the aforementioned financial statements for 2017 for a description of the accounting policies.

The unaudited pro forma condensed financial information has been compiled based on:

- I. The 2017 annual financial statements of Apptix, prepared in accordance with IFRS as adopted by the European Union and incorporated by reference to this Information Memorandum in section 8



- II. The 2017 annual financial statements of Evimeria prepared in accordance with Swedish Generally Accepted Accounting Principles ("Sw GAAP") presented in SEK. The statements are available at [www.evimeria.se](http://www.evimeria.se).

The unaudited pro forma condensed statement of financial position has been prepared assuming the Transaction occurred as of December 31, 2017, and the unaudited pro forma condensed statement of comprehensive income has been prepared assuming the Transaction occurred as of January 1, 2017.

The historical financial information of Evimeria has for the purpose of the unaudited pro forma condensed financial information been converted to IFRS from Swedish GAAP, see section 9.5 for explanation of IFRS adjustments.

The unaudited pro forma condensed financial information is presented in NOK. For purposes of the unaudited pro forma condensed consolidated statement of comprehensive income, Evimeria has been translated from the functional currency of SEK to NOK based on the average exchange rate for 2017, while Apptix has been translated from the functional currency of USD to NOK also based on the average exchange rate in 2017. The statements of financial position have been translated using the exchange rate at the balance sheet date for both entities in their respective currency translations. See the table below for the exchange rates used.

	NOK	USD	NOK	SEK
Average for 2017	1	0,1212	1	1,03279
As of 31st December 2017	1	0,1216	1	1,00105
As of 9th May 2018			1	1,80000

The unaudited pro forma condensed financial information has been prepared under the assumption of going concern.

#### 9.4 Purchase Price Allocation (PPA)

The unaudited pro forma condensed financial information also includes certain management assumptions and adjustments, which would not have necessarily been applied for an actual financial consolidation for the same periods.

Apptix was concluded to be the acquirer based on the evaluation of IFRS 3 and IFRS 10, including factors such as the relative voting rights in the combined entity after the business combination, the composition of the governing body and senior management of the combined entity, and the terms of the exchange of equity interests. Apptix has for the purposes of the unaudited pro forma condensed financial information performed a preliminary purchase price allocation ("PPA") as of the Transaction date, May 9, 2018. This allocation has formed the basis for the amortization and depreciation charges in the unaudited pro forma condensed consolidated statement of comprehensive income and the presentation in the unaudited pro forma condensed consolidated statement of financial position. In the preliminary PPA, the purchase price has been allocated to the identifiable assets and liabilities of Evimeria. The PPA is preliminary and the allocation may change when further and more complete information regarding the assets acquired and liabilities assumed is available, accordingly the values allocated to the identified tangible and intangible assets and liabilities may change in the final PPA. The purchase price was calculated as follows:

Purchase Price	NOK in thousands
Cash consideration	28 500
Number of issued shares	81 105
Price per share (9th May 2018)	0,71
Total Equity Consideration	57 179
<b>Total Purchase Price</b>	<b>85 679</b>

Based on the preliminary PPA assuming that the Transaction was final at the acquisition date, the fair value of Evimeria's net assets and liabilities are as follows:

<b>NOK in thousands</b>	<b>Fair Value</b>
Book Value of unadjusted assets acquired & liabilities assumed 9th May 2018	(511)
Customer relationships	22 370
Webdoc (Intellectual Property)	14 056
Deferred tax liability	(6 552)
<b>Total Fair Value of assets acquired &amp; liabilities assumed</b>	<b>29 363</b>
<b>Purchase Price</b>	<b>85 679</b>
<b>Goodwill</b>	<b>56 316</b>

As a result of the valuation, a new intangible asset was identified for customer relationships, and Webdoc, which is the intellectual property previously held by Evimeria, was stepped up to fair value. The useful life is 10 years for customer relationships and 7 years for the intellectual property.

Please note that the book value of unadjusted assets acquired and liabilities assumed excludes the historical values of customer relationships, Webdoc, and the deferred tax liability, which are presented at fair value.

## 9.5 Historical Financial Information of Evimeria and IFRS adjustments

The historical financial information of Evimeria has been prepared under Swedish GAAP and with SEK as the functional and presentation currency. The table below reflects the differences between the audited consolidated financial statements of Evimeria prepared under Swedish GAAP to IFRS. The amounts in SEK, adjusted for the IFRS adjustments, have been converted to NOK in the condensed statement of financial position and in the condensed statement of total comprehensive income. See the *Basis for the unaudited condensed pro forma financial information* section above for the exchange rates.

### Evimeria's condensed statement of total comprehensive income for the year ended 31 December 2017

<b>ooo's</b>	<b>Evimeria Swedish GAAP (SEK)</b>	<b>IFRS adjustments (unaudited)</b>	<b>Evimeria IFRS (SEK) (unaudited)</b>	<b>Evimeria IFRS (NOK) (unaudited)</b>
<b>OPERATING REVENUE</b>				
Revenue	24 892		24 892	24 101
Work performed by the company for its own use and capitalized	3 277		3 277	3 173
<b>Total</b>	<b>28 168</b>	<b>-</b>	<b>28 168</b>	<b>27 274</b>
<b>OPERATING EXPENSES</b>				
Cost of Sales	5 551		5 551	5 375
Employee Compensation and Benefits	13 958		13 958	13 515
Other Operational and Administrative Costs	2 907		2 907	2 815
Depreciation and Amortization	1 608		1 608	1 557
<b>Total Operating Expenses</b>	<b>24 024</b>	<b>-</b>	<b>24 024</b>	<b>23 261</b>
<b>Operating income (before interest &amp; taxes)</b>	<b>4 145</b>	<b>-</b>	<b>4 145</b>	<b>4 013</b>
<b>FINANCIAL INCOME AND EXPENSES</b>				
Interest Expense	138		138	134
Other Income and Expense	-		-	-
<b>Net Financial Expenses</b>	<b>138</b>	<b>-</b>	<b>138</b>	<b>134</b>
Appropriations	(1 101)	1 101	-	-
<b>Income Before Taxes</b>	<b>2 905</b>	<b>1 101</b>	<b>4 006</b>	<b>3 879</b>
<b>TAXES</b>				
Income Tax Benefit (Expense)	(667)	(242)	(909)	(881)
<b>Net Income for the Period</b>	<b>2 238</b>	<b>859</b>	<b>3 097</b>	<b>2 999</b>



Exchange rate differences on Translation of Foreign Operations	-	-	-	95
Change in Valuation of Investment for Sale	-	-	-	-
<b>Items that may be Reclassified to Income Statement</b>	-	-	-	95
<b>Total Comprehensive Income for the Period</b>	<b>2 238</b>	<b>859</b>	<b>3 097</b>	<b>3 094</b>

The IFRS adjustment relates to the "Appropriations" line item from Evimeria's 2017 annual report. Appropriations and the related line items under "Untaxed reserves" in the statement of financial position are tax related adjustments allowed under Swedish GAAP in the accounting for a legal entity. Appropriations and untaxed reserves are separated and accounted for as tax and equity for group accounting purposes. Appropriations was an expense that reduced net income by SEK 1.1 million. The appropriations amount has been removed and 22% (SEK 0.242 million) of the amount has been allocated to the income tax benefit (expense) amount, which increased net income by the remaining 78% (SEK 0.859 million). See the note below the subsequent statement of financial position for the corresponding adjustments of statement of financial position.

