WE KEEP OUR CUSTOMERS

ONE STEP AHEAD

ANNUAL REPORT 2012

VISMA

CONTENT

2006

Revenue
NOK 2 305 616

Employees
2 512

2005

Revenue
NOK 1 906 614

Employees
2 347

2004

Revenue
NOK 1 665 578

Employees
2 097

2003

Revenue
NOK 1 340 364

Employees
1 758

2002

Revenue
NOK 1 151 840

Employees
1 749

2001

Revenue
NOK 831 299

Employees
1 570

2012

Revenue
NOK 5 748 523

Employees
5 385

2011

Revenue
NOK 5 141 908

Employees
4 501

2010

Revenue
NOK 4 167 689

Employees
4 442

2009

Revenue
NOK 3 381 357

Employees
3 758

2008

Revenue
NOK 3 045 613

Employees
3 092

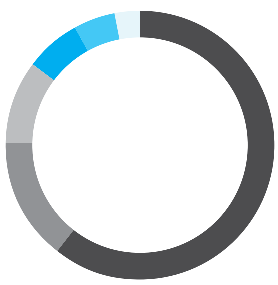
2007

Revenue
NOK 2 723 213

Employees
2 843

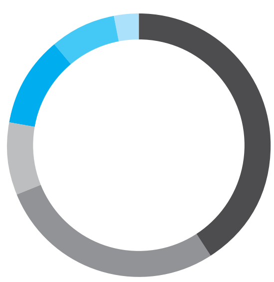
KEY FIGURES

PROFIT BY SEGMENT



Software	62%
BPO Accounting & Payroll	15%
Commerce Solutions	10%
Retail	7%
Consulting	5%
Hosting	3%

REVENUE BY SEGMENT



Software	41%
BPO Accounting & Payroll	28%
Commerce Solutions	9%
Retail	11%
Consulting	8%
Hosting	3%

KEY FIGURES

(NOK 1 000)	**2012 IFRS**	**2011 IFRS**	**2010 IFRS**	**2009 IFRS**	**2008 IFRS**
Operating revenues	5 748 523	5 141 908	4 167 689	3 381 357	3 045 613
Growth	12%	23%	23%	11%	12%
EBITDA	1 114 343	934 104	815 103	684 179	555 395
Profit/(loss) after minority interests	414 264	307 519	374 405	275 370	297 027
Total assets	7 820 090	7 570 315	5 663 295	4 071 409	3 996 833
Current liabilities	1 770 997	1 884 110	1 328 543	1 071 555	1 384 773
Long-term liabilities	4 570 500	4 412 101	3 164 445	2 029 640	2 061 191
Equity	1 478 592	1 274 104	1 170 307	970 213	550 869

2012 AND BEYOND BY THE GROUP CEO

After major acquisitions in 2011, 2012 was a year of consolidation. Revenue increased by 11.8%. EBITDA improved by 19.3% and net cash flow from operations improved by 29.6%. The largest acquisitions in 2012 were DI Systemer in Norway and Agda Lön in Sweden. Through these acquisitions, Visma further consolidated its market of ERP for accounting offices in Norway and payroll solutions in Sweden.

At the end of 2012, Visma had more than 320 000 business customers and more than 5 300 employees. While 2010 and 2011 showed a strong rebound from the financial crisis, developments in 2012 were much more cautious as the financial markets, especially in Southern Europe, struggled with recession.

2012 was a year of limited economic growth in the markets in which Visma is active. The sovereign debt issues in Europe continued for most of the year, but Visma still saw stable demand for its products and services throughout the year. However, trends are more positive at the beginning of 2013. The need to increase productivity means that companies will continue to invest in modern software solutions.

We also saw that more companies considered outsourcing accounting and payroll functions to reduce costs and make their expenses more variable. The value proposition of Visma is to make our customers competitive through their more efficient administrative and business processes.

Visma introduced the Visma.net ERP system in 2012. This is a 100% web-based ERP system delivered as SaaS (Software as a Service). Visma.net is a solution that will cover the market from medium-sized enterprises to larger enterprises and will be Visma's main product offering as ERP as other software solutions are moving to the Internet. Visma saw strong growth in SaaS and this type of revenue grew by 38.7% in 2012.

Visma's revenues increased by 11.8% in 2012 and EBITDA improved by 19.3% compared to the previous year. The EBITDA margin of 19.4% was higher than 2011 (18.2%). The margin expansion is explained by successful integration of Mamut and Netvisor, strategic acquisitions of 2011. Visma has a strong focus on cash flow and at 29.6% growth this developed much faster than both revenue and EBITDA.

> ***"The value proposition of Visma is to make our customers competitive through their more efficient administrative and business processes.***

An explanation for the fast growth in cash flow is an increasing component of recurring revenue from SaaS and maintenance agreements on software licences. While revenue is recognised over 12 months going forward, the cash is up front. Especially with increasing SaaS revenue, the strong cash-flow trend is expected to continue.

This healthy performance is partly explained by the well diversified business of Visma, with more than 320 000 companies/organisations as its customers. This includes small and large enterprises, customers in private, non-profit and government organisations, and customers in any key vertical segments like retail. Visma supplies must-have products of high quality at relatively low cost. Visma´s vision is cost-effectively to provide Nordic CFOs with all the productivity-enhancing tools and services that are important to their business.

Visma concentrates its operations to the Scandinavian and Dutch markets. This focus has made it possible to achieve strong market positions, high brand awareness, operational efficiencies and competitiveness. Visma´s ambition is to be the national and regional leader in its product categories in order to achieve a local scale that also results in competitive advantage versus global competitors. Rather than over-extending and spreading resources too thin, Visma tries to be the strongest and most profitable supplier in the few markets in which we operate.

There are still a multitude of growth opportunities, and the current market size allows for at least a doubling of Visma.

Investments in product development and innovation are key success factors for Visma. Willingness to invest in these areas will continue. Visma has maintained development at high levels throughout 2012, and R&D spend was 13.7% of the Software Division's revenue. Visma launched several new product families in 2012, particularly within SaaS.

In 2012, Visma concentrated strongly on customer satisfaction and implemented a group-wide NPS (Net Promoter Score) programme. With this programme, Visma attempts to ask all its customers at least once a year about the likelihood of their recommending Visma to others. Through this research, Visma learns what customers appreciate and what they disapprove of, and Visma takes corrective action based on this knowledge.

Visma has as only one of two Scandinavian companies become a member of the NPS forum, a US-based organisation promoting NPS and customer satisfaction. Visma's mission is to help Northern European companies and government bodies maintain their competitive edge through the automation of administrative processes. Even with higher labour costs and a high tax level, Northern European companies have achieved world-class productivity through their investments in modern ERP, HRM and CRM solutions. Particularly the Norwegian cost level puts a great deal of pressure on Norwegian non-oil-related businesses.

In addition to increased automation of administrative tasks, there will be fast acceleration towards off-shoring of many tasks. To be able to deliver competitively priced products and services Visma is building up off-shoring centres in Romania, Poland and Lithuania.

After a year of consolidation, 2013 will be a year of renewed focus on growth – both organic and through acquisitions – and further launch of SaaS offerings.

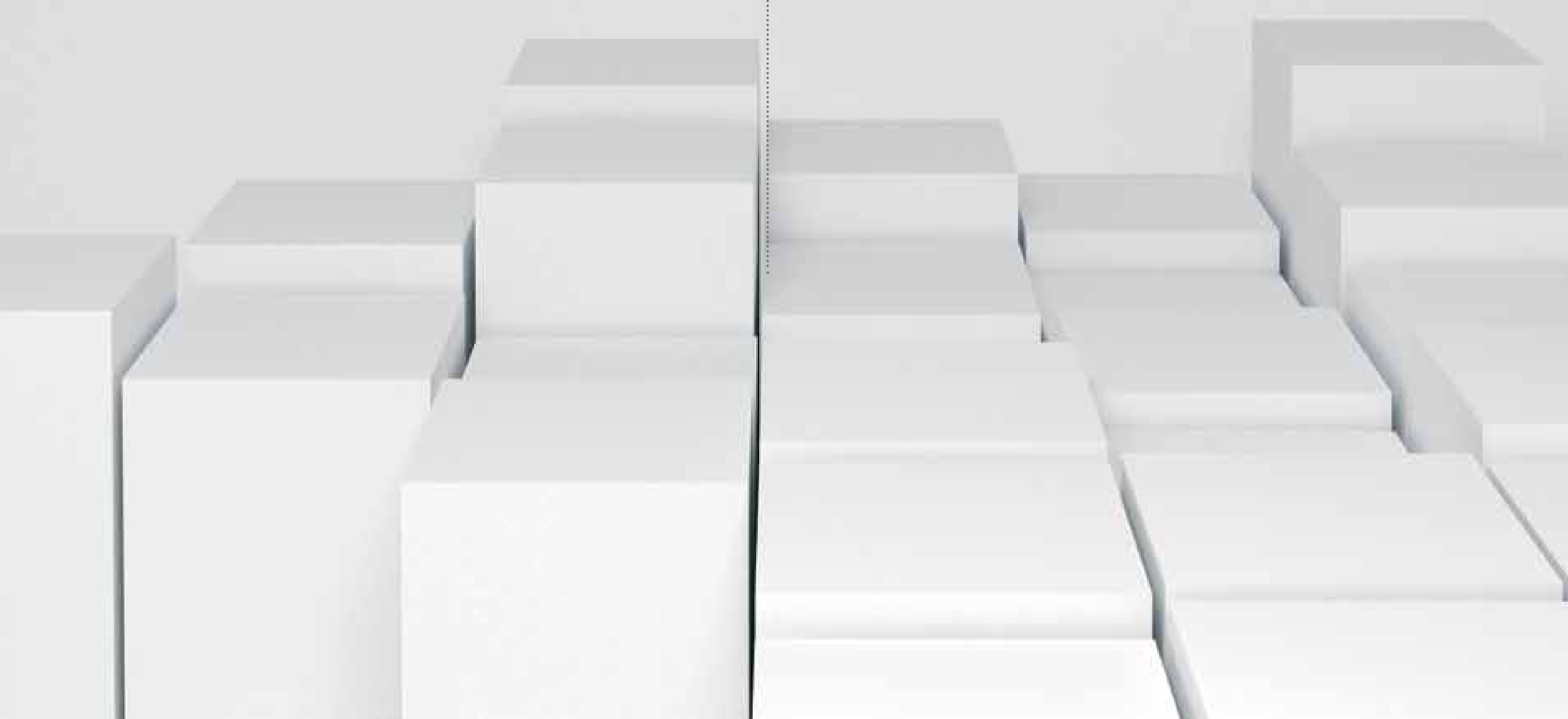
The economies in which Visma operates are in relatively good health, and Visma will act on growth opportunities while simultaneously controlling costs. Customer satisfaction and retention, as well as acquisition of new customers, will be main themes for Visma in 2013.

Øystein Moan

CEO
Visma

INCREASED PRODUCTIVITY MEANS INVESTING IN MODERN SOLUTIONS

- LARGE ENTERPRISES
- SMALL AND MEDIUM ENTERPRISES
- SMALL BUSINESSES AND START-UPS
- PUBLIC SECTOR
- RETAIL
- ACCOUNTING PRACTICES



STAYING ONE STEP AHEAD OF THE COMPETITION

Providing solutions that keep our customers one step ahead of their competition. In optimising for efficiency the goal posts are constantly being moved. There will always be parts of an operation that can be performed more efficiently – or automated altogether. In a highly innovative field, what is best practice today may well be outdated tomorrow.

At Visma, this is what drives us. We live for providing solutions and services that are of such high quality that they turn our customers' business and administrative processes into competitive advantages. That means offering world-leading solutions today, as well as tapping into the possibilities of the technology of tomorrow.

Pursuing efficiency at a crucial time for businesses in Northern Europe

Despite operating in a healthy macro-economic environment, efficiency is more important than ever for businesses in Northern Europe. The uncompromising challenges of the emerging markets are pushing local businesses to finding new ways of getting more out of their resources. For companies operating in a high-cost and highly regulated market, and with a shortage of specialised labour, it is crucial to level the playing field with robust and efficient business processes.

Providing a competitive edge through stellar business and administrative processes

Regardless of industry and sector, there are certain business processes that every enterprise needs to carry out: accounting, HRM, payroll, receivables management, procurement, CRM, project management. These may be detached from the core business, but nonetheless require substantial resources, be it hours, manpower or expertise. Whoever has the most efficient business and administrative processes will not only cut overheads, but also be in a position to further strengthen its core business and leave its competitors behind.

> ***"Our focus on environmental and social responsibility comes down to making our own contribution as well as doing***

With 'improved efficiency' as the lowest common denominator, Visma offers a wide range of mission-critical and value-adding solutions to enterprises of all sizes, including retail businesses, accounting firms, and institutions and organisations in the public sector. Whether efficiency is achieved through outsourcing, automation of entire processes, or IT systems supporting unique business processes, Visma is at the technological forefront and offers turnkey solutions like no other provider in the region.

Empowering enterprises with new technology and world-leading solutions

In developing new solutions, Visma relies on the expertise of both financial professionals and software engineers. This has proved to be a major strength. Involving actual end users from the get-go has allowed us to achieve efficient and user-friendly solutions built to handle the strain and demands of real-life business environments. At Visma, we realised early on that the future of business solutions and services lay in the cloud. Over the years we have therefore dedicated an increasing amount of resources to developing cloud solutions to benefit all our business areas. This endeavour culminated in 2012 with the launch of Visma.net; a complete, cloud-based business solutions including full-scale financial services. With Visma.net as a launching platform, 2013 will be marked by a range of new and exciting cloud services from Visma.

With our customers' success as a strategic objective

As market leaders, we continuously work to strengthen our offering – be it through mergers and acquisitions, or through innovation-driven organic growth. We streamline and automate ever larger processes, and we create solutions for more and more aspects of our customers' operations. Essentially, by keeping our customers a step ahead of their competition, we ensure that we are staying one step ahead of ours.

BRINGING AGILITY AND EFFICIENCY TO LARGE ENTERPRISES

On a larger scale, the effect of Visma's solutions becomes even greater. In 2012, the difficult financial climate in Europe took a strong foothold. Despite glimmers of optimism, large enterprises in Northern Europe will face most of the same challenges in 2013, leaving businesses relying on export particularly vulnerable.

Large enterprises are looking at their business processes, organisational setup, and business solutions to identify areas that can be streamlined and to enhance their competitiveness.

Reducing the resources required for business and administrative processes

Visma offers large enterprises a strong portfolio of services and software solutions to streamline end-to-end processes within the business. With Visma, large enterprises are given freedom of choice and are able to build their own service combinations from a vast range of offerings.

Value-adding outsourcing services

Businesses are able to outsource their accounting and payroll activities to our locally based experts. In addition to the advantages of our core services, Visma customers using our accounting and payroll services benefit from future-oriented solutions and business-savvy consultants helping them develop their business and improve their competitiveness.

> *“Visma provides the services and solutions large enterprise CFOs require to develop, improve and shape their enterprises ahead of the opportunities and challenges of tomorrow.*

World-leading software solutions

Enterprises opting to perform their financial tasks in-house are able to take advantage of Visma's leading solutions. In 2012, Visma launched Visma.net, a complete cloud-based business system. In doing so, Visma opened up the cloud to large enterprises that are looking to reap those benefits of the cloud that were previously reserved for smaller businesses. In 2013, even very large enterprises are able to enjoy the flexibility, scalability, and agility that the cloud offers.

IT solutions supporting unique business processes

In addition to supplying the tools and solutions that large enterprises require to grow and develop, Visma also supports the backbone of the business – the IT solutions that underpin the business processes. Our IT Consultants prioritise fully understanding and advising customers about the IT solutions that best support their business – either through investment in new solutions or by creating enhanced integration between existing IT solutions. This is yet another area in which smart solutions will improve the efficiency and performance of both business and employee.

Automating the receivables management process

For large enterprises there are vast margins and profit gains to be achieved through streamlining and automating business and administrative processes. Cost control, cost reduction, increased efficiency – these are all key factors for improved competitiveness. Invoicing and debt collection is an area of huge potential for large enterprises. Visma handles the entire process – from invoice

distribution and first-line customer care to dunning and debt collection. Visma customers run the whole process from their ERP system. Bank integration ensures that accounts are always up to date. Sending a claim to debt collection is literarily done by the touch of a button, radically improving a company's workflow. Non-strategic purchases with pre-negotiated deals combined with internal purchasing and approval systems is yet another area where Visma helps large enterprises slash overheads and bolster their bottom lines.

Full range retail software and infrastructure through a single point of contact

Several of the Nordic region's largest and most successful retail chains run Visma solutions. With a single source of master data and fully integrated solutions for both headquarter and stores, large retailers achieve an automated flow of information and accounting data throughout their value chains. Headquarters receive operational data in real-time, and customers enjoy state of the art shopping experiences based on modern technology.

All in all, Visma provides the services and solutions large enterprise CFOs require in their endeavours to develop, improve, and shape their enterprises ahead of the opportunities and challenges of tomorrow. With a single point of contact for a whole host of services and solutions, Visma is one of only a few companies that are able to cover every need of a large enterprise.

Visma is more than just a supplier to large enterprises. We are a partner for the long haul, a partner to develop and grow alongside. Because, much like our customers, Visma is continuously moving forward to stay one step ahead.

VISMA'S SERVICES AND SOFTWARE SOLUTIONS FOR LARGE ENTERPRISES

- Accounting services
- Payroll services
- Workflow consultancy
- IT project delivery
- System development and integration
- Application management
- Tailored IT solutions for BPM, document flow and mobile
- ERP and financial systems
- Supply and logistics software
- HRM and payroll administration systems
- Invoicing, dunning, and debt collection services
- Procurement administration and notification
- Non-strategic cooperative procurement
- Web hosting
- Communication and collaboration tools
- Training and staffing

PROVIDING SMEs WITH A COMPETITIVE EDGE

Visma offers SMEs the services and solutions that keep them one step ahead of their competitors. In a market where uncertainties and instabilities affect how companies purchase their business solutions and services, Visma's size, stability, and continuous focus on efficiency-enhancing innovations have been greatly rewarded.

Visma has a comprehensive offering for Small and Medium sized Enterprise's; from accounting services, payroll services, staffing, and training to solutions for ERP, CRM, invoicing, debt collection, and procurement.

A business process outsourcing partner that adds value

Visma is one of the Nordic region's largest providers of accounting and payroll services. Our local presence, in-depth knowledge of local trade and industry, and an unwavering emphasis on customer care have positioned Visma as a value-adding partner, rather than merely a service provider. The basis of Visma's success as a business process outsourcer is our consistently high-quality service performance coupled with prices that leave our customers in no doubt that they are receiving true value for their investment. In 2013, Visma will launch a brand-new cloud-based collaboration tool to enhance the customer experience even further.

With Visma's software solutions, SMEs are finally able to take their business to the cloud

With the introduction of cloud technology, the low-end market became increasingly fragmented, with many new players entering the marketplace. Visma's resounding response to this is Visma.net. Launched in the summer of 2012, Visma.net is one of very few solutions worldwide that offers SMEs a complete cloud-based business solution. With a state-of-the-art financials cloud service at its core, Visma.net opens up a world of possibilities for both Visma and our customers. Acknowledging that the transition to a cloud-based business model is a complex process for SMEs, Visma offers solutions that can be viewed as evolutionary rather than revolutionary, with most of our cloud-based services being compatible with our locally installed business software solutions.

Visma is renowned for offering SMEs a complete set of business software solutions. From full-scale ERP systems, award-winning CRM systems, and payroll administration systems to project management software, business intelligence services, and reporting and analysis software. In 2013, Visma will continue to supplement the Visma.net portfolio with similar services, creating high customer value through a complete and fully integrated business solution in the cloud.

Commercial processes are the core of all business

Purchasing, invoicing, collection, debt recovery – these processes are vital, but can tie up resources and reduce cash flow. Visma has invested heavily in developing solutions that allow SMEs to manage the entire cycle of accounts receivable in one automated flow, with real-time updates of customer payments in their ledgers. Visma customers are able to dispatch their own reminders, or outsource this function along with debt collection, all from within their Visma ERP system, with no manual transfer of files.

Through its cloud-based services for procurement management and notification, Visma has provided the Nordic region's largest marketplace for procurers and suppliers in both the public and private sectors – and with Visma's solutions for non-strategic procurement and administrative purchases, SMEs across the Nordic region are able to save both time and money with a range of pre-negotiated deals.

Providing SME retail businesses with leading solutions and a single point of contact

SMEs with retail outlets benefit from Visma's wide range of in-store and HQ solutions. As the Nordic region's leading provider of both retail and business solutions, Visma serves as a single point of contact for SMEs wanting to achieve synergies and seamless solutions for all aspects of their operations.

In conclusion, Visma is a major player in the Nordic region's SME market with an extensive range of business software, services, and cloud solutions. In a troubled market, small and medium enterprises seek stable partners. Visma's innovative solutions coupled with its strong standing in the market over time has made the company a preferred partner to businesses looking to put distance between themselves and their competition – both locally and globally.

VISMA'S BUSINESS SOFTWARE, SERVICES, AND CLOUD SOLUTIONS FOR SMEs

- Accounting
- Payroll
- Financial consultancy
- ERP and financial systems
- CRM
- Invoicing, dunning and debt collection services
- HRM and payroll administration systems
- Solutions for artisans and other industries
- Project management
- Procurement administration and notification
- Non-strategic and administrative purchases
- Training and staffing
- Retail software and infrastructure, full range

PROVIDING LEVERAGE TO SMALL BUSINESSES AND START-UPS

Visma offers a complete range of flexible services and solutions – to help businesses thrive. For small businesses to succeed in high-cost markets, they require solutions that keep down the non-billable side of their business. However, operating in high-cost markets like the Scandinavian, Dutch and British markets also has its benefits.

Rules and regulations may be plentiful, and taxes high, but the social safety net lowers the risk of starting up a new business. For the Scandinavian countries, the Netherlands, and the United Kingdom small businesses are vital to the economy as they contribute jobs, innovation, tax revenue, and financial growth.

A genuine need for efficient business services and solutions

Small businesses rarely have the luxury of in-house financial expertise. Consequently, entrepreneurs and small business owners oftentimes have to perform the non-billable, administrative tasks on top of managing projects, providing customer care, and initiating new sales efforts. With tight margins and little room for overheads, there is a genuine need for efficient and predictable tools.
Visma offers small businesses a whole eco system of services and software solutions to allow them to perform administrative and managerial tasks efficiently, meet government requirements and regulations, grow their business, and improve their business processes.

The needs of small businesses and start-ups are varied and plentiful, and Visma has solutions to cover most of them. For instance, small business owners requiring help with bookkeeping are able to outsource this task to our accountants, perform the task themselves with our accounting software, or opt for a hybrid solution.

Providing value-adding outsourcing services to small businesses

Visma's accountants and payroll professionals provide small businesses and start-ups with the expertise and assistance they normally cannot afford in-house. Running a small business involves many challenges – but Visma's financial advisors have the experience and know-how to get small businesses over the hurdles and help them prosper. With more than 2 000 local accountants and assistance available 24 hours a day, seven days a week, Visma's services are highly valued by small businesses across the region. In 2012, Visma launched an online accountancy service in the micro market. Using Visma cloud solutions for invoicing, bookkeeping, sending receipts, and accessing reports, customers themselves decide how much of the bookkeeping they want to perform in-house. Their online accountant does the rest, providing expertise, advice, and assistance. This business model has allowed Visma to offer a high-quality service at competitive prices. Consequently, Visma's online accountancy service has had a great reception in the micro market and is an area in which we expect great results in the coming years.

Visma's software portfolio covers all aspects of running a small business

Accounting, payroll, CRM, logistics, project management, and billing – all these are available either as installed software or as cloud services. Our solutions for small businesses are easy to use and accessible on a subscription basis with terms to fit any customer requirements, free of hidden, or additional costs.

