

Oracle Financial Services Software B.V.

Annual Report April 1, 2018 - March 31, 2019

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Directors' Report

The corporate profile

Oracle Financial Services Software B.V. (the Company), a wholly owned subsidiary of Oracle Financial Services Software Limited (ultimate parent: Oracle Corporation), ended another successful year as of March 31, 2019.

Oracle Financial Services Software B.V. is headquartered at Amsterdam, The Netherlands, and has branch offices in Dublin, Frankfurt, London and Paris. Oracle Financial Services Software B.V. also has a fully owned subsidiary in Greece, Oracle Financial Services Software SA.

The partner network

Oracle Financial Services Software B.V. currently partners with a number of third-party service providers/implementation partners in the region who have developed the capability to implement Oracle FLEXCUBE and/or Oracle Financial Services Analytical Applications.

Our focus areas:

1. Private Banking

Private Banking is one of the biggest growth opportunities for the banking industry. Our offering for this space – Oracle FLEXCUBE Private Banking – has already generated much interest from leading banks in the region.

2. Retail and Commercial banking

As institutions invest heavily in optimising IT processes and leveraging new IT solutions, Oracle Financial Services Software continues to see strong growth for Oracle FLEXCUBE Universal Banking, with its service-oriented architecture (SOA) based platform since this offers banks the combined benefits of interoperability, extensibility and standardisation. It is a comprehensive solution that supports a financial institution's requirements across retail, corporate and investment banking.

3. Payments

Oracle Financial Services Software through-leadership in the payments domain was demonstrated again, when its clients not only successfully adhered to regulatory norms around SEPA, Faster Payments and SWIFT in the mandated timeframes, but also successfully started using the payments systems for offering new products to customers in different geographies.

4. Governance, Risk, and Compliance (GRC)

With the implementation of new technologies and a stringent regulatory environment, organizations are being forced to embrace an enterprise-wide GRC framework, rather than a piecemeal approach that includes fragmented systems and one-off processes that compound compliance costs. Oracle Financial Services Software offers the industry's first-ever GRC solution and suite of analytical applications targeted solely for financial services. With tighter and ever evolving regulations being the norm, Oracle Financial Services Software is ideally positioned to help financial institutions not only adhere to these mandates, but also derive considerable business efficiency and operational effectiveness from adhering to these regulatory requirements.

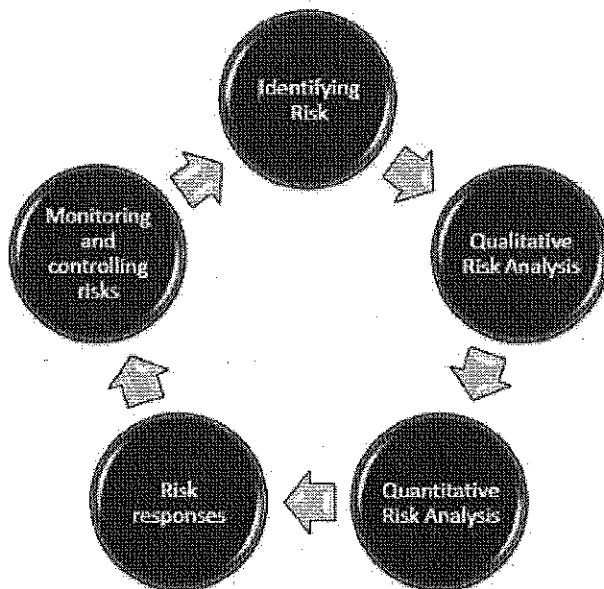
For the financial year ended on March 31, 2019, the Directors hereby confirm that the Company have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

Risk Management

Risk and opportunity management is embedded in our strategy and is essential for achieving our targets.

Within Oracle Financial Services Software B.V. risk management is based on the principles of sound management, as formulated in Risk Management Policy. This Policy sets out the principles and processes to ensure that risks to the Company are identified, analysed and managed in a controlled manner.

This section provides a high-level description of our Risk Management Cycle



Risk profile

Our risk profile is closely determined by our geographic coverage. We have wide geographic coverage. This means our exposure is spread across mature markets, which are experiencing a variety of economic conditions. These conditions are very relevant to development in our markets. Since it remains extremely difficult to predict future economic developments successfully, we focus on responding to actual performance in all of our local markets. Our business model, our processes, and other indicators help to ensure that we are flexible enough to quickly respond to growth or decline in our markets.

The following table provides an overview of the main risks, with key risks in bold, including the actions taken to mitigate these risks.

