# **ANNUAL REPORT**

SEPTEMBER 1, 2013 – AUGUST 31, 2014



## THE ANNUAL REPORT CONSISTS OF

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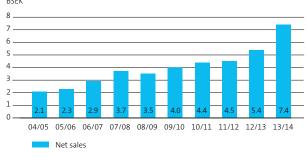
## The Board of Directors and the CEO of Dustin Group AB hereby submit the Annual Report and Consolidated Financial Statements for the financial year September 1, 2013 to August 31, 2014

#### **Directors report**

### Overview

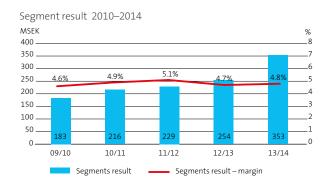
Dustin Group ("Dustin") is a leading Nordic online value added reseller of IT products and services. Dustin provides a comprehensive range of hardware, software and services to a large number of SMBs, public organisations, large corporations and consumers. Dustin's headquarters are located in Nacka, Sweden, and the company had an average of 910 full-time employees during 2013/14. In the 2013/14 financial year, Dustin had net sales of SEK 7.4 billion.

Average annual growth (CAGR) over the past ten years amounted to 15%.



## Dustin has a flexible cost structure generating distinct benefits of scale

As an online-based value added reseller, Dustin has a flexible cost base. In 2013/14, the share of variable cost was approximately 85–90% of the total costs while remaining costs were semi-variable and fixed costs. Partly as result of this, Dustin has reported a stable margin of approximately 5% over the past five years.



Since 2007, Dustin has made significant investments in improving its position and broadening its customer offering and thereby capturing an increased share of its customers' IT budget while expanding its geographical presence. The investments have been made both organically and through acquisitions.

#### Internal efficiency

Dustin has a flexible cost base and its requirements for working capital are low. Dustin's operational efficiency is reflected in its ability to further strenghten gross margin and reduce the cost of central functions as a percentage of net sales.

	13/14	12/13	11/12
Gross margin (%)	14.4	14.0	13.6
Central functions/net sales (%)	3.2	3.7	4.4

#### Significant events in 2013/2014

In order to create better conditions to deliver on Dustin's strategy and to reach the strategic objectives, management decided in August 2014 to reorganise and fully integrate the print and license business organisation into the B2B segment. The business organisation for online sales was also broadened to cover the customer service entities in Sweden and Norway.

During the fourth quarter, Dustin financed the remaining part of earn-out payments related to the acquisitions of IT-Hantverkarna and Businessforum by using SEK 121 million of existing debt facilities

## **Reporting structure**

Dustin is divided into two business segments, Business-to-business (B2B) and Business-to-consumer (B2C), which are supported by a number of shared centralised group functions including product procurement and pricing, online execution, marketing, business support and people development.

In this Report, comparable figures are provided in parentheses following the operational and financial results and these refer to the same item in the full financial year of 2012/13, if not otherwise stated.

#### **Market overview**

Dustin primarily addresses a Nordic B2B market which was worth some SEK 100 billion in 2013. In 2013/14, the B2B segment accounted for 90% of the Group's net sales. Since Dustin is positioned in the online portion of the market segment, it is benefitting from the shift in spending from offline to online. Dustin believes that the online channel will continue to grow going forward, as a large part of the addressable IT market can be more efficiently serviced by the online channel. The online channel also offers several customer benefits, including ease of ordering, access to a wide range, fast and convenient delivery options and competitive prices.

Dustin expects that three key market trends will drive underlying growth in specific niches of the addressable B2B market:

- Increased online sales of IT products and services
- Technological shifts driving growth for advanced products and services
- Faster growth in IT purchasing among smaller and midsize companies.



## **Financial highlights**

## Financial years ending 31 August 2014, 2013 and 2012

All amounts in MSEK	13/14	12/13	11/12
Net sales	7,371	5,438	4,506
Gross margin (%)	14.4	14.0	13.6
Segments result	353	254	229
Net income	164	77	85
Basic earnings per share (SEK)	1.01	0.51	0.59
Return on equity (%)	25.2	14.4	17.5
Numbers of shares, million	161.6	161.2	143.1
Average full-time employees	910	890	440

#### **Net sales**

Net sales for the financial year increased by 35.5% to SEK 7,371 million (5,438). Growth in the B2B segment was 38.3%. Growth in the B2C segment was 15.5%.

### Gross profit and gross margin

Gross profit increased from SEK 759 million to SEK 1,058 million, positively impacted by sales growth and improved volume discounts. The gross margin during the year increased from 14.0% in the 2012/13 financial year to 14.4% in 2013/14.

## **Earnings by segment**

The earnings generated by Dustin's segments amounted to SEK 353 million (254). A major part of the increase derived from higher gross profit, partly offset by higher selling and administrative expenses.

### Items affecting comparability

All amounts in MSEK	13/14	12/13	11/12
Within operating profit			
Acquisition-related costs	-10	-4	-3
Implementation of integrated IT platform	-88	-	-1
Dissolution of earn-out liability	99	-	-
Other	-	-	-5
Total	1	-4	-8

### Implementation of an integrated IT platform

The company decided to launch a new integrated IT platform for Dustin. The launch took place on 1 September 2014 and covered the Swedish, Danish operations and part of the Norwegian business. During the year, earnings were charged with SEK 88 million for implementation of the integrated IT platform.

### Dissolution of earn-out liability

Items affecting comparability in the consolidated income statement include income of SEK 112 million related to dissolution of earn-out liability established in connection with the acquisition of Norsk Data Senter. A cost related to the earn-out liability that arose in connection with the acquisition of IT-Hantverkarna reduced this item to a total of SEK 99 million.

## **Operating profit**

Dustin's operating profit amounted to SEK 301 million (197).

#### Finance cost and other financial items, net

Finance cost and other financial items, net, amounted to SEK 116 million (113) during the year. The increase was due to a rise in interest-bearing debt, offset by lower interest rates. During the year, SEK 41 million (41) of interest costs was capitalised.

Dustin's effective tax rate was 11% compared with 8% in the preceding year.

## **Total comprehensive income**

As a result of the above-mentioned factors and positive currency translation differences amounting to SEK 30.8 million (16.9), total comprehensive income increased from SEK 95 million in 2012/13 to SEK 185 million in 2013/14.

#### Financial position and cash flow

### **Financial position**

All amounts in SEK million	31 Aug 2014	31 Aug 2013	31 Aug 2012
Assets			
Goodwill and other surplus values	2,121	2,074	1,474
Other non-current assets	303	268	148
Total non-current assets	2,424	2,342	1,622
Current assets	1,078	896	575
Cash and cash equivalents	134	2	59
Total current assets	1,212	898	634
Total current assets Total assets	1,212 3,636	898 3,240	634 2,256
	· ·		
Total assets	· ·		
Total assets  Equity and liabilities	3,636	3,240	2,256
Total assets  Equity and liabilities Equity	<b>3,636</b> 743	<b>3,240</b> 556	<b>2,256</b> 522

In total, the financial position remained stable year-onyear, although operating assets and liabilities increased due to organic and acquired growth between the years.

#### Net debt and credit facilities

All amounts in SEK million	2013/14	2012/13	2011/12
Financial liabilities			
Non-current borrowings (excluding shareholder loans)	1,169	1,111	509
Current borrowings	112	89	88
Liabilities for financial leasing (current and non-current)	147	95	59
Earn-out liability	89	224	15
Total financial liabilities	1,517	1,519	671
Financial assets			
Cash and cash equivalents	134	2	59
Receivables for financial			
leasing (interest-bearing)	218	134	99
Total financial assets	351	136	158
Net debt	1,166	1,383	513

Net debt for Dustin includes long- and short-term interest-bearing liabilities as well as earn-out liabilities less financial lease receivables and cash. Net debt declined by SEK 217 million during the period.

Dustin's borrowing is subject to achievement of specific financial objectives i.e. covenants. During 2013/14, Dustin received a waiver related to expenditures for the integrated IT platform. No covenants have been breached during the most recent three-year period.

#### Cash and equivalents

Total cash and equivalents amounted to SEK 134 million (2).

### **Cash Flow**

All amounts in SEK million	2013/14	2012/13	2011/12
Cash flow from operating activities	256	19	200
Cash flow from investing activities	-214	-468	-101
Cash flow from financing activities	86	392	-48
Cash flow during the year	127	-57	51
Cash and equivalents, closing balance	134	2	59

## Cash flow from operating activities

Cash flow from operating activities increased by SEK 237 million. The increase was primarily driven by changes in net working capital between the years. The year of comparison 2012/13 was adversely impacted by interest payments on shareholder loans.

#### Cash flow from investing activities

The cash flow from investing activities amounted to a negative SEK 214 million (neg: 468). The decrease was primarily due to lower investment activity.

#### Cash flow from financing activities

Cash flow from financing activities decreased by SEK 306 million, primarily driven by financing activities related to the preceding year's acquisition of businesses in Finland and Sweden.

### Cash flow during the year

Cash flow during the year increased from a negative SEK 57 million in the 2012/13 financial year to SEK 127 million in 2013/14.

## **Working capital**

All amounts in SEK million	2013/14	2012/13	2011/12
Working capital	7	65	-81
Working capital/net sales (%)	0.1	1.2	-1.8



Due to its efficient logistics operations and significant integration with its suppliers, Dustin is able to maintain a high degree of service to its customers while sustaining a relatively low inventory volume in relation to net sales.

### Investments of an operational nature

All amounts in SEK million	2013/14	2012/13	2011/12
Investments			
Project related investments	23	39	36
Maintenance investments	8	4	2
Total	31	43	38

Maintenance-related investments amounted to SEK 8 million (4). Project-related investments related to the integrated IT platform amounted to SEK 23 million (39). No new acquisitions were made during the financial year.

### **Review of business segments**

Dustin's business is divided into two main segments, B2B (where Dustin Financial Services (DFS) is fully allocated) and B2C.

Within B2B, customers are served through both the online platform and through relational sales. Dustin's sales model is adapted to satisfy customer needs and potential as efficiently as possible. Although B2B is Dustin's core segment, serve B2C customers also offers several advantages such as similar product range, limited additional cost and insights into new trends and pricing. B2C customers are only served through the online platform.

### Net sales per segment

All amounts in million	2013/14	2012/13	2011/12
Net sales			
B2B	6,618	4,786	3,832
B2C	753	652	674
Total net sales	7,371	5,438	4,506

#### **Segment B2B**

#### Net sales

Net sales during the year increased by 38.3% to SEK 6,618 million (4,786).

## Segment results

Segment results were positively impacted by a net sales increase of SEK 1,832 million and by higher purchase-volume discounts. This was partly offset by investments in additional sales resources and increased cost for distribution, as well as a higher proportion of sales to the public sector.

#### **Segment B2C**

### **Net sales**

Net sales during the year increased by 15.5% to SEK 753 million

#### Segment results

Segment results were positively impacted by an increase of SEK 101 million in net sales, mainly deriving from the Swedish and Danish markets and through successful pricing and sales activities.

#### **Central functions**

The central functions are key to Dustin's ability to deliver its offerings efficiently across all markets. During recent years, significant investments have been made in central functions to generate benefits of scale and manage the integration of acquired operations. Costs for central functions in relation to sales decreased to 3.2% (3.7) during the year, excluding items affecting comparability.

### **Dustin Financial Services**

During 2013/14, Dustin Financial Services increased the size of its leasing portfolio due to higher customer demand. The value of new contracts increased and amounted to SEK 218 million (134), which had a positive impact on the operating profit of Dustin Financial Services. Costs remained stable between the years and there were no significant credit losses.



#### Organisation and employees

Dustin operates through two business segments, B2B and B2C, which are supported by a number of shared centralised group functions including product procurement and pricing, online execution, marketing and business support.

Dustin's executive management consists of the CEO, the CFO and the Head of Investor Relations and head of business segment B2B and B2C. The company also has an operational management group including the CEO together with the heads of business segments, the heads of the centralised group functions and the country sales managers in the B2B segment.

In each country there is a person responsible for local relation sales who, together with the Nordic online manager, is responsible for total sales in the B2B segment. All of these managers report to the Head of the B2B segment.

The structure results in centralised control of the company's two business segments and Nordic functions, in combination with decentralised responsibility for relation sales in each country.

The average number of full-time employees during 2013/14 was 910 (890). In pace with the increase in Dustin's business, both organically and through acquisitions, the number of full-time employees has risen.

Dustin has established a long-term strategy to promote profitable long-term growth.

The strategy has been anchored among employees through

establishment of a management-by-objectives process through which target fulfilment is controlled. The process is iterated twice per financial year. Employee surveys show that awareness of the strategy has increased among Dustin's employees.

### **Dustin Group AB**

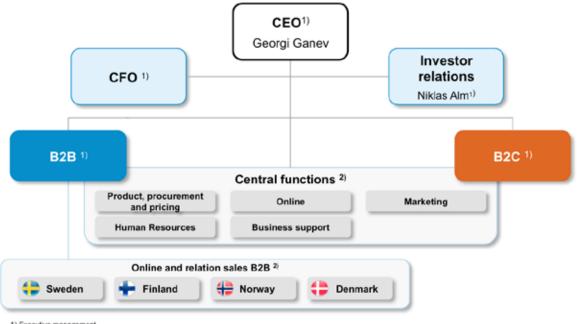
The Parent Company, Dustin Group AB (Corporate Reg. No. 556703-3062), which is domiciled in Nacka, Sweden, only conducts holding operations. The Parent Company's financial statements have been prepared in accordance with the Swedish Annual Accounts Act, and the RFR 2 standard "Accounting for Legal Entities". The Parent Company of Dustin Group AB is Altor Fund II GP Ltd, in its capacity as general partner and investment manager of Altor Fund II. A net loss of SEK 7 million (0) was reported for the year.

#### Significant events after the balance sheet day

As per September 1, 2014, Dustin launched the newly developed integrated IT platform, including a new company-wide ERP system and an online user customer interface. This launch covers the entire Group, except for the acquired companies IT-Hantverkarna, Businessforum and Norsk Data Senter. The new integrated IT platform is intended to contribute to an increase in operational efficiency over time, including facilitating integration of add-on acquisitions.