The Visma small business offering meets the unique localised requirements of companies with 1-10 employees. By offering a guaranteed response from a convenient local point of contact, we ensure that the customer has access to professional advice at all times. Also, in Visma's billing and accounting software, Visma's debt collection service is always just a click away to ensure that cash flow remains steady and intact.

Levelling the playing field with efficient commercial solutions
Acquiring new customers is crucial for any enterprise, yet small businesses risk being muscled out by competitors with more resources. Visma's solutions for procurement and notification in the public and private sectors make the process of locating and

winning new contracts more efficient and less resource intensive. Small business owners also achieve economy of scale advantages through Visma's pre-negotiated agreements for non-strategic purchases, such as travel, office supplies, telecoms, and staffing.

Supplying small business with scalable retail solutions
Small retailers are able to achieve value-adding integrations and synergies when they run Visma retail solutions. Existing Visma customers with a retail operation will benefit from a single point of contact and compatible systems and services. For retailers venturing online, Visma's solutions for web shops, web domains, homepages, e-mail, and hosting provide an ideal setup and a solid basis for successful e-commerce.

In short, Visma keeps small businesses, start-ups and private enterprises one step ahead of their competitors by providing business services and solutions that enable them to run their business more efficiently. With affordable high-quality services and flexible, easy-to-use software, Visma helps enterprises in the micro market spend less time on their administration and more time developing their business and projects.

VISMA OFFERS THE FOLLOWING SERVICES AND SOFTWARE SOLUTIONS TO THE MICRO SEGMENT

- Online accountancy service
- Accounting and payroll services
- Financial and business consultancy
- Accounting and invoicing software
- CRM and project management software
- Logistics management software
- Retail software and infrastructure, full range
- Web hosting, communication and collaboration solutions

SOLUTIONS HELPING THE PUBLIC SECTOR MEET THE CHALLENGES OF TOMORROW

Visma provides the public sector with solutions for improving work processes, reducing superfluous bureaucracy, and simplifying collaboration.

No one born after 1993 in the Nordic region, the Netherlands or the United Kingdom has experienced a world without the Internet. To this generation, mobile phones and tablets are as natural and essential as electricity. They have grown up using digital solutions and are accustomed to perform everyday tasks online – and their expectation of public services is no exception.

Visma provides solutions for streamlining administrative processes, work processes, and procurement in the public sector. Our services, IT solutions, and software cover all the needs of modern-day public sector institutions, including ICT, financial planning, resource allocation, procurement, HRM, and software applications for professionals in healthcare, education, and administration.

IT solutions enabling the public sector to provide high-quality public services

The last decade has seen an explosive increase in information. Robust and efficient ICT systems are vital to handling and making sense of all these data. For large amounts of data, on-hand database management tools and traditional data processing applications are not sufficient.

Visma's IT Consultancy creates systems and infrastructure that enable public sector institutions to capture, curate, store, search, share, analyse, and visualise large amounts of information derived from large data sets. Handling large amounts of data is especially important – and challenging – in the public sector where information exchange between multiple public bodies is required and where much of the information is of a sensitive nature.

When delivering IT solutions to the public sector, Visma's consultants provide both customised solutions and develop integration between IT systems. We specialise in automation, integration and self-service solutions, and our application management service ensures efficient maintenance and management of IT solutions.

Visma increases the efficiency of the public sector through automation of manual processes. Since workflows often take place between several components, integration is a prerequisite to automation. At the same time, self-service solutions for users of public services help ensure even fewer internal workflows, as external users are able to access the data themselves.

Providing the public sector with the benefits of new technology
These are truly exciting times for the public sector in the Nordic region. Cloud technology, mobile solutions, and service delivery through online communities are all areas where Visma is a key partner.

Municipalities and institutions are gradually shifting away from locally installed systems towards cloud solutions. New and innovative services are more easily deployed through the cloud. It also allows IT resources to be focused on accessibility, mobility, information architecture, and IT procurement rather than maintenance and support.

Professionals in the public sector today expect more from an application than its functionality. They want access to expert knowledge, networks, discussion forums, and the chance to influence the further development of the solutions. They expect IT solutions that provide socialising and integration with social media. Visma delivers on all these points and has a highly popular online community for the users of our solutions. Mobile solutions are pivotal for municipalities and institutions looking to improve the quality and efficiency of their services. Visma's expertise in integrating administrative

systems and professional mobile applications to secure the flow, processing, and acquisition of data are in high demand. Our leading solutions for healthcare, geriatric care, childcare, and schools constitute areas of great potential and priority for the company.

The Nordic region's largest provider of procurement services, administrative purchasing solutions, and debt collection

To improve efficiency and ensure that processes are performed in compliance with legal obligations, more and more governing bodies in the Nordic region are required to use specific digital solutions for invoicing, procurement, and purchasing. Visma provides solutions for tender management and the region's largest marketplace for public sector procurement. Our administrative purchasing solution is one of only two select solutions approved by the Swedish government – and we are now expanding into more countries. Visma's debt collection service closes the loop in our offering to the public sector to allow central and local government to perform all processes connected to tendering, procurement, invoicing and debt collection of government fees and taxes using Visma solutions. In short, Visma is a major player in the Nordic region's public sector. With the challenges of an aging population on the horizon, Visma strives to create solutions that enable public service providers to stay one step ahead and do more with less. With a strong focus on integration, automation and innovative technology, we equip professionals in the public sector with ICT, ERP solutions and software applications – and our solutions for tendering, procurement, and debt collection complete our offering to the public sector.

VISMA OFFERS THE FOLLOWING SERVICES AND SOFTWARE SOLUTIONS TO PUBLIC SECTOR

- ERP and HRM software for counties and municipalities
- Mobile and cloud solutions for schools and childcare
- Mobile and dataflow solutions within healthcare
- Community and social media integration
- IT solutions for large amounts of data
- IT project delivery
- System development and integration
- Application management
- Digital eGovernment and 24/7 Self Service
- Tailored IT solutions for BPM, document flow and mobile
- Tendering and procurement administration
- Invoicing, dunning and debt collection services

360° SOLUTIONS FOR RETAIL CHAINS AND STORES

In a highly competitive market, efficient solutions become a vital competitive advantage. Competition amongst retailers in the Nordic region is fierce. In their continuous battle for customers, retailers are always looking for new and better ways of keeping prices and overheads down while at the same time creating an enjoyable shopping experience.

It truly is a balancing act, and only the best manage to stay on top over time. Retailers are constantly on the lookout for new ways to improve – well aware that the solutions of today may be obsolete tomorrow.

To achieve both competitive pricing and a pleasant customer experience retailers require their processes to be finely tuned and supported by state of the art solutions.

With more than 25 years' experience and 10 000 stores running our solutions, Visma is by far the Nordic region's leading provider of solutions and services for retail chains and businesses. To our customers, the services and solutions we provide are mission-critical, and we go to great lengths to live up to the trust placed in us. From in-store solutions and systems for supply and logistics to business software and accounting, payroll, and debt collection services, retailers benefit from Visma's versatility. With the help of Visma's comprehensive range of core skills available through a single point of contact, retail businesses are able to achieve synergies and streamline end-to-end processes to boost efficiency, volume, and profitability.

IT solutions providing retailers with a competitive edge

With fully integrated point of sale terminals (POS), electronic shelf lables, self-service check-outs and more, Visma's retail IT solutions have everything retailers need to create an enjoyable and efficient shopping experience. Our mobile and handheld units allow employees and managers to spend more time on the shop floor while receiving goods, placing orders and checking prices and inventory – and with 24/7 on-site support, we make sure that downtime is kept to an absolute minimum. But what is perhaps even more important is what is not visible to customers. By automating the flow of information and accounting processes throughout the value chain, headquarters receive operational data updated in real-time. Visma's solutions also allow for automated logistics and supply chain management, which are essential for retailers in their pursuit of improved efficiency.

A state of the art retail suite powered by Visma business software
With Visma's complete business solutions – featuring full-scale solutions for ERP, CRM, supply and logistics – fully integrated with the retail system, retailers have a single-solution platform on which to run their entire retail operation. Transactions, prices, inventory, customer information, product information are all entered automatically into the ERP system, rendering double punching and manual data entry a thing of the past.

A key advantage Visma brings to retail businesses is the seamless

Integration between the business solutions for headquarters and the in-store retail systems. Reducing the entire operation's data sources to one single master data ensures stable, value-adding integrations of technologies and provides headquarters and top management with the data required to perform analyses and make sound decisions based on sales figures, earnings, margin evolvement, customer data, average spending, and sales trends.

Cutting costs and losses through professional debt collection services

As part of the Visma bundle, retailers are able to access our debt collection service with just the push of a button in their ERP system. Whereas individual stores previously had to handle debt collection from credit purchases manually, more and more of the major retail chains are now employing Visma to handle the entire process – from invoicing and reminders to collection. In 2012, the major chains in the Nordic region running Visma's retail IT solutions racked up more than a billion euro in outstanding credit card claims.

Providing retailers with outsourcing services and business insight

By outsourcing their accounting and payroll to Visma, retailers reduce the cost of in-house resources. Equally important to our retail customers are the value-adding services our business consultants provide. With Visma's accounting and payroll services, retailers gain access to valuable data and information about their operations. But for many it is not obvious how to optimise retail operations on the basis of the data acquired. This is where Visma's business advisors' know-how and wide experience come into their own. Through improved workflows and transaction processes, Visma assists retailers in becoming more efficient, and thus more competitive and profitable. Coupled with future-oriented collaboration tools and service provision of the highest standards in terms of accuracy and punctuality, Visma's outsourcing services add value to retailers, big and small, across the Nordic region.

In short, Visma provides retail businesses with a competitive edge. From independent corner stores to multinational retail chains, Visma provides solutions and services for retailers of all shapes and sizes. In fact, Visma's products and services for the retail sector have been developed in cooperation with leading retail chains and stores in the Nordic region over the past 25 years.

Retailers also benefit from Visma's extensive range of expertise. IT solutions automating processes, state of the art in-store solutions, and business software fully integrated with the retail system provide both headquarters and individual stores with the platform required to stay competitive. By adding Visma's accounting, payroll and debt collection services, retailers are able to streamline their operations across the board and gain the business insight they need to stay one step ahead of their competitors in the hunt for low prices and high customer value.

VISMA OFFERS RETAILERS THE FOLLOWING SERVICES AND SOFTWARE SOLUTIONS

- ERP integrated with retail data solutions
- Retail store software, hardware and IT infrastructure
- Point of sale, self-checkout and service stations
- Digital signage and electronic shelf labels
- Specialized solutions for pharmacies
- Supply and logistics software solutions
- Accounting and payroll services
- Invoicing, dunning and debt collection
- CRM and loyalty scheme administration
- Mobile and handheld units and applications
- Consultancy and planning
- Installation and training
- Support, administration, monitoring and service
- Retail Security System and Environmental
- Monitoring System

UNLOCKING THE POTENTIAL OF ACCOUNTING PRACTICES

Keeping accounting practices one step ahead with new business models and optimised collaboration Visma's business volume in the accounting practices market grew in double digits in 2012 – well above general market growth. We expect this growth to accelerate in 2013.

This growth comes on the back of our concept designed specifically for accounting practices. It was introduced to the market in 2012 with the promise of increasing the volume and profitability of accounting firms through radical automation of processes. Our new and innovative services have been warmly embraced by the market and have won Visma large, strategically important accountancy firms as customers.

Through innovation and acquisitions, Visma has positioned itself as a preferred software partner to the accountancy industry. The 2012 launch of Visma.net, a full-scale cloud-based finance solution – along with a solution optimising processes unique to accounting practices – made a big impact in the market.

Accounting firms on the verge of entering a new era

Accounting firms face stiff competition for customers. Although core services have seen few changes over the years, new technology has opened the market up to new players and new business models. At the low end of the market, new web-based services allow for customers to perform parts of the services themselves while accountants provide assistance and expertise at reduced rates. These, and other new concepts in the industry, prompt accounting firms to find new ways to stay competitive. They need to get more out of the resources available to them, simplify their operations, and provide stellar customer care. Visma's cloud-based solution for accounting firms ticks all these boxes.

Providing accounting firms with a more profitable business model

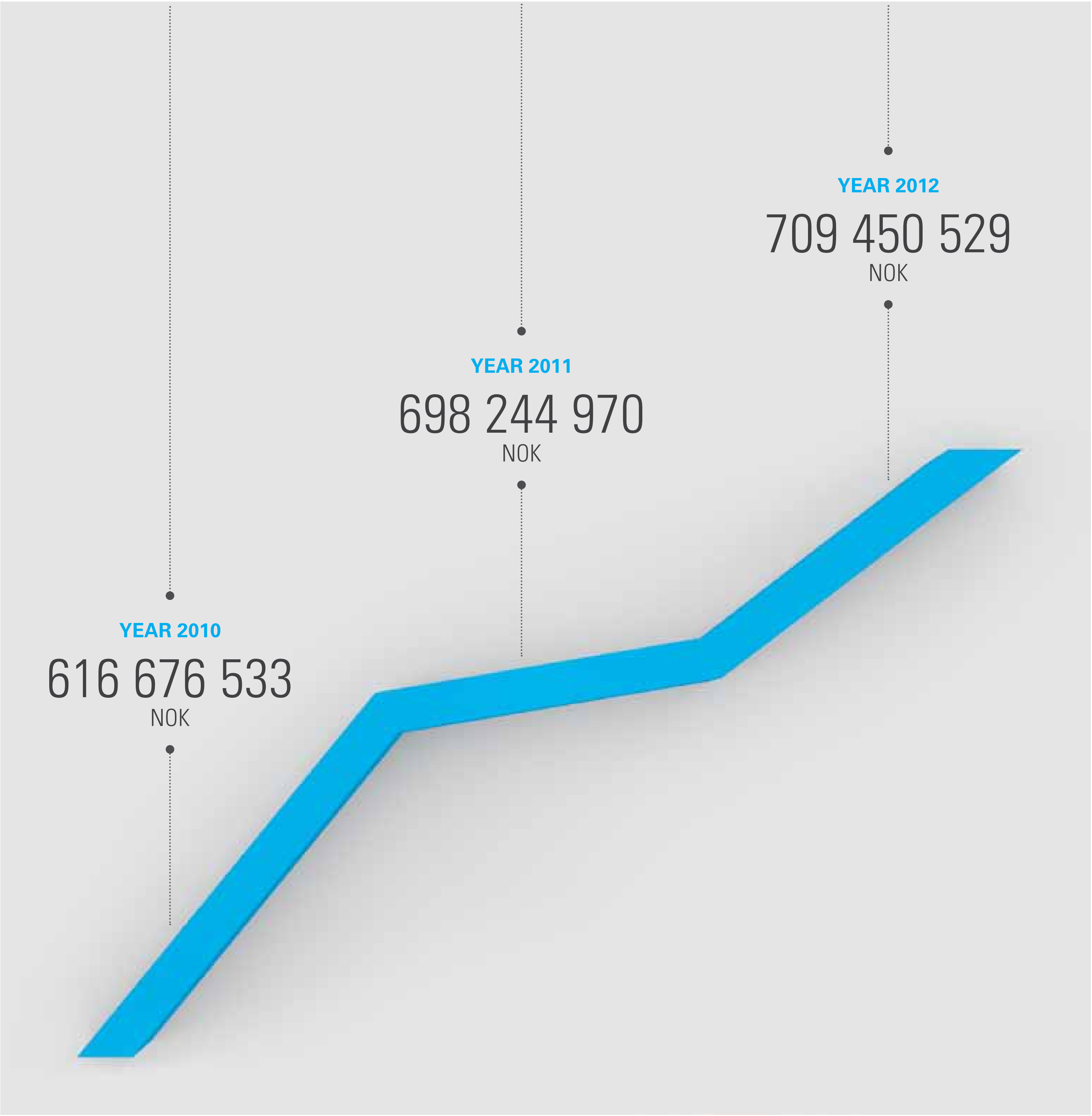
The allure of Visma's new solution is that it enables accounting firms to run their business more profitably. The solution suggests the pricing models that are the most beneficial to each customer, and it gives management complete control of its resources and workflows.
The solution attacks both the main factors affecting accounting firms' bottom line: the amount of billable hours per consultant and the pricing of the services.

Fixed prices, hourly rates, or transaction-based pricing – it is not always easy to envisage or determine the most profitable method. One of the features in Visma's solution is an algorithm that calculates what the optimum pricing model is for any given customer.
The solution further improves the efficiency with which accounting firms utilise their resources. Working in the cloud opens up new ways of collaborating. For instance, it does not matter where an accounting consultant is located. If one office lacks resources – either in terms of expertise or manpower – consultants from another office are able to jump right in and start working on the accounts. All customer information and correspondence is available to anyone in the solution. This enables accounting firms to streamline their workflows and maximise their resources.

Consequently, Visma provides accounting firms with a solution for collaboration, account management, and resource management that enables them to simplify, streamline, and seize complete control of operations.

A smoother and more cost-efficient invoicing and collection process

With Visma's solutions, accounting firms are able to access a whole host of value-adding services. Automating the entire invoicing



process reduces the remittance process from nine steps to one. The service includes debt collection service and reduces administrative costs considerably.

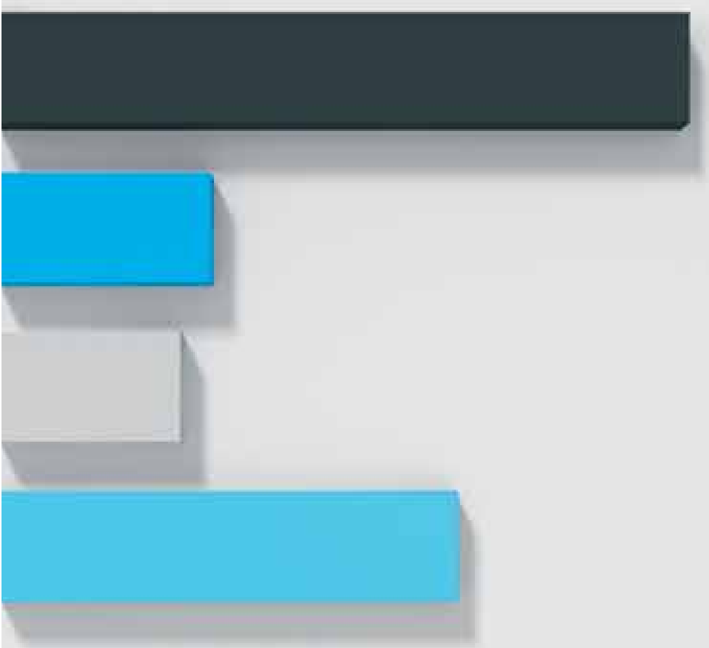
In summary, Visma's new cloud-based solution affect every part of how accounting firms run their business. From collaboration and customer care to resource management and pricing strategies – it has the potential to radically improve profitability and competitiveness. Innovators within the accounting business have long been aware of the potential that cloud technology brings to accountancy firms – and with Visma's cloud solutions, leading accounting firms are now 'going cloud' to reap the benefits of more efficient operations and more flexible and profitable business models.

VISMA OFFERS ACCOUNTING PRACTISES THE FOLLOWING SERVICES AND SOFTWARE SOLUTIONS

- Cloud-based financial services
- Cloud-based account management
- Cloud-based CRM service
- Cloud-based collaboration tool
- Cloud-based invoicing service
- Debt collection

BELIEVING IN A GREENER OUTLOOK AND FOOTPRINT

Visma creates green footprints. Visma's dedication to ensuring our customers a green footprint has resulted in the development of environmentally friendly products, services and technologies. This makes it possible for us and our customers to reduce energy consumption and carbon footprint.



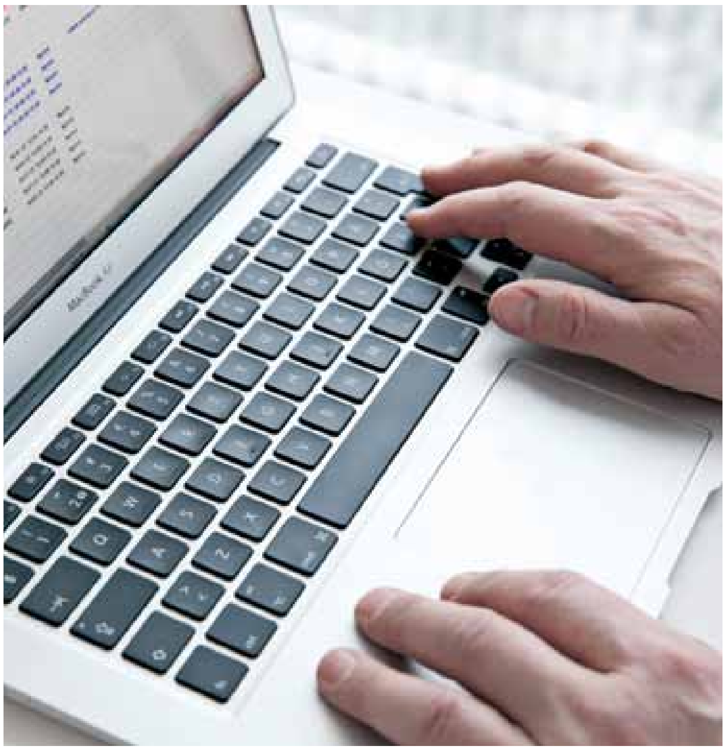
45 000 **Electronic payslips** are delivered by Visma in Norway each month

14 000 **Electronic payslips** are delivered by Visma in Finland each month

12 000 **Electronic payslips** are delivered by Visma in Denmark each month

30 000 **Electronic payslips** are delivered by Visma in Sweden each month

3 million e-invoices through Maventa/Autoinvoice per year



Green IT and sustainability has always been at the core of Visma's philosophy. We are keenly aware of our social responsibility towards our surroundings. One of the greatest environmental contributions we make is through our software solutions and outsourcing services that enable our customers to reduce their environmental footprints. But we believe that it is always possible to do more.

Visma's dedication to ensuring our customers a green footprint has resulted in the development of environmentally friendly products, services and technologies. This makes it possible for us and our customers to reduce our energy consumption and carbon footprint. We believe that the solution for the future is to make it possible to work in a smarter and more efficient way. This will have a great impact for our customers – throughout their value chain. Environmental responsibility for Visma comes down to making both our own and our customers' footprints greener.

Our management is committed by the Group's established policies to limiting the environmental impact of our activities, implementing our social responsibility and observing corporate governance issues. The main priorities of Visma's efforts for sustainability and green footprint include:

- Improved workflow efficiency with efficient solutions
- Green IT and energy saving
- Reduced carbon footprint

With our focus on efficient software solutions and workflow efficiency, we contribute to the competitiveness of private companies and government bodies through the automation of administrative processes. Our investment in modern solutions is enabling businesses to achieve productivity levels that surpass most others, despite generally high labour costs, high tax levels and restrictive barriers for outsourcing to other countries. The Group's overall business idea is to provide our customers with solutions that improve and increase the level of efficiency of a wide range of administrative and financial processes.

Visma's contribution to a green footprint

A key area in Visma's overall responsibility programme is the Group's environmental strategy. Our environmental strategy focuses on the areas that reflect Visma's most substantial environmental impact, such as Green IT, energy-saving solutions and consolidated server and software solutions. Our solutions help businesses to improve efficiency and reduce the amount of paper and electricity they use. Our internal initiatives help to reduce the Group's own environmental footprint. Our green footprint is, however, not only about the environment. Our green footprint is also a way of building value through strategic measures and management of environmental impact which, in turn, increases efficiency, reduces expenses and boosts the bottom line.