**Evimeria's condensed statement of financial position as of 31 December 2017**

ooo's	Evimeria Swedish GAAP (SEK)	IFRS adjustments (unaudited)	Evimeria IFRS (SEK) (unaudited)	Evimeria IFRS (NOK) (unaudited)
<b>Non-current Assets</b>				
<b>Intangible assets</b>				
Webdoc	7 544		7 544	7 536
<b>Total Intangible assets</b>	7 544	-	7 544	7 536
<b>Tangible assets</b>				
Equipment, tools, fixtures and fittings	97		97	97
<b>Total Tangible assets</b>	97	-	97	97
<b>Total Non-current Assets</b>	7 641	-	7 641	7 633
<b>Current Assets</b>				
Prepaid Expenses and accrued income	298		298	297
Accounts Receivable	6 357		6 357	6 350
Other Receivables	272		272	272
Cash and Cash equivalents	5 019		5 019	5 014
<b>Total Current Assets</b>	11 946	-	11 946	11 933
<b>TOTAL ASSETS</b>	19 587	-	19 587	19 567
<b>Equity</b>				
Equity	5 680	859	6 539	6 532
<b>Total Equity</b>	5 680	859	6 539	6 532

<b>Untaxed Reserves</b>				
Accumulated excess depreciation	1 000	(1 000)	-	-
Tax allocation reserve	101	(101)	-	-
<b>Total Untaxed Reserves</b>	<b>1 101</b>	<b>(1 101)</b>	<b>-</b>	<b>-</b>
<b>Non-current liabilities</b>				
Other Liabilities to credit institutions	3 300		3 300	3 297
Deferred tax liability	-	242	242	242
<b>Total Non-current liabilities</b>	<b>3 300</b>	<b>242</b>	<b>3 542</b>	<b>3 539</b>
<b>Current Liabilities</b>				
Trade Accounts Payable	2 113		2 113	2 111
Accrued expenses and prepaid income	5 176		5 176	5 171
Other current liabilities	2 217		2 217	2 215
<b>Total Current Liabilities</b>	<b>9 506</b>	<b>-</b>	<b>9 506</b>	<b>9 496</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>19 587</b>	<b>-</b>	<b>19 587</b>	<b>19 567</b>

As mentioned above, the IFRS adjustment reflects the adjustments related to the "Appropriations" and "Untaxed reserves" line item from Evimeria's 2017 historical annual report. The Untaxed reserves amount (SEK 1.1 million) was removed and 22% (SEK 0.242) of the amount was allocated to the deferred tax liability line. Equity was increased by the corresponding increase to Net income (SEK 0.859 million).

#### 9.6 Unaudited pro forma condensed statement of comprehensive income

The table below reflects Aptix' unaudited pro forma condensed statement of total comprehensive income for the year ended December 31, 2017, assuming the Transaction had taken place January 1, 2017.

Unaudited pro forma condensed statement of total comprehensive income for the year ended 31 December 2017

NOK 000's	Aptix Historical (IFRS)	Evimeria Historical (IFRS) (unaudited)	Pro Forma Adjustments (unaudited)	Notes	Pro Forma Consolidated (unaudited)
<b>OPERATING REVENUE</b>					
Revenue	-	24 101			24 101
Work performed by the company for its own use and capitalized	-	3 173			3 173
<b>Total</b>	<b>-</b>	<b>27 274</b>	<b>-</b>		<b>27 274</b>
<b>OPERATING EXPENSES</b>					
Cost of Sales	-	5 375			5 375
Employee Compensation and Benefits	916	13 515			14 431
Other Operational and Administrative Costs	4 876	2 815	3 000	1	10 691
Depreciation and Amortization	-	1 557	2 745	2	4 301
<b>Total Operating Expenses</b>	<b>5 792</b>	<b>23 261</b>	<b>5 745</b>		<b>34 798</b>
<b>Operating income (before interest &amp; taxes)</b>	<b>(5 792)</b>	<b>4 013</b>	<b>(5 745)</b>		<b>(7 524)</b>
<b>FINANCIAL INCOME AND EXPENSES</b>					
Interest Expense	-	134			134
Other Income and Expense	(26 196)	-			(26 196)
<b>Net Financial Expenses</b>	<b>(26 196)</b>	<b>134</b>	<b>-</b>		<b>(26 062)</b>
<b>Income Before Taxes</b>	<b>20 404</b>	<b>3 879</b>	<b>(5 745)</b>		<b>18 539</b>
<b>TAXES</b>					
Income Tax Benefit (Expense)	-	(881)	604	3	(277)
<b>Net Income for the Period</b>	<b>20 404</b>	<b>2 999</b>	<b>(5 141)</b>		<b>18 262</b>

Exchange rate differences on Translation of Foreign Operations	1 526	95	-	1 621
Change in Valuation of Investment for Sale	(7 178)	-	-	(7 178)
<b>Items that may be Reclassified to Income Statement</b>	<b>(5 652)</b>	<b>95</b>	<b>-</b>	<b>(5 557)</b>
<b>Total Comprehensive Income for the Period</b>	<b>14 752</b>	<b>3 094</b>	<b>(5 141)</b>	<b>12 705</b>

## 9.7 Notes to the unaudited pro forma condensed statement of total comprehensive income

### Note 1

The NOK 3 million adjustment to Other Operational and Administrative Costs reflects the estimated transaction cost. This pro forma adjustment will not have a continuing impact and has no tax or VAT effect.