Subsequent to year end, Dustin Financial Services received a new financing facility of SEK 50 million to support an increased demand for the company's services.

## **Dustins organisation structure**



- Executive management
   Members of operating management group



#### **Board of Directors**

Dustin's Board of Directors consists of six directors, including the Chairman of the Board, with no deputy board members, all of whom are elected for the period until the end of the 2014 Annual General Meeting. The table below shows the Members of the Board of Directors, when they were first elected and whether they are considered to be independent of the Company and/or the principal owner.

#### **Corporate Governance Report**

The role of the Board is to build a stronger platform to address future challenges and opportunities in order to continue to deliver profitable growth and sustainable business. The corporate governance environment will be further strengthened during the first quarter of 2014/15 through implementation of the new CSR policy.

#### **Risks and risk management**

With a broad range of IT products and services, Dustin operates in the in a highly competitive industry in the Nordic countries. As a result, Dustin is subject to a variety of risks and uncertainties. Dustin has defined risk as anything that could have a material adverse effect on the achievement of the company's strategic objectives. Risks include threats, uncertainties or lost opportunities relating to Dustin's current or future operations or activities. During the fourth quarter of 2013/14, Dustin established a risk management framework in order to regularly identify, analyse, assess and report risks and uncertainties. Risk management is an integral part of Dustin's business planning process and monitoring of business performance. The framework is adapted to prevailing industry and market conditions, the company's business and operating model, compliance with laws and ordinances and financial reporting. Risks and uncertainties are described in the supplemental disclosures to the consolidated financial statements.

#### **Proposed appropriation of earnings**

Amounts at the disposal of the Annual General Meeting (shown in SEK thousands:

Non-restricted equity	44,082,287
Net loss	-7,297,978

36,784,309

The Board of Directors proposes that this amount be appropriated as follows:

In damendant of the

To be carried forward 36,784,309	To be carried forward	36,784,309
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36,784,309

Name	Position	Member since	Company and executive management	Independent of the Principal Owner
Fredrik Cappelen	Chairman	2010	Yes	Yes
Tomas Franzén	Board member	2013	Yes	Yes
Stefan Linder	Board member	2006	Yes	No
Mattias Miksche	Board member	2006	Yes	Yes
Petter Samlin	Board member	2013	Yes	No
Maija Strandberg	Board member	2013	Yes	Yes



## **Consolidated income statement**

All amounts in TSEK	Note	2013-09-01 2014-08-31	2012-09-01 2013-08-31	2011-09-01 2012-08-31
IT Products and Services				
Net sales	3, 4	7,370,893	5,438,248	4,506,405
Cost of Sales	3, 36	-6,312,768	-4,679,435	-3,894,022
Gross profit		1 058,125	758,813	612,383
Selling and administrative expenses	5, 6, 7, 36	-774,600	-572,637	-418,143
Items affecting comparability	37	1 128	-3,587	-8,192
Other operating income and expenses, net		10,295	13,610	-3,233
Operating income, IT product and services		294,948	196,199	182,815
Financial Services				
Interest income		18,331	14,702	9,452
Interest expense		-3,969	-2,866	-1,834
Interest surplus		14,362	11,836	7,618
Selling and administrative expenses		-8,318	-10,861	-5,540
Operating income, Financial Services		6,044	975	2,078
Operating income, Group		300,992	197,174	184,893
Interest income and other financial items	8	2,102	1,928	2,554
Interest expense and other financial items	9	-118,205	-115,034	-67,508
Income before income taxes		184,889	84,068	119,939
Income taxes	11	-21,159	-6,736	-34,825
NET INCOME FOR THE YEAR*		163,730	77,332	85,114
Other comprehensive income				
(All items will be reclassified subsequently to profit or loss)				
Foreign currency translation differences		30,823	16,925	-26,663
Forward Contracts-Cash flow hedging		-12,323	688	-1,136
Income taxes	24	2,711	-151	298
Sum of other comprehensive income		21,211	17,462	-27,501
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		184,941	94,794	57,613

<sup>\*</sup>All attributable to the shareholders of the parent company.

# **Consolidated statement of financial position**

All amounts in TSEK	Note	2014-08-31	2013-08-31	2012-08-31
ASSETS				
Non-current assets				
Goodwill and other surplus values	13, 14, 16	2,120,856	2,074,059	1,474,134
Other intangible assets	12, 15, 17	97,789	101,046	70,447
Property, plant and equipment	18, 19	18,378	21,671	16,775
Deferred tax assets	24	17,261	8,419	5,423
Finance lease receivables	6	165,385	130,687	52,191
Derivatives	26	-	708	19
Other assets		4,534	5,602	2,867
Total non-current assets		2,424,203	2,342,192	1,621,856
Current assets				
Inventories		217,590	189,689	157,947
Trade receivables	21	689,190	613,307	315,754
Current tax assets		4,457	4,309	503
Other receivables		3,468	1,073	899
Finance lease receivables	6	52,227	3,226	46,502
Prepaid expenses and accrued income	22	111,148	83,681	53,071
Cash and cash equivalents		133,607	2,419	59,436
Total current assets		1,211,687	897,704	634,112
TOTAL ASSETS		3,635,890	3,239,896	2,255,968



# **Consolidated statement of financial position**

All amounts in TSEK	Note	2014-08-31	2013-08-31	2012-08-31
EQUITY AND LIABILITIES				
Equity attributable to owners of the parent company				
Share capital	33	161,601	161,232	143,081
New share issue in progress		-	-	3,013
Other contributed equity		146,993	145,112	94,876
Reserves		6,726	-14,485	-31,947
Retained earnings		427,713	263,983	312,557
Total equity		743,033	555,842	521,580
Non-current liabilities				
Provisions for pensions and similar obligations		642	742	-
Subordinated shareholder borrowings	25	203,227	188,192	336 684
Deferred tax liabilities	24	141,335	148,626	117,008
Liabilities to credit institutions	25, 38	1,001,620	896,107	376,098
Other liabilities	25	241,023	215,199	192 142
Total non-current liabilities		1,587,847	1,448,866	1,021,933
Current liabilities				
Liabilities to credit institutions	25, 38	185,319	184,172	87,809
Advance payments from customers		91	3,739	6,051
Trade payables		772,234	631,646	471,891
Current tax liabilities		-	40,559	52,479
Derivatives	26	11,616	-	-
Other liabilities		84,740	49,527	15,275
Acquisition related liabilities	32, 35	89,252	223,847	15,000
Accrued expenses and deferred income	27	161,758	101,698	63,950
Total current liabilities		1,305,010	1,235,188	712,455
TOTAL EQUITY AND LIABILITIES		3,635,890	3,239,896	2,255,968
Pledged assets and contignent liabilites				
Pledged assets	28	2,274,533	1,994,122	1,726,792
Contignent liabilites	28	-	-	342,500

# **Consolidated statement of changes in equity**

All amounts in TSEK	Share	New share issue in		Translation	Hedge	Retained	Total
Opening balance 2011-09-01	capital 143,081	progress	equity 84,639	reserve -5,295	reserve 849	earnings 227,443	equity 450,717
Other Comprehensive income	145,061	-	04,039	-3,293	049	221,443	430,717
•				-26,663			-26,663
Foreign currency translation differences	-	-	-	-20,005	1 1 2 6	-	
Cash flow hedging changes in fair value	-	-	-	-	-1,136	-	-1,136
Tax	-	-	-	-	298	-	298
Total other comprehensive income	-	-	-	-26,663	-838	-	-27,501
Net income for the year	-	-	-	-	-	85,114	85,114
Total comprehensive income	-	-	-	-26,663	-838	85,114	57,613
Transactions with shareholders							
New share issue	-	3,013	10,237	-	-	-	13,250
Total transactions with shareholders	-	3,013	10,237	-	-	-	13,250
Closing balance 2012-08-31	143,081	3,013	94,876	-31,958	11	312,557	521,580
Opening balance 2012-09-01	143,081	3,013	94,876	-31,958	11	312,557	521,580
Other comprehensive income							
Foreign currency translation differences	-	-	-	16,925	-	-	16,925
Cash flow hedging changes in fair value	-	-	-	-	688	-	688
Tax	-	-	-	-	-151	-	-151
Total other comprehensive income	-	-	-	16,925	537	-	17,462
Net income for the year	-	-	-	-	-	77,332	77,332
Total comprehensive income	-	-	-	16,925	537	77,332	94,794
Transactions with shareholders							
Repurchase of warrants	-	-	-	-	-	-125,906	-125,906
New share issue	18,151	-3,013	49,096	-	-	-	64,234
Warrants	-	-	1,140	-	-	-	1,140
Total transactions with shareholders	18,151	-	50,236	-	-	-125,906	-
Closing balance 2013-08-31	161,232	-	145,112	-15,033	548	263,983	555,842



# **Consolidated statement of changes in equity**

All amounts in TSEK	Share capital	Other contributed equity	Translation reserve	Hedge reserve	Retained earnings	Total equity
Opening balance 2013-09-01	161,232	145,112	-15,033	548	263,983	555,842
Other comprehensive income						
Foreign currency translation differences	-	-	30,823	-	-	30,823
Cash flow hedging changes in fair value	-	-	-	-12,323	-	-12,323
Tax	-	-	-	2,711	-	2,711
Total other comprehensive income	-	-	30,823	-9,612	-	21,211
Net income for the year	-	-	-	-	163,730	163,730
Total comprehensive income	-	-	30,823	-9,612	163,730	184,941
Transactions with shareholders						
New share issue	369	1,881	-	-	-	2,250
Total transactions with shareholders	369	1,881	-	-	-	-
Closing balance 2014-08-31	161.601	146.993	15,790	-9.064	427.713	743.033



## **Consolidated statement of cash flow**

All amounts in TSEK	Note	2013-09-01 2014-08-31	2012-09-01 2013-08-31	2011-09-01 2012-08-31
Operating activities				
Operating income		300,992	197,174	184,893
Adjustments of items, not included in cash flow	29	-14,008	62,367	43,534
Interest received		2,102	1,928	2,554
Interest paid		-61,934	-128,475	-8,942
Paid income tax	30	-76,482	-30,729	-26,672
Cash flow from operating activities before changes in working capital		150,670	102,265	195,367
Decrease(+)/increase(-) of inventories		-26,349	6,002	-18,155
Decrease(+)/increase(-) of receivables		-78,667	-57,077	6,570
Decrease(+)/increase(-) of current liabilities		210,094	-32,145	16,171
Cash flow from changes in working capital		105,078	-83,220	4,586
Cash flow from operating activities		255,748	19,045	199,953
Investing activities				
Acquisitions of intangible assets		-25,493	-39,864	-35,717
Acquisitions of property, plant and equipment, net		-6,587	-1,120	-2,226
Cash flow from other investing activites		-99,087	-391,618	-27,906
Cash flow from lease portfolio, Financial Services	31	-83,206	-35,592	-35,111
Cash flow from investing activities		-214 373	-468 194	-100 960
Financing activities				
New share issue and warrants		2,250	5,215	-
New borrowings		121,044	1,107,822	-
Repayment of debt		-89,739	-587,957	-45,880
Bank overdraft facility utilized		-	-	-28,832
Share-option plan		-	1,140	-
Paid liabilities startup costs		-	-44,619	-
Repurchase of warrants		-	-125,873	-
Cash flow from lease portfolio, Financial Services	31	52,141	36,266	27,180
Cash flow from financing activities		85,696	391,994	-47,532
Cash flow for the year		127,071	-57,155	51,461
Cash and cash equivalents, opening balance		2,419	59,436	11,235
Exchange rate differences in cash and cash equivalent		4,117	138	-3,260
Cash and cash equivalents, closing balance		133,607	2,419	59,436



# **Parent company income statement**

All amounts in TSEK	Note	2013-09-01 2014-08-31	2012-09-01 2013-08-31	2011-09-01 2012-08-31
Net sales	4	397	265	397
Gross profit		397	265	397
Operating expenses				
Selling and administrative expenses	5, 7	-4,463	-3,968	-2,657
Other operating income and expenses, net		-1	98	-
Operating income		-4,067	-3,605	-2,260
Interest income and other financial items	8	23	11	640
Interest expense and other financial items	9	-92,653	-82,601	-62,403
Net income after financial items		-96,697	-86,195	-64,023
Appropriations	10	87,545	86,158	64,023
Income taxes	11	1,854	-	-
NET INCOME FOR THE YEAR		-7,298	-37	0
Other comprehensice income				
Net income of the year		-7,298	-37	0
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		-7,298	-37	0



# **Parent company balance sheet**

All amounts in TSEK	Note	2014-08-31	2013-08-31	2012-08-31
ASSETS				
Non-current assets				
Shares in group companies	20	1,221,663	1,161,663	1,096,663
Deferred tax assets	24	1,909	-	-
Total non-current assets		1,223,572	1,161,663	1,096,663
Current assets				
Receivables from group companies		102,943	82,780	20,690
Current tax assets		315	542	542
Other receivables		130	126	640
Prepaid expenses and accrued income		-	181	960
Cash and cash equivalents		77,622	275	246
Total current assets		181,010	83,904	23,078
TOTAL ASSETS		1,404,582	1,245,567	1,119,741



# **Parent company balance sheet**

All amounts in TSEK	Note	2014-08-31	2013-08-31	2012-08-31
Equity and liabilities				
Restricted equity				
Share capital	33	161,601	161,232	143,081
New share issue in progress		-	-	3,013
		161,601	161,232	146,094
Non-restricted equity				
Share premium reserve		146,993	145,112	94,876
Retained earnings		-102,910	-102,873	23,033
Net income of the year		-7,298	-37	-
		36,785	42,202	117,909
Total equity		198,386	203,434	264,003
Untaxed reserves	23	7,793	7,793	7,793
Non-current liabilities	25			
Subordinated shareholder borrowings		203,227	188,192	336,684
Liabilities to credit institutions		608,688	566,496	316,650
Other liabilities		241,023	215,199	192,142
Total non-current liabilities		1,052,938	969,887	845,477
Current liabilities				
Liabilities to credit institutions	25	84,337	62,550	-
Trade payables		-	435	1,530
Other liabilities		189	620	48
Acquisition related liabilities		60,000	-	-
Accrued expenses and deffered income	27	939	848	890
Total current liabilities		145,465	64,453	2,468
TOTAL EQUITY AND LIABILITIES		1,404,582	1,245,567	1,119,741
Pledged assets and contignent liabilites				
Pledged assets	28	1,221,663	1,161,663	1,096,663
Contingent liabilites	28	-	-	-



## Parent company statement of changes in equity

All amounts in TSEK	Share capital	New share issue in progress	Share premium reserve	Retained earnings	Net income of the year	Total equity
Opening balance 2011-09-01*	143,081	-	84,639	23,219	-186	250,753
New share issue in progress	-	3,013	10,237	-	-	13,250
Warrants	-	-	-	-	-	-
Net income allocation according to decision from annual general meeting	-	-	-	-186	186	-
Net income of the year				-	0	0
Closing balance 2012-08-31	143,081	3,013	94,876	23,033	0	264,003
Opening balance 2012-09-01	143,081	3,013	94,876	23,033	-	264,003
New share issue	18,151	-3,013	49,096	-	-	64,234
Repurchase of warrants	-	-	-	-125,906	-	-125,906
Warrants	-	-	1,140	-	-	1,140
Net income allocation according to decision from annual general meeting	-	-	-	-	-	-
Net income of the year	-	-	-	-	-37	-37
Closing balance 2013-08-31	161,232	-	145,112	-102,873	-37	203,434
Opening balance 2013-09-01	161,232	-	145,112	-102,873	-37	203,434
New share issue	369	-	1,881	-	-	2,250
Net income allocation according to decision from annual general meeting	-	-	-	-37	37	-
Net income of the year	-	-		-	-7,298	-7,298
Closing balance 2014-08-31	161,601	_	146,993	-102,910	-7,298	198,386

 $<sup>^{\</sup>ast}$  Reporting of group contribution has changed. Previous fiscal year have been restated.