We have set a range of goals for increasing the green footprint of tomorrow, such as improving workflow and energy efficiency as well as reducing travelling and the consumption of energy.
To fulfil these goals, we continuously develop solutions designed to improve the efficiency of a growing number of administrative procedures. More efficient processes decrease the amount of work required as well as overall energy consumption considerably. Running our software over the Internet also enables more businesses to use thin clients, which, in turn, requires less energy both in terms of production and usage. We supply a range of systems that communicate with one another through seamless integration. We also offer wireless technologies to monitor electricity usage to improve the efficiency of operations. Many of Visma's own servers are virtualised which enables a reduction of the number of servers and energy consumption for production, electricity and cooling and makes this one of our contributions to enhancing the green footprint.

Visma's solutions also ensure a major reduction in paper usage and

postage. Web-based data capture is growing in many areas in both private and public enterprises. Large amounts of paper, such as pay slips, time sheets, budget proposals and reports are today distributed internally and externally. It would require hundreds of tons of paper each year for us and our customers to give all employees a hard copy of their payslips. With our solutions, employees receive their

> ***"Our focus on environmental and social responsibility comes down to making our own contribution as well as doing our utmost to assist our 320 000 customers in creating a greener footprint.***

payslips electronically which reduces paper usage significantly. Many employees still receive their salary on the basis of time sheets, which requires large quantities of paper. With our solutions, the time sheet system can be digitalised – thus reducing the total paper usage in many of administrative processes.

An increasing number of suppliers and enterprises order and invoice electronically, by using Visma's solutions. For example, more than half of Norway's municipalities use our financial software solutions to send electronic invoices. This means that our solutions for electronic document flow reduce printing and copying as well as internal mailing. We concentrate on improving the efficiency of internal processes and procedures in the same way as we do for our external customers. To help reduce internal paper consumption, we utilise our own solutions where suitable. Environmental considerations always form a part of our assessment processes when purchasing goods and services. Visma contributes to reducing employee driving time by supplying mobile solutions and handheld terminals that are integrated into the business systems used by private companies and municipal services. These solutions remove the need to travel during the working day. Many of our customers also need to be trained and kept up to date on a regular basis. As a leading provider of training courses, we ensure that an increasing amount of our training courses take place online, further reducing the need for employees to travel to attend courses taught in a traditional classroom. Our video conferencing solutions contribute significantly to decreasing the overall amount of business travel required.

In many of the cities where we have offices, our employees work in shared office buildings, primarily modern new-builds that have been adapted for low energy usage. All of our employees in Oslo moved into a new head office with a green profile in the spring of 2009. This green profile involves energy-saving light sensors in all meeting rooms, as well as piped spring water rather than more energy-consuming bottled drinking water. We are currently working on a project to introduce technology that requires a physical presence in order for printers to activate and produce printouts. This project is expected to reduce the amount of paper forgotten and left in printers. The management and employees of Visma seeks to reduce travelling and to do most meetings and conferences by video. With offices in several countries and distributed locations within these countries, we benefit from the efficiency in phone and video-meetings. In addition, we have entered into an agreement with GreenMobile, Norway's leading operator in the recycling of mobile phone technology. GreenMobile purchases, repairs and restores mobiles and smartphones for reuse in countries in Africa and Asia where subsidised mobile offerings are not available and used equipment is in great demand. GreenMobile's business philosophy is closely aligned to Visma's vision of social responsibility and a more environmentally friendly future.

Visma's main priority has always been environmental responsibility through encouraging the development and distribution of environmentally friendly solutions, services and technologies.

VISMA MANAGEMENT

Øystein Moan – Chief Executive Officer
Since taking the reins in 1997, Moan has led Visma to become one of the most innovative companies in the Nordic region. He has taken the company from 300 to 5 500 employees, and increased revenue from EUR 30 million to EUR 900 million.

Tore Bjerkan – Chief Financial Officer
As CFO, Bjerkan has steadily led Visma through healthy and continuous financial growth. The former founder of Multisoft (a part of the merger on which Visma was established) is involved in all decisions that could possibly affect Visma's financial results.

Peter Fischer – Division Director, Retail
Knowing sales inside-out is a great attribute when leading Visma's Retail division. With the region's largest retailers amongst their customers, Fischer and his team go out of their way to deliver value-adding solutions – from the sales point to the head office.

Bjørn A. Ingier – Division Director, Software
Leading Visma's largest division in terms of revenue, Ingier's main focus is to assist businesses in the Nordic region fulfilling their true potential by migrating to the cloud. Under his management Visma's Software division has taken long strides, both in terms of innovation and market share.

Aase Settevik – Director Brand & Communication
Through a systematic and long-term effort, Settevik has turned Visma into a highly recognized and trusted brand. Overseeing marketing and communication resources in five countries and across a myriad of entities, her conviction of the value of a strong master brand has certainly come to fruition.

Mikael Männik – Director Mergers & Acquisitions
With strategic acquisitions as an important factor in Visma's growth, Männik has since 2010 had to make full use of his diplomacy skills and excellent financial insight. Männik and his highly skilled team of financial analysts and experts are hands-on throughout all Visma's M&A processes.

Mathilde Bettmo – Director Corporate Finance & Internal Audit
A seasoned Auditor from Ernst & Young and KPMG, Bettmo is tasked with handling company finances and streamlining the finances of the individual entities in the Visma Group. In her job Bettmo combines an impressive insight in details with an encompassing perspective.

Eivind Gundersen – Division Director, Commerce Solutions
Through non-strategic purchasing cooperatives, procurement and tendering services, and billing and collection services, the Visma Commerce Solutions provide the perfect add-ons to Visma's software and services. Under Gundersen's sound stewardship the divisions has made great strides in terms of product range and innovations.

Roar Wiik Andreassen – Division Director, BPO
Faced with a rapidly changing industry and new technological advances, Wiik Andreassen is tasked with capitalizing on the vast opportunities presented to the BPO Accounting & Payroll division. Wiik Andreassen brings considerable top management experience within IT, communication and finance from both Asia and Europe.

Jørn Ludahl – Customer Loyalty Executive
With the clear-cut objective of improving customer loyalty among Visma's 320,000 customers, Ludahl has become the symbol of the Net Promoter Score program. Through his efforts all Visma entities will soon know how to measure and improve customer loyalty a vital step in ensuring organic growth.

Merete Hverven Bull – Chief HR Officer
Promoting Visma as a desirable place to work as well as improving employee satisfactions, are both vital in order to attract the top talents Visma require. Just months after her appointment, Hverven Bull has systemized and coordinated Visma's joint HR efforts across entities.

Carsten Boje Møller – Division Director, Consulting
Handling – and winning – the largest ICT contracts in the public sector, the Consulting division combine the highest professional standards with an unwavering customer value. Boje Møller leads by example, and the former IT consultant's experience is valuable for all aspects of his job.

ØYSTEIN MOAN
Chief Executive Officer

TORE BJERKAN
Chief Financial Officer

PETER FISHER
Division Director, Retail

BJØRN A. INGIER
Division Director, Software

AASE SETTEVIK
Director Brand
& Communication

MIKAEL MÄNNIK
Director Mergers
& Acquisitions

MATHILDE BETTMO
Director Corporate
Finance & Internal Audit

EIVIND GUNDERSEN
Division Director,
Commerce Solutions

ROAR WIIK ANDREASSEN
Division Director, BPO
Accounting & Payroll

JØRN LUDAHL
Customer Loyalty Executive

MERETHE HVERVEN BULL
Chief HR Officer

CARSTEN BOJE MØLLER
Division Director, Consulting

DIRECTORS' REPORT

After several substantial acquisitions during 2011, Visma has focused 2012 on consolidating operations and realizing synergies. Substantial time and resources have been spent during the year on effectively integrating the major acquisitions of Mamut Group and Solanum Group (Passeli/Netvisor), and results of these efforts began to show clear positive effects during the second half of 2012.

The overall market situation has been stable for the core markets of Visma. The continuing economic issues of the Eurozone have had some negative effects, and we see this most evident in the Dutch market. However, Visma benefits from continued strong fundamentals in the Nordic markets. All Nordic countries have very strong public finances and, particularly Norway and Sweden, have enjoyed solid macroeconomic growth during 2012.

Visma experienced above-market organic growth in the software business and has made some important complimentary, smaller acquisitions during the year. As a result, Visma continued to strengthen its leading position in ERP and accounting software and services to the Nordic Micro and SME markets. Visma now has more than 650 000 customers including the Hosting division.

During 2012, Visma has substantially increased strategic focus on SaaS/Cloud software business and related services. There is a mega trend towards SaaS/Cloud in the market and Visma intends to take a leading position. Visma has invested in substantial development resources in SaaS products and technologies. Visma has seen strong double-digit growth in all its SaaS businesses during 2012.

Total revenue increased by 11.8 per cent to NOK 5 748.5 million in 2012. Organic growth was 1.9 per cent, which compares well with benchmark competitors. EBITDA increased by 19.3 per cent to NOK 1 114.3 million, organic growth of EBITDA was -9.3 per cent. Overall the financial performance was in accordance with the expectations set forth in the Director's report for 2011.

Visma now has 320 000 customers in its core software and services businesses. Visma continues to offers its customers products and services that help to manage businesses and improve efficiency. The essential and business critical nature of the product and services offering combined with the potential for cross-selling products and services across divisions and national borders, Visma believes its strong customer base provides a solid basis for continued growth in 2013.

Highlights

The economies where Visma operates were generally in good health during 2012. Particularly the Swedish and Norwegian economies continue to resist the Eurozone troubles and show strength.

Although focus was on integrating acquisitions during 2012, Visma did make some selected strategic acquisitions during the year. In April, Visma acquired Agda Lön AB, the leading Swedish SME payroll/HRM software provider. This acquisition complements Visma´s strong position with SME customers in Sweden. It was also a strategic step in Visma´s strategy to become the leading Micro/SME segment leader for payroll/HRM software in its core markets.

In July, Visma acquired DI Systemer AS, a Norwegian ERP software provider. DI has a leading position within the accounting office segment. This acquisition strengthens Visma´s position as the leading software provider to this important customer segment. Today, Visma is the leading provider of software to the accounting office market in Norway, Finland, and the Netherlands. Visma intends to continue to invest in this important segment.

As a result of these acquisitions, Visma strengthened its position as the leading ERP software provider in the Nordic region and has made a significant step in building its position in the growing HRM software market.

In 2012, Visma invested heavily in new SaaS products. In September, Visma launched Visma.net, a complete SaaS ERP system with broad functionality. This was Visma´s most significant product launch in its history. Visma.net is the first ERP product that Visma has developed for all its markets simultaneously. This is one significant example of Visma´s strategy to be a leader in SaaS in its markets.

During 2013, Visma will continue to focus on SaaS/Cloud products and services. This will be both in own development and acquisitions.


Boardroom

Acqusitions

Visma acquired the following entities in 2012:

- Økonomistyring Drammen Partner, Norway, January 2012
- Agda Lön AB, Sweden, April 2012
- Sund IT Ekonomi AB, Sweden, May 2012
- Halvorsen Regnskapskontor AS, Norway, June 2012
- DI Systemer AS, Norway, July 2012
- S4F Progress AB, Sweden, September 2012

Assessment of finacial statements

The financial statements for the year have been presented on the assumption that the company is a going concern, and based on the financial statements and earnings forecasts for 2013 the Board of Directors confirms that this assumption is applicable.

Visma reports in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU. The financial statements for the parent company have been prepared in accordance with the Norwegian Accounting Act 1998 and generally accepted accounting principles (NGAAP). The paragraph below describes the full year 2012 figures, with corresponding figures for 2011 in brackets.

Income statements

The Visma Group achieved revenue growth of 11.8 per cent to NOK 5 749 million in 2012 (5 142). Organic growth was 1.9 per cent, which was lower than desired, but fairly strong in the current weak macroeconomic environment.

Visma Software remained the largest revenue contributor and accounted for 40.4 per cent of revenue, followed by Visma BPO Accounting & Payroll at 28.0 per cent, Visma Retail at 11.3, Visma Commerce Solutions at 9.1 per cent, Visma Consulting at 8.2 per cent and Visma Hosting at 3.0 per cent of overall revenue.

Most business segments reported organic revenue growth for 2012, ranging from -0.3 per cent in Visma BPO Accounting & Payroll to 9.2 per cent in Visma Commerce Solutions.

Earnings before interest, tax, depreciation and amortization (EBITDA) increased by 19.3 per cent to NOK 1 114.3 million (934.1), and the EBITDA margin increased to 19.4 per cent (18.2).

Visma Software accounted for 62.1 per cent of total EBITDA, followed by Visma BPO Accounting & Payroll at 15.5 per cent, Visma Commerce Solutions at 9.7 per cent, Visma Consulting at 6.3 per cent, Visma Retail at 6.1 per cent and Visma Hosting at 3.4 per cent.

Depreciation and amortization amounted to NOK 366.1 million in 2012 (311.6), with the increase primarily explained by acquisitions adding to the asset base.

EBIT increased by 20.2 per cent to NOK 748.2 million (622.5).

Net financial items increased as a result of increased interest expenses, and profit before tax increased by 24.0 per cent to NOK 545.1 million (439.8).

Taxes amounted to NOK 129.4 million (129.0), generating a profit after tax and minority interests of NOK 414.3 million (307.5).

In the Board of Directors opinion, the financial statements for the year present fairly the Group’s financial position and results for 2012.

In 2012, the parent company Visma AS had a profit of NOK 213.5 million (181.2).

Proposed allocation of the profit for the year (NOK 1 000)

Transferred to retained earnings	213 478
Total allocated	213 478
Distributable reserves of Visma AS at 31 December 2012	768 675

Cash flow and balance sheet

Visma generated a strong cash flow of NOK 1 084.5 million from operational activities in 2012 (836.6), supported by sound financial management and improvements in working capital.

Cash flow from investing activities was NOK -282.5 million (-1 578.9), of which NOK 200.8 million related to acquisitions (1 487).

Cash flow from financing activities amounted to NOK -371.9 million (900.6)

As a part of the acquisition by KKR in 2010, Visma negotiated a new senior debt facility with DNB and Danske Bank of NOK 5 200 million. This facility has 5 years duration, and part of it has in beginning of 2011 been syndicated to SEB and Nykredit. During 2012, this facility was extended to a total of 6 600 million.

Cash and cash equivalents increased to NOK 1 559.4 million (1 162.7), which the Board of Directors considers to be sufficient given the current and expected activity level.

Total assets increased to NOK 7 820 million at the end of 2012 (7 570), mostly related to businesses acquired during the year and to variance in currency exchange rates.

The majority share of the equity increased to NOK 1 469.6 million at the end of 2012 (1 258.7), mainly reflecting the profit for the year and payment of group contribution to Archangel AS. The equity ratio increased to 18.9 per cent (16.8).

Net working capital increased during the year. Accounts receivable totalled NOK 789.9 million at 31 December, 2012 (790.7). Customers’ average credit period remained at 38 days in the fourth quarter 2012.

Visma has made provisions of 2.3 per cent of accounts receivable (excluding VAT), to cover potential losses on doubtful receivable. The allocation covers all trade receivables older than 180 days. The company closely monitors accounts receivable, and the provision is considered adequate given that the company’s average credit period is below the IT-industry average.

Review of the business areas

Visma Software supplies ERP, CRM, HR/payroll, and e-commerce software to small and medium-sized enterprises in Denmark, Finland, the Netherlands, Norway, and Sweden. Visma Software also provides tailored solutions within the verticals of retailing, the public sector, accounting firms and various contracting verticals.

At the end of the year, Visma Software had 1 909 employees, servicing enterprises that are using Visma's software. The majority of these customers have signed annual maintenance and support agreements.

Revenue in Visma Software increased 25.2 per cent to NOK 2 319.6 million in 2012 (1 852.8). Organic growth was 4.2 per cent (5.8). This was above the software industry in general and Visma Software continues to take market share.

EBITDA in Visma Software amounted to NOK 692.4 million (559.3), corresponding to an EBITDA-margin of 29.8 per cent (30.2).

SaaS revenue is now the major driver for growth in Visma software. 2012 marks the year when the growth in top line does not come from upfront license fees, but from increases in SaaS subscriptions. The upfront license fees declined with NOK 12 million in the fourth quarter 2012 over fourth quarter 2011, while SaaS subscriptions in the same period increased by NOK 50 million. This signifies that Visma is on track to transition from the upfront on premises model, to the subscription based SaaS model.

At the end of 2012 more than 256 000 users logged in to one of Visma's SaaS offerings on a regular basis. Most of the SaaS growth is in Finland and Norway. This trend will continue into 2013 as Visma will launch several new SaaS products.

Innovative product development is of vital importance to retain existing and attract new customers to Visma. Visma´s development centre in Romania has at year end 129 programmers.

In our efforts to keep existing customers, customer support also plays a key role, and Visma's energetic and competent sales force is an absolutely crucial element in the company's ongoing endeavour to create growth. The primary focus in Visma Software in 2013 will be to improve the ability of this sales force to cross-sell products and services, win new customers, and increase sales of add-on modules to existing customers.

In 2012, total R&D expenses in Visma Software amounted to NOK 318 million, versus NOK 340 million in 2011. At 13.7 per cent of total software division revenue, Visma Software's R&D expense is substantially ahead of that of most of its competitor peers, allowing it to drive greater innovation and thereby greater organic revenue growth over a sustained period into the future.

Visma BPO Accounting & Payroll provides outsourcing services for accounting and payroll in Norway, Sweden, Denmark and Finland, and is the only pan-Nordic provider of these services. The company also offers temp services and recruitment, in particular accounting professionals. At the end of the year, the division had 2 160 employees.

The company attracted further payroll customers on a pan-Nordic basis in 2012, and the good growth in pan-Nordic payroll engagements is expected to continue.

Revenue in Visma BPO Accounting & Payroll ended at NOK 1 607.9 million in 2012 (1 607.7). Organic growth was -0.3 per cent (6.7). Overall revenue growth is expected to be healthy in 2013.

EBITDA in Visma BPO Accounting & Payroll amounted to NOK 172.6 million in 2012 (239.7) corresponding to a decrease of 28.0 per cent from 2011.

EBITDA-margin decreased to 10.7 per cent (13.6) of which Norway is in all material respect the contributor of the EBITDA shortfall. The change in EBITDA is short-term and is associated with changes in strategy and restructuring of the business.

In Norway, net customer acquisition is still showing an increase. The marketing and sales initiatives which have been at record high level throughout the year, appears to have had the positive effect that was hoped for, as both customer churn has decreased and sales have increased. The extensive recruiting program, which have been expensive, is in combination with the sales and marketing initiatives, expected to pay off in 2013.

The strong growth in Sweden in Q3 has continued in Q4. The revenue growth was 15.7 per cent in Q4 compared to the same period last year, which indicates that the Q3 closing of some significant contracts has had a positive impact already, but also will have a positive impact going into 2013. The market in Sweden is in need of the combination of SaaS and outsourcing services. Visma sees the future in these types of services, and we have launched several new SaaS solutions in 2012 facilitating that.

Compared to Q4 2011, Q4 2012 revenues in Finland is at the same level, which should be considered positive, as year-on-year revenue shows a slight decrease. Merger of the BPO companies have been completed, and back-office has been centralized, enabling up resources for customer work. Finland has reached a market penetration which enables us to be among the prioritized service providers. Focus on NPS is and will be important going forward. For international and payroll customers, quality is the most important success criteria.

Visma Services Denmark had a significant negative growth compared to Q4 2011, due to strategic change and exit from some customer segments. However compared to Q3 2012, Q4 2012 has shown a significant increase, and there is a healthy underlying organic growth that will be apparent in the 2013 accounting There is a strong demand for outsourcing services in the market and Visma BPO Accounting & Payroll has established a position as the leading quality provider in the Nordic countries.

2012

VISMA HAS FOCUSED ON CONSOLIDATING OPERATIONS AND REALIZING SYNERGIES

Visma Commerce Solutions provides services in administration and collection of accounts receivable, factoring, administrative purchasing spend management, and tender management. The main business is in Norway and Sweden, although the company also has some collection business in Denmark. At the end of 2012 the Visma Commerce Solutions division had 340 employees.

Visma Commerce Solutions offers a relatively high number of additional services to customers of Visma Software and Visma BPO Accounting & Payroll, and the division therefore represents an important component in the cross-selling strategy across the divisions in Visma.

Revenue increased 10.4 per cent to NOK 524.3 million in 2012 (474.8). Organic growth was 9.2 per cent (10.7). The growth is expected to continue in 2013.

EBITDA increased by 0.7 per cent to NOK 107.9 million in 2012 (107.0), corresponding to an EBITDA margin of 20.6 per cent (22.5). The main reason behind the small increase in EBITDA was integration and restructuring costs in Visma Collectors in Norway.

The market fundamentals for Visma Commerce Solutions remains strong. Enabling companies and public sector to become more efficient and lowering cost in the procurement process, improving their ability to sell more and improving cash management are appreciated value propositions in an increasingly competitive business environment.

SaaS based eSourcing and eProcurement solutions continue the strong growth throughout Q4. Especially eProcurement solutions in Sweden delivers strong growth and healthy profit development. This development is expected to continue throughout the first half of 2013.

Q4 2012 has been occupied by significant restructuring of the debt collection business in Norway. Streamlining the operations was necessary in order to stay competitive going forward. All restructuring costs were taken in Q4. Revenue growth in Norway is strong and profits will follow as a consequence of the restructuring process. The Swedish debt collection operations are healthy with a combination of a highly efficient operation and good inflow of new customers, especially from the frame agreement with the Swedish state.

2012 has been a tipping point in terms of growth in web-invoicing solutions and debt collection integrations with a number of Visma's ERP systems. A high number of accounting offices has introduced integrated web-invoicing solutions and AutoCollect solutions to its customers. Similar solutions for other Visma's Software are under development and will be deployed during 2013.

Visma Retail provides complete turn-key solutions for the Retail market. The product offering includes point-of-sales (POS) solutions, supply-chain management solutions, installation and field-service, consultancy, and hosting of servers. At the end of the year, the division had 440 employees.

Around 60.0 per cent of Norwegian fast moving consumer goods and food (FMCG) is managed through solutions from Visma Retail, and about one-third of the Swedish market. Visma Retail has more than 7 085 stores as customers.

Revenue increased by 1.7 per cent to NOK 650.6 million in 2012 (639.7), with an organic growth at 2.5 per cent.

EBITDA increased to NOK 68.5 million (20.6), and the EBITDA-margin increased to 10.5 per cent (3.2). The EBITDA margin growth is a combination of higher volumes, stronger gross profit margin and lower operational expenses.

In 2012 the Retail division had a large deployment on the FMCG side. Visma Retail also worked on large business opportunities but were somewhat slow in closing. There is a continued harsh climate for Visma Retail customers in the specialized trade market.

Our presence in the SME segment was strengthened by winning new customers and addressing the lower end-markets with a packaged solution. This has proven to be successful, and new prospects are ahead.

One of our FMCG customers signed a new contract with for Retail Suite. This is a strategically significant win, as it is our first FMCG customer leaving StoreOffice for Retail Suite FMCG. As this is the path we want our other FMCG customers to go, this win will be an important future reference.

Visma Retail continues to have a strong position in the pharmacy segment. The launch of "Retail IT as a Service" solution – a packaged managed services solution with a monthly fee for the customer rather than traditional investments has proven to be an attractive solution. A new customer was signed with this solution in Q4 2012 – our first win with this offering in the pharmacy segment.

In 2012, total R&D expenses in Visma Retail amounted to NOK 78 million, versus NOK 69 million in 2011.

Visma Consulting is a leading provider of IT and consultancy services. The company's focus is primarily on public sector and the retail industry. Visma Consulting offers development and project management, application management, automated workflow management and case processing solutions as well as system development and system integration. At the end of the year, the division had 398 employees.

Revenue in Visma Consulting decreased by 5.1 per cent to NOK 470.9 (496.3) in 2012. Organic growth was -5.1 per cent (2.4).