The risks described below are not exhaustive and you should carefully consider these risks and uncertainties as part of your total entity evaluation.

Strategic risks Risk-mitigating actions	Mitigation Plan
<p data-bbox="180 929 411 958">Geographical Spread</p> <p data-bbox="180 987 783 1144">The Company has presences across Europe and serves customers in EMEA Region. It is therefore imperative to consistently manage a multi cultural workforce, the different political and economic conditions of such locations, and local compliance.</p> <p data-bbox="180 1173 783 1301">Exposure to local conditions including maintenance of work environment, adhering to local labour laws, and cross currencies spread are the key factors which may impact the performance of the Company in each of such jurisdictions.</p> <p data-bbox="180 1361 395 1391">Global Competition</p> <p data-bbox="180 1420 783 1509">Company faces competition from various parties across the globe. The competitors include global vendors as well as regional and local vendors.</p>	<p data-bbox="805 987 1418 1077">The Company, through its local offices along with expert support of global advisors, shall aim to ensure compliance with the laws of the land.</p> <p data-bbox="805 1106 1418 1301">The Companies geographic spread offers it a natural hedge against economic slowdown affecting a particular region. A unique combination of strong products along with end-to-end consulting services in the areas of IT solutions for banking, securities and insurance sectors makes the Company competitive in the market.</p> <p data-bbox="805 1420 1418 1554">The Company will continue to invest in products that are relevant to its each market and maintain / extend the competitive edge. The Company will aim to ensure that product differentiation expands the market while gaining a competitive edge.</p>

<p>Operational risks</p> <p>Technological Obsolescence</p> <p>Technological obsolescence occurs when a technical product or service is no longer useful even though it could still be in working order. Technological obsolescence generally occurs when a new product has been created to replace an older version.</p> <p>In the current changing economic scenario where change is inevitable in all aspects, technological obsolescence is a key risk for IT Companies.</p> <p>Companies do strive to keep their product or services up to the mark to ensure they cater to the current requirements of the consumer mass forum. Failure to do so may hamper the quality and deliverables of the products and services to the customers.</p>	<p>Mitigation Plan</p> <p>The Company has a comprehensive suite of offerings encompassing retail, corporate, investment banking, funds, cash management, trade, treasury, payments, lending, private wealth management, asset management, compliance, enterprise risk and business analytics, among others.</p> <p>The Company shall aim to invest in upgrade of its suites of products on a continual basis to address changing and growing technological needs of the market. The Company shall also regularly strive to utilize newer technologies internally with the view to conserve the energy and create an environmentally friendly work environment.</p>
<p>Financial risks</p> <p>The OFSS group activities expose it to market risks, liquidity risk and credit risks. The management oversees these risks and is aided by the Risk Management Committee whose scope is to formulate the risk management policy, which will identify elements of risks, if any, which may affect the OFSS group.</p> <p>Market risk</p> <p>Market risk is the risk that the fair value of the future cash flows of financial instrument will fluctuate because of the changes in the market prices. Market risk mainly comprises of foreign currency risk.</p> <p>Foreign currency risk</p> <p>Foreign currency risk is the risk that the fair value or future cash flows of monetary items will fluctuate because of changes in foreign exchange rates. This may have potential impact on the profit on the statement of profit and loss and other components of equity, where monetary are denominated in a foreign currency which are different from functional currency which are different from functional currency in which they are measured.</p>	<p>Mitigation Plan</p> <p>The Company manages its foreign risk by a hedging the receivables in the major currencies (USD and EUR) using hedging instrument as forward contracts. The period of the forward contracts is determined by the expected collection period for invoices, which currently ranges between 30 to 120 days.</p>