# **Parent company cash flow statement**

All amounts in TSEK	Note	2013-09-01 2014-08-31	2012-09-01 2013-08-31	2011-09-01 2012-08-31
Operating activities				
Operating income		-4,067	-3,606	-2,260
Adjustments of items, not included in cash flow	29	-	-	13,259
Interest received		23	722	640
Interest paid		-45,267	-99,672	-14,857
Paid income tax	30	-60	-4	-342
Cash flow from operating activities before changes in working capital		-49,371	-102,560	-3,560
Decrease(+)/increase(-) of receivables		68,105	-150,393	-16,186
Decrease(+)/increase(-) of current liabilities		-1,090	175,191	42 263
Cash flow from changes in working capital		67,015	24,798	25,851
Cash flow from operating activities		17,644	-77,762	22,517
Operating cash flow		17,644	-77,762	22,517
Investing activities				
Acquisitions of intangible assets		-	-65,000	-
Cash flow from investing activities		-	-65,000	-
Financing activities				
New share issue and warrants	33	2,250	65,373	-
New liabilities		120,971	651,001	-
Repayment of debt		-63,518	-447,678	-22,500
Repurchase of warrants		-	-125,905	-
Cash flow from financing activities		59,703	142,791	-22,500
Cash flow for the year		77,347	29	17
Cash and cash equivalents, opening balance		275	246	229
Cash and cash equivalents, closing balance		77,622	275	246



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## **Notes**

### NOTE 1 Risks and uncertainties

In the course of its operations, Dustin Group is exposed to a number of risks and uncertainties and management of these risks is a natural part of Dustin Group's business. Dustin's risk management framework encompasses four main categories of risks and uncertainties:

- Industry and market risks
- Business model risks
- Operating model risks
- Compliance and financial reporting risks

Dustin Group has defined risk as anything that could have a material adverse effect on the achievement of Dustin's goals. Risks can be threats, uncertainties or lost opportunities impacting Dustin's current or future operations or

Dustin Group has recently established a risk management framework in order to regularly identify, analyse, assess and report business, financial, ethics-related and sustainability risks and uncertainties, and to mitigate such risks when appropriate. Risk management is an integral part of Dustin's business planning process and monitoring of business performance.

High-level risks and uncertainties that could impact the results of operations during 2014/15 include:

### **Industry and market risks**

Industry and market risks are related to risks outside of Dustin's operations, i.e. external risks facing Dustin's business based on what is happening in the industry and the markets in which Dustin Group competes.

## Economic downturn and/or financial crisis

One external risk is a general downturn in the economy, reducing the ability of consumers and corporations to purchase IT-related products and services. During the most recent financial crisis, Dustin Group perceived a notable drop in IT purchases, which negatively affected net sales and earnings. The management of Dustin Group performs regular external market analyses to monitor general market trends and improve readiness to adapt to new market conditions.

## Change of market strategy among manufacturers

Another threat to Dustin's operations could materialize if manufacturers/Original Equipment Manufacturers (OEMs) change their business model and choose to sell directly to end customers without using intermediates such as Dustin Group. Initiatives have been made by certain manufacturers, but management assessment is that this scenario is becoming increasingly unlikely the more complex the products and services become on the market. As an intermediate, Dustin Group knows the customers well and is better positioned to promote the manufacturers' products and services on the market.

The behaviour of competitors could be an uncertainty, particularly in the segment of small and midsize businesses. Management performs regular monitoring of the above-mentioned segment to improve readiness to adapt to competitors' behaviour.

#### **Business model risks**

Business model risks relate to Dustin's business model and how the Group chooses to compete and market its products and services.

## **Decreased customer loyalty**

Dustin Group may fail to establish and maintain customer loyalty resulting in reduced customer retention. To manage this risk, Dustin Group places considerable emphasis on getting to know the customers and their preferences in order to be successful in creating and delivering attractive offerings to customers.

### **Pricing model**

Dustin Group may not have adequate processes and system support, nor appropriate models for the pricing of products and services. To mitigate this risk, management applies a well-defined pricing process and adopts established pricing models, which are regularly reviewed to enable continuous optimisation of the company's pricing.

## **Turnaround in Norway**

In 2012, Dustin Group acquired Norsk Data Senter AS. Profitability in Norway has yet to meet expectations and a main focus for Dustin Group is currently to succeed with a turnaround in Norway. Management has established a plan for the turnaround including tangible measures, which are being closely monitored.



#### Ability to generate new, profitable offerings

Dustin's overall objective is to provide a total-package IT offering to the market. Insufficient capacity to generate new, profitable offerings could lead to reduced growth. Accordingly, management has established a special function, the Services and Solutions function, with the overall mission of generating new offerings that meet market requirements. The Services and Solutions function consist of members skilled in both technology and marketing capabilities and serves as the focal point for business operations involving these issues.

### **Operating model risks**

Operating model risks relate to risks and uncertainties associated with Dustin's operations e.g. that are related to the organisation, people, processes or systems.

#### **Quality of operations**

Dustin has traditionally been very strong in product sales and the main focus at present is specifically to secure high-quality in the standardized operations for processes in the growing area of services, e.g. processes for after sales support. An overall risk for Dustin arises if the company fails to establish standardised, efficient processes and systems that facilitate high quality in the company's services, such as accurate and on-time delivery. As the company grows and moves towards being a complex, fullrange supplier on the market, the need to enforce quality and scalability in the operations increases.

#### Capacity of the sales force

Implementation of Dustin's new services portfolio strategy is associated with a risk that the sales force lacks the capacity to sell all parts of the offering as our products and services require more specialised skills. Management mitigates this risk by focusing on securing the competence and technical proficiencies of the company's sales force. Regular reviews of available competencies and licensees are made, which are followed-up with concrete development plans for the sales personnel.

### **Business continuity**

Business interruptions in the online store or at the contact centre, for example, if phone and Internet connectivity is lost, are apparent risks to the operations, which could harm Dustin's ability to stay connected and provide customer services. Dustin invests in IT security such as firewalls, anti-virus programs and other protection against external threats. Management also continuously secures the quality and speed of IT systems and on-line stores, and has concluded that Dustin applies best practice processes in this area.

#### Implementation of a fully integrated IT-platform

On September 1, 2014, a fully integrated IT platform, featuring a new ERP system, a new Web platform and a corresponding business intelligence platform, was launched. The objectives are to obtain improved support in the expansion of Dustin's operations and to become a full-service provider. However, as with all new ERP systems, there is always uncertainty that that the new system will not be successfully implemented, which could harm the ability to operate efficiently. To manage the risk of unsuccessful implementation, management has established relevant procedures and dedicated full-time resources to secure successful implementation.

### **Quality of management analysis**

If critical management data is not perceived as reliable and does not fulfil the needs of the business, there is a risk that this could negatively impact Dustin's operations and future expansion. This could happen in the event of, for example, substandard reports concerning products, services and customers. To manage this risk, management are now implementing a new ERP system including common definitions of master data objects.

#### **Change management**

Dustin is currently implementing a new strategy focusing beyond traditional product sales aimed at becoming a full-service provider. A risk here is that management at all levels is not adequately aware of the strategy, which could harm our implementation ability. To manage this risk, cross-Nordic initiatives have been launched for middle management and top management to regularly meet and discuss the vision, strategy and core values to enable a shared view and a "one Dustin" Group.

### **Compliance and financial reporting risks**

This category refers to risks and uncertainties that Dustin does not comply with laws and regulations or does not provide financial reporting statements that show a fair and true view.

## **Violations of the Code of Business Ethics**

If Dustin employees act in violation of the Group's Code of Conduct and Business Ethics, this could harm the operations and the brand. Management has communicated the Code of Conduct and Business Ethics to all employees and the Code is available to all employees on the intranet. Training is also regularly provided to employees, especially in critical areas, such as the sales force, procurement and the finance department.



## **Violations of the Supplier Code of Conduct**

If suppliers violate Dustin's Supplier Code of Conduct, this could also harm the operations and the company's reputation even though the supplier is outside of Dustin's sphere of control. All suppliers have to sign the Supplier Code of Conduct. Management places great emphasis on communication of the Supplier Code of Conduct and continuously maintains a dialogue with suppliers.

## Information ownership and Information leakage

This pertains to governance and ownership of information not being sufficiently clear, which could lead to regulatory breaches and/or that sensitive information is too widely communicated. The uncertainty also includes Dustin's failure to protect leakage of sensitive and critical business information outside the company. To manage this uncertainty, management has implemented a communication and information policy.

## Possibility to deduct interest expenses paid to shareholders

Dustin has applied the principle of deducting the interest expenses paid to shareholders. This principle has been reviewed by external advisors and the assessment is that the principle is correct from a legal perspective. However, if it is not determined as correct by the tax authorities, this could lead to penalty fees and increased tax expenses. Since the applied principle has been recommended by external advisors, no provision has been made in the financial statements.

## NOTE 2 Dustin's accounting policies

#### Statement of compliance

Dustin's consolidated financial statements are prepared in accordance with multiple accounting legislation and standards:

- the International Financial Reporting Standards (IFRS) as adopted by the European Union
- the Swedish Financial Reporting Board's Recommendations RFR 1 and RFR 2.
- the Annual Accounts Act

The Parent Company prepares its annual financial statements in accordance with the Annual Accounts Act (1995: 1554) and the Swedish Financial Reporting Board's recommendation RFR 2 "Accounting for legal entities". RFR 2 states that a parent company must, to the extent possible within the framework of the Swedish Annual Accounts Act apply IFRSs and other interpretations adopted by the European Union. The Parent Company must also consid er the relationship between the accounting standards and taxation. Furthermore, the recommendation specifies permissible exceptions from IFRS, as well as additions to IFRS that are required in order for the Parent Company to be compliant with Swedish legislation.

To facilitate consolidation, all subsidiaries of the Dustin Group prepare their internal financial statements to the Dustin Group in accordance with IFRS.

## **DUSTIN'S ACCOUNTING POLICIES** Basis of preparation for the consolidated financial statement

The functional currency of the Parent Company is the Swedish krona (SEK), which is also the reporting currency for both the Parent Company and the Dustin Group. Thus all financial statements are presented in SEK. All amounts, unless otherwise stated, are rounded to the nearest thousand.

Non-current assets and liabilities consist primarily of assets and liabilities that are expected to be recovered or settled more than 12 months after the balance sheet date. Current assets and current liabilities, however, primarily consist of assets and liabilities that are expected to be recovered or settled within 12 months of the balance sheet date.

In order to prepare the financial statements in accordance with IFRS, management is required to make estimations and assumptions that impact application of the account-



ing policies as well as the amounts reported for assets, liabilities, income and expenses. These estimates and assumptions are based on historical experience and various other factors that under current circumstances seem reasonable. The outcome of these estimates and assumptions is used to determine the carrying amounts of assets and liabilities that are not significantly clarified from other sources. The actual outcome may differ from these estimates and assumptions, but not significantly.

The estimates and assumptions are updated at least annually, or whenever something happens that affects the initial assumption. A change in estimates is recognised in the period in which the change occurred.

### **Changes in accounting policies**

## **Segment reporting**

Dustin has amended its method of segment recognition effective from the third quarter 2014. As of the third quarter 2014, the new method of segment recognition reflects the company's actual internal reporting of B2B and B2C. Furthermore, central costs are no longer allocated since these costs are not included in B2B or B2C in the internal reporting. These changes affect the figures presented for prior financial years. The changes are made to harmonise the segment recognition with the new internal reporting structure used by Group Management.

## **Consolidated Statement of Comprehensive Income**

The presentation of comprehensive income has been changed and is now classified by function. The changes have been performed to ensure transparent presentation of the business and are deemed to provide a true and fair view of the Group.

## New IFRS and interpretations to be applied in future

The new standards IFRS 10, 11 and 12 will be applied as of 1 September 2014.

## **IFRS 10 Consolidated Financial Statements**

The standard contains uniform rules for determining which units are to be consolidated and supersedes large parts of IAS 27 - Consolidated and Separate Financial Statements. The rules in IFRS 10 regarding consolidation and when consolidated financial statements are to be prepared have been transferred unchanged from IAS 27. The new standard is not expected to have any significant effect on Dustin's financial statements.

## **IFRS 11 Joint Arrangements**

The standard addresses the reporting of joint arrangements, i.e., arrangements in which two or more parties have joint control, and supersedes IAS 31 – Interests in Joint Ventures. Dustin is currently not part of any joint arrangements.