EBITDA increased to NOK 70.0 million (59.9), and the EBITDA-margin ended at 14.9 per cent. Visma Consulting has higher EBITDA on lower revenue in 2012.

In 2012 focus has been on achieving profitability in all customer projects and operations in Denmark, Norway and Sweden.
In addition, emphasis have been on ensuring a high level of customer satisfaction (NPS) increasing utilisation amongst consultants and, especially in Sweden, establishment/further development of our Nearshore Development Center in Lithuania.

Operations in Denmark had a tremendous finish of the year with more than DKK 12 million in profit in the last four months, 53 per cent of the annual result in Denmark. This improvement of the business was mainly a result of the new development and application management contract with The National Labor Market Authority ("AMS") and very high activity on our largest customers PenSam and Naturerhvervsstyrelsen (Fishery Department).

Operations in Norway have been performing steadily throughout the year and are recovering well from the loss of the NAV/Arena contract.

Opposite Denmark, Sweden had a good first half (H1) whilst Q4/H2 turned out with a lower performance than expected mainly due to lost license sales, lockup/appeal case in some the public tenders and low utilization amongst a group of consultants.

In all three countries several important contracts were signed during Q4. In Sweden several deals with the City of Stockholm, Application Management contract with Åhléns and an important frame agreement with the State Service Center were signed. The frame agreement with the State Service Center could prove important for many other Visma units. In Denmark several extensions to the AMS contract, a frame agreement with City of Copenhagen and a project delivery contract with the National Board of Health (both new customer) were signed.

The IT market remains strong in Norway whilst the demands are slightly slowing down in Sweden. The market in Denmark is slowly improving and we are seeing more public tenders lately whilst the private market is still very conservative. The Norwegian Government has initiated ambitious modernization programs that will demand much capacity for the coming years. In Sweden, both central and local government are very focused on establishment of digital eGovernment and 24/7 availability which creates opportunities and demands for our eServices solutions (SaaS).

Visma Hosting is a leading European hosting provider, delivering premium packages of domains, web hosting and other value-added services. The main customers are predominantly SMEs (Small Medium Enterprises), SOHOs (Small Office/Small Home) and also private consumers.

At the end of the year, the division had 119 employees and more than 330 000 customers.

Visma Hosting was acquired in July 2011 and the numbers were not reported in Visma in the first half of 2011. 2012 is the first full financial year for Visma Hosting. Revenue ended at NOK 175.2 million in 2012 EBITDA ended at NOK 38.4 million with an EBITDA-margin at 21.9 per cent.

The Visma Hosting division has 11 legal units and is organized geographically under two different brands with three geographical business units: Active 24 in Western Europe, Central Europe and Loopia, which is operating in Sweden and Serbia.

Loopia is market leader in Sweden and have a strong and growing position in Serbia. Loopia has continued its good performance in both markets in Q4 2012 and ended up with NOK 22.2 million in revenue and NOK 1.5 million in EBITDA. The low EBITDA is due to a one off effect of a new cost allocation model implemented in 2012. Considerable investments in e-mail- and shared hosting platforms were made throughout 2012 to further improve the product offering and service performance. Furthermore Loopia continues to deliver solid customer satisfaction figures (NPS).

Western Europe includes Norway, the Netherlands, UK, Germany and Spain. The size and position in these markets varies significantly as well as the impact from the financial situation in Europe. Total revenue in Q4 was NOK 11.4 million and EBITDA NOK 6.0 million. During 2012 the business mail customers were migrated to Microsoft Office 365 and initiated an important hosting automation project, implementing a new complete hosting platform and system to be in production during 2013. This will enable Western Europe to further streamline and automate its business processes, allowing new product opportunities and improve customer experience. Additional operational improvement actions are being implemented to secure medium-term growth and profitability.

Central Europe includes Czech Republic, Poland and Slovakia. The Czech business continues to maintain its top position in an attractive market. Slovakia continue to offer good growth opportunities in a less mature and fragmented market. Central Europe ended Q4 with NOK 9.6 million in revenue and NOK 1.8 million in EBITDA.

Organization, work environment and equal of opportunities

Visma is headquartered in Oslo, but has further 166 locations distributed in Norway (70), Sweden (37), Finland (39), Denmark (7), the Netherlands (3), Romania (2), United Kingdom (1), Lithuania (1), Ireland (1), Spain (1), Czech Republic (1), Poland (1), Serbia (1) and Germany (1).

The business operations of the Visma Group are carried out through 87 wholly and partly owned subsidiaries, whereas the Group for reporting purposes is organized in the divisions, Visma Software, Visma BPO Accounting & Payroll, Visma Commerce Solutions, Visma Consulting, Visma Retail and Visma Hosting. The divisions have responsibility for their business areas, regardless of geography or other factors.

At the end of 2012 Visma had 5 385 employees, which was an increase from 4 905 at the end of 2011. 3 027 of these were employed outside of Norway.

Visma is a complex enterprise, and its employees hold the key to further progress as it is their unique competencies that create value for customers and shareholders.

Visma is continuously working to develop skilled and dedicated employees, through offering courses and other training to its staff. Visma strives to offer career opportunities for dedicated and ambitious employees, and has a well-established management training programme for young potential future managers in Visma as well as other carreer development programmes, including also a senior programme. The sixth group of management trainees started on the programme autumn 2012. All managers in the Group are responsible for designating and training their successors.

Visma emphasizes activities within HSE (health, safety and the environment) and has designated HSE groups and a head safety delegate. HSE procedures form part of Visma's ISO 9000 approved quality system. Total sick leave for the Group averaged 3.74 per cent in 2012 (3.14). No injuries or accidents occurred in connection with work tasks undertaken at Visma during 2012.

Visma conducts every year a joint, internation employee survey of the work engagement during the third quarter. In collaboration with the Managing Director, each department shall establish target figures for the individual areas of focus for each year. The knowledge our managers obtain from such surveys is necessary to facilitate the development and further improvement of the environment and corporate culture.When the results are available the report is reviewed and presented in respective departments.

All questions that have negative variances in relation to the objective are reviewed, and an action plan is set up to address the issues. The action plan shall include clear references to what is to be done, who has the responsibility, and the deadlines for implementation.

The action plan is on the agenda at management meetings, and is followed up until the issues in the action plan have been resolved. The results of the survey in the third quarter 2012 shows, that our employees are well familiar with the group's goals and strategies, our financial goals and our products and services. The average employee is satisfied with the respective manager and the daily feedback, contributes to cross sales, makes extra efforts in satisfying our customers and believes that Visma treats its customers well. With respect to working conditions, the employees have the required competence to complete respective tasks and thinks that working in Visma develops the individual competence.

The survey consists of 15 questions and the answers are given by choosing on a scale from 10 to 5. The result for "I recommend Visma as a good workplace" was in 2012 at eNPS 8.
Working conditions are overall regarded as good.

Visma's staff' is overall relatively balanced between the genders, with a slight majority of 53.0 per cent women. However, there are large gender differences between the divisions. At the end of 2012, the proportion of women in Visma BPO Accounting & Payroll was 72.3 per cent (72.9), whereas the equivalent figure in Visma Software was 39.7 per cent (41.0). At the end of the year, the proportion of women in Visma Commerce Solutions was 53.0 per cent (52.7) and the proportion in Retail 20.4 per cent (22.3).

In the holding company, Visma AS, four of twelve employees are women. The proportion of women in other management and middle management is 44.3 per cent. Visma aims to improve the balance in the executive group, although the primary criteria remain to secure the right competence in all types of positions in the divisions.

As of 31 December 2012, the group's Board of Directors comprises 7 men.

Visma believes that a relatively balanced gender ratio contributes to a better working environment, greater creativity and adaptability, and better results in the long run. To promote the principle of equal opportunity for both genders, Visma has implemented the following measures to strengthen and secure the gender balance:

- If qualifications are the same in other respects, the underrepresented gender will appointed when hiring new employees or filling vacant positions.
- Opportunities for training and promotion are independent of gender.
- Guidelines on equal opportunities have been sent to all managers in the Group and have been reviewed in management meetings.
- Visma Services offers management development programmes where most of the participants are women. The objective is to increase the recruitment of women to management roles.

Visma's compensation policy is based on equal pay for equal work, meaning that women and men in the same positions have the same salaries if all other conditions are the same. However, average salary levels are also influenced by age, length of service, specialization, and the proportion of managers. All of these factors contribute to an average salary which in 2012 was 18.3 per cent (17.5) higher for men than for women. Average salary levels in the software industry are somewhat higher than in the accounting and the outsourcing sectors.

In recruitment processes, Visma seeks candidates with the best professional qualifications and emphasises real skills testing in for example practical accounting or real programming. This skills-based focus creates equal opportunities regardless of gender, nationality or background. On a general level, the Group seeks to obtain a gender ratio within the 40-60.0 per cent range in each department and each category of position.

The company also promotes employment of personnel of different nationalities and cultural backgrounds, and is recruiting professionals from all over the world.

Visma strives to create a working environment that enables employees of both genders to combine work and family life.
At the end of 2012, 325 employees were on leave of absence, of which 75.4 per cent were women.

Visma also seeks to provide a working environment offering opportunities for the disabled. The company has recently moved into several new buildings, where the company has have demanded easy access also for employees using wheelchairs and other disabled. Work in Visma is in general not physically demanding, and people with physical disabilities thus have good opportunities in Visma.

On the basis of the current status and measures already implemented, the Board of Directors at Visma AS considers that further actions to promote equal opportunities in the Visma Group are not necessary.

The environment

It is the opinion of the Board of Directors that the company's activities do not significantly affect the environment.

In the broader context, Visma's financial and logistics products contribute to greater productivity for the company's customers, and thereby to reduced wastage of economic and material resources. Visma's solutions help businesses improved their efficiency, reduce paper and electricity usage, reduce travelling time and costs, and generally reduce their carbon footprint through electronic business operation.

Visma's environmental strategy is a key area in the company's overall responsibility program, with a special focus on areas where Visma can have the most impact on the environment: Green IT, energy saving, and consolidated server solutions. Further details are described in the separate review of our environmental strategies in this Annual Report, which also offers a short description of internal measures that are designed to reduce Visma's already modest carbon footprint.

Certain parts of Visma is certified according to the ISO14000 standard (Visma Esscom of the Retail division), and Visma Unique has been awarded the Norwegian standard "Miljøfyrtårn".

Assessment of risk factors and uncertainties

Market and technology risks

As all companies, Visma is exposed to general economical fluctuations and GDP developments in the different countries where Visma is selling its products and services.

As a technology company, Visma is also exposed to risks associated with dramatic shifts in technology, and resulting changes in the competitive landscape.

The competition can mainly be divided into two groups; large international companies, and smaller, local competitors. The strongest international competitors for Visma Software are SAP, Oracle and Microsoft. These companies have been present in our markets for many years and although Visma is used the competition it remains a constant challenge to preserve and gain market shares. All the business segments in Visma also face numerous local competitors but although some of these may be aggressive in certain areas, their potential impact on the whole Visma-group is regarded as limited.

Visma has tried to limit its exposure to the market and technology risks in the following manner:

- The products and services provided to a large degree cater to requirements that are mandatory and necessary regardless of the economical cycle
- Visma has 650 000 customers including Hosting Division in different countries, and in many different verticals. This lowers the exposure to events affecting a single country or vertical market. Visma has many small customers, which simplifies the projects and lowers implementation risks
- Visma has a wider range of products and services than its competitors, which provides more opportunities for cross-selling, more product sales to each customer, and less churn
- Visma utilises both Microsoft based technology and Open Source/Java technology
- Visma systematically collects information about customer satisfaction through "net-promoter-score" research. Based on feed-back from the customers, Visma both addresses individual customer problems, and need for process-changes

Interest rate risk

Visma is exposed to interest rate risk, as its interest bearing debt carries floating interest rates. However, the company has entered into interest contracts covering 49 per cent of the loan amounts. Hedges through interest rate swaps are expected to offset the changes in expected cash flows due to fluctuations in interest rates over the life of the debt.

For 2012, a 100 basis-points change in the interest rate level would have had an estimated effect of approximately NOK 15.6 million on the profit before tax.

Exchange rate risks

Visma is exposed to changes in the value of NOK, relative to other currencies, in particular SEK, DKK and EUR. This reflects both production and sales in other countries, and effects on the translation of earnings and cash flows into NOK. The Group has loans in several currencies to match underlying cash flows in the operations.

In 2012, a 5.0 per cent change in exchange rates versus NOK would have had an estimated effect of NOK 20.4 million on the profit before tax.

Credit risks

Visma sells almost 100.0 per cent of its products and services to other businesses at a credit and is hence exposed to credit risks.

In 2012, the company expenses bad debts corresponding to approximately 0.3 per cent of revenue and 2.1 per cent of total accounts receivable.

Credit risk is limited through:

- Credit checks before establishment of new customer relations
- Low average invoice due to the large number of small customers
- Expedient follow up of unpaid due invoices
- A high-quality products and services offering and customer satisfaction among the highest in the markets where Visma operates

Furthermore, Visma's in-house debt collection operation in Visma Collectors has the highest resolution rate among Nordic debt collection companies

Cash-flow risks

As a leveraged company Visma has debt service obligations and depends on continuous cash conversion of its revenue. Visma has very limited cost of goods sold and hardly carry any inventory, and-capital expenditure is normally less than 10.0 per cent of EBITDA.

Net cash flow from operating activities has historically been above 90.0 per cent of EBITDA. Any cash-flow risk is hence closely related with EBITDA-performance.

Liquidity risks

Visma seeks to manage liquidity to ensure that is has sufficient liquidity to meet its financial obligations under any circumstances without incurring unacceptable losses or risking damage to the reputation. Excess liquidity is primarily invested in bank deposits. The Board of Directors considers the cash level at the end of 2012

Picture from left: *Nic Humphries, Jan Pieter Dekker, Gunnar Bjørkavåg, Stanislas de Joussineau, Jacques Garaïalde, Øystein Moan, William Cornog and Henrik Kraft.*

CEO
Øystein Moan

CEO, Øystein Moan, born in 1959, is educated Cand. Scient at the University in Oslo with computer science as main subject. Moan is earlier founder and Managing Director of Cinet AS, and has been CEO of Visma Group since October 1997.

Chairman of the Board
Gunnar Bjørkavåg

Chairman of the Board, Gunnar Bjørkavåg, born 1960, is B. Sc. from BI, Norway, MBA from Henley Collecge/Oxford and AMP from Harvard Business School.

Director
Nic Humphries

Nic Humphries is Chief Executive of HgCapital. He has 20 years experience of the private equity and venture capital industry, and joined HgCapital in 2001.

Director
Stanislas de Joussineau

Stanislas de Joussineau joined KKR in 2009. He has been working on several investment opportunities in Europe, more specifically in the Technology sector as well as opportunities in France, and has been actively involved with investments in Visma and PagesJaunes, the leading French Yellow Pages and local advertising business.

Director
William Cornog

William Cornog joined KKR Capstone in 2002 and is the head of KKR Capstone Europe. Mr. Cornog also serves as a member of KKR's Portfolio Management Committee. At KKR Capstone, he has been involved with companies across KKR's North American, Asian and European portfolios.

Director
Henrik Kraft

Henrik Kraft joined KKR in 2006 and leads KKR's Technology and Communications industry team in Europe. Mr. Kraft is also responsible for the development of KKR's activities in the Nordic countries.

Director
Jan Pieter Dekker

Jan Pieter Dekker joined HgCapital in 2008 from GE, where he was responsible for developing and implementing strategic growth projects across a range of businesses.

Director
Jacques Garaïalde

Jacques Garaïalde has been a Partner and Managing Director at Kohlberg Kravis Roberts & Co. since 2003.

to be sufficient given the current and expected activity level. Please also refer to note 20 – Financial instruments for further description of risk factors and measures to manage risk.

Legal risks

Several parts of Visma perform professional services, especially within BPO Accounting & Payroll and Visma Collectors. Parts of Visma Software and Visma Retail are also involved in complex implementation projects.

With 5 385 employees and 650 000 customers including Hosting -Division, Visma's international master insurance programme for general responsibilities is constructed to cover the liability and exposure. The management of Visma consider Visma's coverage sufficient for the projects where Visma is involved.

The Norwegian tax authorities did in 2010 make a ruling that prevented Visma from using tax losses carried forward from a previous acquisition. Visma has disputed this decision and the case is scheduled in Oslo District Court in October 2013.

IT risks

As a technology company Visma is heavily dependent on it IT-operations and infrastructure. The outsourcing activities of Visma utilise software and IT-automation for its production, and even a few hours of downtime at the Visma IT-centre may have a short-term impact on the financial results of Visma and potential long-term consequences for customer-relationships.

Software development and customer support are also using Visma IT extensively, and, like in most modern companies, almost all activities stop without IT. As an industry-leading high-tech company Visma is probably also a likely target for industrial espionage and hacking.

To limit and control the risks associated with the dependence on IT, Visma has organised its IT operations in a separate legal entity; Visma IT & Communication (VITC). VITC operates a central data-centre on two independent locations with fail-over functions. VITC is certified according to ISO20000 and is in the process of certifying according to ISO27000. Several parts of Visma BPO Accounting & Payroll are certified according to SAS70.

The top management of Visma recognizes the need to limit IT-related risks, and has supported Visma's extensive investments in hardware, premises, certifications, competence and software to prevent intrusion and ensure the continuity of its IT operations.

OUTLOOK FOR 2013

The global economic outlook, affected by a weak Eurozone and public finance problems in the United States, is expected to continue to plague the macroeconomic environment throughout Europe. However, Visma markets are the relatively strongest in Europe and macroeconomic forecasts are moderately positive for the coming year. The company expects increased demand for ERP solutions and outsourcing services. While many enterprises will continue with tight cost-control and productivity measures, Visma expects that most companies also will continue to look for solutions to promote and support renewed growth. We also see that the HRM segment of the market is growing relatively faster than the ERP market. Visma will continue to build its position in this product category with a focus on areas that have logical links with other Visma systems and services, such as accounting software and payroll outsourcing.

Visma expects increasing demand for SaaS offerings in all of Visma´s product areas. Visma intends to be a leader in the SaaS product development in its markets. During 2013, Visma will continue with launches of some new and innovative SaaS products that Visma believes will provide leading-edge software solutions to its customers and markets. The SaaS offerings will both attract new groups of users, and will also provide growth opportunities through enhancement of existing products already installed at the customers' sites.

It will be important for Visma to increase its own organizational productivity going forward. Therefore, Visma will continue to invest in its near-shoring centres in Romania and Lithuania. Visma will concentrate organic personnel growth within the group to these near-shore locations.

Organic growth will continue to be driven by SaaS trends, good opportunities for cross-selling and bundling of products and services across divisions and national borders.

2012 was a year of with significant focus internally on integration of businesses and development of important product platforms. 2013 will likely see more acquisition activity with a prioritization on SaaS and transaction oriented businesses. The acquisitions will also complement the internal R&D investments focused on developing SaaS/Cloud solutions for all primary product areas.

Oslo 18 March 2013

Gunnar Bjørkavåg
Chairman of the Board

William Cornog
Director

Jacques Garaialde
Director

Stanislas De Joussineau
Director

Henrik Kraft
Director

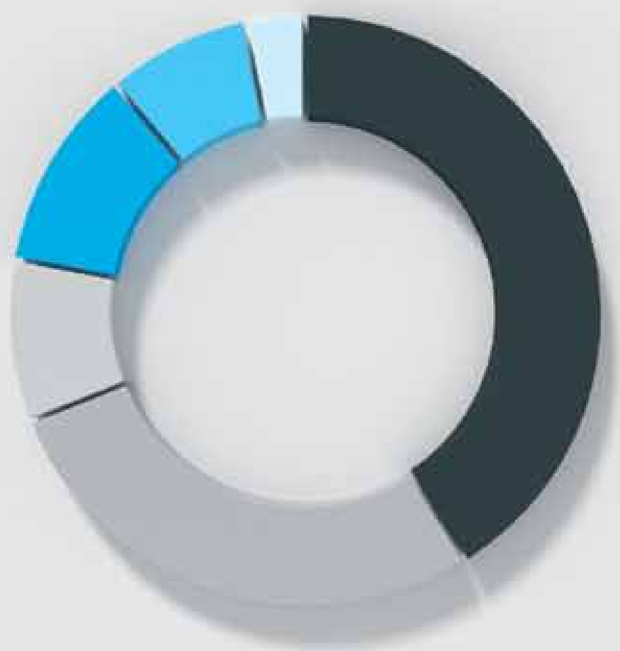
Nic Humphries
Director

Jan Pieter Dekker
Director

Øystein Moan
CEO

FINANCIAL INFORMATION 2012

The consolidated financial statements of Visma AS, for the year ended 31 December 2012 were authorised for issue in accordance with a resolution of the Board of Directors on 18 March 2013. The Group is organised into six business areas according to range of products/services. These divisions comprise the basis for primary segment reporting.



44 %

Software
Supplies, ERP, CRM, HR/payroll, and e-commerce software to small and medium-sized enterprises.

28 %

BPO Accounting & Payroll
Provides outsourcing services within accounting, payroll administration, financial reporting and consultancy.

8 %

Commerce Solutions
Provides services related to administration and collection of accounts receivables, factoring, administrative purchasing spend management and tender management.

11 %

Retail
Provides complete solutions for the Retail market, retail as a service including point-of-sales solutions, supply-chain management solutions, installation and field-service, support, consultancy and hosting of servers.

8 %

Consulting
Provides IT and consultancy services, as development and project management, application management, automated workflow management and case processing solutions as well as system development and integration.

3 %

Hosting
Delivers packages of domains and web hosting services, mainly to the SME market.

CONSOLIDATED ANNUAL ACCOUNTS

INCOME STATEMENT
1 JAN. - 31 DEC.

VISMA AS - CONSOLIDATED

(NOK 1 000)	Note	2012	2011
OPERATING REVENUE			
Sales revenue	2	5 748 523	5 141 908
Total operating revenue		**5 748 523**	**5 141 908**
OPERATING EXPENSES			
Sales and distribution cost		811 299	720 361
Payroll and personnel expenses	3,16	2 993 285	2 684 401
Depreciation and amortisation expenses	4,5	366 111	311 625
Other operating expenses	8,16	829 596	803 041
Total operating expenses		**5 000 291**	**4 519 429**
Operating profit		**748 233**	**622 479**
Result from associated companies	24	**5 824**	**(763)**
FINANCIAL ITEMS			
Financial income	9	29 191	29 184
Financial expenses	9	(238 108)	(211 139)
Net financial items		**(208 917)**	**(181 955)**
Profit before taxes		**545 139**	**439 761**
Taxes	10	**129 365**	**129 030**
Profit for the year		**415 774**	**310 731**
ATTRIBUTABLE TO:			
Equity holders of Visma AS		414 264	307 519
Non-controlling interests		1 510	3 212
EARNINGS PR SHARE IN TNOK			
Basic earnings per share	19	414 264	307 519
Diluted earnings per share	19	414 264	307 519

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(NOK 1 000)			
Profit for the year		**415 774**	**310 731**
OTHER COMPREHENSIVE INCOME			
Net gain (loss) on financial hedging instruments	20	(664)	(61 369)
Income tax		186	17 183
Exchange differences on translation of foreign operations	2	(29 516)	(3 199)
Income tax		8 264	896
Other comprehensive income (loss) for the period net of tax		**(21 729)**	**(46 489)**
Total comprehensive income for the period		**394 045**	**264 243**
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
Equity holders of Visma AS		392 535	261 031
Non-controlling interests		1 510	3 212

STATEMENT OF FINANCIAL POSITION
31 DEC.