<p>Liquidity risk</p> <p>Liquidity risk management implies maintaining sufficient availability of funds to meet obligations when due and to close out market position. The Company monitors rolling forecast of the cash and cash equivalent on the basis of the expected cash flows.</p> <p>Credit risk</p> <p>Credit risk is the risk that counterparty will not meet its obligations under a financial instruments or customer contracts, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financial activities, including time deposits with banks, foreign exchange transactions and other financial instruments.</p>	<p>Mitigation Plan</p> <p>The Company has not availed of any loans and is debt free. The Company has sufficient liquid funds in cash and cash equivalents to meet obligations towards financial liabilities.</p> <p>Customer credit risk is managed in line with the established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.</p> <p>The Company's treasury department in accordance with the Company's policy manages credit risk from balances with banks. Investment of surplus funds are made only with existing bankers and within credit limits assigned to each bank.</p> <p>In addition, we face normal business risks such as global competition and country risks pertaining to countries that we operate in.</p>
<p>Compliance risks</p> <p>Financial Reporting Risks</p> <p>Changing laws, rules, regulations and standards relating to accounting and financial reporting, create a challenging environment for companies in respect of compliance. Such new or amended regulations and standards may lack precision and be subjected to various interpretations. Their application in practice may evolve over time, as new guidance is provided by respective regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs of compliance as a result of ongoing revisions to such financial reporting standards.</p>	<p>Mitigation Plan</p> <p>The Company believes in adopting and adhering to globally recognised corporate governance practices and continuously benchmarking itself against such practices. The Company understands and respects its fiduciary role and responsibility to its stakeholders and various regulatory authorities and strives to meet their expectations.</p> <p>The Company remains committed to maintaining high standards of corporate governance and transparent public disclosures. The Company shall always aim to comply with various regulations relating to financial reporting.</p> <p>The Company shall prepare the financial statements in conformity with local accounting standards. For making estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements and the reported amounts of revenue and expenses during the reporting period, the management shall use historical experience and various other factors that are believed to be reasonable under the circumstances including consultation with experts in the respective fields.</p>

Research and development

Research and development costs expensed in the profit and loss accounts during the year amounted to nil (2018: nil).

Results from Operations

(Currency – EUR)

Oracle Financial Services Software B.V. had a strong performance during the year. We won orders from several prominent banks in the region. Banks continue to view technology as an enabler that helps them improve operational efficiency and reduce costs and Oracle Financial Services Software continued to provide the best value proposition to our customers.

The Company achieved total revenue of €150M (2018: €142M) during the financial year ended March 31, 2019 – an increase of 6.13% over the previous year.

Our revenue comprises three streams – License Fees, annual maintenance contracts and consulting fees. The following template provides a high level overview of Revenue trend by Line of Business

Revenue Stream	FY19 (‘000 €)	FY18 (‘000 €)	YoY % Trend	% of Total Revenue FY19
Licence	24,704	20,125	23%	16%
Support	64,551	62,053	4%	43%
Consulting	61,218	59,605	3%	41%
Total	150,473	141,783		

Oracle Financial Software Services B.V. has reported an increase in sales year-on-year of €8.7M going from €142M in FY18 to €150M in FY19. Support, Licence and Consulting revenue experienced increases of €2.5M, €4.6M and €1.6M respectively.

The Netherlands had the largest increase in revenues of €8.4M and France experienced growth of €2.1M. This increase has been offset by decreases in the UK (€1.0M), Germany (€0.6M) and Ireland (€0.2M).

Our capital requirement relate primarily to financing the growth of our business. We have financed our working capital, capital expenditure and other requirements through our operating cash flow. During fiscal 2019 we generated Operating Income from operations €8.1M (as per no-consolidated results).

The Company has not entered into any contract related to any financial instruments or is not using any other type of financial contracts in its day-to-day business transactions. Our primary market risk exposures are due to the foreign exchange rate fluctuations.

The Company offers comprehensive solutions for financial institutions across the globe to expand their digital capabilities, rethink their ways of doing business, modernise their technology infrastructure, and take advantage of the evolving banking ecosystem and lead banking transformation.

The number of employees as at March 31, 2019 was 101 (2018: 107).

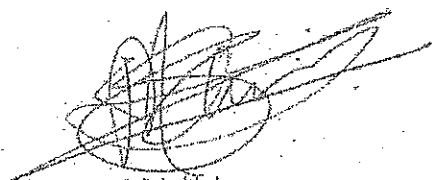
As at March 31, 2019, the Board of Directors consisted of three Male Directors and one Female Non-Executive Director. Jane Murphy joined the Board of Directors as a Non-Executive Director on March 15, 2019. This was consistent with the governance strategy set out in the Financial Statements as at March 31, 2018. Further to this and subsequent to the post balance sheet date, Mr. Jos W.M. Simon resigned as a Director of the Company and was replaced by Pieter Johannes Schultheiss on July 31, 2019.