### IFRS 12 Disclosure of Interests in Other Entities

Disclosure requirements regarding subsidiaries, joint arrangements and associates have been gathered in a single standard. The standard requires a number of additional disclosures in Dustin's financial statements.

### **IFRS 9 Financial Instruments**

The standard replaces IAS 39 Financial Instruments: Recognition and Measurement. It contains rules for classification and measurement of financial assets and liabilities, impairment of financial instruments and hedge accounting. The standard has to be applied as of 2018 but the EU's plans for approving it have not yet been announced.

#### IFRS 15 Revenue from Contracts with Customers

The standard deals with the accounting of revenues from contracts and from the sale of certain non-financial assets. It replaces IAS 11 Construction Contracts and IAS 18 Revenue and relating interpretations. The standard has to be applied as of 2017 but the EU's plans for approving it have not yet been announced.

Standards, amendments and interpretations that became effective during the period

## IFRS 7 Financial Instruments: Disclosures - amendments

The amendment entails that further disclosures are to be provided about financial instruments recognised net in accordance with the rules of IAS 32 and also addresses financial assets and liabilities covered by master netting agreements and similar.

### IFRS 13 Fair Value Measurement

The standard includes uniform rules for measuring fair value when another IFRS requires fair value measurement or disclosures about fair value measurement. New types of disclosures are required to clarify which valuation techniques and which inputs are used.

## IAS 19 Employee Benefits - amendments

Significant changes, mainly pertaining to the recognition of defined benefit pension plans. The Group currently has no defined benefit pension plans and the effects of the amendments are limited.



#### IAS 36 Impairment of assets

The amendment of IAS 36 regarding transparency of the recoverable amount of cash-generating units is mandatory as of 1 January 2014. The Dustin Group is applying the amendment as the fiscal year beginning 1 September 2013.

### **Accounting policies for the Parent Company**

The Parent Company Dustin Group AB's financial statements have been prepared in accordance with the Swedish Annual Accounts Act (1195:1554), the standard RFR 2 Accounting for Legal Entities and other statements issued by the Swedish Financial Reporting Board (RFR). RFR requires that to the extent possible financial statements for the parent company should comply with all IFRS standards and interpretations approved by the EU. The differences between the accounting policies for the Group and the Parent Company are:

#### **Financial Instruments**

The Parent Company does not apply IAS 39 Financial Instruments. Financial instruments are recognised at cost in accordance with the Swedish Annual Accounts Act.

#### Tax

The Parent Company has recognised untaxed reserves (appropriations) and deferred tax liabilities. In the consolidated financial statements, untaxed reserves are recognised as deferred tax liability and equity.

## **Group contributions**

Group contributions are recognised under the heading Appropriations in the income statement.

## **Consolidation policies**

### **Subsidiaries**

Subsidiaries are all companies in the Group over which the Parent Company exercises control. Control is the power to either directly or indirectly govern the financial and operating policies of an entity in order to obtain economic benefits from its activities.

When assessing whether an entity has control over another entity, the existence and effect of potential voting rights currently exercisable or convertible is considered. The financial statements of subsidiaries are recognised in the consolidated financial statements as of the acquisition date and until the time when control no longer exists.

#### Purchase Price Allocation - PPA

Subsidiaries are recognised in accordance with the purchase method. The consolidated cost is established through a Purchase Price Allocation (PPA). Using this method, the acquisition of a subsidiary is regarded as a transaction whereby the Dustin indirectly acquires the subsidiary's assets and assumes its liabilities and contingent liabilities. The cost is determined by an analysis of the acquisition. The analysis determines the cost of the shares of the business and the fair value at the acquisition date of identifiable assets, liabilities and contingent liabilities. The cost of the business consists of the fair value of the acquired or taken over assets and liabilities. If the cost exceeds the net value of the assets, liabilities and contingent liabilities, the difference is recognised as goodwill. Any negative difference is recognised directly in profit or loss.

#### Transaction costs/Goodwill

Transaction costs directly attributable to the acquisition are expensed. For costs exceeding the net carrying amount of the acquired identifiable assets and assumed liabilities, the difference is recognised as goodwill in the balance sheet. When the difference is negative, it is recognised directly in profit or loss during the period when it arises. The surplus value of assets identified as part of the PPA is recognised and amortised over the estimated life of the asset. Any remaining amount represents goodwill. Surplus value with an indefinite useful life is impairment tested annually, or whenever there is any indication of impairment.

## Non-controlling interest

The portion of equity attributable to non-controlling interests is recognised as a separate component of equity. The statement of comprehensive income contains information about the portion of the income and the comprehensive income attributable to non-controlling interests. Losses attributable to a non-controlling interest have a negative effect on total equity.

#### Transactions that are eliminated upon consolidation

Intra-group receivables and payables, revenues and expenses, and unrealised gains arising from intra-group transactions are eliminated when preparing the consolidated financial statements. Unrealised losses are eliminated to the extent that no impairment has occurred.

Revenue and related cost of sales connected to the sale of equipment to Dustin Financial Services AB are not eliminated in the consolidated financial statements. The equipment is recognised as a tangible fixed asset Dustin Financial Services AB. On consolidation in the balance sheet, however, reclassification to financial non-current assets is required.



### **Segment reporting**

In Dustin, segment reporting is based on the Group's end-customers and on the internal report structure used by management, the Board of Directors and the chief operating decision maker (the CEO). Dustin has identified two segments; B2B and B2C. The B2B segment includes all sales and transactions with businesses and the B2C segment includes sales and transactions with consumers. The segments are followed up using the key performance indicators of net sales and segment earnings; refer to separate section for definitions for explanation of segment earnings. Cost is also allocated to a central function, which accounts for all non-allocated costs and amortisation/ depreciation. In the segment reporting, Dustin Financial Services is included in the B2B segment.

#### **Foreign currency**

Foreign currency transactions are translated to the functional currency at the exchange rate prevailing on the date of the transaction. Functional currency is the currency of the primary economic environments in which Dustin companies operate.

The Parent Company, Dustin Financial Services AB, Dustin Aktiebolag, Dustin Sverige AB and IT Hantverkarna Sverige AB use the Swedish Krona (SEK) as their functional currency. Businessforum OY has EURO (EUR), Dustin Denmark A/S has Danish Krone (DKK) and Dustin Norway AS and Norsk Data Senter AS have the Norwegian Krona (NOK) as their functional currency.

Upon consolidation, this means that all assets and liabilities included in the subsidiaries' balance sheets are translated at the closing day exchange rate and all profit or loss items are translated at the average exchange rate. Any exchange rate differences that arise are recognised in other comprehensive income and accumulated in the translation reserve in equity.

Foreign exchange differences arising from revaluation of borrowings in foreign currencies are recognised under finance net in the income statement and foreign exchange differences arising from translation of equity are recognised in other comprehensive income and accumulated in the translation reserve in equity. Goodwill and adjustments of fair value arising from the acquisition of a foreign entity are considered assets and liabilities of the foreign entity and are translated at the closing day rate.

#### Revenues

Revenues included in operating profit are measured at the fair value of sold goods and services net of discounts, excluding VAT and after eliminating intercompany sales, except for intercompany sales to Dustin Financial Services AB. Revenues are recognised in profit or loss recognised when the following criteria are satisfied:

- it is probable that any future economic benefit associated with the item of revenue will flow to the entity, and
- the amount of revenue can be measured reliably.

#### **Net sales**

Net sales are recognised upon delivery to the customer in accordance with the terms of sale, when the material rights and obligations associated with the transfer of ownership to the buyer and the amount of revenue can be measured reliably. Revenues are reduced by the value of given discounts.

Dustin's sales consist primarily of sales of electronics to both B2B and B2C. In B2B, the risk passes to the buyer when the goods are delivered to the carrier, and for B2C, the risk passes to the buyer when the goods are handed over by the carrier. Financial lease income is not included in net sales.

#### Cost of sales

Cost of sales includes the purchase price, customs, other taxes, distribution costs and other directly attributable costs. Discounts, cash discounts, vendor bonuses and similar items reduce the cost of sales.

## Selling and administrative expenses

Selling expenses includes costs directly attributable to sales of goods and services, excluding costs of financing and taxes. Selling expenses normally include the cost of freight to customers, marketing, employee benefits to sellers, collection, credit information, etc. Administration expenses includes administration costs not applicable to cost of sales or selling expenses.

### Items affecting comparability

Items affecting comparability between years refer to non-recurring items. They are presented separately in the consolidated statement of comprehensive income and specified in the disclosures.



#### **Lease accounting**

## **Dustin Group as a lessor**

#### **Financial lease**

A lease contract is classified as financial when the risk and rewards associated with the asset are transferred to Dustin's customer. At the beginning of the lease term, sales revenue and a financial receivable amounting to the present value of future minimum lease payments are recognised. The cost of the lease assets is financed by external bank loans and recognised as a liability. The difference between the sales revenue and the cost of the lease assets is recognised as income and classified as interest surplus for financial services in the statement of comprehensive income.

#### Operating lease

Other lease contracts are classified as operating. Assets held for operational leases are presented in Dustin's statement of financial position according to the nature of the asset. Lease income is recognised straight-line over the lease term, unless another systematic basis is more representative of the time pattern.

## **Dustin Group as a lessee**

#### **Financial lease**

A lease is classified as financial when the risk and rewards associated with the ownership have been transferred to Dustin. The assets are recognised as tangible assets and the future payments as liabilities. The depreciation/amortisation and the payments are recognised in accordance with the lease term.

## **Operating lease**

Other contracts are classified as operating. No asset is recognised for operating lease agreements. The lease payments are expensed straight-line according to the lease term.

### **Financial income and expenses**

Financial income and expenses consist of interest income from bank deposits and receivables, interest expenses from bank credits and loans and the foreign currency exchange-rate effect of financial non-Swedish loans.

## Financial income and expenses related to Financial Services

Interest income and lease income related to financial leases with Dustin as the lessor are allocated over the lease period.

### **BALANCE SHEET**

#### **Intangible assets**

### Goodwill

Goodwill arises when the cost of acquisition exceeds the fair value on Dustin's share of the acquired subsidiary's identifiable net assets on the acquisition date. Goodwill on the acquisition of subsidiaries is recognised as an intangible asset. Goodwill items are impairment tested at least annually and recognised at cost reduced by accumulated impairment losses. Profit or losses from disposal of an entity include the remaining carrying amount of goodwill relating to the entity sold.

## Other intangible assets

Other intangible assets consist of customer contracts and capitalised IT expenditures. Intangible assets are recognised in the balance sheet if they meet the criteria in IAS 38 for intangible assets. The Dustin trademark is recognised as an intangible asset with an indefinite useful life and is not amortised. Trademarks are to be impairment tested every year, or more often if there is any indication of an impairment need.

IT expenditures are only capitalised in the event of strategic long-term systems. Strategic long-term systems include AX 2012 BI and the web platform. Expenses arising from other systems are expensed immediately. Capitalised IT expenditures consist of:

- System development that improves system functionality. System development activities include functional design, technical design, development/configuration, deployment, migration and project management of said activities within the framework of architecture principles.
- Work to upgrade platforms, modules or systems in order to gain significant new functionality.
- Work to expand the use of the platforms to new parts of the organisation.

### **Property, plant and equipment**

Items of property, plant and equipment are recognised as assets in the balance sheet when it is probable that the future economic benefits associated with the assets will flow to the company and the cost of the asset can be measured reliably.

Property, plant and equipment are recognised at cost less accumulated depreciation and impairment losses. Cost includes the purchase price and costs directly attributable to the asset for delivering it to its intended place and in a condition that matches the intended purpose. Examples of directly attributable costs included in cost are costs for delivery and handling, installation, consulting services and legal services.



The carrying amount of property, plant and equipment is derecognised from the balance sheet when the item is disposed of or sold or when no future economic benefits are expected to flow from the asset. Gains or losses on the sale or disposal of an asset are calculated as the difference between the selling price and the carrying amount of the asset (less direct selling costs). Gains or losses are recognised in operating income as other operating income/ expenses.

Additional expenses are only added to the cost when it is likely that future economic benefits associated with the asset will accrue to the company and the cost can be measured reliably. All other subsequent expenditure is recognised as an expense in the period it occurs.

## Amortisation and depreciation

Depreciation is applied straight-line over the asset's estimated useful life. Estimated useful lives: (years)

3–7	
15	
6	
4	
3	
	15 6 4

#### **Brands**

Dustin	Ü
Other brands	5–7
Investment in rented premises	5-10
Computers and accessories	3

Equipment, tools and installation

The residual value and the useful life of an asset are tested each year.

## **Impairment of assets**

Dustin impairment tests assets in order to ensure that an entity's assets are not recognised at more than their recoverable amount (i.e. the higher of fair value less costs of disposal and value in use). Impairment testing is conducted when there is an indication of impairment. Impairment of goodwill is tested annually during the third quarter or whenever indication of an impairment need arises.

If it is not possible to determine the recoverable amount of the individual asset, the recoverable amount of the asset's cash-generating unit (CGU) is to be determined. The CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. The following assets are identified as CGUs:

- Norsk Data Senter
- Dustin A/S
- IT-Hantverkarna
- Businessforum
- Dustin AB and license business

The recoverable amount of the CGU is based on value in use. An impairment loss is recognised whenever the carrying amount of an asset or cash generating unit exceeds its recoverable amount. Such impairment loss is recognised in profit or loss. Impairment of assets attributable to a cash-generating unit (group of units) is primarily allocated to goodwill. Secondarily, proportional impairment is made to other assets in the unit (group of units).

#### Calculation of recoverable amount

When impairment testing, goodwill must be allocated to each of the acquirer's cash-generating units, or groups of cash-generating units that are expected to benefit from the synergies of the business combination, irrespective of whether or not other assets or liabilities of the acquiree are assigned to those units or groups of units.

The cash-generating units to which goodwill has been allocated are to be impairment tested by comparing the carrying amount of the unit, including the goodwill, with the recoverable amount of the unit.