### Note 2

This adjustment relates to the amortization for customer relationships and intellectual property (Webdoc). As the fair values were stepped up, the amortization for the year 2017 would require adjustment to reflect the updated amortization based on the fair values. In order to calculate the adjustment, the historical amortization related to the intangibles was removed before adding the annual amortization for the intangibles based on the fair values and useful lives of 10 years for customer relationships and 7 years for intellectual property. The amortization is recurring.

### Note 3

This adjustment is to reflect an income tax benefit for the reduction in net income due to the increase to expenses as an effect of the pro forma adjustments. The adjustment is based on the Swedish statutory tax rate of 22%. As the Transaction costs are not tax deductible, they are excluded from the income tax adjustment. This adjustment is recurring.

## 9.8 Unaudited pro forma condensed statement of financial position

The table below reflects Apptix' unaudited pro forma condensed statement of financial position as of December 31, 2017, assuming the Transaction had taken place December 31, 2017.



Unaudited pro forma condensed  
statement of financial position as of 31  
December 2017

NOK 000's	Apptix Historical (IFRS)	Evimeria Historical (IFRS) (unaudited)	Pro Forma Adjustments (unaudited)	Notes	Pro Forma Consolidated (unaudited)
<b>Non-current Assets</b>					
<b>Intangible assets</b>					
Webdoc (Intellectual Property)	-	7 536	6 519	1	14 056
Customer relationships	-	-	22 370	1	22 370
Goodwill	-	-	56 316	1	56 316
<b>Total Intangible assets</b>	-	7 536	85 206		92 742
<b>Tangible assets</b>					
Equipment, tools, fixtures and fittings	-	97	-		97
<b>Total Tangible assets</b>	-	97	-		97
<b>Total Non-current Assets</b>	-	7 633	85 206		92 839
<b>Current Assets</b>					
Prepaid Expenses and accrued income	58	297	-		355
Accounts Receivable	-	6 350	-		6 350
Other Receivables	-	272	-		272
Cash and Cash equivalents	61 809	5 014	(28 500)	1	38 323
<b>Total Current Assets</b>	61 867	11 933	(28 500)		45 300
<b>TOTAL ASSETS</b>	61 867	19 567	56 706		138 139
<b>Equity</b>					
Equity	61 357	6 532	47 154	1, 2	115 043
<b>Total Equity</b>	61 357	6 532	47 154		115 043
<b>Non-current liabilities</b>					
Other Liabilities to credit institutions	-	3 297	-		3 297
Deferred tax liability	-	242	6 552	1	6 794
<b>Total Non-current liabilities</b>	-	3 539	6 552		10 090
<b>Current Liabilities</b>					
Trade Accounts Payable	8	2 111	-		2 119
Other current liabilities	502	5 171	-		5 672
Accrued expenses and prepaid income	-	2 215	3 000	2	5 215
<b>Total Current Liabilities</b>	510	9 496	3 000		13 006
<b>TOTAL EQUITY AND LIABILITIES</b>	61 867	19 567	56 706		138 139

## 9.9 Notes to the unaudited pro forma condensed statement of financial position

### Note 1

These adjustments relate to the purchase price allocation, in which the assets acquired and liabilities assumed were adjusted to reflect their fair values. Goodwill was recorded as the difference between the fair value of consideration or purchase price, less the net fair value of the assets acquired and liabilities assumed. As a portion of the purchase price was cash and a portion was equity, an adjustment was made to decrease cash by the cash payment of NOK 28.5 million and equity was increased by the remaining purchase price amount. See the Purchase Price Allocation section above for further details.

### Note 2

The estimated Transaction costs of NOK 3 million (as describe in Note 1 to the Unaudited Pro Forma condensed statement of total comprehensive income) decreased equity and increased accrued expenses. This adjustment does not have a continuous impact.

## 10 APPTIX CORPORATE INFORMATION AND SHARECAPITAL

### 10.1 Company corporate information

The Company's registered name is Apptix ASA. The Company is a Norwegian public limited liability company (Nw.:allmennaksjeselskap or ASA), incorporated and existing under the laws of Norway pursuant to the Norwegian Public Limited Liability Companies Act. The Company's registered office is in the municipality of Asker, Norway. The Company's registration number in the Norwegian Register of Business Enterprises is 883 742 192, and the Shares are registered in book-entry form with the VPS under ISIN NO0010123060. The head office of the Company and the Company's registered address is at Nesøyveien 4, 1396 Billingstad, Norway. Its telephone number is +47 91 70 75 00, and its web-site is [www.apptixasa.com](http://www.apptixasa.com).

### 10.2 Legal structure

Apptix is a holding company with some centralized support functions and with only some limited residual business activities. Business operations are carried out through the operating subsidiaries of the Company. Following the acquisition of Evimeria the group will consist of Apptix and the subsidiary Evimeria.

### 10.3 Share capital and share capital history

As of the date of this Information Memorandum, the Company's share capital is NOK 54.124.249,82 divided into 162.535.285 shares, each share having a par value of NOK 0,333. All the Shares have been created under the Norwegian Public Limited Companies Act, and are validly issued and fully paid. All shares in the Company rank in parity with one another and carry one vote per share. The Shares are registered in the VPS with ISIN NO0010123060. Except for the share capital increase in connection with issuance of the Consideration Shares, there have been no changes in the Company's share capital since 2009.

### 10.4 Major Shareholders

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. As of the date of this Information Memorandum, and insofar as known to the Company, the following persons have, directly or indirectly, an interest in 5% or more of the issued share capital of the Company:

Shareholder name	Number of shares	%
WINDCHANGE INVEST AB	29 226 577	17,98 %
JANNERBERG INVEST AB	19 199 648	11,81 %
HUGOSSON INWEST AS	16 281 919	10,02 %
SONGA TRADING INC	14 787 161	9,09 %
WINDCHANGE AS	9 120 000	5,61 %

The Consideration Shares are included in the list above.

Other than as mentioned above, the Company is not aware of any persons or entities that, directly or indirectly, jointly or severally, will 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.



**10.5 Authorization to increase the Company's share capital**

The Board of Directors has not been granted any power of attorney to increase the Company's share capital which is valid as per today.

**10.6 Authorization to acquire treasury shares**

The Board of Directors has not been granted power of attorney to purchase treasury shares as of today.

**10.7 Shareholderrights**

The Company has one class of shares in issue, and in accordance with the Norwegian Public Limited Companies Act, all shares in that class provide equal rights in the Company. Each of the shares carries one vote. The shares are freely transferable.