Mr. Simon Allison
Executive Managing Director
Place: United Kingdom
Date:



Mr. Bala Hari
Executive Managing Director
Place: United States of America
Date:



Mr. Pieter J. Schultheiss
Executive Managing Director
Place: The Netherlands
Date: 18 December 2019



Ms. Jane Murphy
Non-Executive Director
Place: Belgium
Date:

Financial Statements

Balance Sheet

At March 31, 2019

(Before appropriation of net income)
(Currency – '000 EUR)

	Note	2019	2018
Tangible fixed assets	1	75	85
Investment in subsidiary	2	6,864	6,864
Total fixed assets		6,939	6,949
Accounts receivable	3	42,920	50,139
Prepaid expenses and other receivables	4	1,916	1,057
Cash and cash equivalents	5	17,330	9,171
Total current assets		62,166	60,367
Total assets		69,105	67,316
Issued share capital		14,000	14,000
Capital Contribution		532	-
Retained earnings		8,423	3,344
Cumulative translation adjustment		1,633	1,344
Net profit / (loss) for the period		8,965	5,079
Total Shareholder's equity	6	33,553	23,767
Accounts payable		424	431
Intercompany Payable	7	9,976	13,930
Accrued expenses	8	1,770	1,548
Deferred revenue	9	20,033	22,703
Taxes and social security	10	3,349	4,937
Total current liabilities		35,552	43,549
Total Shareholder's equity and liabilities		69,105	67,316

Statement of Income

For the year ended March 31, 2019

(Currency – '000 EUR)

	Note	2019	2018
Sales	11	150,473	141,783
Cost of sales		(134,050)	(125,920)
Total gross profit		16,423	15,863
Selling and marketing expenses	12	7,010	6,192
General and administrative expenses		1,356	1,086
Operating income / (loss)		8,057	8,585
Financial income and expense			
Interest Income / (expenses)		-	1
Other Income		655	1,323
Currency exchange gain / (loss)		2,017	(1,871)
		2,672	(547)
Impairment of assets		-	-
Income before taxes		10,729	8,038
Income taxes	14	(1,764)	(2,959)
Net Income/(loss) after taxes		8,965	5,079

Notes to Financial Statements

At March 31, 2019

(Currency – '000 EUR)

1. General

a) The Company

Oracle Financial Services Software B.V. ("the Company"), having its legal seat in Amsterdam, The Netherlands, is a leading provider of software solutions and services to the financial services industry across Europe and Africa. The Company was incorporated on May 19, 2000.

Oracle Financial Services Software S.A. ("S.A."), a Greek registered Company incorporated on May 16, 2007 is a wholly owned subsidiary of the Company, having its legal seat in Athens.

The Company is a wholly owned subsidiary of Oracle Financial Services Software Limited ("the parent Company"), which has its registered office in Mumbai, India. As at March 31, 2019, the parent Company is 73.50% owned by Oracle (Global) Mauritius Ltd ("the holding Company") and 26.50% is owned by public shareholders. The holding Company is wholly owned by Oracle Corporation ("the ultimate parent").

The date of preparation is December 18, 2019.

b) Principle activities

Oracle Financial Service Software is a world leader in providing information technology solutions to the financial services industry. Engaged in developing, selling and marketing computer software, computer systems; providing consultancy and other information technology related activities.

c) Related party transactions

All products and services sold by the Company to third parties are purchased from the parent Company Oracle Financial Services Software Limited or other Oracle / Oracle Financial Services Software Group companies. The Company also sold many products to various Oracle / Oracle Financial Services Software Group companies.

d) Use of estimates

The financial statements require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial report, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include those required in the accounting for provisions and accrued expenses. Actual results could differ from those estimates.

All assumptions, anticipations, expectations and forecasts used as a basis for certain estimates within the financial statements represent good-faith assessments of the Company's future performance, for which, however, it believes there is a reasonable basis and represent the Company's view only as at the dates they are made. It involves known and unknown risks, uncertainties and other factors that could cause the Company's actual future results, performance and achievements to differ from those forecasted. The Accounts Receivables provision is based upon the aging of invoices outstanding and the bankruptcy of debtors.

e) Foreign currency transactions

Foreign currency transactions during the year are recorded at the exchange rates prevailing on the date of the transaction. Foreign currencies denominated monetary items are translated into reporting currency at the closing rates of exchange prevailing at the date of the balance sheet. Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Exchange differences arising on the settlement or translation of monetary items are recognised as income or as expenses in the year in which they arise.

f) Company Registration

On 19th May 2000, the Company has been registered at the Chamber of Commerce, with Trade Register Number of 34137774.

2. Going Concern

The Company's Management has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. They also confirm that the Company's financial statements have been compiled under the assumption of going concern and that appropriate accounting policies were consistently applied and that the accounting estimates were prepared by applying the principle of prudence and diligence and in accordance with sound business practices.

As at March 31, 2019, the Company recorded a net profit after tax of €8.97M.

3. Basis of presentation

The annual accounts have been prepared in accordance with accounting principles generally accepted in The Netherlands and are in compliance with the provisions of the Dutch Civil Code Book 2, Title 9. As permitted by Section 408, Book 2 of the Code, the Company has not prepared consolidated financial statements. All accounts are measured at historic cost unless otherwise stated.