When impairment testing goodwill, the recoverable amount of the operating capital, including goodwill, is compared with the carrying amount. Operating capital is defined as the net of operating assets and operating liabilities. Joint operating assets in Dustin include goodwill, properties, inventory, trade receivables, personnel receivables, tax assets and accrued receivables. Joint operating liabilities in Dustin include trade payables, provisions, tax liabilities and deferred tax. Items in the balance sheet that carry interest are normally not included in working capital.



The valuation is based on a business plan and a discounted cash flow analysis, as the main approach in estimating the recoverable amount.

A sensitivity analysis of the discount rate and growth assumptions is made after each impairment test in order to determine whether the remaining surplus value (the difference between the recoverable amount and the carrying amount) is material.

#### **Reversal of impairment**

An impairment of assets in accordance with IAS 36 is reversed only when there is no longer any indication of impairment and the assumptions used as the basis for calculating the recoverable amount have changed. However, impairment of goodwill is never reversed. An impairment loss is only reversed to the extent that the increased carrying amount does not exceed the recognised residual value that would have existed had the impairment had not been recognised.

#### **Inventories**

Inventories are measured at the lowest of cost and net realisable value (NRV). The net realisable amount is based on the estimated sales price in the ordinary course of business less the estimated costs to bring about a sale. The cost of inventories is measured according to the moving average inventory method. This averaging approach is considered to yield a safe and conservative approach to recognising financial results.

Calculation of moving average cost is made by dividing the total cost of the items purchased by the number of items in stock. The average cost includes each inventory items in stock and is re-calculated after every inventory purchase.

## **Accounts receivable**

Accounts receivable are recognised at the amount expected to be received less doubtful receivables that are assessed individually. Because the receivables are current in nature, they are recognised at nominal amounts without any discounting. Bad debt losses for accounts receivable are recognised in selling and administrative expenses.

## **Cash and cash equivalents**

Cash and cash equivalents include cash and bank balances as well as short-term investments with a due date within three months. These items are generally recognised at amortised cost.

#### Non-current receivables and other current receivables

Non-current receivables and other current receivables are receivables that arise when the company provides resources with no intention of trading the receivable. If the expected holding period exceeds one year, they are considered as non-current receivables and if not, they are considered as other current receivables.

#### Fair value measurement of financial instruments

Fair value measurement of financial instruments is divided into three different hierarchy levels depending of the nature of the financial instrument:

**Level 1** – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2** – On the basis of observable market data that is not included in Level 1, either direct (market prices) or indirect (derived from market prices).

**Level 3** – Inputs for the asset or liability that are not based on observable market data.

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices from a stock exchange, stockbroker, industry group, pricing service or the official authority are easily and regularly available and if those prices represent actual and regularly occurring market transactions at an arm's length. The quoted market price used for financial assets is the current bid price. These instruments are included in Level 1. The fair value of financial instruments not traded in an active market (e.g. OTC derivatives) is determined by using valuation techniques. Available market information is used to the greatest extent possible and company-specific information is used to the smallest extent possible. If all significant inputs that are required for valuation of fair value measurement of an instrument are observable, the instrument is categorised at Level 2.

In cases where one or more significant inputs are not based on observable market data, the instrument is classified in Level 3.

For financial assets and liabilities with a short duration, such as trade receivables and trade payables, the carrying amounts are considered to approximate fair value. Because the interest rate for bank loans is variable, the carrying amount of the loans is assessed as being close to fair value. There are also loans carrying a fixed interest rate which are measured according to Level 3 as per balance sheet day.



## **Derivatives and hedge accounting**

Derivative instruments are recognised on the contract date and are measured at fair value, both initially and in subsequent revaluations. The Group applies hedge accounting for derivatives and the fair value is measured within Level 2, according to the definition in IFRS 7.

The part of the change in fair value of the hedging instrument that is determined to be 'effective' is recognised in Other comprehensive income. The part of the value change that is not considered to be an effective hedge is recognised in financial income/expense. If the effect of the revaluation of the hedging instrument exceeds the effect of the revaluation of the hedged item during the same time period, the excess part is recognised in profit or loss.

If the hedge accounting ceases, the cumulative gain or loss on the hedging instrument remains. If the forecast transaction is no longer expected to occur, the cumulative gain or loss on the hedging instrument is immediately recognised in profit or loss.

#### **Share capital**

Ordinary shares are classified as equity. Transaction costs directly attributable to the issue of new shares or options are recognised (net of tax) in equity as a deduction from the issue proceeds.

## **Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs. Borrowings are subsequently recognised at amortised cost and any difference between the proceeds (net of transaction costs) and the nominal amount is recognised in profit or loss over the maturity of the loan using the effective interest method. Liabilities are classified as current liabilities unless Dustin has an unconditional right to defer payment of the liability for at least 12 months after the balance sheet date.

#### **Accounts payable**

Accounts payable are initially recognised at fair value and are subsequently recognised at amortised cost using the effective interest method.

### **Income taxes**

Dustin's total income tax charge consists of current and deferred tax. Income tax is recognised in profit or loss, except when the underlying transaction is recognised in other comprehensive income or directly in equity, in which case the related tax effect is recognised in other comprehensive income or directly in equity.

Current tax is the tax payable or refundable for the current year, using enacted or essentially enacted tax rates at the balance sheet date, including adjustment of current tax attributable to previous periods.

According to the balance sheet method, deferred tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, if the deferred tax arises from a transaction constituting the initial reporting of an asset or liability that is not a business combination and affects neither accounting nor taxable profit during the time of the transaction, it is not recognised. Deferred tax is calculated using the tax rates and tax regulations that have been decided or announced at year-end. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available for offsetting the temporary differences.

Untaxed reserves include deferred tax. In the consolidated financial statement, untaxed reserves are divided between deferred tax liability and equity.

### **Employee benefits**

#### **Defined contribution plans**

Defined contribution plans are plans under which the company's obligations are limited to the payment of fixed contributions. The Group only has defined contribution pension plans. A defined contribution plan is a pension plan under which the Group pays fixed contributions into an external legal entity. Dustin has no legal or informal obligations to pay further contributions should the fund not have sufficient assets to pay all employee benefits relating to employee service in current and prior periods. For defined contribution plans, Dustin pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The contributions are recognised as expenses for employee benefits when the amounts become due for payment. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments accrues to Dustin.

#### **Termination benefits**

Termination benefits are payable if employment is terminated before the normal retirement date or in cases where an employee accepts voluntary retirement from employment in exchange for such benefits. Dustin recognises a cost for termination benefits only when the Group is demonstrably committed to either terminate employment according to a detailed formal plan without possibility of withdrawal or to provide termination benefits as a result



of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months from the balance sheet date are discounted to present value.

#### Share-based benefits

A small number of managers has been allotted warrants at market value; accordingly, no personnel expense arose. Dustin's warrants are not subject to IFRS 2 because the price of the warrants matched the market value at the time of subscription and it was therefore not a benefit.

## **Provisions**

A provision is recognised in the Statement of Financial Position when Dustin has an existing legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and when a reliable estimate of the amount can be made. If the effect of the time value of money is material, provisions are calculated by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

#### **Contingent liabilities**

A contingent liability exists when there is a possible obligation depending on whether some uncertain future event occurs or when there is an existing obligation for which payment is not probable or the amount cannot be measured reliably. A provision need be recognised if and only if a present obligation (legal or constructive) has arisen as a result of a past event (the obligating event), the payment is probable (more likely than not) and the amount can be estimated reliably.

#### **FINANCIAL RISK**

The financial risks identified for the Group are foreign exchange risk, credit risk, liquidity risk and interest rate risk. Responsibility for the Group's financial transactions and risks is managed centrally by Dustin AB's finance department in cooperation with the operating units. The overall aim of the finance department is to provide a cost-effective financing and to minimise negative effects from market fluctuations that can impact the Group profit. The Group's finance policy for managing financial risk has been prepared by the Board and provides a framework of rules and guidelines regarding risk mandates and limits for financial activities.

### Foreign exchange risk

The foreign exchange risk is the risk that foreign exchange rates will negatively impact profit or loss, the balance sheet and cash flow. The risk is split into transaction differences and translation differences.

The transactions differences are limited since the Group mainly operates on the Scandinavian market. Purchases are mainly done in local currencies. Since the risk is considered limited, transactions in foreign currencies are normally not hedged. The translation differences involve exposure of the net assets of the foreign entities in Denmark, Finland and Norway. Hedging is currently not applied for translation differences.

#### **Credit risk**

Credit and counterparty risk refers to the risk that the counterparty to a transaction fails to meet its obligations, thereby resulting in a loss for the Group. The Group has established procedures to ensure that sales of products are made only to customers with good payment history. The Group's credit policy includes various credit limits, depending on the size and risk category, and requirements and procedures for doubtful debts. Credit is tested for all customers via a direct connection to credit reporting agencies. Private customers pay in cash or through credit. When private customers use credit, they are transferred to an external partner who bears the entire credit risk. The maximum credit risk exposure is the amount recognised in the balance sheet for each financial asset.

## **Liquidity risk**

The Group's liquidity risk pertains to the risk of not being able to reach agreements on external credit facilities and external bank loans. There is also a risk that the Group will be unable to finance the current and short-term payment obligations. The Group has adopted a finance policy that ensures short and long-term planning of cash flow. The current financing for the Group is based on external bank loans, which are subject to covenants that are reported to the banks. The covenants as per August 2014 had been fulfilled. The short and long-term borrowing is specified in the disclosures.

### **Interest rate risk**

The Group's interest rate risk pertains to the risk that material changes in market interest rates will affect the variable interest payable to external bank loans. Variable interest is hedged (interest rate swaps) and the Group applies hedge accounting. Interest rate swaps means that the Group agrees with other parties to exchange, at specified intervals (generally quarterly), the difference



between the fixed interest amount, according to fixed contract rates, and the variable interest amount, calculated on the contractual nominal amount. As of August 2014, the Group had external bank loans denominated win SEK, NOK and EUR and these are specified in the disclosures.

### **KEY ESTIMATES**

The preparation of financial statements requires management to make assumptions and estimates. These assumptions and estimates are based on historical experience and other factors considered for these key estimate areas. The identified key estimates are:

### **Impairment of assets**

The calculated recoverable amount of identified cash-generating units is based on a number of judgments and estimations. Changes in these could result in significant changes in the recoverable amount. The key parameters are the growth margin and the discount rate. The impairment tests for the current financial year did not indicate any need of impairment.

#### **Earn-out liability**

The earn-out liability includes supplementary purchase considerations for acquisitions of new entities. These earnouts are based on the future financial development of the acquired businesses. The actual earnings of the businesses could differ from the estimated outcome and result in deviations between the recognised liability and the actual payment. During the year, the estimated earn-out liability for Norsk Data Senter and IT-Hantverkarna had an impact of SEK 99 million on the statement of comprehensive income, which was reported as an item affecting comparability due to changes in the estimated outcome.

## NOTE 3 Net sales and operating income per segment and geographical market

11/12

Dustin's business is divided into two main segments, Business to Business (B2B) where Dustin Financial Services (DFS) is fully allocated and Business to Consumer (B2C).

#### **Segment summary** All amounts in SEK 13/14 12/13 thousands **Net Sales** 6 6 1 7 0 1 1 1 7 9 6 1 2 1

Total net sales	7,370,893	5,438,248	4,506,405
B2C	752,982	651,817	674,247
BZB	6,617,911	4,786,431	3,832,158

	,- ,	-,,	, ,
Segment results			
B2B, Segment results	553,210	424,115	416,726
B2B, Segment results, margin (%)	8.4%	8.9%	10.9%
B2C, Segment results	38,140	33,072	8,846
B2C, Segment results, margin (%)	5.1%	5.1%	1.3%
Central functions	-237,862	-203,085	-196,092
Sub – total	353,488	254,102	229,480
Tie in to operating income			
Items affecting comparability	1,128	-3,587	-8,192
Depreciation and amortisation intangible assets	-53,624	-53,341	-36,395
Operating income Dustin Group	300,992	197,174	184,893

	Koncernen				
	13/14	12/13	11/12		
Information of net sales per geographic market					
Sweden	4,057,298	3,558,071	3,421,758		
Denmark	1,255,229	952,236	861,316		
Finland	1,165,491	291,412	-		
Norway	892,875	636,529	223,331		
Total net sales	7,370,893	5,438,248	4,506,405		

## NOTE 4 Information of purchase and sales within the Group etc.

<b>-</b> 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Parent Company					
The largest group to which the company belongs to (Dustin Group AB with subsidiaries)	13/14	12/13	11/12			
Purchases	0.0%	0.0%	0.0%			
Sales	100.0%	100.0%	100.0%			

## NOTE 5 Auditor's remuneration and expenses

	Group			Parent Company		
	13/14	12/13	11/12	13/14	12/13	11/12
Ernst & Young AB						
Remuneration for audit assignment	2,299	1,547	1,714	632	588	314
Audit business outside the audit assignment	453	628	326	-	-	-
Tax consultancy	198	6	113	198	-	-
Other services	-	2,300	-	-	-	-
Total	2,950	4,481	2,153	830	588	314

## NOTE 6 Lease agreements

## Operational lease agreements (Dustin as a lessee):

The Group's lease expense for the year amount 45 540 TSEK (7 578 and 2 193). Future lease expenses amount to:

	13/14	12/13	11/12
Within 1 year	33,660	15,673	3,857
Year 2	16,266	7,174	1,482
Year 3	7,545	2,099	924
After 3 years	3,975	384	552
Total	61,446	25,330	6,815

Dustin Group leases IT-equipment, office-equipment and cars as operating leases-agreements. Maturity of leasing agreements is usually 36 months, with an option to renew. No contracts require extension. When the leases expire, the Group has the option to purchase the equipment at prevailing market prices. There are index clauses in the leases.

## Financial lease agreements (Dustin as a lessor):

The Group enters into financial lease agreements with customers through the subsidiary Dustin Financial Services AB.

The provision for doubtful trade receivables regarding leasing amounts to 2,289 TSEK (820 and 675).