## 11 ADDITIONAL INFORMATION

### 11.1 Documents on display

Copies of the following documents will be available for inspection at the Company's offices at Løkketangen 20 A, 1337 Sandvika during normal business hours from Monday to Friday each week (except public holidays) for a period of twelve months from the date of this Information Memorandum:

- The Company's Certificate of Incorporation and Articles of Association;
- All reports, letters, and other documents, historical financial information, valuations which are included or referred to in this Information Memorandum;
- The historical financial information of the Company for each of the three financial years preceding the publication of this Information Memorandum;
- The unaudited historical financial information of the Company for Q 1 2018, and
- This Information Memorandum with Appendix
- The historical financial information of Evimeria and Aptix, Inc. for each of the three financial years preceding the publication of this Information Memorandum.

### 11.2 Incorporation by reference

The information incorporated by reference in this Information Memorandum should be read in connection with the following cross reference table. References in the table to "Annex" and "Items" are references to the disclosure requirements as set forth in the Norwegian Securities Trading Act cf. the Norwegian Securities Trading Regulations by reference to such Annex (and Item therein) of Commission Regulation (EC) no. 809/2004.

Disclosure requirement	Description	Reference document and link	Page (p) in reference document
Item 20.1	Audited historical financial information covering the latest three financial years, and the audit report in respect of each year prepared according to Regulation (EC) No 1606/2002.	2015 annual report, 2016 annual report and 2017 annual report: <a href="https://docs.wixstatic.com/ugd/cb5b21_b0b0248b758d470d8ce1d5ba037dfdf1.pdf">https://docs.wixstatic.com/ugd/cb5b21_b0b0248b758d470d8ce1d5ba037dfdf1.pdf</a> <a href="https://docs.wixstatic.com/ugd/cb5b21_191ce0ae6dfd4d159489c1d2eafc5df5.pdf">https://docs.wixstatic.com/ugd/cb5b21_191ce0ae6dfd4d159489c1d2eafc5df5.pdf</a> <a href="https://docs.wixstatic.com/ugd/cb5b21_c86dc4b4780a40dca0c661331de07fee.pdf">https://docs.wixstatic.com/ugd/cb5b21_c86dc4b4780a40dca0c661331de07fee.pdf</a>	21 (2015) 16 (2016) 13 (2017)

Item 20.4.1	A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such	2015 Annual Report, 2016 Annual Report and 2017 Annual Report:  <a href="https://docs.wixstatic.com/ugd/cb5b21_b0b0248b758d470d8ce1d5ba037dfd1.pdf">https://docs.wixstatic.com/ugd/cb5b21_b0b0248b758d470d8ce1d5ba037dfd1.pdf</a>  <a href="https://docs.wixstatic.com/ugd/cb5b21_191ce0ae6dfd4d159489c1d2eafc5df5.pdf">https://docs.wixstatic.com/ugd/cb5b21_191ce0ae6dfd4d159489c1d2eafc5df5.pdf</a>  <a href="https://docs.wixstatic.com/ugd/cb5b21_c86dc4b4780a40dca0c661331de07fee.pdf">https://docs.wixstatic.com/ugd/cb5b21_c86dc4b4780a40dca0c661331de07fee.pdf</a>	73 (2015) 62 (2016) 39 (2017)
Item 20.6.1	Unaudited historical financial information covering the first quarter (Q1) 2018.	Q1 2018 Financial Report  <a href="https://docs.wixstatic.com/ugd/cb5b21_0bdfc2335c604e1b8a5a537bb87ff01e.pdf">https://docs.wixstatic.com/ugd/cb5b21_0bdfc2335c604e1b8a5a537bb87ff01e.pdf</a>	4 (2018)

## 12 DEFINITIONS AND GLOSSARY

Board of Directors	The Board of Directors of the Company
Company	Aptix ASA
Continuing Obligations	The Continuing Obligations for Stock Exchange Listed Companies
EU	The European Union
IFRS	International Reporting Standards
Information Memorandum	This information memorandum
Management	The senior management of the Company
Management of the Target	The management of Evimeria EMR ABB
NOK	Norwegian Kroner, the lawful currency of Norway
Norwegian Securities Trading Act	The Norwegian Securities Trading Act of June 29 2007 No. 75 (Nw.: <i>Verdipapirhandelloven</i> )
NUES	The Norwegian Corporate Governance Board
Sellers	The former shareholders of Evimeria EMR AB
Shares	Shares in the share capital of the Company, each with a par value of NOK 0,333.
SGAAP	Swedish Generally Accepted Accounting Principles
SEK	The lawful currency of Sweden
Target	Evimeria EMR AB
Transaction	The acquisition by the Company of Evimeria EMR AB
USD	US Dollar, the lawful currency of United States of America

## **13 APPENDICIES**

**Appendix A:** INDEPENDENT ASSURANCE REPORT ON PRO FORMA FINANCIAL INFORMATION

**Appendix B:** EVIMERIA EMR AB 2017 ANNUAL ACCOUNTS



Statsautoriserte revisorer  
Ernst & Young AS

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Medlemmer av Den norske revisorforening

*To the Board of Directors of Aptix ASA*

## **Independent Practitioner's Assurance Report on the Compilation of Pro Forma Financial Information Included in an Information Memorandum**

In accordance with the requirements in section 3.5.2.6 of the "Continuing Obligations of Stock Exchange Listed Companies" issued by Oslo Børs (Oslo Stock Exchange) we have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Aptix ASA (the "Company"). The pro forma financial information consists of the unaudited pro forma condensed statement of financial position as at 31 December 2017, the unaudited pro forma condensed statement of total comprehensive income for the year ended 31 December 2017 and related description and notes as set out in section 9 of the Information Memorandum dated 4 June 2018 (the "Information Memorandum") issued by the Company. The applicable criteria on the basis of which the Company has compiled the pro forma financial information are specified in EU Regulation No 809/2004 and described in section 9 of the Information Memorandum (the "applicable criteria").

The pro forma financial information has been compiled for illustrative purposes only to provide information about how the acquisition of shares in Evimeria EMR AB (the "Transaction") as set out in section 9 of the Information Memorandum might have affected the Company's statement of financial position as of 31 December 2017 and the Company's financial performance for the year ended 31 December 2017 as if the Transaction had taken place as of 31 December 2017 and 1 January 2017 respectively. As part of this process, the Company has extracted financial information from the Company's and Evimeria EMR AB's financial statements for the period ended 31 December 2017. The auditor's report on the Company's financial statements for the year ended 31 December 2017 is incorporated by reference in section 11 in the Information Memorandum. The auditor's report on Evimeria EMR AB's financial statements for the year ended 31 December 2017 is incorporated by reference in section 11.