4. Accounting Principles

a) General

The accounting principles of the Company are summarised below. These accounting principles have all been applied consistently throughout the year and the preceding period from April 1, 2018 to March 31, 2019.

The financial statements have been prepared under the historical cost convention and in conformity with the requirements of the Netherlands Civil Code. Assets and liabilities are stated at face value unless indicated otherwise. The statement of income fully complies with the classification prescribed by section 2:36; subsection 6 of the Netherlands Civil Code, in order to provide insight in the expenses in line with the business of the Company.

b) Tangible fixed assets

Tangible fixed assets are stated at cost, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Costs of normal repairs and maintenance are charged to income as incurred. Major replacements or betterment of property and equipment are capitalised.

PARTICULARS	Useful Life
	Years
Improvement to Leasehold premises	7
Computer Equipments	3
Electrical and Office Equipments	7
Furniture and Fixtures	7

c) Financial fixed assets

The investment in the Greek subsidiary is stated at the lower of cost and fair value. The management assesses at each reporting date whether there is any objective evidence that the investment should be impaired. If there is any objective evidence that an impairment loss has been incurred the carrying value of the investment is reduced to the impaired value.

d) Accounts receivable

Accounts receivable are initially stated at fair value and subsequently measured at amortised cost, which equals the nominal amount net of a necessary provision for doubtful debts. These provisions are determined on the basis of the individual assessment of the receivables concerned.

e) Other assets and liabilities

All other assets and liabilities are stated at the amounts at which they were acquired or incurred.

f) Revenue Recognition / Deferred revenue

IFRS 15 is a single standard for revenue recognition that applies to all of the cloud, license, hardware and services arrangements and generally requires revenues to be recognised upon the transfer of control of promised goods or services provided to the company's customers, reflecting the amount of consideration the company expects to receive for those goods or services. Pursuant to IFRS 15, revenues are recognised as follows:

Product licenses and related revenue:

License fees are recognised, on delivery and subsequent milestone schedule as per the terms of the contract with the end user.

Implementation and customisation services are recognised as services are provided, when arrangements are on a time and material basis. Revenue for fixed price contracts is recognised using the proportionate completion method.

Proportionate completion is measured based upon the efforts incurred to date in relation to the total estimated efforts to complete the contract. The group monitors estimates of total contract revenue and cost on a routine basis throughout the delivery period. The cumulative impact of any change in estimates of the contract revenue or costs is reflected in the period in which the changes become known. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss.

Product maintenance revenue is recognised, over the period of the maintenance contract on a straight line basis.

IT solutions and consulting services:

Revenue from IT solutions and consulting services are recognised as services are provided, when arrangements are on a time and material basis.

Revenue from fixed price contracts is recognised using the proportionate completion method. Proportionate completion is measured based upon the efforts incurred to date in relation to the total estimated efforts to complete the contract. The group monitors estimates of total contract revenue and cost on a routine basis throughout the delivery period. The cumulative impact of any changes in estimates of the contract revenue or costs is reflected in period in which the changes become known. In the event that a loss is anticipated on a particular contract, provision is made for the estimated loss.

g) Income taxes and deferred taxes

A deferred tax liability is recognised for all taxable temporary differences. A deferred tax asset is recognised for all deductible temporary differences and carry-forward losses, to the extent that it is probable that future taxable profit will be available for set-off.

Deferred tax liabilities and deferred tax assets are carried on the basis of the tax consequences of the realisation or settlement of assets, provisions, liabilities or accruals and deferred income as planned by the Company at the balance sheet date. Deferred tax liabilities and deferred tax assets are carried at non-discounted value.

Deferred and other tax assets and liabilities are netted off if the general conditions for netting off are met.

Taxes are calculated on the result disclosed in the profit and loss account, taking account of tax-exempt items and partly or completely non-deductible expenses.

h) Pensions

The pensions of the employees of the Company are based on a defined contribution scheme. The contributions for these pensions are directly charged to the income statement.

i) Income and Expense

Sales and expenses are stated net of discounts and value-added taxes. Other income, costs and expenses are allocated to the year to which they relate.

j) Risk Management

The Directors consider that the following are the principal risks and uncertainties affecting the Company:

Currency Risk:

The Company is exposed to exchange rate risk, or risk of loss due to unfavourable changes in the exchange rates. This risk applies in relation to payment of obligations in currencies other than its functional currency. Potential exposures to foreign currency exchange rate movements are monitored and appropriate actions taken if deemed appropriate by the board.