VISMA AS - CONSOLIDATED

(NOK 1 000)	Note	2012	2011
ASSETS			
Non-current assets			
Deferred tax assets	10	121 002	174 325
Goodwill	4,23	3 521 924	3 462 456
Other intangible assets	4	596 918	673 434
Contracts & Customer relationships	4	643 085	720 410
Property	5	19 272	19 207
Machinery and equipment	5	125 624	133 623
Shares classified as available for sale	21	38 257	40 159
Investment in associated companies	24	80 767	74 943
Long-term receivables in Group companies	7	148 817	110 568
Other long-term receivables		13 293	14 791
Total non-current assets		**5 308 958**	**5 423 917**
Current assets			
Inventory		32 768	39 791
Accounts receivables	6	789 867	790 667
Other current receivables	7	129 120	153 285
Cash and cash equivalents	12	1 559 376	1 162 654
Total current assets		**2 511 132**	**2 146 398**
TOTAL ASSETS		**7 820 090**	**7 570 315**

	Note	2012	2011
EQUITY AND LIABILITIES			
Equity			
Paid-in capital	14,15	165 000	165 000
Other reserves	13	-63 316	-41 587
Retained earnings		1 367 934	1 135 248
Equity attributable to equity holders of the parent		**1 469 618**	**1 258 661**
Non-controlling interests		8 974	15 443
Total equity		**1 478 592**	**1 274 104**
Non-current liabilities			
Pension liabilities	3	(6 838)	(5 082)
Deferred tax liability	10	490 957	542 302
Financial hedging Instruments	20	103 257	102 594
Other long-term interest bearing loans and borrowings	12	3 983 123	3 772 287
Total non-current liabilities		**4 570 500**	**4 412 101**
Current liabilities			
Revolving credit facility	22	0	200 222
Trade creditors		172 904	182 052
Public duties payable		314 110	307 195
Tax payable		24 064	9 792
Other current liabilities	22	1 259 919	1 184 848
Total current liabilities		**1 770 997**	**1 884 110**
Total liabilities		**6 341 498**	**6 296 210**
TOTAL EQUITY AND LIABILITIES		**7 820 090**	**7 570 315**
Secured liabilities and guarantees	17		

Oslo 18 March 2013

Gunnar Bjørkavåg
Chairman of the Board

William Cornog
Director

Jacques Garaialde
Director

Stanislas De Joussineau
Director

Henrik Kraft
Director

Nic Humphries
Director

Jan Pieter Dekker
Director

Øystein Moan
CEO

STATEMENT OF CASH FLOWS
1 JAN. - 31 DEC.

VISMA AS - CONSOLIDATED

(NOK 1 000)	Note	2012	2011
Profit before taxes		**545 139**	**439 761**
Depreciation and amortisation expenses		366 111	311 625
Finance income		(23 851)	(21 886)
Finance outcome		211 930	140 875
Taxes paid		(60 983)	(92 447)
Changes in debtors		799	(149 572)
Changes in inventory and trade creditors		(2 125)	21 382
Changes in public duties payable		6 915	37 494
Changes in deferred revenue		59 178	255 892
Non-cash related financial items		27 178	18 649
Change in other accruals		(45 778)	(125 223)
Net cash flow from operations		**1 084 513**	**836 550**
Sale of (investment in) businesses	1	(195 525)	(1 394 977)
Investment in R&D software related to business combinations		(1 568)	(55 896)
Investment in tangible fixed assets related to business combinations		(3 725)	(35 686)
Capitalised development cost	4	(34 141)	(31 457)
Investment in tangible fixed assets	5	(49 449)	(33 299)
Sale of (investment in) shares	21	1 901	(27 627)
Net cash flow from investments		**(282 507)**	**(1 578 942)**
Repayments of interest bearing loans		0	(145 000)
Proceeds from interest bearing loans		300 000	1 224 480
Change in revolving credit facility		(200 222)	200 222
Change in long-term receivables		(36 751)	(39 430)
Payment of group contribution		(252 192)	(226 072)
Cash inflow from dividends		5 340	5 420
Cash inflow from interest		23 851	21 886
Cash outflow from interest		(211 930)	(140 875)
Net cash flow from financing activities		**(371 903)**	**900 631**
Net cash flow for the year		**430 103**	**158 240**
Cash and cash equivalents 1.1		1 162 654	1 007 192
Net foreign exchange difference		(33 380)	(2 777)
Cash and cash equivalents 31.12	12	**1 559 376**	**1 162 655**

STATEMENT OF CHANGES IN EQUITY

VISMA AS - CONSOLIDATED

(NOK 1 000)	Paid-in share capital Note 14	Other reserves Note 13	Retained earnings	Majority's share of equity	Non-controlling interests	Total equity
Equity as at 01.01.2011	**165 000**	**4 902**	**990 500**	**1 160 403**	**9 905**	**1 170 305**
Total comprehensive income for the period		(46 489)	307 519	261 031	3 212	264 243
Group contribution			(162 772)	(162 772)		(162 772)
Net changes non-controlling interests*					2 326	2 326
Equity as at 31.12.2011	**165 000**	**(41 587)**	**1 135 248**	**1 258 662**	**15 443**	**1 274 104**
Equity as at 01.01.2012	**165 000**	**(41 587)**	**1 135 248**	**1 258 662**	**15 443**	**1 274 104**
Total comprehensive income for the period		-21 729	414 264	392 535	1 510	394 045
Group contribution			(181 578)	(181 578)		(181 578)
Net changes non-controlling interests*					(7 979)	(7 979)
Equity as at 31.12.2012	**165 000**	**(63 316)**	**1 367 934**	**1 469 618**	**8 974**	**1 478 592**

*Includes the purchase of non-controlling interests and translation differences.

The calculation of income tax payable for 2012 is based on providing a group contribution of MNOK 160 to the parent company Archangel AS. The group contribution is not accounted for until the general meeting in the subsequent period has approved such contribution. The group contribution will in 2013 reduce retained earnings by MNOK 115. Reference is made to note 6 in Visma AS accounts.

IFRS ACCOUNTING POLICIES 2012

CORPORTATE INFORMATION

The consolidated financial statements of Visma AS, for the year ended 31 December 2012 were authorised for issue in accordance with a resolution of the Board of Directors on 18 March 2013. Visma AS (hereafter the 'Company' or 'Visma' or the 'Group') is a limited liability company incorporated and domiciled in Oslo, Norway. The registered office of Visma AS is Karenslyst allé 56, 0277 Oslo, Norway. The Company is 100% owned by Archangel AS. Information on its ultimate parent is presented in note11.

The Groups activities are described in note 2.

STATEMENT OF COMPLIANCE

The consolidated financial statements of Visma AS including all its subsidiaries have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU.

BASIS OF PREPARATION

The consolidated financial statements have been prepared on a historical cost basis, except for available-for-sale investments (primarily shares owned less than 20%) and interest rate swaps that have been measured at fair value.

The consolidated financial statements have been prepared on the basis of uniform accounting principles for similar transactions and events under otherwise similar circumstances.

The consolidated financial statements are presented in NOK and all values are rounded to the nearest thousand (NOK 1 000) except when otherwise indicated.

BASIS FOR CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 31 December each year.

Basis for consolidation and non-controlling interest

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealised gains and losses from intra-group transactions and dividends are eliminated in full.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interest
- Derecognises the cumulative translation differences, recorded in other comprehensive income
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in other comprehensive income to profit or loss

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Segment reporting

For management purposes, the Group is organised into six business areas according to range of products/services. These divisions comprise the basis for primary segment reporting. The financial information relating to segments and geographical distribution is presented in note 2.

The internal gain on sales between the various segments is eliminated in the segment reporting.

Functional currency and presentation currency

The consolidated financial statements are presented in NOK, which is Visma AS's functional currency. Transactions in foreign currencies are initially recorded in the functional currency at the exchange rate the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. All exchange differences are recognised in the income statement with the exception of exchange differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity, or monetary items that are regarded as a part of the net investments. These exchange differences are recognised as a separate component of other comprehensive income until the disposal of the net investment, at which time they are recognised in the income statement. Tax charges and credits attributable to exchange differences on those borrowings are also recorded in other comprehensive income. Non-monetary items that are measured at historical cost in foreign currency are translated using the exchange rates at the dates of the initial transactions.

The Group has foreign entities with functional currency other than NOK. At the reporting date, the assets and liabilities of foreign entities with functional currencies other than NOK are translated into NOK at the rate of exchange at the reporting date and their income statements are translated at the average exchange rates for the year. The translation differences arising from the translation are recognised in other comprehensive income until the disposal of the net investment, at which time they are recognised in the income statement.

Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Impairment

Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

As at the acquisition date, any goodwill acquired is allocated to each of the cash-generating units, or groups of cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities are assigned to those units or groups of units. A cash-generating unit to which goodwill has been allocated will be tested for impairment annually, and whenever there is an indication that the unit may be impaired, by comparing the carrying amount of the unit, including the goodwill, with the recoverable amount of the unit.

Where recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised. The recoverable amount of a cash-generating unit is the higher of its fair value less costs to sell and its value in use. Value in use is the present value of the future cash flows expected to be derived from the cash-generating unit.

Cash-generating units

A cash-generating unit 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. In identifying whether cash inflows from an asset (or group of assets) are largely independent of the cash inflows from other assets (or groups of assets), the management considers various factors including how management monitors the entity's operations (such as by product or service lines, businesses, geographical areas). The group of cash-generating units is in any case not larger than an operating segment determined in accordance with IFRS 8 Operating Segment.

Intangible assets

Research and development cost

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognised as an intangible asset when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete and its ability to use it sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

Following the initial recognition of the development expenditure, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure carried forward is amortised over the period of the expected future sales from the related project. Amortisation starts when the development process is completed.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use or more frequently when an indicator of impairment arises during the reporting year indicating that the carrying value may not be recoverable.

Gains and losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement when the asset is derecognised.

Internally generated intangible assets, excluding capitalised development costs, are not capitalised but are expensed as occurred.

Identifiable intangible assets acquired in business combinations

The cost of intangible assets acquired in a business combination is fair value as at the date of acquisition.

Values related to contracts and customer relationships are identified and recorded as identifiable intangible assets. The fair value of contracts and customer relationships are calculated considering the estimated future recurring revenues from the customers in the acquired operations at the date of the acquisition. The value related to contracts and customer relationships are calculated on a 100 % basis, including the share of any non-controlling interest. The fair value of tax amortizations are considered in the recorded value of contracts and customer relationships. Any deferred tax liabilities related to the recorded contracts and customer relationships are calculated at nominal values and the difference between the fair value of the tax amortizations and the corresponding deferred tax liabilities are recorded as a part of goodwill.

Purchased rights and contracts and customer relationships acquired are capitalised at fair value as at the date of acquisition. Following initial recognition, the cost model is applied to this class of intangible assets. Purchased rights and contract and customer relationships have 4 – 15 years of useful life and are amortized on a straight-line basis over their useful life. The depreciable amount is determined after deducting its residual value (only where there is an active market for the asset). Useful life and residual value are reviewed at least annually and reflect the pattern in which the benefits associated with the asset are consumed. A change in the useful life or depreciation method is accounted for prospectively as a change in accounting estimate.

Trademark with indefinite lives are not amortised but are tested for impairment annually, either individually or at the cash generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

The carrying values of intangible assets with finite useful life are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount. The recoverable amount of intangible assets is the greater of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognised in the income statement.

An item of intangible assets is derecognised upon disposal or when no future economics benefits are expected to arise from the continued use of the asset. Gains or losses on the sale or disposal of intangible assets are recorded as other operating revenues and other operating costs respectively in the year the item is derecognised.

Current/non-current classification

All assets and liabilities related to the operating cycle are classified as current/short-term. For receivables and liabilities outside the operating cycle, the current/non-current distinction is determined based on a one year maturity-rule as from the acquisition date.

Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is recognized gross unless required to be recognised net by a Standard or Interpretation (IAS 1.32).

Visma Software

Visma Software supplies, ERP, CRM, HR/payroll, and e-commerce software to small and medium-sized enterprises.

In Visma Software the most common types of revenue streams are:
- Licence fees
- Revenue from maintenance agreements
- Revenue from support agreements
- Revenue from Software as a Service solutions
- Revenue from services and other consulting services

License and maintenance fees

Licence fees related to software are recognized as revenue when the software is delivered. A delivery has taken place when the risk and control related to the software in all significant aspects have been transferred to the customer. Risk in this relation means the profit and loss potential related to the software. Control is related to the delivery of the software. At what time a delivery has taken place will therefore depend on the conditions included in the specific sales arrangement.

Initial licence fees are recognised when:
- A non cancellable licence agreement has been signed;
- The software and related documentation have been shipped;
- No material uncertainties regarding customer acceptance exists;

• Collection of the resulting receivable is deemed probable.

Visma has two separate relationships related to their software licences and related maintenance contracts; one software licence contract and one maintenance contract, which may also include customer support. In addition Visma and/or the distributor may enter into separate contracts with the end-user regarding installation, implementation, support and other consultancy services related to the software. Most of this work is performed by a distributor.

Visma account for licence fee and maintenance fee separately. Licence fee is recognised when shipped to the customer when the criteria in IAS 18.14 are met. Maintenance fees are charged annually and recognised on a straight line basis over the contract period. Customers normally have the right to cancel their utilization rights prior to the next renewal period. Failing cancellation in due time, customers are obliged to pay for the next period. Such revenue from maintenance is recognised over the lifetime of the contract.

When the software is delivered electronically, the delivery criterion for revenue recognition is met when the customer has the reasonable ability to access the licensed software.
This condition is generally met when:

- Visma provides the necessary access codes to the customer to allow the customer to commence download of the licensed software and
- Visma's server is functioning.

In some cases Visma is selling customized software implying development of new functionality. When delivering customised software, the percentage of completion method is applied.

Revenue from support agreement

Revenue from support agreements is recognised when the support is performed. Fixed price support contracts are recognized on a straight-line basis over the support period.

Software as a Service (SaaS)

Revenue from SaaS solutions may in some cases have two components – an up-front payment to cover the set-up fee, and an ongoing service fee equivalent to the maintenance contract, but including the hosting service. Visma recognize the portion of the fee related to the set-up on delivery, with the portion of the fee related to the maintenance and hosting element being recognized on a straight-line basis over the contract period as the service is provided. If the two components cannot be separated, the license fee is recognized over the contract period (normally on a straight-line basis).

Revenue from other services including consulting services

Revenue from services provided in connection with the supply of standard software and other consulting services are recognized when the services are performed according to the percentage of completion method. These services could include installation, implementation, reporting and database building, training of the customer etc.

Visma BPO Accounting & Payroll

Visma BPO Accounting & Payroll is a service provider for their customer with a complete suite of outsourcing services within accounting, payroll administration, financial reporting and consultancy.

In Visma BPO Accounting & Payroll the most common types of revenue streams are:

- Revenue from transaction-based agreements
- Revenue from fixed price agreements
- Revenue from personnel for hire
- Revenue from consulting by the hour

Revenue from transaction-based agreements

Agreements based on transactions have usually three elements; a basic fee, a transaction based fee and a fee per hour for additional services. Revenue related to accounting and payroll services are earned when the services have been provided. Revenue is recognized as the services are provided. Work performed, but not yet invoiced, is recognised and capitalised as accrued income. Work invoiced, but not yet performed, is capitalised as deferred revenue.

Revenue from fixed price service agreements

Revenue is recognised as the corresponding work is performed. If the work for the most part is performed on a continuous basis, a linear recognition of revenue over the contract period is applied, unless there is evidence that some other method better represents the stage of completion. Estimated loss on the contracts is recognised immediately when a loss contract is identified.

Revenue from personnel for hire

There are normally two services delivered to the customers; temporary staff contracting services and recruitment services. Agreements on temporary staff services are usually based on delivered hours and net hourly rates. Revenue is recognised in accordance with the delivered hours and realised net hourly rates. At the balance sheet date, work performed but not invoiced are recognised and capitalised as accrued income, while work invoiced but not performed is capitalised as deferred revenue.

Agreements on recruitment services are usually a fixed fee that is cleared in advance with the customer. Revenue is recognised when the recruitment process is finished, and the candidate or service is delivered.

Revenue from hourly based consulting

Revenue from hourly based consulting is recognised when services have been provided. It is based on delivered hours and net hourly rates.

Visma Commerce Solutions

Visma Commerce Solutions provides services related to administration and collection of accounts receivables, factoring, administrative purchasing spend management and tender management.

In Visma Commerce Solutions the most common types of revenue streams are:

- Revenue from procurement pooling services
- Revenue from suppliers
- Revenue from services in administration and collections of accounts receivables
- Revenue from third party's portfolios of loans and receivables

Revenue from procurement pooling services

Revenue from procurement pooling services (SaaS solutions) has two components – an up-front payment to cover the licence and set-up fee, and an ongoing service fee to cover hosting. Visma recognize the portion of the fee related to the licence and set-up on delivery, with the portion of the fee related to the hosting element being recognized on a straight-line basis over the contract period as the service is provided. If the two components cannot be separated, the license fee is recognized as earned over the contract period (normally on a straight-line basis).

Revenue from suppliers

Agreements with the suppliers in the purchasing pool are defined with a kick-back bonus according to sales volume to customers. These bonuses are recognised as revenue when earned.

Revenue from services in administration and collections of accounts receivables

Agreements regarding services in administration of accounts receivables are usually based on a transaction fee. Revenue is normally recognized as they are performed based upon transactions handled and hours used.

Revenue from surveillance portfolios are based on specific agreements with clients and normally include a predefined percentage of payments made by the debtor. Such income is recognised when Visma receives payment from the underlying debtor. In addition the agreements normally include a predefined percentage of the delayed payment fee.

Revenue related to issuance of payment reminders and debt collection on behalf of customers is normally being recognized when the debtor has made a payment and thus the fee is earned. An accrual is also made for debt collection fee based on ongoing debt collection matters.

In some countries revenues related to debt collection services is based on policies issued by the local regulators.

Visma Retail

Visma Retail provides complete turn-key solutions for the Retail market, retail as a service. The product offering includes point-of-sales (POS) solutions, supply-chain management solutions, installation and field-service, support, consultancy and hosting of servers.

In Visma Retail the most common types of revenue streams are:

- Licence fees
- Hardware sale
- Revenue from on-sight services, hosting and consulting services
- Revenue from maintenance agreements
- Revenue from support agreements

Licence fees

Licence fees related to software is recognized as revenue when the software is delivered. Reference is also made to the above description concerning Visma Software.

Hardware sales

Revenue related to hardware acquired in from third party's is earned when the hardware is delivered and the control has been transferred to the customer.

Revenue from on-sight services, hosting and consulting services

Revenue from services provided in connection with the supply of standard software and other hosting and consulting services is recognized when the services are performed. These services include installation, on-sign services, implementation, reporting and database building, hosting of servers and consulting services etc.

Revenue from maintenance agreements

Revenue from fixed price maintenance agreements is recognized on a straight-line basis over the maintenance period. Reference is also made to the above description concerning Visma Software.

Revenue from support agreement

Revenue from support agreements is recognised when the support is performed. Fixed price support contracts are recognized on a straight-line basis over the support period.

Visma Consulting

Visma Consulting provides IT and consultancy services, as development and project management, application management, automated workflow management and case processing solutions as well as system development and system integration.

In Visma Consulting the most common types of revenue streams are:

- Revenue from hourly based agreements
- Revenue from fixed price agreements
- Revenue from maintenance agreements

Revenue from hourly based agreements

Hourly based agreements are defined with a fee per hour, and are usual small projects. Revenue related to project and consulting is earned when the services have been provided. At the balance sheet date work performed, but not yet invoiced, is recognised and capitalised as accrued income. Work invoiced, but not yet performed, is capitalised as deferred revenue.

Revenue from fixed price service agreements
Fixed price service agreements are usually larger projects. They are based on fixed fee or max and min fee and sometimes a defined target fee. As revenue from hour-based agreements, the revenue from fixed price agreements are also earned when the services have been provided.

Some fixed price service contracts will be invoiced upfront. The payment is capitalised as prepayments from customers and the revenue is recognised as the corresponding work is performed. If the work for the most part is performed on a continuous basis, a linear recognition of revenue over the contract period can be justified, unless there is evidence that some other method better represents the stage of completion. An estimated loss is accounted for immediately when a loss contract is identified.

Revenue from maintenance agreements
Revenue from fixed price maintenance agreements is recognized on a straight-line basis over the maintenance period. Advance payments are recognized as a liability (deferred revenue) in the balance sheet.

Visma Hosting
Visma Hosting delivers packages of domains and web hosting services, mainly to the SMB market.

In Visma Hosting the most common types of revenue streams are:
• Revenue from sale of domains
• Revenue from sale of web hosting services

Revenue from sale of domains and web hosting services are charged annually and recognised on a straight line basis over the contract period, usually 12 months. Advance payments are recognized as a liability (deferred revenue) in the balance sheet.

Other types of revenues within the Group

Interest income
Revenue is recognised as interest accrues (using the effective interest method). Interest income is included in finance revenue in the income statement.

Dividends
Dividend is recognised in the income statement when the shareholders' right to receive dividend has been determined by the general meeting.

Pensions
The Group have pension schemes where the company's commitment is to contribute to the individual employee's pension scheme (contribution plans). Contributions paid to the pension plans are expensed.

Income tax
The tax expense consists of the tax payable and changes to deferred tax.

Tax payable
Taxes payable assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.
Taxes payable are recognised directly in equity to the extent that they relate to equity transactions.

Deferred taxes
Deferred income tax is provided using the liability method on temporary differences at the statement of financial position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.
Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred taxes are recognised directly in equity to the extent that they relate to equity transactions.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Property and equipment

Property and equipment acquired by Group companies are stated at historical cost, except the assets of acquired subsidiaries that were stated at the fair values at the date of acquisition. Depreciation is charged on a straight-line basis over the estimated useful life of the assets. The amount to be depreciated is the carrying amount less the asset's residual value.

Useful life and residual value are reviewed at least annually and reflect the pattern in which the benefits associated with the asset are consumed. A change in the useful life or depreciation method is accounted for prospectively as a change in accounting estimate.

Each part of an item of property and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

Ordinary repair and maintenance (day-to-day servicing) of tangible assets is recorded as an operating cost, whereas improvements are capitalised and depreciated over its useful life. An item of property and equipment is derecognised upon disposal or when no future economics benefits are expected to arise from the continued use of the asset. Gains or losses on the sale or disposal of fixed assets are recorded as other operating revenues or other operating costs respectively in the year the item is derecognised.

The carrying values of property and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount.

The recoverable amount of property and equipment is the greater of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognised in the income statement.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as interest cost.

Inventories

Inventories are valued at the lower of cost and net realisable value. The original cost of purchased goods is the purchase price and is based on the FIFO principle. The original cost of work in progress and own manufactured goods are the direct cost of production plus a share of the indirect cost of production based on normal operating capacity but excluding borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Inventories are reduced for estimated obsolescence.

Trade receivables

Trade receivables are recognised at their cost minus any write downs.

Cash and cash equivalents

Cash and cash equivalents comprise bank deposits, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Restricted cash is included as cash and cash equivalents. Bank overdrafts are included within borrowings in current liabilities on the statement of financial position.

For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net outstanding bank overdraft.

Earnings per share

Earnings per share is calculated by dividing the majority shareholders share of the profit/loss for the period by the weighted average number of ordinary shares outstanding over the course of the period. When calculating diluted earnings per share, the average number of shares outstanding is adjusted for all share options that have a potential dilutive effect. Options that have a dilutive effect are treated as shares from the date they are issued.

Leases

Finance leases, which transfer to the Group substantially all the risk and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income.

Capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term.

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term.

Cash flow

The cash flow statement has been drawn up in accordance with the indirect method and report cash flows during the period classified by operating, investing and financing activities. Cash and cash equivalents consist of cash and cash equivalents as defined under cash and cash equivalents, net outstanding bank overdraft.

Investment in an associate

The Group's investment in its associate is accounted for using the equity method of accounting. An associate is an entity in which the Group has significant influence.