### *The Board of Directors' and Management's Responsibility for the Pro Forma Financial Information*

The Board of Directors and Management are responsible for compiling the pro forma financial information on the basis of the requirements of EU Regulation No 809/2004 as required by the Continuing Obligations.

### *Practitioner's Responsibilities*

Our responsibility is to express an opinion, as required by Annex II item 7 of EU Regulation No 809/2004 about whether the pro forma financial information has been compiled by the Company on the basis stated and that this basis is consistent with the accounting policies of the Company.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in Prospectus*, issued by the International Auditing and Assurance Standards Board. This standard requires that the practitioner comply with ethical requirements and



plan and perform procedures to obtain reasonable assurance about whether the Company has compiled the pro forma financial information on the basis of the applicable criteria and whether this basis is consistent with the accounting policies of the Company. Our work primarily consisted of comparing the unadjusted financial information with the source documents as described in section 9 of the Information Memorandum, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with management of the Company.

The aforementioned opinion does not require an audit of historical unadjusted financial information, the adjustments to conform the accounting policies of Evimeria EMR AB to the accounting policies of the Company, or the assumptions summarized in section 9 of the Information Memorandum. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an Information Memorandum is solely to illustrate how the significant event or transaction might have impacted the unadjusted financial information of the entity if the event had occurred or the transaction had been undertaken at an earlier date. Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent the Company's actual financial position or performance. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 December or 1 January 2017 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled on the basis stated involves performing procedures to assess whether the applicable criteria used by the Company in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria;
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information; and
- The pro forma financial information has been compiled on a basis consistent with the accounting policies of the Company.

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



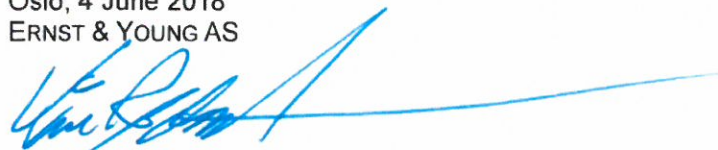
*Opinion*

In our opinion:

- a) The pro forma financial information has been properly compiled on the basis stated in section 9 of the Information Memorandum
- b) That basis is consistent with the accounting policies of the Company.

This report is issued for the sole purpose of the Information Memorandum required by Oslo Børs' "Continuing Obligations of Stock Exchange Listed Companies section 3.5 as set out in the Information Memorandum reviewed by Oslo Børs (Oslo Stock Exchange). Therefore, this report is not appropriate in other jurisdictions and should not be used or relied upon for any purpose other than as described in the Information Memorandum. We accept no duty or responsibility to and deny any liability to any party in respect of any use of, or reliance upon, this report in connection with any type of transaction, including the sale of securities other than the transaction as set out in the Information Memorandum reviewed by Oslo Børs.

Oslo, 4 June 2018  
ERNST & YOUNG AS



Kåre Rødssæteren  
State Authorised Public Accountant (Norway)

Årsredovisning för  
**Evimeria EMR AB**  
556896-8001

Räkenskapsåret  
**2017-01-01 - 2017-12-31**

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**Fastställelseintyg**

Undertecknad styrelseledamot i Evimeria EMR AB intygar härmed dels att denna kopia av årsredovisningen överensstämmer med originalet, dels att resultat- och balansräkningen fastställts på årsstämma 2018-04-06. Stämman beslöt också att godkänna styrelsens förslag till resultatdisposition.

Göteborg 2018-04-06



Jesper Jannerberg  
Verkställande direktör

## Förvaltningsberättelse

Styrelsen för Evimeria EMR AB, 556896-8001 får härmed avge årsredovisning för 2017.

### Allmänt om verksamheten

Evimeria EMR AB är ett fristående svenskt programvarubolag (ISV - Independent Software Vendor) med fokus på att utveckla och tillhandahålla marknadsledande vårdinformationssystem (EMR - Electronic Medical Record) för den nordiska vårdmarknaden. Systemen utvecklas kontinuerligt i en tät dialog med vårdgivare, såväl befintliga som framtida kunder. En fundamental ambition är att det ska vara enkelt att använda systemet oavsett hur mycket datakunskap kunden besitter. Det skall vara enkelt att lära sig och att använda, enkelt att sköta och administrera och enkelt att anpassa till den egna verksamheten. Under 2017 har flera strategiskt vikta projekt genomförts. Projekt som är viktiga för framtida expansion.

Under 2017 har en ny produkt utvecklats tillsammans med våra kunder. Det är en digital portal som syftar till att öka och förenkla dialogen mellan patient och vårdgivare på ett säkert sätt.

I 2017 förvärvade Evimeria Care AB bolaget At Lan AB från TeleComputing Sweden AB. I samband med detta ändrades namnet från At Lan AB till Evimiera EMR AB.

I september genomfördes också en riktad emission till de anställda på totalt 4 MSEK. De anställda tecknade aktier för 2,6 MSEK och Evimeria Care AB tecknade resterande del. Emissionen registrerades hos bolagsverket i oktober 2017.

2017 har kännetecknats av ett fortsatt mycket stort intresse från marknaden. Ett antal större nya kunder har kontrakterats.

Evimeria EMR AB är inne i en intensiv tillväxtfas men uppvisar i 2017 ett positivt rörelseresultat. Prognosen för 2018 ser mycket positiv ut med både god tillväxt och bra resultat.

### Utveckling av företagets verksamhet, resultat och ställning

	2017-12-31	2016-12-31	Belopp i kkr 2013-12-31
Nettoomsättning	24 892	17 281	13 044
Resultat efter finansiella poster	4 006	2 994	-120
Balansomslutning	19 587	15 357	12 943
Soliditet %	33	28	15
Kassalikviditet %	125	247	39

### Nyckeltalsdefinitioner

Soliditet:

Justerat eget kapital i procent av balansomslutning.

Kassalikviditet:

Omsättningstillgångar exkl varulager i procent av kortfristiga skulder.

### Tillstånds-eller anmälningspliktig verksamhet

Evimeria EMR AB behöver tillstånd från Läkemedelsverket för att sälja licensen till journalsystemet Webdoc då produkten klassas som CE klass 1 produkt medicinskt informationssystem. För att erhålla tillståndet krävs att man håller sig till visa utpekade processer. Tillståndet förnyas årligen och nuvarande tillstånd är giltigt till februari 2019. Licensförsäljningen står för drygt 50 % av de totala intäkterna. Vidare har Evimeria CE märkt Webdoc då även detta är nödvändigt för att sälja produkten. Under året har arbetet med den nya dataskyddsförordningen (GDPR) inletts och planeras klart under 2018.