Liquidity Risk:

The Company manages its liquidity and solvency risks by balancing the maturity of receivables and liabilities and monitoring cash flows. It is meeting its financial obligations within deadlines and is facing no liquidity issues.

Credit Risk:

The Company trades only with recognised creditworthy third parties and so assess its credit risk as low. The Company has developed well-established procedures of managing receivables and the formation of allowances for receivables. Receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is not significant.

Managing risk means reducing them to the lowest level possible. The Directors believe that while financial risks are present, the level of risk exposure is low due to the structure of its resources and funds.

k) Research and development expenses

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical feasibility of project is established, future economic benefits are probable, the group has an intention and ability to complete and use or sell the software and the cost can be measured reliably. Software product development costs incurred subsequent to the achievement of technical feasibility are not material and are expensed as incurred.

l) Cash Flow Statement

In accordance with the exemption provisions of the Guidelines for Annual Reporting (DAS 360.104) in The Netherlands the cash flow statement has been omitted since the Company's ultimate parent, Oracle Corporation, includes a cash flow statement in its consolidated financial statements, which can be viewed on the SEC website.

Notes to Balance Sheet

At March 31, 2019

1. Tangible Fixed Assets

	Improvement to Leasehold premises '000 EUR	Computer Equipment '000 EUR	Electrical and Office Equipment '000 EUR	Furniture and Fixtures '000 EUR	Total '000 EUR
Book Value April 01, 2018	35	40	3	7	85
Adjustment on closing balance	1	-	-	-	1
Additions	0	11	30	17	58
Retirement	0	(15)	(28)	0	(43)
Depreciations for year	(36)	(27)	(3)	(3)	(69)
Depreciation on retirement	0	15	28	0	43
Book Value March 31, 2019	0	24	30	21	75
Total					
Historical Cost	501	138	35	46	720
Accumulated Depreciation	(501)	(114)	(5)	(25)	(645)
Book Value March 31, 2019	0	24	30	21	75

2. Investment in Subsidiary

Investment in subsidiary consists of a 100% shareholding in Oracle Financial Services Software S.A.

	'000 EUR
Balance April 01, 2018	6,864
Investment during the year	-
Impairment of Subsidiaries	-
Balance March 31, 2019	6,864

Investments in Subsidiaries are not consolidated and are stated at the lower of cost and market value.
At March 31, 2019, there is no impairment (2018:Nil) on the current carrying value of the investment.

3. Account Receivable

Accounts receivable as presented under current assets mature within one year and are mainly denominated in USD, GBP and EUR.

	2019	2018
	'000 EUR	'000 EUR
Gross Trade	28,994	31,863
Intercompany	15,675	20,151
Bad Debts	(1,749)	(1,875)
	<u>42,920</u>	<u>50,139</u>

4. Prepaid Expenses and Other Receivables

	2019	2018
	'000 EUR	'000 EUR
Deposits	118	111
Prepaid Income Tax	1,172	305
Prepaid Expenses	626	641
	<u>1,916</u>	<u>1,057</u>

5. Cash and Cash Equivalents

	2019	2018
	'000 EUR	'000 EUR
Citibank Ireland (EUR)	5,078	3,529
Citibank Netherlands (USD)	497	649
Citibank Netherlands (EUR)	1,629	1,075
Citibank Netherlands (EUR)	3,165	808
Citibank Germany (EUR)	2,422	1,200
Citibank France (EUR)	1,201	1,054
Citibank UK (GBP)	3,338	856
	<u>17,330</u>	<u>9,171</u>

Cash as of March 31, 2019 does not include time deposits. All cash is at the free disposal of entity.

6. Shareholder's Equity

The movement in shareholder's equity for the years 2018 and 2019 is as follows:

	Issued and paid in capital '000 EUR	Retained earnings '000 EUR	Cumulative Translation Adjustment '000 EUR	Income for the year '000 EUR	Total '000 EUR
Balance April 1, 2017	14,000	(289)	1,159	3,633	18,503
Appropriation of Income 2017	-	3,633	-	(3,633)	-
Net Profit 2018	-	-	-	5,079	5,079
Dividends	-	-	-	-	-
Adjustment to reserve	-	-	185	-	185
Balance March 31, 2018	14,000	3,344	1,344	5,079	23,767
Balance April 1, 2018	14,000	3,344	1,344	5,079	23,767
Appropriation of Income 2018	-	5,079	-	(5,079)	-
Net Profit 2019	-	-	-	8,965	8,965
Dividends	-	-	-	-	-
Capital Contribution	532	-	-	-	532
Adjustment to reserve	-	-	289	-	289
Balance March 31, 2019	14,532	8,423	1,633	8,965	33,553

The authorized share capital consists of 160,000 authorized common shares of which 140,000 shares are issued and outstanding at March 31, 2019. The shares have a par value of €100.00 each. The adjustment to reserve is the effect of converting the balances related to UK branch from GBP to EUR. This reserve is non-distributable.