Under the equity method, the investment in the associate is carried in the statement of financial position at cost plus post acquisition changes in the Group's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The income statement reflects the share of the results of operations of the associate. Where there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes and discloses this, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The share of profit of associates is shown on the face of the income statement. This is the profit attributable to equity holders of the associate and therefore is profit after tax and non-controlling interests in the subsidiaries of the associates.

The financial statements of the associate are prepared for the same reporting period as the parent company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associates. The Group determines at each balance sheet date whether there is any objective evidence that the investment in the associate is impaired. If this is the case the Group calculates the amount of impairment as the difference between the recoverable amount of the associate' and its carrying value and recognises the amount in the income statement.

Upon loss of significant influence over the associate, the Group measures and recognizes any retaining investments at its fair value. Any differences between the carrying amount of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in profit or loss.

Interests in joint ventures

The Group's interest in joint ventures is accounted for using the equity method of accounting from the date when joint control is achieved and until joint control ceases.

A joint venture is an activity over which the Group has joint control through a contractual agreement between the parties. A jointly controlled enterprise involves the creation of a separate entity in which each of the parties has its ownership interest and which is under joint control.

Financial instruments

In accordance with IAS 39, Financial instruments: Recognition and measurement, financial instruments within the scope of IAS 39 are classified in the following categories: at fair value with changes in value through profit or loss, loans and receivables, available-for-sale financial assets and other liabilities.

Financial assets with fixed or determinable cash flows that are not quoted in an active market are classified as loans and receivables.

Financial liabilities that do not form part of the held for trading purposes category and which have not been designated as being at fair value with changes in value through profit or loss are classified as other liabilities.

Financial instruments that are held to maturity are included in fixed asset investments unless the redemption date is less than 12 months after the balance sheet date. Financial instruments in the held for trading purposes group are classified as current assets. Financial instruments that are available for sale are presented as current assets if the management has decided to sell the instrument within the 12-month period following the balance sheet date.

Investments that are held to maturity, loans and receivables and other liabilities are recognised at their amortised cost using the effective interest method.

Trade receivables are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified. Financial instruments that are classified as available for sale and held for trading purposes are recognised at their fair value, as observed in the market on the balance sheet date, without deducting costs linked to a sale.

The gain or loss resulting from changes in the fair value of financial investments that are classified as available for sale is recognised in other comprehensive income. When the investment is sold, the accumulated gain or loss on the financial instrument that has previously been recognised in other comprehensive income is reversed and the gain or loss is recognised in the income statement.

Changes in the fair value of financial instruments classified as held for trading purposes or designated as being at fair value with changes in value through profit or loss are recognised in the income statement and presented as a financial income/expense.

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments such as interest rate swaps to hedge its interest rate risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Group's criteria for classifying a derivative or other financial instrument as a hedging instrument are as follows:

(1) the hedge is expected to be very effective in that it counteracts changes in the fair value of or cash flows to an identified asset - a hedging efficiency of 80-125% is expected,
(2) the effectiveness of the hedge can be reliably measured,
(3) there is adequate documentation when the hedge is entered into that the hedge is effective, among other things,
(4) for cash-flow hedges, the forthcoming transaction must be probable, and
(5) the hedge is evaluated regularly and has proven to be effective.

Cash-flow hedges

The effective portion of the gain or loss on the hedging instrument is recognized directly as other comprehensive income in the cash flow hedge reserve, while any ineffective portion is recognized immediately in the income statement in other operating expenses.

Amounts recognized as other comprehensive income are transferred to the income statement when hedged transaction affects profit or loss, such as when the hedged income or financial expense is recognized or when a forecast sale occurs. Where the hedged item is the cost of a non-financial assets or non-financial liability, the amounts recognized as other comprehensive income are transferred to the initial carrying amount of the non-financial assets or liability.

For cash-flow hedges other than those mentioned above, associated accumulated gains and losses are reclassified from equity to the income statement during the same period(s) as the hedged expected transaction affects the profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the enterprise cancels the hedging relationship despite the fact that the hedged transaction is still expected to take place, the accumulated gains or losses at that time remain in equity and are recognised in the income statement in accordance with the above guidelines when the transaction takes place.

Should the hedging relationship no longer meet the criteria for hedge accounting as specified above, accumulated gains and losses that are recognised in equity up to this date remain in equity and are recognised in the income statement in accordance with the above guidelines when the transaction takes place.

If the hedged transaction is no longer expected to take place, accumulated unrealised gains or losses on the hedging instrument that have previously been recognised directly in equity are recognised in the income statement immediately.

Equity

Equity and liabilities

Financial instruments are classified as liabilities or equity in accordance with the underlying economical realities.

Interest, dividend, gains and losses relating to a financial instrument classified as a liability will be presented as an expense or income. Amounts distributed to holders of financial instruments that are classified as equity will be recorded directly in equity.

Costs of equity transactions

Transaction costs directly related to an equity transaction are recognised directly in equity after deducting tax expenses.

Other equity

(a) Reserve

This reserve contains the total net increase in the fair value of non-current assets that have been revalued at an amount which exceeds their cost. The reserve also contains total net changes in the fair value of financial instruments classified as available for sale until the investment has been sold or it has been determined that the investment is of no value.

(b) Translation differences

Translation differences arise in connection with exchange-rate differences of consolidated foreign entities.

Exchange-rate differences in monetary amounts (liabilities or receivables) which are in reality a part of a company's net investment in a foreign entity are also included as translation differences.

If a foreign entity is sold, the accumulated translation difference linked to the entity is reversed and recognised in the income statement in the same period as the gain or loss on the sale is recognised.

Adoption of new and revised accounting standards and interpretations

The accounting policies adopted are consistent with those of the previous financial year except for the following amendments to IFRS effective as of 1 January 2012:.

- IAS 12 Income Taxes (amendment) – Deferred Taxes: Recovery of underlying assets
- IFRS 1 First-Time Adoption of International Financial Reporting Standards (amendment) – severe Hyperinflation and Removal of Fixed Dates for First-Time adopters
- IFRS 7 Financial Instruments: Disclosures – Enhanced Derecognition Disclosure Requirements

The Group has not early adopted any Standards or Interpretations in 2012. These amendments have had no effect on the Group's financial position, performance or its disclosures.

Approved IFRSs and IFRICs with future effective dates

Standards and interpretations that are issued up to the date of issuance of the consolidated financial statements, but not yet effective are disclosed below. The Group's intention is to adopt the relevant new and amended standards and interpretations when they become effective, subject to EU approval before the consolidated financial statements are issued.

The Group anticipates that all of the below Standards, amendments and Interpretations will be adopted in the Group's financial statements for the period commencing 1 January 2013 or after and that the adoption of those Interpretations will have no material impact on the financial statements of the Group in the period of initial application:

IAS 1 Presentation of Financial Statements

The amendments to IAS 1 imply that the items presented in other comprehensive income (OCI) shall be grouped in two categories. Items that could be reclassified to profit or loss at a future point in time (for example, net gain on hedge of net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net gain or loss on available-for-sale financial assets) shall be presented separately from items that will never be reclassified (for example, actuarial gains and losses on defined benefit plans). The amendments affect the presentation only and have no impact on the Group's financial position or performance. The amendments become effective for annual periods beginning on or after 1 July 2012, and will therefore be applied in the Group's first annual report after becoming effective.

IAS 12 Income Taxes

The amendment clarifies the determination of deferred tax on investment property measured at fair value and introduces a rebuttable presumption that deferred tax on investment property measured using the fair value model in IAS 40 shall be determined on the basis that its carrying amount will be recovered through sale. The presumption can be rebutted if two specific criteria have been met. The amendment also includes an implementation of SIC 21 – Income Taxes – Recovery of Revalued Non-depreciable Assets stating that deferred tax on non-depreciable assets measured using to the revaluation model in IAS 16 Property, Plant and Equipment shall always be measured on a sale basis. Within the EU/EEA area, the amendments are effective for annual periods beginning on or after 1 January 2013.

IAS 19 Employee Benefits

The IASB has issued numerous amendments to IAS 19. These range from fundamental changes such as removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and rewording. Removing the corridor mechanism implies that actuarial gains and losses shall be recognised in other comprehensive income (OCI) in the current period. The amendments to IAS 19 will impact the net benefit expense, as the expected return on plan assets will be calculated using the same interest rate as applied for the purpose of discounting the benefit obligation.

The amendments are effective for accounting periods beginning on or after 1 January 2013.

IAS 28 Investment in Associates and Joint Ventures
As a consequence of the new standards IFRS 11 Joint Arrangements and IFRS 12 Disclosure of Interests in Other Entities, IAS 28 Investments in Associates has been renamed IAS 28 Investment in Associates and Joint Ventures, and describes the application of the equity method to investments in joint ventures in addition to associates. Within the EU/EEA area, the amendments are effective for annual periods beginning on or after 1 January 2014.

IAS 32 Financial Instruments: Presentation
IAS 32 is amended in order to clarify the meaning of "currently has a legally enforceable right to set-off" and the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. The amendments are effective for annual periods beginning on or after 1 January 2014.

IFRS 7 Financial Instruments: Disclosures
The amendments imply that entities are required to disclose information about rights to set-off and related arrangements (e.g., collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting agreements on an entity's financial position. The new disclosures are required for all recognised financial instruments that are set off in accordance with IAS 32 Financial Instruments: Presentation. The disclosures also apply to recognised financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with IAS 32. The amendments will not impact the Group's financial position or performance and become effective for annual periods beginning on or after 1 January 2013 and interim periods within those annual periods.

IFRS 9 Financial Instruments: Classification and Measurement
IFRS 9, as issued, reflects the first phase of IASB's work on the replacement of IAS 39 and applies to the classification and measurement of financial assets and financial liabilities as defined in IAS 39. The standard was initially effective for accounting periods beginning on or after 1 January 2013, but amendments to IFRS 9 issued in December 2011 moved the mandatory effective date to 1 January 2015. Subsequent phases of this project will address hedge accounting and impairment of financial assets.

The Group will evaluate potential effects of IFRS 9 in accordance with the other phases as soon as the final standard, including all phases, is issued.

IFRS 10 Consolidated Financial Statements,
IAS 27 Separate Financial Statements
IFRS 10 replaces the portion of IAS 27 Consolidated and Separate Financial Statements that addresses the accounting for consolidated financial statements and SIC-12 Consolidation – Special Purpose Entities.

IFRS 10 establishes a single control model that applies to all entities including special purpose entities. The changes introduced by IFRS 10 will require management to exercise significant judgement to determine which entities are controlled and therefore are required to be consolidated by a parent, compared with the requirements that were in IAS 27. As a result, the Group has evaluated the entities to be consolidated pursuant to IFRS 10 and compared with the requirements of the current IAS 27.

Within the EU/EEA area, IFRS 10 is effective for annual periods starting on or after 2014.

IFRS 11 Joint Arrangements
This standard replaces IAS 31 Interests in Joint Ventures and SIC-13 Jointly-controlled Entitites – Non-monetary Contributions by Venturers. IFRS 11 removes the option to account for jointly controlled entities (JCEs) using proportionate consolidation. All entities meeting the definition of a joint venture must be accounted for using the equity method. Within the EU/EEA area, IFRS 11 is effective for annual periods beginning on or after 1 January 2014.

IFRS 12 Disclosure of Interests in Other Entities
IFRS 12 applies for enterprises with interests in subsidiaries, joint arrangements, associates and structured entities. IFRS 12 replaces the disclosure requirements that were previously included in IAS 27 Consolidated and Separate Financial Statements, IAS 28 Investments in Associates and IAS 31 Interests in Joint Ventures. A number of new disclosures are also required, but has no impact on the Group's financial position or performance. Within the EU/EEA area, IFRS 12 is effective for annual periods beginning on or after 1 January 2014.

IFRS 13 Fair Value Measurement
The standard establishes a single source of guidance under IFRS for all fair value measurements, i.e., for requirements of all standards related to measuring fair value for assets and obligations. IFRS 13 is effective for annual periods beginning on or after 1 January 2013.

Annual Improvements 2009-2011
IAS 1 Presentation of Financial Statements
The amendments to IAS 1 clarify the difference between voluntary additional comparative information and the minimum required comparative information. Generally, the presentation of the previous

period's comparative information will meet the minimum requirements. The amendments have no impact on the Group's financial position or performance and are effective for annual periods beginning on or after 1 January 2013, but the EU has not yet approved the amendments.

IAS 16 Property, Plant and Equipment

The amendment clarifies that major spare parts and servicing equipment that meet the definition of property, plant and equipment are not inventory. The amendment is effective for annual periods beginning on or after 1 January 2013, but has not yet been approved by the EU.

IAS 32 Financial Instruments: Presentation

The amendment clarifies that income taxes arising from distributions to equity holders shall be accounted for in accordance with IAS 12 Income Taxes. The amendment is effective for annual periods beginning on or after 1 January 2013, but has not yet been approved by the EU.

Significant accounting judgements, estimates and assumptions

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgments which have the most significant effect on the amounts recognised in the consolidated financial statements:

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair value of financial instruments

Where the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing faire values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported faire value of financial instruments.

Events after the balance sheet date

New information on the company's financial position on the statement of financial position which becomes known after the balance sheet date and which provides evidence of conditions that existed at the balance sheet date is recorded in the annual accounts. Events after the balance date sheet date that are indicative of conditions that arose after the balance sheet date and that do not affect the company's financial position on the statement of financial position but which will affect the Company's financial position in the future are disclosed if significant.

NOTE 1 - ACQUISITIONS OF BUSINESS AND ASSETS

VISMA AS - CONSOLIDATED

(NOK 1,000)

Name	Description	Acquisition date	Percentage of voting equity instruments acquired	Cost price	Cost associated with the acquisition [1]	Consideration total
Tabula OY	Earn Out	1/5/12		71	-	71
Økonomistyring Drammen AS	BPO Business	1/5/12	100.00%	13 000	93	13 093
Gestor AS	Earn Out	2/1/12		184	-	184
Agda Lön AB	SW Business	4/2/12	100.00%	174 105	803	174 908
Eva Accounting OY	Earn Out	5/1/12		233	-	233
Tilihuone OY	Earn Out	5/1/12		-4 973	-	-4 973
Sund IT Ekonomi AB	BPO Business	5/1/12	100.00%	12 863	230	13 093
Halvorsen Regnskapskontor AS	BPO Business	6/1/12	100.00%	3 652	86	3 738
Marmon AS	BPO Asset	6/1/12		288	-	288
DI Systemer AS	SW Business	7/1/12	100.00%	64 617	957	65 574
Visma Services Odense A/S	Buy out non-controlling interests	9/10/12	49.00%	5 633	-	5 633
Visma Resta OY	Buy out non-controlling interests	9/1/12	40.00%	205	-	205
Greta Andersen regnskap AS	BPO Asset	9/1/12		960	-	960
S4F Progress AB	BPO Business	9/1/12	100.00%	2 993	-	2 993
Revisjonsfirmaet CHR. Lysehøj A/S	BPO Asset	10/1/12		4 863	-	4 863
Forvaltningskompaniet AS	BPO Asset	10/1/12		1 600	-	1 600
Total				**280 295**	**2 168**	**282 463**

The cash outflow on acquisition are as follows:	
Cost price (excluded costs associated with the acq.)	280 295
Last year earn-out paid this year	9 777
Change in estimated earn-out	4 973
Deferred payment	(2 117)
Cash paid	**(292 928)**
Net cash acquired with the acquisitions	92 110
Net cash (outflow)/inflow	**(200 818)**
Other intangible assets acquired	1 568
Machinery and equipment acquired	3 725
Net investment in businesses	**(195 525)**

[1] All costs associated with the acquisition are expensed as "Other operating expenses", including reimbursements to the acquiree for bearing some of the acquisition costs.

Consideration for the acquisition includes the acquisition-date fair value of contingent consideration. Changes to contingent consideration resulting from events after the acquisition date are recognised in profit or loss.
Estimated earn out in the balance sheet for most entities, are considered at the best estimate.

Companies acquired are valued on a mix of revenue, EBITDA, growth, cash-flow, product and market and due dilligence.
The primary reasons for doing acquisitions are to achieve growth, consolidate the market and improve the competitive position.

Acquisition of Agda Lön AB

On 2 April 2012, Visma acquired 100% of the voting shares of Agda Lön AB. Agda Lön AB is the Swedish market leader for payroll and HRM software in the Swedish SME market.

Acquisition of DI Systemer AS

On 10 July 2012, Visma acquired 100% of the voting shares of DI Systemer AS. DI Systemer AS has a very strong position in the accounting office segment in the SME ERP market.

The aggregated fair value of identifiable assets and liabilities and the goodwill arising at the date of acquisition for material transactions are:

CONSOLIDATED

(NOK 1 000)	Agda Lön AB	DI Systemer AS *
Deferred tax assets		497
Shares	9	
Other intangible assets		1 568
Machinery and equipment	1 916	886
Property		
Other long-term receivables		
Inventories	108	420
Trade receivables	7 784	2 540
Other short term receivables	1 627	2 021
Cash and cash equivalents	75 413	14 258
Assets	**86 856**	**22 190**
Deferred tax liability	4 488	
Bank overdraft		111
Trade creditors	1 387	2 393
Public duties payable	2 754	3 135
Tax payable	(2 178)	
Other current liabilities	50 323	10 414
Liabilities	**56 773**	**16 053**
Fair value of net assets	**30 082**	**6 137**
Goodwill arising on acquisition	84 757	40 985
Other intangible assets	36 562	7 800
Contracts and customer relationship arising on acquisition	43 526	16 500
Deferred tax liability	(20 823)	(6 804)
Consideration total	**174 105**	**64 617**
Revenue for the year	152 545	49 686
Revenue for the period before acquisition	72 757	33 005
Revenue contribution to the Visma Group	79 788	16 681
Profit for the year	2 738	4 463
Profit for the period before acquisition	5 809	2 817
Profit contribution to the Visma Group	(3 071)	1 647

* DI Systemer AS was merged to Visma Software International AS from time of acquisition.

The goodwill arising on these acquisitions are attributable to the anticipated profitability of the operations and to the anticipated synergies. Goodwill arising on the acquisitions is usually not tax deductible. For further comments on goodwill arising from acquisitions, please see Note 4.

Acquisitions after the balance sheet date.

Name	Description	Acquisition date	Percentage of voting equity instruments acquired	Cost price	Cost associated with the acquisition	Consideration total
Fredriksen Regnskapsservice AS	BPO Business	08-01-13	100,0 %	3 700		3 700
Svein Holtet AS	BPO Business	08-01-13	100,0 %	3 200		3 200
Crestra AS	CS Asset	08-01-13		800		800
Kollektor AS	Buy out non-controlling interests	31-01-13	49,0 %	6 971		6 971
Maventa OY	Buy out non-controlling interests	22-01-13	49,9 %	25 346		25 346
Lavit OY	BPO Business	19-02-13	100 %	10		10

The initial accounting for the business combination is incomplete at the time these financial statements are authorised for issue. Hence disclosures related to purchase price allocation is not provided.

NOTE 2 - SEGMENT INFORMATION

VISMA AS - CONSOLIDATED

The Group's primary reporting format is business segments and its secondary format is geographical segments.

The definitions of operating segments are based on the company's internal reporting and are strategic segments that offer different products and services with different risk and rates of returns. The company has six reportable segments: Visma Software (Software), Visma BPO Accounting and Payroll (BPO), Visma Commerce solutions (CS), Visma Retail (Retail), Visma Consulting (Consulting) and Visma Hosting (Hosting). Visma AS and national holding companies are disclosed under "Other".

It has in 2012 been decided to change the name of the Visma Project & Consulting division and the division is now called Visma Consulting.

Visma Software is the leading provider of business software and solutions for enterprises and employees within the private and public sector in the Nordic region.

Visma BPO Accounting and Payroll, is the leading business process outsourcing provider within accounting, payroll administration, financial reporting and consultancy in the Nordics.

Visma Commerce Solutions is the leading provider of services and solutions within full-scale procurement systems, as well as, outsourcing services for administrative procurement, billing, cash management and debt collection in the Nordic region.

Visma Retail is the leading provider of tailor made solutions and services for retail chains and retail businesses in the Nordic region. Visma offers a complete suite of software and services including fully integrated point of sales (POS) solutions covering all needs within retail.

Visma Consulting is a leading provider of IT and consultancy services focusing on public sector and the retail industry. Visma Consulting offers development and project management, application management, automated workflow management and case processing solutions as well as system development and system integration.

Visma Hosting is a leading European hosting provider, delivering preminum packages of domains, web hosting and other value-added services. The main customers are predominately SMEs, SOHOs and also private customers.

Transfer prices between business segments are set at an arm's length basis in a manner similar to transactions with third parties.
The Group's geographical segments are determined by the entity's country of domicile.

Summarised financial information concerning each of the Company's reportable business segments is as follows:

OPERATING SEGMENTS

2012 (NOK 1 000)	**Software**	**BPO Accounting & Payroll**	**Commerce Solutions**	**Retail**	**Consulting**	**Hosting**	**Other**	**Total**
Revenues								
Total segment revenues	**2 895 972**	**1 675 108**	**529 873**	**739 148**	**501 188**	**176 223**	**91 209**	**6 608 721**
Internal revenues	576 366	67 216	5 564	88 559	30 303	981	91 209	860 197
External revenues on each group of similar products and services								
License and recurring	1 965 773	15 340	187 780	264 718	72 683	0	0	2 506 295
Transactions	64 311	806 277	319 594	18	35	0	0	1 190 234
Accounting serv. & consulting	180 352	766 177	16 655	230 545	395 600	0	0	1 589 328
Other	109 170	20 099	281	155 307	2 567	175 242	0	462 666
External revenues	**2 319 605**	**1 607 892**	**524 310**	**650 589**	**470 885**	**175 242**	**0**	**5 748 523**
Actual growth (external) %	25.2 %	0.0 %	10.4 %	1.7 %	-5.1 %	148.3 %		11.8 %
Curr. adj. organic growth (external) %	5.4 %	0.9 %	9.6 %	2.9 %	-3.6 %	-6.8 %		3.0 %
EBITDA	**692 352**	**172 621**	**107 851**	**68 510**	**70 046**	**38 395**	**-35 433**	**1 114 343**
EBITDA margin	29.8 %	10.7 %	20.6 %	10.5 %	14.9 %	21.9 %		19.4 %
Profit before tax	**505 711**	**126 867**	**81 345**	**54 637**	**37 495**	**12 647**	**-273 563**	**545 139**
Assets	**4 063 897**	**1 316 146**	**681 838**	**649 705**	**769 723**	**572 989**	**-231 460**	**7 822 839**

2011 (NOK 1 000)	Software	BPO Accounting & Payroll	Commerce Solutions	Retail	Consulting	Hosting	Other	Total
Revenues								
Total segment revenues	**2 184 121**	**1 758 327**	**481 819**	**697 826**	**534 097**	**59 453**	**54 305**	**5 769 948**
Internal revenues	331 343	150 585	7 038	58 110	37 785	-11 126	54 305	628 040
External revenues on each group of similar products and services								
License and recurring	1 548 573	48 677	175 633	252 833	77 678	-13	0	2 103 382
Transactions	62 958	796 045	287 350	14	15	0	0	1 146 382
Accounting serv. & consulting	156 794	738 097	9 317	274 169	416 595	0	0	1 594 972
Other	84 453	24 923	2 481	112 699	2 023	70 592	0	297 171
External revenues	**1 852 778**	**1 607 742**	**474 781**	**639 716**	**496 312**	**70 580**	**0**	**5 141 908**
EBITDA	**559 285**	**239 705**	**107 050**	**20 639**	**59 926**	**16 478**	**-68 980**	**934 104**
EBITDA margin	30 2 %	14 9 %	22 5 %	3 2 %	12 1 %	23 3 %		18 2 %
Profit before tax	**428 324**	**183 869**	**70 629**	**2 420**	**25 739**	**10 946**	**-281 402**	**439 761**
Assets	**4 068 937**	**1 422 437**	**657 397**	**646 139**	**790 529**	**527 797**	**-542 921**	**7 570 315**

Reconciliation	**2012**	**2011**
Profit before taxes	545 139	439 761
Net financial items	208 917	181 955
Result from associated companies	-5 824	763
Depreciations and amortisations	366 111	311 625
EBITDA from operating segments	**1 114 343**	**934 104**
EBITDA	**1 114 343**	**934 104**

Assets for associated companies are disclosed under "Other".