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**Eget kapital**

	<i>Aktie- kapital</i>	<i>Överkurs- fond</i>	<i>Balanserad vinst</i>	<i>Årets vinst</i>
Vid årets början	115 000	4 310 000	-2 510 562	2 327 056
Nyemission	26 286	3 974 443		
Utdelning		-4 800 000		
Omföring av föreg års resultat			2 327 056	-2 327 056
Årets resultat				2 237 928
<b>Vid årets slut</b>	<b>141 286</b>	<b>3 484 443</b>	<b>-183 506</b>	<b>2 237 928</b>

**Förslag till disposition av företagets vinst eller förlust**

	<i>Belopp i kr</i>
Styrelsen föreslår att till förfogande stående medel:	
Balanserad vinst eller förlust	-2 308 506
Erhållna aktieägartillskott	2 125 000
Överkursfond	3 484 443
Årets resultat	2 237 928
<b>Totalt</b>	<b>5 538 865</b>
disponeras så att:	
i ny räkning överföres	5 538 865
<b>Summa</b>	<b>5 538 865</b>

Vad beträffar företagets resultat och ställning i övrigt, hänvisas till efterföljande resultat- och balansräkningar med tillhörande noter.

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## Resultaträkning

Belopp i kr	Not	2017-01-01- 2017-12-31	2016-01-01- 2016-12-31
Nettoomsättning		24 891 626	17 280 823
Aktiverat arbete för egen räkning		3 276 660	-
Övriga rörelseintäkter		14	65 404
		<u>28 168 300</u>	<u>17 346 227</u>
<b>Rörelsens kostnader</b>			
Tjänster		-5 550 854	-3 868 504
Övriga externa kostnader	3,4	-2 906 795	-2 233 917
Personalkostnader	5	-13 957 992	-6 578 297
Avskrivningar av immateriella o materiella anläggningstillgångar		-1 607 873	-1 568 141
Övriga rörelsekostnader		-37	-6 000
		<u>4 144 749</u>	<u>3 091 368</u>
<b>Rörelseresultat</b>			
<b>Resultat från finansiella poster</b>			
Ränteintäkter		120	95
Räntekostnader	6	-138 415	-97 658
		<u>4 006 454</u>	<u>2 993 805</u>
<b>Resultat efter finansiella poster</b>			
Bokslutsdispositioner	7	-1 101 406	-
		<u>2 905 048</u>	<u>2 993 805</u>
<b>Resultat före skatt</b>			
Skatt på årets resultat	8	-667 120	-666 749
		<u>2 237 928</u>	<u>2 327 056</u>
<b>Årets resultat</b>			

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## Balansräkning

Belopp i kr	Not	2017-12-31	2016-12-31
<b>TILLGÅNGAR</b>			
<b>Anläggningstillgångar</b>			
<i>Immateriella anläggningstillgångar</i>			
Webdoc	9	7 544 195	5 817 074
		<u>7 544 195</u>	<u>5 817 074</u>
<i>Materiella anläggningstillgångar</i>			
Inventarier, verktyg och installationer	10	97 222	155 556
		<u>97 222</u>	<u>155 556</u>
<i>Finansiella anläggningstillgångar</i>			
Uppskjuten skattefordran	11	-	600 192
		<u>-</u>	<u>600 192</u>
		<u>7 641 417</u>	<u>6 572 822</u>
<b>Summa anläggningstillgångar</b>			
<b>Omsättningstillgångar</b>			
<i>Kortfristiga fordringar</i>			
Kundfordringar		6 356 525	3 425 213
Skattefordringar		-	37 180
Övriga fordringar		272 096	464 086
Förutbetalda kostnader och upplupna intäkter	12	297 656	1 483 587
		<u>6 926 277</u>	<u>5 410 066</u>
<i>Kassa och bank</i>		5 019 491	3 374 061
		<u>11 945 768</u>	<u>8 784 127</u>
<b>Summa omsättningstillgångar</b>			
		<u>19 587 185</u>	<u>15 356 949</u>
<b>SUMMA TILLGÅNGAR</b>			

## Balansräkning

Belopp i kr	Not	2017-12-31	2016-12-31
<b>EGET KAPITAL OCH SKULDER</b>			
<b>Eget kapital</b>			
Bundet eget kapital			
Aktiekapital	13	141 286	115 000
		<u>141 286</u>	<u>115 000</u>
Fritt eget kapital			
Överkursfond		3 484 443	4 310 000
Balanserad vinst eller förlust		-183 506	-2 510 562
Årets resultat		2 237 928	2 327 056
		<u>5 538 865</u>	<u>4 126 494</u>
<b>Summa eget kapital</b>		<u>5 680 151</u>	<u>4 241 494</u>
<b>Obeskattade reserver</b>			
Ackumulerade överavskrivningar		999 601	-399
Periodiseringsfonder		101 406	-
		<u>1 101 007</u>	<u>-399</u>
<b>Långfristiga skulder</b>			
Övriga skulder till kreditinstitut		3 300 000	-
Skulder till koncernföretag	14	-	7 561 039
		<u>3 300 000</u>	<u>7 561 039</u>
<b>Kortfristiga skulder</b>			
Skulder till kreditinstitut		1 250 428	-
Leverantörsskulder		2 113 160	325 491
Skulder till koncernföretag		-	11 970
Skatteskulder		78 433	-
Övriga kortfristiga skulder		888 009	935 370
Upplupna kostnader och förutbetalda intäkter	15	5 175 997	2 281 984
		<u>9 506 027</u>	<u>3 554 815</u>
<b>SUMMA EGET KAPITAL OCH SKULDER</b>		<u>19 587 185</u>	<u>15 356 949</u>



## Noter

### Not 1 Redovisningsprinciper

Belopp i kr om inget annat anges

#### **Allmänna redovisningsprinciper**

Årsredovisningen har upprättats i enlighet med årsredovisningslagen och Bokföringsnämndens allmänna råd BFAR 2012:1 Årsredovisning och koncernredovisning (K3).

#### **Värderingsprinciper m m**

Tillgångar, avsättningar och skulder har värderats utifrån anskaffningsvärden om inget annat anges nedan.

#### **Utgifter för forskning och utveckling**

Utgifter för forskning, dvs. planerat och systematiskt sökande i syfte att erhålla ny vetenskaplig eller teknisk kunskap och insikt, redovisas som kostnad när de uppkommer.