7. Intercompany

Intercompany payable amounting to €9,976 thousand (2018: payable of €13,930 thousand) is the net balance after setting off any intercompany receivable from the same counterparty.

All related party transactions that were entered into during the financial year ended March 31, 2019 were at arm's length basis and in the ordinary course of business.

8. Accrued Expenses

	2019 '000 EUR	2018 '000 EUR
Holiday allowance	292	181
Employee bonuses	480	297
Accrued Expenses	998	1,070
	<hr/> 1,770	<hr/> 1,548

9. Deferred Revenue

	2019 '000 EUR	2018 '000 EUR
Support	17,907	19,421
License	0	273
Consulting	2,126	3,009
	<hr/> 20,033	<hr/> 22,703

10. Taxes and Social Security

	2019 '000 EUR	2018 '000 EUR
Payroll Taxes	330	251
VAT	1,407	984
Income Tax	1,612	3,702
	<hr/> 3,349	<hr/> 4,937

Notes to Income Statement

For the year ended March 31, 2019

11. Net Sales

In FY19 the cost of sales of branches is eliminated against the intracompany revenue of Oracle Financial Services Software B.V. – this elimination has been also performed in FY18 comparable figures.

a) The Entity wise apportionment of the sales is as follows:

	2019 '000 EUR	2018 '000 EUR
The Netherlands	111,157	102,743
Germany	4,262	4,888
UK	26,067	27,085
Ireland	5,697	5,859
France	3,290	1,208
	<u>150,473</u>	<u>141,783</u>

b) The composition of revenues by business segment is as follows:

	2019 '000 EUR	2018 '000 EUR
Support	64,551	62,053
Consulting	61,218	59,605
Licence	24,704	20,125
	<u>150,473</u>	<u>141,783</u>

12. Selling and Marketing Expenses

	2019 '000 EUR	2018 '000 EUR
Salary and wages	3,612	3,146
Social Securities	986	513
Pension cost	345	665
Other Selling and Marketing expenses	2,067	1,868
	<u>7,010</u>	<u>6,192</u>

13. Personnel / Employees

	2019	2018
Sales and presales	20	23
Support Services	10	11
Consulting - Developers	71	73
	<hr/>	<hr/>
	101	107
	<hr/>	<hr/>

14. Income Taxes

Tax on profit resulting from ordinary activities

	2019 '000 EUR	2018 '000 EUR
Tax on profit or loss for current financial year	983	1,987
Tax on equity movement	20	(62)
Adjustment to Tax charge in previous period	715	(289)
	<hr/> 1,718	<hr/> 1,636
Foreign Tax	1,614	1,824
Foreign Tax on PY periods	(1,568)	(501)
	<hr/> 1,764	<hr/> 2,959
Total Current Tax and charge on profit resulting from ordinary activities	1,764	2,959

The €1.6M benefit on foreign tax on prior year periods is driven by the release of a provision hold for UK foreign tax. After a review of the operating profit split between the branches and the head office a lower liability for €0.7M has been recognised in the adjustment to tax charges in previous period.

Profit and loss tax calculation

	2019 '000 EUR	2018 '000 EUR
Profit on Ordinary Activities before tax	<hr/> 10,729	<hr/> 8,038
Tax rate	25%	25%
Profit on ordinary activities multiplied by CT standard rate	2,682	2,009
Effects of:		
Withholding tax on foreign income	1,572	1,629
Expenses not deductible for Tax purposes	51	3
Rate Change	-	-
Foreign Branch Rate Impact	(1,608)	(457)
Adjustment in respect of previous period	805	(215)
Potential margin reduction tax impact	(1,728)	-
UK losses recaptured	-	-
Other	(10)	(10)
Participation exemption	-	-
	<hr/> 1,764	<hr/> 2,959

Main element of FY19 Tax charges is the Withholding tax on foreign income consisting of withholding tax suffered at source from payments made by customers located in foreign jurisdictions.

15. Remuneration of Statutory Directors

In accordance with Article 2.242, Book 2 of the Netherlands Civil Code, the Company has appointed the following Directors listed below.