	13/14	12/13	11/12
Non-current receivables			
Gross financial leasing	181,844	145,089	56,484
Unearned financial income	-16,459	-14,402	-4,293
Total	165,385	130,687	52,191
Current receivables			
Gross financial leasing	57,425	3,582	52,331
Unearned financial income	-5,198	-356	-5,829
Total	52,227	3,226	46,502
Gross investment in financial leasing is distri	ibuted as follows:		
Within 1 year	57,424	3,582	52,331
Between 1-5 years	181,844	145,089	56,484
More than 5 years	-	-	-
Total	239,268	148,671	108,815
Net investment in financial leasing is distrib	uted as follows:		
Within 1 year	52,227	3,226	46,502
Between 1-5 years	165,385	130,687	52,191
More than 5 years	-	-	-
Total	217,612	133,913	98,693

## NOTE 7 Employees, employee benefits expense and renumeration to Senior management

	13/14		212/13		11/12	
Average number of full-time employees	Numbers of employees	Numbers of men	Numbers of employees	Numbers of men	Numbers of employees	Numbers of men
Parent Company	-	-	-	-	-	-
Subsidiary						
Sweden	580	451	576	449	357	246
Norway	155	133	161	138	1	1
Finland	70	53	63	48	-	-
Denmark	105	96	90	82	82	79
Total in subsidiaries	910	733	890	717	440	326
Total in the Group	910	733	890	717	440	326

		Group		Pa	rent Company	
Distribution of board members and Senior  Management team at the balance sheet date	14-08-31	13-08-31	12-08-31	14-08-31	13-08-31	12-08-31
Women:						
Board members	1	-	2	1	-	2
Other members of Senior						
Management, including CEO	1	1	-	-	-	-
Men:						
Board members	5	4	4	5	4	4
Other members of Senior						
Management, including CEO	9	8	4	1	1	1
Total	16	13	10	7	5	7



Employee benefits expense	13/14	12/13	11/12
Wages salaries and other remunerations			
Board, CEO and management team	24,197	17,948	11,808
whereof bonus	7,483	2,449	6,049
Social security costs	9,439	5,409	3,274
whereof pensions	2,920	2,496	742
Other employees	457,746	321,872	184,258
whereof bonus	14,602	7,943	1,654
Social security costs	133,425	88,685	51,534
whereof pensions	28,575	16,105	10,504
Total			
Wages salaries and other remunerations	481,943	339,820	196,066
whereof bonus	22, 085	10,392	7,703
Social security costs	142,864	94,094	54,808
whereof pensions	31,495	18,601	11,246
	13/14	12/13	11/12
Renumeration for the Board of Directors	Annual fee	Annual fee	Annual fee
Fredrik Cappelen	750	750	750
Cecilia Eriksson	-	-	250
Tomas Franzén	250	-	-
Mattias Miksche	250	250	250
Maija Strandberg	250	-	-

				Pension	
Remuneration and benefits for CEO	Year	Gross salary*	Bonuses	expenses	Total
Georgi Ganev	13/14	3,110	1,380	471	4,961
Georgi Ganev	12/13	3,380	423	481	4,284
Georgi Ganev	11/12	258	1,500	-	1,758
Per Eriksson	11/12	1,506	3,255	218	4,979

 $<sup>{}^*\!</sup> These \ amounts \ include \ holiday \ pay \ supplement, \ car \ compensation, \ daily \ allowance \ in \ TSEK:$ 

13/14 110 12/13 380 11/12 514

Remuneration and benefits to	Pension				
Senior Management Team	Year	Gross salary*	Bonuses	expenses	Total
Senior Management Team	13/14	12,104	5,680	2,449	20,233
Senior Management Team	12/13	11,056	2,449	2,015	15,520
Senior Management Team	11/12	2,745	1,294	524	4,563

 $<sup>{}^*\!</sup>T\!hese\ amounts\ include\ holiday\ pay\ supplement,\ car\ compensation,\ daily\ allowance\ and\ lunch\ benefit\ totalling\ TSEK:$ 

13/14 2,820 12/13 1,337 11/12 105 0 TSEK (0) of the Parent Company's pension expenses relates to the board and CEO of the Group.

471 TSEK (481) of the Group's pension expenses relates to the board and CEO of the Group.

Georgi Ganev has a six-month notice of termination on his own initiative and twelve months termination from the Company. Salary and pension are payable during the termination time. Upon notice by the Company, bonus and/or other incentives are only payable to such extent they have been accrued at the date that Georgi Ganev is released from his duties. Upon notice from Georgi Ganev, bonus and/or other incentives are only payable up to the end of the calendar year preceding the notice.

Member of Senior Management have a six-month notice of termination on his/her own initiative and six-month termination from the Company. Salary and pension are payable during the termination time. Upon notice by the Company, bonus and/or other

incentives are only payable to such extent they have been accrued at the date that the member is released from his/her duties. Upon notice from the member, bonus and/or other incentives are only payable up to the end of the calendar year preceding the notice.

Dustin's CEO, selected members of Board of Directors, members of Senior Management and certain present and former officers of the Group have been given an opportunity to iinvest on incentive program, where about 35 people are currently participating. This program offered an investment in a combination of shares and warrants, where each warrant gives the opportunity to subscribe to one new share, depending on the company's value development. Maturity of the options extends to at least to 2015 and at most until 2017. All warrants have been issued at market price.

A part of the Parent Company's costs for salaries, other benefits and social securities contributions are included under other external costs, since the chairman invoices his fees.

#### NOTE 8 Interest income and other financial items

	Group		Pare	nt Company		
	13/14	12/13	11/12	13/14	12/13	11/12
Bank interest	309	1,916	1,636	14	7	16
Other receivable-related items	1,793	-	-	9	-	-
Net income by sale of securities	-	8	-	-	-	-
Interest derivative	-	4	918	-	4	624
Total	2,102	1,928	2,554	23	11	640

0 TSEK (0) of the Parent Company's interest income and other financial items consist of income from other Group companies.

#### NOTE 9 Interest expense and other financial items

_	Group			Par	ent Company	
	13/14	12/13	11/12	13/14	12/13	11/12
Bank interest	60,967	53,359	21,822	45,617	37,681	16,871
Subordinated shareholder liabilities and other long-term liabilities	40,859	41,065	45,526	40,859	41,065	45,526
Interest derivative	5,098	1,544	149	3,978	1,148	-
Exchange rate loss/profit on liabilities	9,979	18,952	-129	2,197	2,707	-
Profit(loss) from sales of participations in group companies	-	104	-	-	-	-
Other liability-related items	1,302	10	140	2	-	6
Total	118,205	115,034	67,508	92,653	82,601	62,403

55,460 TSEK (49,479) of the Group's interest expenses represents paid interest. 0 TSEK (0) of the Parent Company's interest expense and other financial items consist of income from other Group companies.



# NOTE 10 Appropriations

	Pai	Parent Company			
	13/14	12/13	11/12		
Group contribution received	87,545	86,158	64,023		
Total	87,545	86,158	64,023		

## NOTE 11 Income taxes

_	Group			Parent Company		
	13/14	12/13	11/12	13/14	12/13	11/12
Following components are included in the						
tax expense:						
Tax due to changes in tax assessment	-1,056	-	-8	-55	-	-
Current tax	-36,003	-33,208	-46,189	-	-	-
Deferred tax	15,900	26,472	11,372	1,909	-	-
Income taxes	-21,159	-6,736	-34,825	1,854	-	-
Income after financial items	184,889	84,068	119,939	-9,152	-37	-
Reconciliation of the effective tax rate						
Tax according to current tax rate	-40,676	-22,110	-31,544	2,013	10	-
Tax effect of:						
Non-deductible expenses	-1,918	-1,848	-424	-78	-	-
Non taxable income	21,805	116	-262	-	1	-
Standardized income of tax allocation reserve	-347	-292	-505	-26	-22	-
Adjustment of tax for previous years and others	2,690	-1,779	-2,573	-55	-	-
Difference in tax rate between Parent Company and subsidiaries	-2,713	1,342	413	-	-	-
Changed tax rate	-	17,835	70	-	11	-
Income taxes	-21,159	-6,736	-34,825	1,854	-	-

## NOTE 12 Intangible assets – Capitalized IT-development expenditure

_	Group			
	14-08-31	13-08-31	12-08-31	
Cost of acquisition, opening balance	29,996	21,929	18,781	
Purchases	2,597	1,032	-	
Acquisition of businesses	-	7,054	3,158	
Disposals	-1,520	-	-	
Exchange difference	120	-19	-10	
Cost of acquisition, closing balance	31,193	29,996	21,929	
Amortization, opening balance	-18,258	-11,056	-8,076	
Acquisition of businesses	-	-3,676	-	
Disposals	1,706	-	-	
Amortization of the year according to plan	-5,029	-3,535	-2,983	
Exchange difference	-142	9	3	
Amortization according to plan, closing balance	-21,723	-18,258	-11,056	
Carrying amount, closing balance	9,470	11,738	10,873	

Purchases over the year relates to the acquired companies' software. Investments in development of a new business intelligence tools, and development of the search engine on the home page were made during previous year. Previous investments relate to applications for mobile phones, CRM (Customer Relationship Management) and financial systems.

## NOTE 13 Customer contracts

_	Group			
	14-08-31	13-08-31	12-08-31	
Cost of acquisition, opening balance	262,591	64,696	64,696	
Acquisition of businesses	-	197,895	-	
Final PPA adjustments	11,760	-	-	
Acquisition cost, closing balance	274,351	262,591	64,696	
Amortization according to plan, opening balance	-88,878	-48,920	-42,699	
Amortization of the year according to plan	-47,865	-39,958	-6,256	
Amortization according to plan, closing balance	-136,743	-88,878	-48,955	
Translation difference	9,218	3,922	35	
Carrying amount, closing balance	146,826	177,635	15,776	



## NOTE 14 Brands

_	Group			
	14-08-31	13-08-31	12-08-31	
Cost of acquisition, opening balance	318,325	313,933	312,000	
Acquisition of businesses	-	4,392	1,933	
Acquisition cost, closing balance	318,325	318,325	313,933	
Amortization according to plan, opening balance	-4,637	<u>-</u>	-	
Acquisition	-	-4,637	-	
Amortization of the year according to plan	-364	-	-	
Amortization according to plan, closing balance	-5,001	-4,637	_	
Carrying amount, closing balance	313,324	313,688	313,933	

Brands refer to Dustin's brand (312 MSEK) and other acquired brands related to IT-Hantverkarna (1 MSEK). The brand Dustin has a carrying value of MSEK 312 million and was acquired in 2006. This brand has been assigned an indefinite life because the brand Dustin is well established and it is difficult to estimate when it stops generating revenues. All intangible assets with indefinite useful lives are tested at least each year to ensure that the value does not deviate negatively from the current carrying value. Individual assets can be tested more frequently if there are indications of impairment. The recoverable amounts of the cash generating units have been determined by using value in use. The brand is part of the cash-generating unit "Dustin AB", see Note 16 Goodwill.

## NOTE 15 Licences

_	Group		
	14-08-31	13-08-31	12-08-31
Cost of acquisition, opening balance	190,242	189,840	191,401
Purchases	-	77	-
Disposals	-	-	-808
Exchange difference	414	325	-753
Cost of acquisition, closing balance	190,656	190,242	189,840
Amortocation according to plan, opening balance	-189,518	-180,018	-154,448
Disposals	-	-	808
Amortization of the year according to plan	-467	-9,203	-27,040
Exchange difference	-399	-297	662
Amortization according to plan, closing balance	-190,384	-189,518	-180,018
Carrying amount, closing balance	272	724	9,822

#### NOTE 16 Goodwill

	Group		
	14-08-31	13-08-31	12-08-31
Cost of acquisition, opening balance	1,582,737	1,144,364	1,110,446
Acquisition of businesses	-	428,465	55,588
Change in earn-out	60,000	-	-
Final PPA adjustments	-8,951	-	-
Translation difference	26,920	9,908	-21,670
Carrying amount, closing balance	1,660,706	1,582,737	1,144,364

The goodwill in Dustin Group is mostly related to acquisitions of new entities. Goodwill is allocated to cash-generating units. The cash-generating units is equal to a separate entity within

the Dustin Group except for the goodwill related to the License business which is included in Dustin AB. The recoverable amount of the cash-generating units is based on value in use.

Cash generating unit (MSEK)	14-08-31	13-08-31	12-08-31
Dustin AB	872	812	754
Licens	126	126	126
Dustin A/S	250	237	204
IT-Hantverkarna	91	94	60
Norsk Data Senter	177	168	-
Businessforum	145	145	-
	1,661	1,582	1,144

The test of impairment is done on a yearly basis or when indications of potential write-downs are identified. When calculating the value in use of the cash-generating units, a discount rate of 10.5–12.3 % (9) after tax was used as specified below. At this year's impairment test, the estimated value exceeded the carrying value and no impairment has been recorded. The underlying estimates when calculating the value in use of the cash-generating units are based on management's cash flow forecasts for a period of 5 years. Cash flow for the ensuing years have been extrapolated by using a growth assumption of 2.5–3.0 %. The main assumptions that the management has used in the calculations of forecasts of future cash flows are estimated market growth, the cash-generating units expected market shares, the development of product margins and personnel costs. The estimated market has been based on external industry estimates. Market share development, product margin and personnel costs have been assessed based on previous experience.

A sensitivity analysis was performed on the used growth assumption and discount rate. The analysis covered a calculation were the discount rate was increased with 0–2 % and the growth assumption were decreased with 0–5 %. The analysis resulted in no potential write-down.

## Discount rate before tax, %

Cash generating unit	14-08-31	13-08-31	12-08-31
Dustin AB	11.0	9.0	9.0
Licens	10.5	9.0	9.0
Dustin A/S	10.5	9.0	9.0
IT-Hantverkarna	10.5	-	-
Norsk Data Senter	10.5	-	-
Businessforum	12.3	-	_



## NOTE 17 Intangible asset – Capitalised due to integrated IT-platform

	Group		
	14-08-31	13-08-31	12-08-31
Cost of acquisition, opening balance	88,584	49,752	14,035
Investments during the year	23,080	38,832	35,717
Write-downs	-23,617	-	-
Carrying amount, closing balance	88,047	88,584	49,752

Capitalised IT-development includes cost related to the new integrated IT-platform launched September 1, 2014. During 2013/2014 management has made new estimates of capitalised IT-expenditures. Historically Dustin Group has capitalised almost all IT-development as intangible assets. In 2013/14 the Company has written down 24 MSEK not related to the long term integrated IT-plattform.