Vid redovisning av utgifter för utveckling tillämpas aktiveringsmodellen. Det innebär att utgifter som uppkommit under utvecklingsfasen redovisas som tillgång när samtliga nedanstående förutsättningar är uppfyllda:

- Det är tekniskt möjligt att färdigställa den immateriella anläggningstillgången så att den kan användas eller säljas.
- Avsikten är att färdigställa den immateriella anläggningstillgången och att använda eller sälja den.
- Förutsättningar finns för att använda eller sälja den immateriella anläggningstillgången.
- Det är sannolikt att den immateriella anläggningstillgången kommer att generera framtida ekonomiska fördelar.
- Det finns erforderliga och adekvata tekniska, ekonomiska och andra resurser för att fullfölja utvecklingen och för att använda eller sälja den immateriella anläggningstillgången.
- De utgifter som är hänförliga till den immateriella anläggningstillgången kan beräknas på ett tillförlitligt sätt.

Internt upparbetade immateriella anläggningstillgångar redovisas till anskaffningsvärde minskat med ackumulerade avskrivningar och nedskrivningar.

Anskaffningsvärdet för en internt upparbetad immateriell anläggningstillgång utgörs av samtliga direkt hänförliga utgifter.

#### **Avskrivningar**

Avskrivning sker linjärt över tillgångens beräknade nyttjandeperiod. Avskrivningen redovisas som kostnad i resultaträkningen.

*Immateriella anläggningstillgångar*

*Internt upparbetade immateriella tillgångar*

Webdoc

År

5

### **Materiella anläggningstillgångar**

Materiella anläggningstillgångar redovisas till anskaffningsvärde minskat med ackumulerade avskrivningar och nedskrivningar. I anskaffningsvärdet ingår förutom inköpspriset även utgifter som är direkt hänförliga till förvärvet.

### **Avskrivningar**

Avskrivning sker linjärt över tillgångens beräknade nyttjandeperiod eftersom det återspeglar den förväntade förbrukningen av tillgångens framtida ekonomiska fördelar. Avskrivningen redovisas som kostnad i resultaträkningen.

### **Materiella anläggningstillgångar**

Inventarier, verktyg och installationer

År  
3

### **Leasingavtal**

Samtliga leasingavtal, oavsett om de är finansiella eller operationella, redovisas som vanlig operationell leasing det vill säga leasingavgifter kostnadsförs löpande.

### **Skatt**

Skatt på årets resultat i resultaträkningen består av aktuell skatt och uppskjuten skatt. Aktuell skatt är inkomstskatt för innevarande räkenskapsår som avser årets skattepliktiga resultat och den del av tidigare räkenskapsårs inkomstskatt som ännu inte har redovisats. Uppskjuten skatt är inkomstskatt för skattepliktigt resultat avseende framtida räkenskapsår till följd av tidigare transaktioner eller händelser.

Uppskjutna skattefordringar har värderats till högst det belopp som sannolikt kommer att återvinnas baserat på innevarande och framtida skattepliktiga resultat med hänsyn till koncernens möjligheter att allokera skattemässiga resultat via koncernbidrag. Värderingen omprövas varje balansdag.

### **Intäkter**

Det inflöde av ekonomiska fördelar som företaget erhållit eller kommer att erhålla för egen räkning redovisas som intäkt. Intäkter värderas till verkliga värdet av det som erhållits eller kommer att erhållas, med avdrag för rabatter. Licensintäkter intäktsförs löpande över avtalstiden. Pågående, ej fakturerade tjänsteuppdrag på löpande räkning, tas i balansräkningen upp till det beräknade faktureringsvärdet av utfört arbete och redovisas i posten förutbetalda kostnader och upplupna intäkter.

### **Koncernbidrag**

Huvudregel för redovisning av koncernbidrag enligt 35 kap. inkomstskattelagen (1999:1229).

Koncernbidrag som erhållits/lämnats redovisas som en bokslutsdisposition i resultaträkningen. Det erhållna/lämnade koncernbidraget har påverkat företagets aktuella skatt.

### **Not 2 Koncernuppgifter**

Företaget är sedan 2017-06-16 helägt dotterföretag till Evimeria Care Solutions AB, orgnr 559097-5610, med säte i Göteborgs kommun.

Inköp och försäljning inom koncernen

Av Evimeria EMR AB:s totala inköp och försäljning avser 0 kronor (539 282 kronor) av inköpen och 0 kronor (0 kronor) av försäljningen andra företag inom hela den företagsgrupp som koncernen tillhör. Inköp och försäljning mellan koncernföretag prissätts med självkostnad.

KE

### Not 3 Operationell leasing - leasetagare

	2017-01-01- 2017-12-31	2016-01-01- 2016-12-31
<i>Tillgångar som innehåses via operationella leasingavtal</i>	-	80 945
Räkenskapsårets kostnadsförda leasingavgifter	-	80 945

Den operationella leasingen består av förmånsbilar.

### Not 4 Arvode och kostnadsersättning till revisorer

	2017-01-01- 2017-12-31	2016-01-01- 2016-12-31
Revisionsarvode	52 625	54 500
<b>Summa</b>	<b>52 625</b>	<b>54 500</b>

### Not 5 Anställda och personalkostnader

#### *Medelantalet anställda*

	2017-01-01- 2017-12-31	2016-01-01- 2016-12-31
Män	15	9
Kvinnor	7	4
<b>Totalt</b>	<b>22</b>	<b>13</b>

#### *Löner, andra ersättningar och sociala kostnader*

	2017-01-01- 2017-12-31	2016-01-01- 2016-12-31
Löner och andra ersättningar:	8 921 873	4 633 698
<b>Summa</b>	<b>8 921 873</b>	<b>4 633 698</b>
Sociala kostnader	3 979 637	1 876 113
(varav pensionskostnader)	1 034 089	367 869

### Not 6 Räntekostnader och liknande kostnader

	2017-01-01- 2017-12-31	2016-01-01- 2016-12-31
Räntekostnader, koncernföretag	-	93 342
Räntekostnader, övriga	138 415	4 316
<b>Summa</b>	<b>138 415</b>	<b>97 658</b>

### Not 7 Bokslutsdispositioner

	2017-01-01- 2017-12-31	2016-01-01- 2016-12-31
Skillnad mellan skattemässig och redovisad avskrivning:		
-Överavskrivning immateriella och materiella anläggningstillgångar	1 000 000	-
Periodiseringsfond, årets avsättning	101 406	-
<b>Summa</b>	<b>1 101 406</b>	<b>-</b>