Mr. Jos W.M. Simon Director Place: The Netherlands	Mr. Simon Allison Director Place: United Kingdom	Mr. Bala Hari Director Place: United States of America
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Ms. Jane Murphy
Director
Place: Belgium

The Directors' remuneration includes periodically paid remuneration such as salaries, holiday allowance and social premiums, remuneration to be paid after a certain term such as pension's allowances on termination of employment and bonus payments, to the extent that these items were charged to the Company. For FY 2019, total Director's remuneration amounts to €72,414 (2018: €57,322).

16. Lease Commitments

The Company has entered into certain long-term rent and operating lease commitments. The table below shows the future minimum lease payment due under non-cancellable operating leases.

Lease Commitments Category	< 1 year	Between 1-5 Years	>5 Years	Total
Office Lease	€474	-	-	€474

17. Auditors Remuneration

The fee for professional audit services rendered by Ernst & Young Accountants LLP for the financial year ended March 31, 2019 amounted to EUR 60,584 (2018: EUR 52,774).

18. Subsequent events

Subsequent to the post the balance sheet date, Mr. Jos W.M. Simon resigned as a Director of the Company and was replaced by Pieter Johannes Schultheiss on July 31, 2019.

19. Appropriation of income

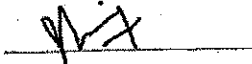
In anticipation of the Annual General Meeting of Shareholders of the adoption of the financial statements, the net profit of €8,965 thousand has been added to the other reserves.

Date: 18 December 2019

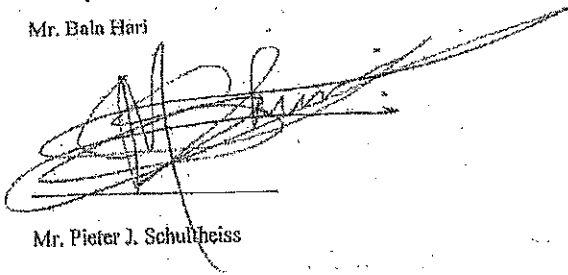
Statutory Directors:



Mr. Simon Allison



Mr. Baln Hari



Mr. Pieter J. Schultheiss



Jane Murphy (Dec 16, 2019)

Ms. Jane Murphy

Other Information

1. Provision in the articles of association governing the appropriation of profits

Profit is appropriated in accordance with the Article 16 of the Association of the Company provides that the appropriation of the net result for the year is decided upon at the Annual General Meeting of Shareholders.

2. Branches and Subsidiary

The Company currently has following branches / subsidiary

- Oracle Financial Services Software B.V., London, United Kingdom
- Oracle Financial Services Software B.V., Frankfurt, Germany
- Oracle Financial Services Software B.V., Dublin, Ireland
- Oracle Financial Services Software B.V., Paris, France
- Oracle Financial Services Software S.A., Athens, Greece

3. Independent Auditor's Report

The auditor's report is set out on the following pages.

INDEPENDENT AUDITOR'S REPORT



Independent auditor's report

To: the management board and shareholder of Oracle Financial Services Software B.V.

Report on the audit of the financial statements 2019 included in the annual report

Our opinion

We have audited the financial statements for the year ended 31 March 2019 of Oracle Financial Services Software B.V., based in Amsterdam.

In our opinion the accompanying financial statements give a true and fair view of the financial position of Oracle Financial Services Software B.V. for the year ended 31 March 2019, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

The financial statements comprise:

- The balance sheet for the year ended 31 March 2019
- The statement of income for the year then ended
- The notes, comprising a summary of the accounting policies and other explanatory information

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the Our responsibilities for the audit of the financial statements section of our report.

We are independent of Oracle Financial Services Software B.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firm supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the Verordening gedrags-en beroepsregels accountants (VGBA, Dutch Code of Ethics).

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

Report on other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information, that consists of:

- The directors' report
- Other information pursuant to Part 9 of Book 2 of the Dutch Civil Code

Based on the following procedures performed, we conclude that the other information:

- Is consistent with the financial statements and does not contain material misstatements
- Contains the information as required by Part 9 of Book 2 of the Dutch Civil Code

We have read the other information. Based on our knowledge and understanding, obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the directors' report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information pursuant to Part 9 of Book 2 of the Dutch Civil Code.

Description of responsibilities for the financial statements

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting, unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit assignment in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high but not absolute level of assurance, which means we may not have detected all material errors and fraud.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included e.g.:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ☛ Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- ☛ Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ☛ Concluding on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.
- ☛ Evaluating the overall presentation, structure and content of the financial statements, including the disclosures.
- ☛ Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Amsterdam, 18 December 2019

Ernst & Young Accountants LLP

signed by Y.M. Jansen