## NOTE 18 Cost of improvements on external property

_		Group	
	14-08-31	13-08-31	12-08-31
Cost of acquisition, opening balance	22,433	20,758	21,371
Purchase	807	176	108
Acquisition of businesses	-	1,618	63
Disposals	-182	-	-
Exchange differences	209	-119	-112
Reclassifications	-	-	-672
Acquisition values, closing balance	23,267	22,433	20,758
Depreciation, opening balance	-15,784	-12,141	-9,701
Disposals	219	-	-
Acquisition of businesses	-	-555	-
Exchange differences	-101	59	102
Reclassifications	-	-	672
Depreciation of the year according to plan	-1,837	-3,147	-3,214
Depreciation, closing balance	-17,503	-15,784	-12,141
Carrying amount, closing balance	5,764	6,649	8,617



# NOTE 19 Equipment

_	Group			Parent Company			
	14-08-31	13-08-31	12-08-31	14-08-31	13-08-31	12-08-31	
Cost of acquisition, opening balance	51,679	30,150	31,843	65	65	65	
Purchase	4,879	3,207	2,118	-	-	-	
Acquisition of businesses	-	17,896	274	-	-	-	
Disposals	-3,884	-	-3,978	-	-	-	
Reclassifications	-	-	-	-	-	-	
Exchange differences	1,128	426	-107	-	-	-	
Acquisition values, closing balance	53,802	51,679	30,150	65	65	65	
Depreciation according to plan, opening balance	-36,657	-21,992	-22,107	-65	-65	-55	
Disposals	3,218	-	3,982	-	-	-	
Acquisition of businesses	-	-9,481	-				
Reclassifications	-	350	-	-	-	-	
Depreciation of the year according to plan	-6,962	-5,219	-3,917	-	-	-10	
Exchange differences	-787	-315	50	-	-	-	
Depreciation according to plan, closing balance	-41,188	-36,657	-21,992	-65	-65	-65	
Carrying amount, closing balance	12,614	15,022	8,158	0	0	0	

## **NOTE 20** Participations in Group Companies

				Pa	Parent Company		
				14-08-31	13-08-31	12-08-31	
Cost of acquisition, opening balance				1,161,663	1,096,663	1,096,663	
Additional earn-out				60,000	65,000	-	
Cost of acquisition, closing balance				1,221,663	1,161,663	1,096,663	
Company name		Nr of shares	Share of eq. %	Carrying value	Carrying value	Carrying value	
Dustin AB		25,000,000	100%	1,211,563	1,151,563	1,086,563	
Dustin Financial Services AB		1,000	100%	10,100	10,100	10,100	
Total				1,221,663	1,161,663	1,096,663	
Company name	Corp. ld. Nr	Domicile	Equity	Net income			
Dustin AB	556237-8785	Stockholm	287,257	50,913			
Dustin Financial Services AB	556740-9726	Stockholm	35,004	13,644			



## NOTE 21 Trade receivables

	Group			Parent Company		
	14-08-31	13-08-31	12-08-31	14-08-31	13-08-31	12-08-31
Gross trade receivables	693,711	619,774	317,974	-	-	-
Provision for doubtful receivables	-4,521	-6,467	-2,220	-	-	-
Carrying amount	689.190	613.307	315.754	_	_	_

The Group	14-08	3-31	13-08-31		12-08-31	
Aging structure of outstanding trade receivables	Trade receivables	(of which prov.)	Trade receivables	(of which prov.)	Trade receivables	(of which prov.)
Invoices, not matured	553,264	-	538,617	-	279,542	-
Aging up to 10 days	102,476	-	42,221	-	18,186	-
Aging from 10 up to 20 days	8,134	-	7,890	-	4,880	-
Aging from 20 up to 30 days	7,099	-	4,285	-	4,002	-
Aging from 30 up to 90 days	16,621	-642	18,516	-4,855	8,345	-1,991
Aging from 90 up to 180 days	1,321	-1,755	1,472	-989	663	-211
Aging more than 180 days	275	-2,124	306	-623	138	-18
Total	689,190	-4,521	613,307	-6,467	315,756	-2,220

		Group		Parent Company			
Changes in the provision							
for doubtful receivables	14-08-31	13-08-31	12-08-31	14-08-31	13-08-31	12-08-31	
Opening balance	6,467	2,220	1,750	-	-	-	
Provision for doubtful receivables	1,657	7,152	2,220	-	-	-	
Receivables written off during the year	-2,019	-2,175	-4,440	-	-	-	
Reversal of bad debt loss over the year	-1,640	-730	2,690	-	-	-	
Exchange rate difference	56	-	-	-	-	-	
Closing balance	4,521	6,467	2,220	=	-	-	

Because of the short-term nature of trade receivables, the carrying value is considered as consistent with the actual value. The same applies for other receivables, prepayments and accrued income. Thus, this is the maximum exposure. The company's receivables consist of SEK 51 % (51 and 79), DDK 15% (15 and 18), EUR 19% (16 and 0) and NOK 16% (18 and 3).

Dustin AB leaves approximately 80 % of all Swedish trade receivable as pledge for utilization of bank credit.

The Company receives regular credit reports on all corporate customers. Dustin does not offer credit to private customers.

## NOTE 22 Prepaid expenses and accrued income

_	Group			Parent Company		
	14-08-31	13-08-31	12-08-31	14-08-31	13-08-31	12-08-31
Rent	2,889	4,396	2,927	-	-	-
Interest	212	40	48	-	-	-
Market contributions	32,456	21,955	19,490	-	-	-
Credit notes and rebates from suppliers	33,517	23,572	16,284	-	-	-
Prepaid market expenses	2,909	1,722	-	-	-	-
Prepaid leasing rents	11,554	14,567	-	-	-	-
Other prepaid expenses and accrued income	27,611	17,429	14,322	-	181	960
Total	111.148	83.681	53.071	_	181	960



## NOTE 23 Untaxed reserves

	Pa	Parent Company			
	14-08-31	13-08-31	12-08-31		
Tax allocation reserve 2009	7,793	7,793	7,793		
Total	7,793	7,793	7,793		

## NOTE 24 Deferred tax, the Group

	Other non- current assets	Appropria- tions	Deferred tax liabili- ty financial instru- ments	Subtotal tax liability	Other non-cur- rent assets	Deferred tax asset, loss carry forward	Subtotal tax asset	Total deferred Tax
Opening balance 2011-09-01	87,561	35,390	304	123,255	-	-	-	123,255
Recorded in consolidated								
income statement	-2,469	-3,480	-	-5,949	4790	633	5,423	-11,372
Reported in other compre-								
hensive income	-	-	-298	-298	-	-	-	-298
Closing balance 2012-08-31	85,092	31,910	6	117,008	4,790	633	5,423	111,585
Opening balance 2012-09-01	85,092	31,910	6	117,008	4,790	633	5,423	111,585
Recorded in consolidated								
income statement	-25,386	1,910	-	-23,476	3 629	-633	2,996	-26,472
Recorded in consolidated statement of financial position	54,944	-	-	54,944	-	-	_	54,944
Recorded in other compre-								
hensive income	-	-	150	150	-	-	-	150
Closing balance 2013-08-31	114,650	33,820	156	148,626	8,419	-	8,419	140,207
Opening balance 2013-09-01	114,650	33,820	156	148,626	8,419	-	8,419	140,207
Recorded in consolidated								
income statement	-13,106	6,048	-	-7,058	4 142	4,700	8,842	-15,900
Recorded in consolidated statement of financial position	2,478	-	-	2,478	-	-	-	2,478
Recorded in other compre-								
hensive income	-	-	-2,711	-2,711	-	-	-	-2,711
Closing balance 2014-08-31	104,022	39,868	-2,555	141,335	12,561	4,700	17,261	124,074

Provision for deferred tax is reported in full as a non-current liability. The Parent Company has a deferred tax asset amounting to 1,909

Dustin has loss carry-forward of 24,871 (4,363) in the Group and 8,678 TSEK (43) in the Parent Company.

There are 1,186 unreported deferred tax assets in the Group and no unreported tax assets in the Parent Company.

Recorded deferred tax assets are expected to be utilized within 1–3 years.



# NOTE 25 Maturity in liabilities

		Maturity	Maturity	Maturity	Maturity
2014-08-31	Total amount	within 1 year	within 1-2 years	within 3-5 years	after 5 years
Liabilities to credit institutions	1,216,970	192,386	288,335	736,249	-
Subordinated shareholder borrowings	203,227	-	-	203,227	-
Other non-current liabilities	241,023	-	-	241,023	-
Deferred borrowing expenses	-30,031	-7,066	-14,133	-8,832	-
Provisions for pensions and similar					
obligations	642	642	-	-	-
Advance payments from customers	91	91	-	-	-
Trade payables	772,234	772,234	-	-	-
Current tax liabilities	-	-	-	-	-
Other liabilities	96,356	96,356	-	-	-
Acquisition related liabilities	89,252	89,252	-	-	-
Accrued expenses and deferred income	161,758	161,758	-	-	-
Total	2,751,522	1,305,653	274,202	1,171,667	-

2013-08-31	Total amount	Maturity within 1 year	Maturity within 1-2 years	Maturity within 3-5 years	Maturity after 5 years
Liabilities to credit institutions	1,119,207	193,331	173,716	752,160	-
Subordinated shareholder borrowings	188,192	-	-	188,192	-
Other non-current liabilities	215,199	-	-	215,199	-
Deferred borrowing expenses	-38,928	-9,159	-18,319	-11,450	-
Provisions for pensions and similar					
obligations	742	742	-	-	-
Advance payments from customers	3,739	3,739	-	-	-
Trade payables	631,646	631,646	-	-	-
Current tax liabilities	40,559	40,559	-	-	-
Other liabilities	49,527	49,527	-	-	-
Acquisition related liabilities	223,847	223,847	-	-	-
Accrued expenses and deferred income	101,698	101,698	-	-	-
Total	2,535,428	1,235,930	155,397	1,144,101	-

2012-08-31	Total amount	Maturity within 1 year	Maturity within 1-2 years	Maturity within 3-5 years	Maturity after 5 years
Liabilities to credit institutions	467,257	89,819	377,438	-	-
Subordinated shareholder borrowings	336,684	-	336,684	-	-
Other long-term liabilities	192,142*	-	192,142		
Deferred borrowing expenses	-3,350	-2,010	-1,340	-	-
Advance payments from customers	6,051	6,051	-	-	-
Trade payables	471,891	471,891	-	-	-
Current tax liabilities	52,479	52,479	-	-	-
Other liabilities	15,275	15,275	-	-	-
Acquisition related liabilities	15,000	15,000	-	-	-
Accrued expenses and deferred income	63,950	63,950	-	-	-
Total	1,617,380	712,455	904,925	-	-

 $<sup>^{*}</sup>$  A reclassification has been made compared with the previous year in respect of shareholder loans.



## **Parent Company**

2014-08-31	Total amount	Maturity within 1 year	Maturity within 1-2 years	Maturity within 3-5 years	Maturity after 5 years
Liabilities to credit institutions	722,719	91,324	182,648	448,747	-
Subordinated shareholder borrowings	203,227	-	-	203,227	-
Other non-current liabilities	241,023	-	-	241,023	-
Deferred borrowing expenses	-29,694	-6,987	-13,973	-8,734	-
Other liabilities	189	189	-	-	-
Acquisition related liabilities	60,000	60,000	-	-	-
Accrued expenses and deferred income	939	939	-	-	-
Total	1,198,403	145,465	168,675	884,263	-

2013-08-31	Total amount	Maturity within 1 year	Maturity within 1-2 years	Maturity within 3-5 years	Maturity after 5 years
Liabilities to credit institutions	667,589	71,619	143,238	452,732	-
Subordinated shareholder borrowings	188,192	-	-	188,192	-
Other non-current liabilities	215,199	-	-	215,199	-
Deferred borrowing expenses	-38,543	-9,069	-18,138	-11,336	-
Trade payables	435	435	-	-	-
Other liabilities	620	620	-	-	-
Accrued expenses and deferred income	848	848	-	-	-
Total	1.034.340	64 453	125,100	844.787	-

2012-08-31	Total amount	Maturity within 1 year	Maturity within 1-2 years	Maturity within 3-5 years	Maturity after 5 years
Liabilities to credit institutions	320,000	-	320,000	-	-
Subordinated shareholder borrowings	336,687	-	336,687	-	-
Other long term liabilities	192,142*	-	192,142		
Deferred borrowing expenses	-3,350	-2,010	-1,340	-	-
Trade payables	1,530	1,530	-	-	-
Other liabilities	48	48	-	-	-
Accrued expenses and deferred income	890	890	-	-	-
Total	847,945	458	847,487	-	-

 $<sup>^{\</sup>ast}$  A reclassification has been made compared with the previous year in respect of shareholder loans.

Group and Parent Company	Interest terms	Interest period
Bank loan SEK	Stibor + interest margin 3.00-4.25%	3 years
Bank loan EUR	Euribor + interest margin 3.25-4.00%	3 years
Bank loan NOK	Nibor + interest margin 3.00-4.25%	3 years
Subordinated shareholder loans	Payment-In-Kind interest 8% and 12%	3 years

In order to hedge the Group's cash flow interest rate risk, Dustin has entered into interest rate swaps, whereby variable interest rate is converted into fixed interest rate. The swaps matures in May 2016 and August 2016. Borrowing is in SEK, NOK and EUR.