*je*

## Not 8 Skatt på årets resultat

	2017-01-01- 2017-12-31	2016-01-01- 2016-12-31
Aktuell skattekostnad	-66 928	-
Uppskjuten skatt	-600 192	-666 749
<b>Total skattekostnad</b>	<b>-667 120</b>	<b>-666 749</b>

## Not 9 Webdoc

	2017-12-31	2016-12-31
<i>Akkumulerade anskaffningsvärden</i>		
-Vid årets början	7 614 427	7 614 427
-Internt utvecklade tillgångar	3 276 660	-
Vid årets slut	10 891 087	7 614 427
<i>Akkumulerade avskrivningar</i>		
-Vid årets början	-1 797 353	-252 870
-Årets avskrivning	-1 549 539	-1 548 697
-Justering	-	4 214
Vid årets slut	-3 346 892	-1 797 353
<b>Redovisat värde vid årets slut</b>	<b>7 544 195</b>	<b>5 817 074</b>

## Not 10 Inventarier, verktyg och installationer

	2017-12-31	2016-12-31
<i>Akkumulerade anskaffningsvärden</i>		
-Vid årets början	175 000	23 996
-Nyanskaffningar	-	175 000
-Avyttringar och utrangeringar	-	-23 996
Vid årets slut	175 000	175 000
<i>Akkumulerade avskrivningar</i>		
-Vid årets början	-19 444	-17 996
-Återförda avskrivningar på avyttringar och utrangeringar	-	17 996
-Årets avskrivning	-58 334	-19 444
Vid årets slut	-77 778	-19 444
<b>Redovisat värde vid årets slut</b>	<b>97 222</b>	<b>155 556</b>

## Not 11 Uppskjuten skatt

Uppskjuten fordran avser i sin helhet underskottsavdrag om 0 kronor (2 728 146 kronor) varav redovisat som uppskjuten skattefordran 0 kronor (600 192 kronor).

## Not 12 Förutbetalda kostnader och upplupna intäkter

	2017-12-31	2016-12-31
Förutbetalda kostnader	258 431	14 329
Upplupna intäkter	39 225	1 469 258
	<b>297 656</b>	<b>1 483 587</b>

## Not 13 Antal aktier och kvotvärde

	2017-12-31	2016-12-31
Antal aktier	141 286	1 150
Kvotvärde	1	100

*KE*

#### Not 14 Långfristiga skulder

	2017-12-31	2016-12-31
Skulder som förfaller senare än ett år från balansdagen		
Övriga skulder till kreditinstitut	3 300 000	-
Skulder till moderföretag	-	7 561 039
Skulder som förfaller senare än fem år från balansdagen	-	-
<b>Summa</b>	<b>3 300 000</b>	<b>7 561 039</b>

#### Not 15 Upplupna kostnader och förutbetalda intäkter

	2017-12-31	2016-12-31
Upplupna löner	63 000	-
Upplupna semesterlöner	1 143 003	658 412
Beräknade upplupna sociala avgifter	378 927	206 873
Särskild löneskatt på pensionskostnader	198 490	71 821
Övriga upplupna kostnader	3 392 577	1 344 878
<b>Summa</b>	<b>5 175 997</b>	<b>2 281 984</b>

#### Not 16 Ställda säkerheter och eventalförpliktelser

##### Ställda säkerheter

	2017-12-31	2016-12-31
<i>För egna skulder och avsättningar</i>		
Företagsinteckningar	4 800 000	-
	4 800 000	-
<i>För koncernföretag, intresseföretag och gemensamt styrda företag</i>		
	-	-
	-	-
<b>Summa ställda säkerheter</b>	<b>4 800 000</b>	<b>-</b>

##### Eventalförpliktelser

Inga.

#### Underskrifter

Göteborg 2018-04-06

  
Jesper Jannerberg  
Verkställande direktör

  
Lars Forsberg

  
Johan Lindqvist  
Styrelseordförande

  
Niclas Hugosson

Vår revisionsberättelse har lämnats den 8/4 2018  
Revisorsringen Sverige AB



Kjell Eriksson  
Auktoriserad revisor



## REVISIONSBERÄTTELSE

Till bolagsstämman i

**Evimeria EMR AB**

**Organisationsnummer 556896-8001**

### Rapport om årsredovisningen

#### Uttalanden

Vi har utfört en revision av årsredovisningen för Evimeria EMR AB för räkenskapsåret 2017-01-01 - 2017-12-31. Enligt vår uppfattning har årsredovisningen upprättats i enlighet med årsredovisningslagen och ger en i alla väsentliga avseenden rättvisande bild av Evimeria EMR ABs finansiella ställning per den 31 december 2017 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 Evimeria EMR 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.

#### Övriga upplysningar

Revisionen av årsredovisningen för räkenskapsåret 2016-01-01 - 2016-12-31 har utförts av en annan revisor, vars uppdrag upphörde i förtid, som lämnat en revisionsberättelse daterad den 30 mars 2017 med omodifierade uttalanden i Rapport om årsredovisningen. Enligt kontroll mot Bolagsverket finns inte någon anmälan och redogörelse enligt 9 kap 23§ ABL registrerad.

#### Styrelsens 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 på fel.

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 beslut har fattats om att avveckla verksamheten.

### **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 på fel, 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 fel 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 på fel, 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. Risker för att inte upptäcka en väsentlig felaktighet till följd av oegentligheter är högre än för en väsentlig felaktighet som beror på fel, 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 direktören 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 Evimeria EMR AB för räkenskapsåret 2017 samt av förslaget till dispositioner beträffande bolagets vinst eller förlust.

Vi tillstyrker att bolagsstämman disponerar resultatet enligt förslaget i förvaltningsberättelsen och beviljar styrelsens ledamöter 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 Evimeria EMR 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.

Den 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 ersättningskyldighet mot bolaget, eller
- på något annat sätt handlat i strid med aktiebolagslagen, årsredovisningslagen eller bolagsordningen.

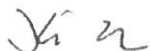
Vårt mål beträffande revisionen av förslaget till dispositioner av bolagets vinst eller förlust, och därmed vårt uttalande om detta, är att med rimlig grad av säkerhet bedöma om förslaget är förenligt med aktiebolagslagen.

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 om förslaget är förenligt med aktiebolagslagen.

Göteborg den 6 / 4 2018

Revisorsringen Sverige AB



Kjell Eriksson

Auktoriserad revisor