GEOGRAPHICAL AREAS	2012			2011		
	Net sales	**% of net sales**	**Long lived assets***	**Net sales**	**% of net sales**	**Long lived assets***
Norway	2 879 216	50.1 %	2 312 510	2 510 924	48.8 %	2 306 545
Sweden	1 791 128	31.2 %	867 400	1 608 113	31.3 %	747 366
Denmark	322 830	5.6 %	239 353	352 970	6.9 %	271 539
Finland	520 907	9.1 %	766 847	446 704	8.7 %	872 471
Netherlands	234 441	4.1 %	575 816	223 197	4.3 %	658 379
Total	**5 748 523**	**100.0 %**	**4 761 927**	**5 141 908**	**100.0 %**	**4 856 301**

*Long lived assets is defined as intangible assets, less deffered tax assets.

Assets and liabilities in foreign operations, including goodwill and fair value adjustments, are translated into NOK using the exchange rate applicable at the end of the reporting period. Income and expenses relating to foreign operations are translated into NOK using the average exchange rate. Exchange-rate differences are recognised in other comprehensive income.

NOTE 3 - PAYROLL AND PERSONNEL EXPENSES

VISMA AS - CONSOLIDATED

(NOK 1 000)	2012	2011
Salaries	2 250 552	2 142 117
Employer's national insurance contributions	390 402	344 328
Pension expenses	145 486	123 019
Other personnel expenses	206 845	74 937
Total	**2 993 285**	**2 684 401**
Average number of man-years	**5 385**	**5 049**

Pensions

Visma has contribution-based schemes in Denmark, Finland, Sweden and Norway. The company is for the Norwegian employees required to have an occupational pension scheme in accordance with the Norwegian law on required occupational pension (Lov om obligatorisk tjenestepensjon). The company's pension scheme meets the requirements of that law. The annual contribution to the scheme is expensed as the year's pension expenses. Visma has no obligation beyond the annual contribution. The Group's recognized pension liabilities of TNOK -6 838 originating from acquired entities. Expenses related to the contribution plan were TNOK 145 486 in 2012 and TNOK 123 019 in 2011.

NOTE 4 - GOODWILL AND OTHER INTANGIBLE ASSETS

VISMA AS - CONSOLIDATED

(NOK 1 000)	Trademark [1]	Technology [1]	Purchased rights [1]	Internally generated and acquired intangible assets	Contracts & Customer relationships [1]	Goodwill [1]
Cost as at 1 January 2012 net of accumulated amortisation	2 480	60 667	476 177	134 111	720 410	3 462 456
Acquisitions	0	0	36 562	1 568	84 707	144 491
Additions	0	0	0	132 543	0	0
Amortisation	(287)	(7 603)	(110 122)	(41 669)	(145 320)	0
Exchange adjustments	(127)	(3 095)	(84 287)	0	(16 712)	(85 023)
Balance at 31 December 2012	**2 066**	**49 969**	**318 330**	**226 553**	**643 085**	**3 521 924**
Carrying amount at 1 January 2012						
Cost	4 858	126 057	707 254	187 889	1 204 102	3 593 659
Accumulated amortisation and impairment	(2 379)	(65 390)	(231 077)	(53 778)	(483 691)	(131 203)
Carrying amount at 1 January 2012	**2 479**	**60 667**	**476 177**	**134 111**	**720 411**	**3 462 456**

[1] Purchased as part of business combinations

(NOK 1 000)	Trademark [1]	Technology [1]	Purchased rights [1]	Internally generated and acquired intangible assets	Contracts & Customer relationships [1]	Goodwill [1]
Carrying amount at 31 December 2012						
Cost	4 731	122 962	659 529	322 000	1 272 097	3 653 127
Accumulated amortisation and impairment	(2 665)	(72 993)	(341 199)	(95 447)	(629 011)	(131 203)
Carrying amount at 31 December 2012	**2 066**	**49 969**	**318 330**	**226 553**	**643 085**	**3 521 924**

[1] Purchased as part of business combinations

Contracts and Customer relationships represent intangible assets purchased through the effect of business combinations. The useful lives of these intangible assets were estimated as having a finite life and is amortised under the straight-line method over a period of 4-7 years. These assets are tested for impairment where an indicator on impairment arises.

Purchased rights represent intangible assets purchased through the effect of business combinations. The useful lives of these intangible assets were estimated as having a finite life and is amortised under the straight-line method over a period of 4-15 years. These assets are tested for impairment where an indicator on impairment arises. Technology represents intangible assets purchased through the effect of business combinations. The useful lives of these intangible assets were estimated as having a finite life and is amortised by using the declining balance method. Trademark represents intangible assets purchased through the effect of business combinations and is amortised with 12% by using the declining balance method. Development costs are internally generated and amortised under the straight-line method over a period of 4 years. Goodwill represents intangible assets purchased through the effect of business combinations. These assets are not amortised, but are anually tested for impairment or if an indicator on impairment arises. Reference is made to Note 23.

INVESTMENT IN PURCHASED RIGHTS, GOODWILL, CONTRACTS AND CUSTOMER RELATIONSHIPS

(NOK 1 000)	Acquired (year)	Purchased rights [1]	Internally generated and acquired intangible assets	Contracts & Customer relationships [1]	Goodwill [1]
Tabula OY	2012	-	-	-	71
Økonomistyring Drammen AS	2012	-	-	6 500	7 579
Gestor AS	2012	-	-	-	184
Agda Lön AB	2012	36 562	-	43 526	88 162
Eva Accounting OY	2012	-	-	-	233
Tilihuone OY	2012	-	-	-	-4 973
Sund IT Ekonomi AB	2012	-	-	5 788	8 691
Halvorsen Regnskapskontor AS	2012	-	-	1 278	1 358
Marmon AS	2012	-	-	288	-
DI Systemer AS	2012	-	1 568	24 663	36 080
Greta Andersen regnskap AS	2012	-	-	960	269
S4F Progress AB	2012	-	-	1 704	375
Revisjonsfirmaet CHR. Lysehøj A/S	2012	-	-	-	4 863
Forvaltningskompaniet AS	2012	-	-	-	1 600
Total		**36 562**	**1 568**	**84 707**	**144 491**

[1] Purchased as part of business combinations. For further comments on acquisitions, please see Note 1.

(NOK 1 000)	Trademark [1]	Technology [1]	Purchased rights [1]	Internally generated and acquired intangible assets	Contracts & Customer relationships [1]	Goodwill [1]
Balance 1 January 2011	2 839	70 258	228 772	85 014	497 350	2 611 799
Acquisitions	0	0	227 709	55 896	357 635	886 508
Additions	0	0	1 063	24 525	0	0
Amortisation	(340)	(9 111)	(42 628)	(31 324)	(133 630)	0
Exchange adjustments	(20)	(480)	61 261	0	(945)	(35 851)
At 31 December 2011	**2 480**	**60 667**	**476 177**	**134 111**	**720 410**	**3 462 456**
Carrying amount at 1 January 2011						
Cost	4 878	126 537	417 221	107 468	847 411	2 743 002
Accumulated amortisation and impairment	(2 039)	(56 279)	(188 449)	(22 454)	(350 061)	(131 203)
Carrying amount at 1 January 2011	**2 839**	**70 258**	**228 772**	**85 014**	**497 350**	**2 611 799**
Carrying amount at 31 December 2011						
Cost	4 858	126 057	707 254	187 889	1 204 102	3 593 659
Accumulated amortisation and impairment	(2 379)	(65 390)	(231 077)	(53 778)	(483 691)	(131 203)
Carrying amount at 31 December 2011	**2 480**	**60 667**	**476 177**	**134 111**	**720 410**	**3 462 456**

[1] Purchased as part of business combinations

	2012	2011
The Group has incurred the following software research and development expenses.	317 639	337 314

Research and development expenses include salaries for employees in the Group's development department and an estimate of the development department's proportional share of the operating expenses. Development expenses have been assessed by the Group in accordance with IAS 38.

NOTE 5 - TANGIBLE FIXED ASSETS

VISMA AS - CONSOLIDATED

(NOK 1 000)	Machinery and equipment	Property**	Total
At 1 January 2012	133 623	19 207	152 831
Investment	49 384	64	49 449
Investment from acquisition of subsidiary	3 725	0	3 725
Depreciation for the year	(61 110)	0	(61 110)
Exchange adjustments	0	1	1
At 31 December 2012	**125 624**	**19 272**	**144 897**
At 1 January 2012			
Cost	538 909	26 955	565 864
Accum. depreciation	(406 979)	(6 056)	(413 035)
At 1 January 2012	**133 623**	**19 207**	**152 831**
At 31 December 2012			
Cost	592 019	27 020	619 040
Accum. depreciation	(468 089)	(6 056)	(474 145)
At 31 December 2012	**125 624**	**19 272**	**144 895**
Depreciation rates (straight line method)	10-33.33%	0 - 4%	

(NOK 1 000)	Machinery and equipment	Property**	Total
At 1 January 2011	111 067	29 116	140 183
Investment	33 299	0	33 299
Investment from acquisition of subsidiary	33 000	2 685	35 685
Disposal and scrap	0	0	0
Impairment	0	0	0
Depreciation for the year	(52 661)	(3 676)	(56 337)
At 31 December 2011	**133 623**	**19 207**	**152 831**
At 1 January 2011			
Cost	463 691	33 189	496 880
Accum. depreciation	(354 318)	(2 380)	(356 698)
At 31 December 2011	**111 067**	**29 116**	**140 183**
At 31 December 2011			
Cost	538 909	26 955	565 865
Accum. depreciation	(406 979)	(6 056)	(413 035)
At 31 December 2011	**133 623**	**19 207**	**152 831**
Depreciation rates (straight line method)	10-33.33%	0 - 4%	

** Properties that are not depreciated are tested for impairment where an indicator of impairment arise.

NOTE 6 - ACCOUNTS RECEIVABLES

VISMA AS - CONSOLIDATED

(NOK 1 000)	2012	2011
Accounts receivables	808 415	817 782
Provision for bad debt	-18 548	-27 116
Accounts receivables	**789 867**	**790 667**

On a consolidated basis the provision for bad debts at 31.12.2012 is NOK 18.547.799 while at 31.12.2011 it was NOK 27.115.597.

CHANGES IN PROVISIONS FOR BAD DEBTS

(NOK 1 000)	2012	2011
Provisions for bad debts 1 January	**27 116**	**11 240**
Effect from (disposals) and acquisitions of business	5 139	10 697
Bad debts recognised as expense (expense reduction)	(10 174)	7 697
Recovered amounts previously written off	(3 533)	(2 519)
Provisions for bad debts 31 December	**18 548**	**27 116**

AGE DISTRIBUTION OF ACCOUNTS RECEIVABLES FROM INVOICED DATE

(NOK 1 000)	Current 0-30 days	31-60 days	61-90 days	91-180 days	181+ days	Year end	Provisions	Total
Trade receivables 2012	645 341	111 102	22 694	12 438	16 840	808 415	-18 548	789 867
Trade receivables 2011	681 478	77 492	17 784	15 958	25 071	817 782	-27 116	790 667

The bad debt provisions is estimated based on historically incurred losses or events. The Group's accounts receivable which have been due for more than 180 days, excluding VAT, amount to TNOK 13 472 (TNOK 20 057 in 2011). Credit days varies between 15 and 30 days. There were no material individual items.
The company considers the provision for bad debt to be adequate.

NOTE 7 - OTHER CURRENT AND LONG-TERM RECEIVABLES

VISMA AS - CONSOLIDATED

(NOK 1 000)	2012	2011
Other current receivables		
Prepaid expenses	15 338	27 843
Other short term receivables	65 612	87 531
Prepaid taxes	5 830	9 067
Revenues recognized not invoiced / work in progress	42 341	28 844
Total other short term receivables	**129 120**	**153 285**

Other long term receivables

The parent company of Visma AS, Archangel AS' draw in the cash-pool facility amounts to TNOK 148 817.
The ultimate parent company of Visma AS, Chamuel Topco AS', is not a part in the the cash-pool facility.

NOTE 8 - OTHER OPERATING EXPENSES

VISMA AS - CONSOLIDATED

(NOK 1 000)	2012	2011
Rent	297 849	247 307
Other office expenses	122 654	118 121
Telecom postage and IT	103 761	92 599
Travel expenses	66 140	62 321
Car expenses incl leasing	19 531	19 107
Sales and marketing	110 647	98 357
Audit, lawyers' fees and other consulting services	92 066	134 717
Bad debts	16 947	30 514
Total other operating expenses	**829 596**	**803 041**

NOTE 9 - FINANCIAL INCOME AND EXPENSES

VISMA AS - CONSOLIDATED

(NOK 1 000)	2012	2011
Financial income includes the following items:		
Dividend/transfer from investments	5 340	5 420
Other interest income	23 851	21 886
Foreign exchange gains*	0	1 878
Total financial income	**29 191**	**29 184**
Financial expenses include:	**2012**	**2011**
Interest expense	209 442	189 124
Foreign exchange losses*	2 745	0
Other financial expenses**	25 922	22 015
Total financial expenses	**238 108**	**211 139**

* Foreign exchange gains/losses are in all material respects associated with inter-company items that represent foreign exchange risk for the Group that is not considered part of a net investment.

** Other financial expenses includes funding fees amortized in connection with the long term interest bearing loans.

NOTE 10 - TAX ON ORDINARY PROFIT

VISMA AS - CONSOLIDATED

Major components of income tax expense for the years ended 31 December 2012 and 2011 are:

(NOK 1 000)	2012	2011
Tax payable	75 247	64 107
Adjustments in respect of current income tax of previous years	8	0
Changes in deferred taxes	(54 110)	64 923
Income tax expense	**129 365**	**129 030**

Below is an explanation of why the tax expense for the year does not make up 28% of the pre-tax profit. 28% is the tax rate of the group parent company Visma AS.

(NOK 1 000)	2012	2011
Ordinary profit before tax	**545 139**	**439 761**
28% tax on ordinary profit before tax	152 639	123 133
Permanent differences	(91)	10 696
Different tax rate in some group companies	(5 140)	(3 542)
Change in tax rates*	(7 072)	0
Loss (profit) from associated company	(1 631)	214
Tax from prior year	(3 013)	0
Dividend received	(2 004)	(1 120)
Recognised previous unrecognised tax loss	(4 324)	(351)
Tax expense	**129 365**	**129 030**
Effective tax rate	23.7 %	29.3 %

* Sweden changed in corporate tax rate from 26.3% to 22% with effect from 2013, affecting the temporary differences and defferred tax as at 31.12.2012.

DEFERRED TAX AND DEFERRED TAX ASSETS

	Consolidated statement of financial position		Consolidated income statement	
(NOK 1 000)	2012	2011	2012	2011
Current assets/liabilities	33 868	68 820	(179)	(179)
Fixed assets/long term liabilities	407 436	422 110	91 276	91 276
Losses carried forward	(71 348)	(122 952)	(26 173)	(26 173)
Net deferred tax liability / (asset)	**369 956**	**367 978**	**64 924**	**64 924**
Recognised deferred tax asset	(121 002)	(174 325)		
Recognised deferred tax liability	490 957	542 302		
Net deferred tax liability / (asset)	**369 956**	**367 978**		

Change in deferred tax in the statement of financial position includes deferred tax assets/liabilites related to fair value of FX interest rate swaps, tax effect of group contribution to Archangel AS (payable in 2013) and aquisitions of companies that have not been recognized through profit and loss.

Dividend payments to the share holders of Visma AS do neither effect the group's current nor deferred tax.

Tax authorities has inquired about a previous aquisition in Norway, where this entitiy had material tax losses of about MNOK 500 carried forward from the period 2004 -2008.

In 2010 the local tax authorities made a ruling that prevented Visma from using these tax losses carried forward. Visma has disputed this decision. Visma has taken legal action including filed a supina and will take the case to court. As at 31.12.2012, the case has not been handled by the court. As a consequence of the ruling made by the local tax authorities, local legislation in Norway requires Visma to either pay according to the ruling or issue a parent company guarantee regardless of the final outcome of the case. Visma therefore issued a gurantee in the amount of MNOK 139. In the 2012 or 2011 accounts, no provision has been made, as management and the board see the case as remote and with no final ruling being made by tax authorities.

NOTE 11 - RELATED PARTY DISCLOSURES

VISMA AS - CONSOLIDATED

The consolidated financial statements include the financial statements of Visma AS and the subsidiaries listed in the following table:

Visma AS	Registered office	Holding %**	Carrying value***
Visma Danmark Holding A/S*	Copenhagen	100.00%	161 075
Visma Finland Holding OY*	Helsinki	100.00%	276 978
Visma Nederland Holding BV*	Amsterdam	100.00%	115 525
Visma Norge Holding AS*	Oslo	100.00%	524 493
Visma Sverige Holding AB*	Växjö	100.00%	6 080
Active 24 AS*	Oslo	100.00%	471 400
Mamut Software Ltd*	London	100.00%	22 700
Mamut Ltd*	Dublin	100.00%	3 497
Total (TNOK)			**1 581 748**

Visma Norge Holding AS	Registered office	Holding %**	Carrying value***
Halvorsen Regnskapskontor AS	Oslo	100.00%	3 738
Visma Retail Software AS	Baråker	100.00%	22 600
Kollektor AS	Limingen	50.10%	9 500
Instore Technical Services AS	Baråker	100.00%	500
Visma Advantage AS	Oslo	100.00%	44 464
Visma Academy AS	Oslo	100.00%	0
Visma Collectors AS*	Trondheim	100.00%	93 968
Visma IT & Communications AS	Oslo	100.00%	46 327
Visma Opic AS	Oslo	100.00%	12 846
Visma Personnel AS	Oslo	100.00%	14 315
Visma Retail AS*	Barkåker	100.00%	301 878
Visma Services Norge AS*	Bergen	100.00%	184 806
Visma Consulting AS	Oslo	100.00%	214 663
Visma Software AS	Oslo	100.00%	54 738
Visma Software International AS*	Oslo	100.00%	524 620
Visma Unique AS	Oslo	100.00%	99 569
Visma Software Labs AS	Oslo	100.00%	500
Mamut Norge AS	Oslo	100.00%	25 654
Total (TNOK)			**1 654 685**

Visma Sverige Holding AB	Registered office	Holding %**	Carrying value***
Visma Actit AB	Stockholm	100.00%	17 500
Agda Lön AB	Ängelholm	100.00%	203 975
Visma Esscom AB	Bromman	100.00%	130 817
Visma Sund AB	Kista	100.00%	50
Visma IT & Communications AB	Växjö	100.00%	620
Visma Advantage AB	Stockholm	100.00%	30 674
Visma Collectors AB	Helsingborg	100.00%	250 386
Visma DevTrend AB	Stockholm	100.00%	5 825
Visma Consulting AB	Kista	100.00%	250 967
Visma Opic AB *	Linköping	100.00%	153 801
Visma Pharma Solutions AB	Solna	100.00%	1 000
Visma Proceedo AB	Stockholm	100.00%	41 562
Visma Retail AB	Norrtälje	100.00%	104 766
Visma Services AB	Stockholm	100.00%	124 363
Visma Software AB	Malmø	100.00%	104 330
Visma Spcs AB *	Växjö	100.00%	870 674
Visma Lindhagen AB	Stockholm	100.00%	1 00
S4F Progress AB	Fagersta	100.00%	3 440
Mamut AB	Stockholm	100.00%	39 746
Visma Malmo	Malmo	100.00%	1 000
Total (TSEK)			**2 336 496**

Visma Danmark Holding A/S	Registered office	Holding %**	Carrying value***
Visma Avendo A/S DK	Copenhagen	100.00%	8 000
Visma Collectors A/S	Copenhagen	100.00%	8 420
Visma Retail A/S	Copenhagen	100.00%	2 500
Visma Services Danmark A/S*	Copenhagen	100.00%	105 273
Visma Consulting A/S*	Hellerup	100.00%	171 425
Visma Software A/S	Copenhagen	100.00%	28 000
Mamut A/S	Copenhagen	100.00%	22 946
Total (TDKK)			**346 564**

Visma Finland Holding OY	Registered office	Holding %**	Carrying value***
Visma Services OY*	Helsinki	100.00%	34 902
Visma Netvisor OY	Pori	100.00%	32 729
Visma Passeli OY	Pori	100.00%	19 629
Visma Severa OY	Lappeenranta	100.00%	8 308
Visma Software OY	Espoo	100.00%	25 692
Maventa OY	Helsinki	51.00%	1 374
Total (TEUR)			**122 634**

Visma Nederland Holding BV	Registered office	Holding %**	Carrying value***
AccountView BV	Amsterdam	100.00%	76 966
Visma DBS BV	Amersfoort	100.00%	18 047
Mamut Software BV	Schiphol-Rijk	100.00%	4 412
Visma DBS Ltd.	Cork Ireland	100.00%	1 548
Total (TEUR)			**100 973**

* Parent company in subgroup

** For all Group companies, the holding is equal to the proportion of voting capital.

*** Carrying value in the company accounts of the individual company in the Group. In the company accounts shares in subsidiaries are recognized according to the cost method.

NOTE 11 - RELATED PARTY DISCLOSURES - continued

Reference is made to Note 24 for an overview of the equity interest in each of the related companies.

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

(NOK 1 000)	Sales to related parties	Purchases from related parties	Amounts owed by related parties	Amounts owed to related parties	Loans to related parties	Loans from related parties
Associates:						
SuperInvest AS - Group	5 065	3 268	1 327	571	0	0
Key managment personnel of the group:	0	0	0	0	0	0

Reference is made to Note 16 for information about compensation of key management personnel of the group.
Reference is made to the “Statement of changes in equity” note for information about group contribution to Archangel AS.
Reference is made to Note 7 note for information about draw/deposits in the cash pool for Archangel AS.

The ultimate parent

Chamuel Topco AS is the ultimate parent entity of the group.
Other than administrative services, there were no transactions between the Visma group and Chamuel Topco AS during the financial year.

Terms and conditions of transactions with related parties.

The sales to and purchases from related parties are made at terms equivalent to those that prevail in arm’s length transactions.
Outstanding balances at the year-end are unsecured, interest free and settlement occurs in cash.
There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 December 2012, the Group has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

NOTE 12 - BANK DEPOSITS AND LOANS

VISMA AS - CONSOLIDATED

The consolidated accounts include cash and bank deposits of TNOK 1 559 376 (TNOK 1 162 654 in 2011).
Of this, restricted cash amounts to TNOK 166 071 (TNOK 166 071 in 2011), whereof TNOK 121 221 relates to guarantee liabilities.

Group account facilities

In the nordic countries, Visma has a group facility with Danske Bank, in which all units participate. The group account facility has been established to promote optimal cash flow management. In the agreement with Danske Bank, a cash-pool agreement is included were all affiliated entities accounts are zero-balanced. A tool for cash management and interest simplifies the financial control of the groups capital. The agreement gives an opportunity to enter limit appertaining to an entities account, which gives excellent detailed control on unit level.

Interest bearing loans

The debt facilities were re-structured in December 2010 as part of the KKR acquisition of Visma. Loans in Visma AS and Archangel AS was refinanced and replaced with new loan agreements with DNB and Danske bank as lead banks. New facilities was also entered in October 2011 and together with Danske bank, DNB has committed to underwrite MNOK 6.600. The financing benefits Visma with increased operational flexibility.