## NOTE 26 Financial instruments by category

2014-08-31	Financial assets and liabilities	Derivatives used for hedging	Total	Fair value
Assets in the Balance Sheet				
Trade receivables and other receivables	692,658	-	692,658	692,658
Cash and cash equivalents	133,607	-	133,607	133,607
Total assets	826,265	-	826,265	826,265
Liabilities in the Balance Sheet				
Borrowings	1,631,189	-	1,631,189	1,779,485
Derivates	-	11,616	11,616	11,616
Trade payables	772,234	-	772,234	772,234
Other current liabilities	173,992	-	173,992	173,992
Total liabilities	2,577,415	11,616	2,589,031	2,737,327
2013-08-31	Financial assets and liabilities	Derivatives used for hedging	Total	Fair value
Assets in the Balance Sheet				
Trade receivables and other receivables	614,380	-	614,380	614,380
Derivates	-	708	708	708
Cash and cash equivalents	2,419	-	2,419	2,419
Total assets	616,799	708	617,507	617,507
Liabilities in the Balance Sheet				
Borrowings	1,483,002	-	1,483,002	1,625,977
Trade payables	631,646	-	631,646	631,646
Other current liabilities	273,374	-	273,374	273,374
Total liabilities	2,388,022		2,388,022	2,530,997
	Financial assets	Derivatives used		
2012-08-31	and liabilities	for hedging	Total	Fair value
Assets in the Balance Sheet				
Trade receivables and other receivables	315,754	-	315,754	315,754
Derivates	-	19	19	19
Cash and cash equivalents	59,436	-	59,436	59,436
Total assets	375,190	19	375,209	375,209
Liabilities in the Balance Sheet				
Borrowings	992,734	-	992,734	1,009,112
Trade payables	471,891	-	471,891	471,891
Other current liabilities	30,275		30,275	30,275
Total liabilities	1,494,900	-	1,494,900	1,511,278

## Calculation of fair value

Fair value for financial assets and liabilities are considered to approximate fair value except for external loans to current and former shareholders with a fixed interest rate.

#### Derivatives

Derivative instruments are designated as hedging instruments for external bank loans. The Group is applying hedge accounting on derivatives and the fair value is measured at fair value within level 2 according to the definition in IFRS 7.

## Long- and short term loans

The interest rate for bank loans is variable and the book value of these loans is therefore concluded to be close to fair value hence no fair value adjustment is done. The interest rate for loans to current and former shareholders is fixed and fair value calculation as per balance sheet day is done. The fair value calculation is done based on current market rate of interest until the day of duration according to the loan agreements.



## Additional purchase price (Earn-outs)

Calculation of earn-outs are done based on the parameters in the agreements. As for the earn-out related to IT-Hantverkarna the actual payment of the earn-out liability was done in September

2014 hence the actual amount of the debt was known. Regarding the earn-out related to Dustin Group AB (60 MSEK) the calculation is done based on that all parameters in the agreement are fulfilled and the maximum liability is recorded.

## NOTE 27 Accrued expenses and deferred income

<u></u>	Group			Par	ent Company	
	14-08-31	13-08-31	12-08-31	14-08-31	13-08-31	12-08-31
Accrued wages and salaries and vacation pays	53,853	42,737	19,531	82	0	301
Accrued social security contributions	20,592	9,709	8,650	39	20	39
Payroll taxes	3,873	6,275	4,826	-	-	-
Accrued market contribution	2,139	2,520	1,101	-	-	-
Mails	4,297	632	4,652	-	-	-
Deferred rent income	2,622	3,349	3,511	-	-	-
Deferred other income	19,263	1,527	-	-	-	-
Interests	1,158	15,314	11,014	382	586	-
Accrued audit expenses	1,024	470	1,282	340	-	550
Accrued purchase of goods and services, Dustin Print	1,324	6,068	-	-	-	-
Accrued rebate to customer (Kammarkollegiet)	2,643	843	-	-	-	-
Integrated IT-platform	20,013	-	-	-	-	-
Loss provision	5,567	-	-	-	-	-
Other items	23,390	12,254	9,383	96	242	-
Total	161,758	101,698	63,950	939	848	890

## NOTE 28 Pledged assets and contingent liabilities

	Group			Pa		
	14-08-31	13-08-31	12-08-31	14-08-31	13-08-31	12-08-31
For loans and bank overdraft						
Chattel mortgage	96,300	96,300	75,750	-	-	-
Shares in subsidiaries	1,766,310	1,514,071	1,354,240	1,221,663	1,161,663	1,096,663
Other pledged assets						
Pledged trade receivables	249,759	278,052	227,420	-	-	-
Leveraged financial customer contracts	162,164	105,699	69,382	-	-	-
Total	2,274,533	1,994,122	1,726,792	1,221,663	1 161 663	1,096,663
Contingent liabilities						
General hedging of the Parent Company as a debtor	-	-	342,500	-	-	-
Total	-	-	342,500	-	-	-

The pledged trade receivables are used as collateral for a bank credit in Swedbank.



## NOTE 29 Items not included in cash flow

_	Group			Parent Company		
	14-08-31	13-08-31	12-08-31	14-08-31	13-08-31	12-08-31
Depreciation, amortisation and write-downs	85,027	62,367	43,534	-	-	10
Of which:						
Depreciation tangible assets	8,799	8,366	7,131	-	-	-
Depreciation intangible assets	53,624	53,341	36,395	-	-	-
Amortisation intangible assets — capitalised IT-development integrated IT-platform	23,617	-	-	-	-	-
Exchange differences	-1,013	660	8	-	-	-
Change in earn-outs liability	-99,035	-	-	-	-	-
Total	-14,008	62,367	43,534	-	-	10

## NOTE 30 Income tax paid in cash flow

		Group			Parent Company		
	13/14	12/13	11/12	13/14	12/13	11/12	
Paid tax	76,481	30,729	26,672	60	-4	-342	

## NOTE 31 Cash flow from lease portfolio, Financial Services

	Group			
Investments	13/14	12/13	11/12	
Acquisitions of lease receivables	-178,710	-144,438	-87,641	
Amortization	95,504	108,846	52,530	
Total	-83,206	-35,592	-35,111	
Financing	13/14	12/13	11/12	
New borrowings	-174,204	-157,900	-105,082	
Repayment of instalment	122,063	121,634	77,902	
Total	-52,141	-36,266	-27,180	

## NOTE 32 Acquisition of businesses

No acquisition of businesses have been made during this fiscal year. Additional purchase price, which was contingent by the development in the acquired companies that were acquired 2012/2013 and 2011/2011, amounting to 99 MSEK was paid during the fiscal year. Net dissolvement of earn-out amounting to 39 MSEK, of which 60 MSEK affecting goodwill and remaning 99 MSEK has been reported in the result.

Change in Earn-out liability	2013/2014
Opening balance	223,847
Acquisitions	-
Payments	-99,088
Change in valuation	-39,035
Translation differences	3,528
Closing balance	89,252

## Acquisitions 2012/2013

During fiscal year 2013/2014 the purchase price allocation for Businessforum Oy and IT-Hantverkarna Uppsala AB has been settled. This has resulted in a decrease in goodwill related to the acquisition of Businessforum Oy of 8,020 TSEK allocated to customer contracts and deferred tax and a decrease of goodwill related to the acquisition of IT-Hantverkarna Uppsala of 1,741 TSEK allocated to customer contracts and deferred tax.



## NOTE 33 Share capital and other contributed capital

	Number of shares (thousands)	Share capital	New share issue in progress	Other contributed capital	Total
At 31 August 2011	143,081	143,081	-	84,639	227,720
New share issue in progress	-	-	3,013	10,237	13,250
At 31 August 2012	143,081	143,081	3,013	94,876	240,970
New share issue	18,151	18,151	-3,013	50,236	65,374
At 31 August 2013	161,232	161,232	0	145,112	306,344
New share issue	369	369	-	1,881	2,250
At 31 August 2014	161,601	161,601	-	146,993	308,594

Total number of shares in thousands are 161,601 shares (161,232 and 143,081) with a quota value of 1 SEK per share (1 SEK per share). All issued shares are fully paid.

During the period the parent company has issued 368,973 numbers of shares to new shareholders, which increased equity with 2 MSEK. In connection 1,106,919 numbers of warrants has also been issued.

## NOTE 34 Related party transactions

#### **Transactions with former**

and current shareholders	14-08-31	13-08-31	12-08-31
Long-term and short-term borrowing	-209,808	-209,808	-312,133
Accumulated capitalized interest	-234,442	-193,583	-216,693
Net Sales to related party	-	-	-
Finance costs to related party	-40,859	-41,065	-45,526

#### Transactions with related vendors and customers

Dustin has transactions with vendors and customers, which has been defined as related party. These transactions are normal business transactions and the amounts are not significant.

## NOTE 35 Acquisition related liabilities

Acquisition related liabilities	14-08-31	13-08-31	12-08-31
Opening balance	223,847	15,000	-
Payments	-99,088	-76,555	-
Earn-out liabilities acquisitions of new entities	-	285,402	15,000
Change in valuation reported in the balance sheet	60,000	-	-
Change in valuation reported in the income statement	-99 035	-	-
Exchange differences	3 528	-	
Closing balance	89,252	223,847	15,000

## NOTE 36 Expenses by nature

	14-08-31	13-08-31	12-08-31
Cost of sales - purhase costs	6,171,101	4,564,314	3,894,022
Salary	624,384	433,914	250,874
Depreciation and amortization	62,252	65,699	43,410
Other	229,631	188,145	123,859
Total cost of sales and selling and administration costs	7,087,368	5,252,072	4,312,165



# NOTE 37 Items affecting comparability

	14-08-31	13-08-31	12-08-31
Acquisition related costs	-10,007	-3,587	-2,362
Cost of Implementation of integrated IT-platform	-87,900	-	-1,039
Dissolvement of earn-out liability	99,035	-	-
Other	-	-	-4,791
Total	1,128	-3,587	-8,192

## NOTE 38 Financial services – Liabilities to credit institutions

	14-08-31	13-08-31	12-08-31
Long- and short-term liabilities to			
credit institutions	147,422	95,080	59,015

## Stockholm December 10, 2014

Fredrik Cappelen Chairman	Tomas Franzén	Stefan Linder
Mattias Miksche	Petter Samlin	Maija Strandberg
	Georgi Ganev CEO	

Our audit report was submitted on December 10, 2014 Ernst & Young AB

Hamish Mabon Authorized Public Accountant



# **Auditor's report**

## To the annual meeting of the shareholders of Dustin Group AB, corporate identity number 556703-3062

#### Report on the annual accounts and consolidated accounts

We have audited the annual accounts and consolidated accounts of Dustin Group AB for the year 2013-09-01—2014-08-31.

#### Responsibilities of the Board of Directors and the Managing Director for the annual accounts and consolidated accounts

The Board of Directors and the Managing Director are responsible for the preparation and fair presentation of these annual accounts in accordance with the Annual Accounts Act and of the consolidated accounts in accordance with International Financial Reporting Standards, as adopted by the EU, and the Annual Accounts Act, and for such internal control as the Board of Directors and the Managing Director determine is necessary to enable the preparation of annual accounts and consolidated accounts that are free from material misstatement, whether due to fraud or error.

#### Auditor's responsibility

Our responsibility is to express an opinion on these annual accounts and consolidated accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing and generally accepted auditing standards in Sweden. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts and consolidated accounts are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts and consolidated accounts. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the annual accounts and consolidated accounts, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the annual accounts and consolidated accounts 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors and the Managing Director, as well as evaluating the overall presentation of the annual accounts and consolidated accounts. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

#### **Opinions**

In our opinion, the annual accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the parent company as of 31 August 2014 and of its financial performance and its cash flows for the year then ended in accordance with the Annual Accounts Act. The consolidated accounts have been prepared in accordance with the Annual Accounts Act and present fairly, in all material respects, the financial position of the group as of 31 August 2014 and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the EU, and the Annual Accounts Act.

The statutory administration report is consistent with the other parts of the annual accounts and consolidated accounts.

We therefore recommend that the annual meeting of shareholders adopt the income statement and balance sheet for the parent company and the consolidated income statement and consolidated statement of financial position for the group.

#### Report on other legal and regulatory requirements

In addition to our audit of the annual accounts and consolidated accounts, we have also audited the proposed appropriations of the company's profit or loss and the administration of the Board of Directors and the Managing Director of Dustin Group AB for the financial year 2013-09-01—2014-08-31.

#### Responsibilities of the Board of Directors and the Managing Director

The Board of Directors is responsible for the proposal for appropriations of the company's profit or loss, and the Board of Directors and the Managing Director are responsible for administration under the Companies Act.

#### Auditor's responsibility

Our responsibility is to express an opinion with reasonable assurance on the proposed appropriations of the company's profit or loss and on the administration based on our audit. We conducted the audit in accordance with generally accepted auditing standards in Sweden.

As a basis for our opinion on the Board of Directors' proposed appropriations of the company's profit or loss, we examined whether the proposal is in accordance with the Companies Act. As a basis for our opinion concerning discharge from liability, in addition to our audit of the annual accounts and consolidated accounts, we examined significant decisions, actions taken and circumstances of the company in order to determine whether any member of the Board of Directors or the Managing Director is liable to the company. We also examined whether any member of the Board of Directors or the Managing Director has, in any other way, acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association.

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

#### **Opinions**

We recommend to the annual meeting of shareholders that the profit be appropriated in accordance with the proposal in the statutory administration report and that the members of the Board of Directors and the Managing Director be discharged from liability for the financial year.

Stockholm, December 10, 2014

Ernst & Young AB

Hamish Mabon Authorized Public Accountant



# **Definitions**

#### Compound Annual Growth Rate (CAGR):

Annual Growth Rate during a certain time period.

## Cash flow from operating activities:

Cash flow from operating activities, after changes in working capital.

#### Cash flow from operating activities per

**share:** Cash flow from operating activities as a percentage of the average number of shares outstanding.

Central function: Includes all non-allocated central expenses, including depreciation.

Earnings per share: Earnings per share are net income divided by the average number of issued shares during the period.

Gross margin: Gross results as a percentage of net sales.

**Net working capital:** Total current assets less cash and cash equivalents, current financial lease assets and current noninterest-bearing liabilities.

Net debt: Long-term interest-bearing liabilities plus current interest-bearing liabilities and acquisition-related liabilities less shareholder loans, cash and cash equivalents, as well as financial lease

Return on equity: Net income for the year as a percentage of average equity.

Segment reporting B2B: Pertains to all sales to companies and organisations.

Segment reporting B2C: Pertains to all sales to consumers.

Segment result: Includes net sales less all allocated costs exclusive depreciation related to each segment.

**Segments result:** Operating profit (EBIT) exclude items affecting comparability and amortisation/depreciation of intangible assets.