Senior facility loans are nominated in NOK, SEK, EUR and DKK.

No form of compliance certificates is established on the Visma Group level. On the Archangel Group, form of compliance certificates were established on 03.12.2010. There were no breach of these covenants in 2012, and the group is expected to pass all covenant-hurdles in the future.

(AMOUNTS IN 1 000)	Interest*	Interest margin	Interest		Interest accrued	Nominal value 31.12.2012	Due in 2013	2014	2015
Senior Visma Sverige Holding AB	2.13%	1.75%	3.88%	SEK	16 792	1 333 000	0	0	1 333 000
Senior Visma Danmark Holding A/S	0.56%	1.75%	2.31%	DKK	1 623	216 000	0	0	216 000
Senior Visma Nederland Holding BV	0.53%	1.75%	2.28%	EUR	416	56 000	0	0	56 000
Senior Visma Finland Holding OY	0.53%	1.75%	2.28%	EUR	326	44 000	0	0	44 000
Senior Visma Norge Holding AS	2.33%	1.75%	4.08%	NOK	5 675	428 000	0	0	428 000
Senior Visma AS	2.33%	1.75%	4.08%	NOK	1 989	150 000	0	0	150 000
Acquisition fac. Visma Norge Holding AS	2.33%	3.50%	5.83%	NOK	13 263	700 000	0	0	700 000
Acquisition fac. Visma AS	2.33%	3.75%	6.08%	NOK	5 928	300 000	0	0	300 000
Acquisition fac Visma Finland Holding OY	0.36%	3.75%	4.11%	EUR	517	52 000	0	0	52 000
Total Visma group translated to NOK				**NOK**	**52 050**	**4 045 958**	**0**	**0**	**4 045 958**
Expected interests to be paid				NOK			194 000	191 000	238 000
Interest swap Visma Sverige Holding AB				SEK	4 955	900 000			
Interest swap Visma Danmark Holding A/S				DKK	724	100 000			
Interest swap Visma Danmark Holding A/S				DKK	972	75 000			
Interest swap Visma Finland Holding OY				EUR	199	31 000			
Interest swap Visma Nederland Holding BV				EUR	245	17 040			
Interest swap Visma Nederland Holding BV				EUR	205	32 000			
Total Visma group translated to NOK				**NOK**	**10 666**	**1 529 184**			

* Interest; For loans in NOK NIBOR - SEK STIBOR - EUR EURIBOR - DKK CIBOR

Reference is made to Note 20 for information about termination date and interest rate on interest swap agreements.

Average effective interest rate on financial instruments	**2012**	**2011**
Interest bearing deposits	1.75%	2.02%
Revolving credit facility	3.31%	3.46%
Acquisition facility	5.05%	
Loan secured by mortgage	5.40%	5.84%

Acquisition financing Visma AS	
Acquisition financing national holding companies	4 045 958
Capitalised borrowing cost	(71 265)
Other none interest bearing long term borrowings	8 430
Total	**3 983 123**

Reference is made to note 20 for information about interest risk and interest hedging instruments.

Trade payables are non-interest bearing and are normally settled on terms between 15 and 60 days.

The unused portion of revolving credit facilities amounted to MNOK 200.

NOTE 13 - OTHER RESERVES

VISMA AS - CONSOLIDATED

(NOK 1 000)	Financial hedging instruments	Exchange differences on translation of foreign operations	Other changes	Total other reserves
As at 1 January 2011	**(29 682)**	**(17 128)**	**51 713**	**4 902**
Changes in 2011	(44 186)	(2 303)	0	(46 489)
At 31 December 2011	**(73 867)**	**(19 432)**	**51 712**	**(41 586)**
Changes in 2012	(478)	(21 251)	0	(21 729)
At 31 December 2012	**(74 344)**	**(40 684)**	**51 712**	**(63 316)**

The following describes the nature of the equity component of other reserves:

Other changes
SuperInvest AS went from being classified as "shares available for sale" to an associated company in August 2008. Fair value of the investment of MNOK 62 was considered as deemed cost at the date SuperInvest AS became an associate and no adjustment has been made to reverse previous fair value adjustments within other reserves.

Financial hedging instruments
This includes fair value changes of interest swap contracts (ref. note 20) .

Exchange differences on translation of foreign operations
Foreign currency translation includes exchange differences arising from the translation of the financial statements of foreign subsidiaries.

NOTE 14 - SHARE CAPITAL AND SHAREHOLDER ISSUES

VISMA AS - CONSOLIDATED

At 31.12.2012, the company's share capital consists of 1 share with a nominal value of NOK 165,000,310, fully paid.
One share entitles the holder to one vote. No changes to the number of shares has taken place in 2012.

Shareholders at 31.12.2012	Holding (%)
Archangel AS	100%
Total	**100%**

NOTE 15 - SHARES OWNED BY THE BOARD AND EXECUTIVE EMPLOYEES

VISMA AS - CONSOLIDATED

At the end of the financial year, members of the Board and executive employees owned the following shares in the ultimate parent company, Chamuel Topco AS.

	Holding
Board of Directors:	0.03%
Executive employees:	
Øystein Moan (CEO)	0.86%
Tore Bjerkan (CFO)	0.36%
Bjørn A.Ingier (Division Director, Software)	0.30%
Eivind Gundersen (Division Director, Commerce Solutions)	0.06%
Peter Fisher (Division Director, Retail)	0.05%
Total	**1.65%**

CHAMUEL TOPCO AS

Shareholder/Nominee	Ordinary A-shares	Preference B-shares	Total # Shares	%
KKR funds	41 141 309	5 627 616 236	5 668 757 545	76,1%
Hg Capital	9 434 819	1 290 565 180	1 299 999 999	17,5%
VMIN 2 AS	7 292 991	323 269 669	330 562 660	4,4%
Other management	5 903 341	143 816 839	149 720 180	2,0%
Total	**63 772 460**	**7 385 267 924**	**7 449 040 384**	**100,0%**

Only ordinary A-shares have voting rights.

NOTE 16 - COMPENSATION OF KEY MANAGEMENT PERSONNEL OF THE GROUP

VISMA AS - CONSOLIDATED

(NOK 1 000)	2012	2011
CEO SALARY AND OTHER REMUNERATION		
Salaries and benefits in kind	5 111	4 928
Bonus	2 500	6 000
Other	244	245
Total remuneration	**7 856**	**11 173**

The CEO's contract of employment provides for a termination payment equivalent to 18 months' salary.
The CEO has a bonus agreement that is subject to achieved revenue and EBTIDA.
Payment to the pension contribution plan amounted to NOK 74 656 in 2012.

(NOK 1 000)	2012	2011
REMUNERATION TO THE MANAGEMENT		
(does not include CEO)		
Salaries and benefits in kind	9 719	11 995
Bonus	2 900	7 900
Other	657	1 003
Total remuneration	**13 276**	**20 899**

The executive management contract of employment provides for a termination payment between 6 and 12 months' salary.
The executive management has a bonus agreement that is subject to achieved EBITDA.
No loans have been granted to or security pledged for members of the management group.

Loans to employees

In some countries, employees are entitled to loans from the Group. The interest on loans to employees is not lower than the market interest rate. The other borrowing terms and conditions are generally the same as normal market terms and conditions. Loans to employees comprised in 2012 to TNOK 187 compared to TNOK 295 in 2011.

Remuneration to the board of directors

The Board will propose to the general meeting that the Board's remuneration for 2012 is set at TNOK 550 (TNOK 550) to the chairman of the Board.

REMUNERATION TO THE AUDITORS		**2012**				**2011**		
		Other Group				**Other Group**		
(AMOUNTS IN 1 000)	**Visma AS**	**companies**	**Auditors**	**Total**	**Visma AS**	**companies**	**Auditors**	**Total**
Audit services	615	7 643	205	8 463	515	6 227	1 190	7 932
Other attestation services	40	678	0	718	55	656	524	1 235
Tax services	696	283	0	979	1 856	263	221	2 340
Other services	357	1 976	0	2 332	747	3 716	0	4 463
Total	**1 708**	**10 580**	**205**	**12 493**	**3 173**	**10 862**	**1 935**	**15 970**

All fees are exclusive of VAT.

NOTE 17 - SECURED DEBT AND GUARANTEE LIABILITIES

VISMA AS - CONSOLIDATED

Debtor	**Actual guarantee debtor**	**Creditor**	**Type of guarantee**	**Guarantee limit**	
AVisma Finland Holding OY	Visma Services Oy	KOY Kanavaranta 3 - 7, Kanavaranta	lease of premises	TEUR	32
Visma AS	Visma Software OY	Kuntien Eläkevakuutus	lease of premises	TEUR	138
Visma AS	Visma Finland Holding OY	Exillion Rel Estate I Ky, Helsinki	lease of premises	TEUR	25 238
Visma AS	Visma Lindhagen AB	Remulus Svealand 2AB, Stockholm	lease of premises	TSEK	182 602
Visma AS	Visma Malmö AB	AB Remulus Bassängkajen Malmö, Malmö	lease of premises	TSEK	90 216
Visma AS	Visma AS	Barcode 112 AS, Oslo	lease of premises	TNOK	45 233
Visma AS	Active 24 Norway AS	Dell AS, Oslo	liability	TNOK	1 000
Visma AS	Visma IT & Communications AS	Dell AS, Oslo	liability	TNOK	15 000
Visma Norge Holding AS	Visma Norge Holding AS	Fram Eiendom AS, Oslo	lease of premises	TNOK	68 136
Visma Norge Holding AS	Visma Software International AS	Fredriksborg Eiendom AS, Fredrikstad	lease of premises	TNOK	1 205
Visma Norge Holding AS	Visma Services Norge AS	Hans Gaarder Eiendom AS, Larvik	lease of premises	TNOK	286
Visma Norge Holding AS	Visma Services Norge AS	Moengården AS, Eid	lease of premises	TNOK	156
Visma Norge Holding AS	Visma Services Norge AS	Fjordpiren AS, Stavanger	lease of premises	TNOK	3 530
Visma Norge Holding AS	Visma Services Norge AS	Havsutsikt AS, Mandal	lease of premises	TNOK	382
Visma Norge Holding AS	Visma Services Norge AS	AS Thor Dahl, Sandefjord	lease of premises	TNOK	388
Visma Norge Holding AS	Visma IT & Communications AS	Digiplex Rosenholm AS, Oslo	lease of premises	TNOK	880
Visma Norge Holding AS	Visma Collectors AS	Kjeldsberg Sluppen ANS, Trondheim	lease of premises	TNOK	2 071
Visma Norge Holding AS	Visma Collectors AS	Lade Offset Eiendom AS, Trondheim	lease of premises	TNOK	7 711
Visma Norge Holding AS	Visma Retail AS	Fekjan 13 AS, Billingstad	lease of premises	TNOK	257
Visma Norge Holding AS	Visma Unique AS	AS Thor Dahl, Sandefjord	lease of premises	TNOK	522
Visma Norge Holding AS	Visma Academy AS	Oslo Kemnerkontor, Oslo	liability	TNOK	139 415
Visma Danmark Holding A/S	Visma Services Danmark A/S	Ejendomsselskabet Mileparken 38 ApS, Odense	lease of premises	TDKK	4 510
Total guarantees				**TNOK**	**711 883**

Security is granted for loans as described in note 12 as follows:

Shares

Visma AS has pledged shares in the respective national holding companies. The national holding companies have pledged it's share holdings in subsidiaries. Refer to note 11 which describe the group structure.

Bank accounts

The group's top level accounts in the cash pool system in Danske Bank, are pledged as security.

Account receivables

Pledges on account receivables are established in most countries.

Operating assets

Pledges on operating assets are established in most Norwegian companies.

All securities granted will always be subject to local law.

NOTE 18 - COMMITMENTS

VISMA AS - CONSOLIDATED

Operating lease commitments - Group as lessee

The Group has entered into commercial leases on certain motor vehicles and IT machinery.
These leases have an average duration of between 1 and 5 years with no renewal options included in the contracts.
There are no restrictions placed upon the lessee by entering theses leases.

In addition the Group has entered into commercial property leases related to the Group's office buildings. These leases have remaining terms of between 1 and 10 years. As of 31.12.2012, 2 096 square meters in the headquarter in Skøyen is subleased, at a yearly value of MNOK 6.8 and 1122 square meters in the office in Bjørvika is subleased, at a yearly value of MNOK 3.1.

Future minimum rentals payable under non-cancellable operating leases as at 31 December are as follows:

(NOK 1 000)	**2012**	**2011**
Within one year	372 311	327 883
After one year but no more than four years	1 116 934	1 028 650
More than five years	664 810	455 000

Total lease expenses in 2012 amounted to TNOK 372 311.

NOTE 19 - INFORMATION ON CALCULATION OF EARNINGS PER SHARE

VISMA AS - CONSOLIDATED

The calculation is based on the following information:

	2012	**2011**
Majority's share of the Group's profit/loss for the year (NOK 1 000)	414 264	307 519
Time-weighted average number of shares 31 December	1.00	1.00
Earnings per share (NOK)	**414 263 964**	**307 519 467**
EFFECT OF DILUTION:		
Share options	-	-
Time-weighted average number of shares 31.12 including options	1.00	1.00
Diluted earnings per share (NOK)	**414 263 964**	**307 519 467**

Earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the parent company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the parent company by the weighted average number of ordinary shares outstanding during the year plus the effect of all dilutive potential ordinary shares.

NOTE 20 - FINANCIAL INSTRUMENTS

VISMA AS - CONSOLIDATED

Market and technology risks

As all companies, Visma is exposed to general economical fluctuations and GDP developments in the different countries where Visma is selling its products and services. As a technology company, Visma is also exposed to risks associated with dramatic shifts in technology, and resulting changes in the competitive landscape. Competition have been present in our markets for many years and although Visma is used the competition it remains a constant challenge to preserve and gain market shares.

The market and technology risk exposure is however limited by the following factors:

- The products and services provided to a large degree cater to requirements that are mandatory and necessary regardless of the economical cycle
- Visma has many customers in different countries, and in many different verticals. This lowers the exposure to events affecting a single country or vertical market. Visma has many small customers, which simplifies the projects are simpler and lowers implementation risks
- Visma has a wider range of products and services than its competitors, which provides more opportunities for cross-selling, more product sales to each customer, and less churn
- Visma utilises both Microsoft based technology and Open Source/Java technology

Financial risk

The Group’s principal financial liabilities comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Group’s operations. The Group has loan and other receivables, trade and other receivables, and cash and short-term deposits that arrive directly from its operations. The Group has also entered into derivative instruments for hedging purposes. The Group does not use financial instruments, including financial derivatives, for trading purposes. The Group’s senior management oversees the management of these risks.

Guidelines for risk-management have been approved by the board.

The most significant financial risks for the Group are interest rate risk, liquidity risk, credit risk and exchange rate risk. The board and Management continuously evaluate these risks and determine policies related to how these risks are to be handled within the Group.

Credit risk

The Group are exposed to credit risk primarily related to accounts receivable and other current assets. The Group limits the exposure to credit risk through credits evaluation of its customers before credit are given.

The Group has no significant credit risk linked to an individual customer or several customers that can be regarded as a group due to similarities in the credit risk. The risk is limited due to the large number of customers and small amounts beeing invoiced to each customer.

The Group has guidelines for ensuring that sales are only made to customers that have not experienced any significant payment problems, and that outstanding amounts do not exceed certain credit limits.

The Group has not provided any guarantees for third parties liabilities.

The maximum risk exposure is represented by the carrying amount of the financial assets in the balance sheet. The Group regards its maximum credit risk exposure to the carrying amount of trade receivables (see Note 6) and other current assets (see Note 7).

Interest-rate risk

The Group is exposed to interest-rate risk through its funding activities (see Note 12). All of the interest bearing debt has floating interest rate conditions which make the Group influenced by changes in the market rate.

The objective for the interest rate management is to minimize interest costs and at the same time keep the volatility of future interest payments within acceptable limits. The Group has loans in NOK, DKK, SEK and EUR giving a natural hedge for the interest rate risk to the underlying cash flow in the companies.

Derivative instruments designated as cash flow hedging instruments

Parts of the groups cash flow are related to interest rate risk. As a part of the refinancing in 2010, the group entered into interest rate contracts covering 49% of the loan amounts. Interest rate for loans with floating rate has been hedged using interest rate swaps, where the group receives floating rate and pays fixed rate. The hedge is expected to exactly offset changes in expected cash flows due to fluctuations in the interest rate over the term of the debt. The effectiveness of the hedge relationship will be periodically assessed during the life of the hedge by comparing the current terms of the swap and the debt to assure they continue to coincide.

The table below shows the fair value of the interest swap contracts.

	Fixed interest	Nominal value	Market to market adjustment (NOK) *
Visma Sverige Holding AB from 03.12.10 to 03.12.15	3.82%	SEK 900 000	(52 456)
Visma Danmark Holding A/S from 06.12.10 to 05.12.15	2.79%	DKK 100 000	(6 329)
Visma Danmark Holding A/S from 05.09.08 to 05.03.13	4.55%	DKK 75 000	(523)
Visma Finland Holding OY from 06.12.10 to 05.12.15	2.51%	EUR 31 000	(13 754)
Visma Nederland Holding BV from 05.09.08 to 05.03.13	4.42%	EUR 17 040	(864)
Visma Nederland Holding BV from 06.12.10 to 05.12.15	2.51%	EUR 32 000	(14 198)
Visma Danmark Holding A/S from 05.03.13 to 05.12.15	3.41%	DKK 75 000	(5 740)
Visma Nederland Holding BV from 05.03.13 to 05.12.15	3.16%	DKK 17 000	(9 394)
			(103 257)

* Fair value adjustment as market to market value at year end 2012, for the remaining life of the contracts.

The following table shows the Group's sensitivity for fluctuations in interest rates. The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to float interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant and on the basis of the hedge designations in place at 31 December 2012.

	Adjustments in interest rate level in basis points	Effect on profit before tax (NOK 1000)
2012	± 100	± 15 594
2011	± 100	± -11 627

Based on the present financial instruments, a 1% increase in interest rate will result in a reduced profit before tax of TNOK -15 594 (2011: TNOK -11 627). The impact on the Group's equity would be affected by the tax rate of the group, and the effect of a new market to market value on the interest swap contracts.

The average interest rate on financial instruments (including interest swap agreements) was as follows:

	2012	2011
Revolving credit facility	3.31%	3.46%
Acquisition facility	5.05%	0.00%
Loan secured by mortgage	5.40%	5.84%

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due (reference is made to Note 12 for the loan repayment schedule). The Groups approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Groups reputation.
Surplus liquidity is primarily invested in bank deposits.

Exchange rate risk

The Group is exposed to changes in the value of NOK relative to other currencies (SEK, DKK and EURO), due to production and sales operations in foreign entities with different functional currencies. The net income of the Group is also affected by changes in exchange rates, as the profit and loss from foreign operations are translated into NOK using the weighted average exchange rate for the period.
The Group has loans denominated in SEK, DKK and EUR to reduce the cash flow risk in foreign currency
The following table sets the Group's sensitivity for potential adjustments in NOK exchange rate, with all the other variables kept constant. The calculation is based on equal adjustments towards all relevant currency. The effect in the profit is a result of adjustments in monetary items.

	Adjustment in exchange rate	Effect on profit before tax, TNOK
2012	± 5 %	± 20 400
2011	± 5 %	± 44 537

Capital structure and equity

The primary focus of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratio in order to support its business and maximise shareholders value. The group manages its capital structure and makes adjustment to it, in ligth of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives policies or processes during the financial year. The Group monitors capital according to covenants described in note 12, and a measure of the ratio of net debt divided by total capital plus net debt as shown below.

The average interest rate on financial instruments (including interest swap agreements) was as follows:

	2012	2011
Interest-bearing debt	4 045 958	4 041 739
Less cash and cash equivalents	1 559 376	1 162 654
Net debt	**2 486 581**	**2 879 085**
Majority's equity	1 469 618	1 258 661
Total equity and net debt	**3 956 199**	**4 137 746**
Debt ratio	63%	70%

Determination of fair value

The fair value of financial assets classified as "available for sale" is determined by reference to published price quotations in an active market. For unquoted financial assets the fair value has been estimated using a valuation technique based on assumptions that are not supported by observable market prices.

The following of the Group's financial instruments are not measured at fair value: cash and cash equivalents, trade receivables, other current receivables, overdraft facilities and long-term debts.

The carrying amount of cash and cash equivalents and overdraft facilities is approximately equal to fair value since these instruments have a short term to maturity. Similarly, the carrying amount of trade receivables and trade payables is approximately equal to fair value since they are entered into on "normal" terms and conditions.

The fair value of loan notes have been calculated using market interest rates.

Set out below is a comparison by category of carrying amounts and fair values of all of the Group's financial instruments.

	2012		2011	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Cash and cash equivalents	1 559 376	1 559 376	1 162 654	1 162 654
Trade receivables	789 867	789 867	790 667	790 667
Available-for-sale investments	38 257	38 257	40 159	40 159
Other non-current assets	162 110	162 110	125 359	125 359
Financial liabilities				
Revolving credit facility	0	0	200 222	200 222
Trade and other payables	172 904	172 904	182 052	182 052
Financial hedging instruments	103 257	103 257	102 594	102 594
Interest-bearing loans and borrowings:				
Bank loans	4 045 958	4 045 958	4 041 739	4 041 739

Fair value hierarchy

As at 31 December 2011, the Group held the following financial instruments measured at fair value:

	31 Dec. 2012	Level 1	Level 2	Level 3
Assets measured at fair value				
Available-for-sale investments	38 257			38 257
Liabilities measured at fair value				
Financial hedging instruments	103 257		103 257	

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities
Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

NOTE 21 - AVAILABLE-FOR-SALE FINANCIAL ASSETS

VISMA AS - CONSOLIDATED

(NOK 1 000)	Fair value 01.01.2011 IFRS	Additions and reductions	Fair value adjustments	2012
SHARES UNLISTED				
Shares held by Visma Retail AS	6 405	(8)	0	6 397
Project X International Ltd	27 442	0	0	27 442
Others	6 312	(1 893)	0	4 419
Total	**40 159**	**(1 901)**	**0**	**38 257**

Available-for-sale financial assets consist of investments in ordinary shares, and therefore have no fixed maturity date or coupon rate. The fair value of the unlisted shares has been estimated using a valuation technique based on assumptions that are not supported by observable market prices or rates. Management believes the estimated fair values resulting from the valuation technique which are recorded in the statement of financial position are reasonable and the most appropriate at the balance sheet date.

NOTE 22 - CURRENT LIABILITIES

VISMA AS - CONSOLIDATED

Other current liabilities	2012	2011
Deferred revenue	737 622	678 444
Loan under 1 year	0	0
Accrued interests	62 716	62 502
Deferred payment	2 117	8 772
Other short-term liabilities	457 465	435 130
Total other current liabilities	**1 259 919**	**1 184 848**

SHORT TERM INTEREST BEARING DEBT	2012	2011
Revolving credit facility	0	200 222
Total	**0**	**200 222**

Ref. note 17 for security to guarantee short term debt .

NOTE 23 - IMPAIRMENT TESTING OF GOODWILL

VISMA AS - CONSOLIDATED

Goodwill acquired through business combinations has been allocated to 6 cash generating units for impairment testing as follows:

1 Software division
2 BPO Accounting & Payroll division
3 Commerce Solutions division
4 Retail division
5 Consulting division
6 Hosting division

Key assumptions used in value-in-use calculations

The recoverable amount of the segments units has been determined based on a value in use calculation. To calculate this, cash flow projections are based on financial budgets and long-term projections approved by senior management covering a five-year period (2013-2018).
The cash flow projection is based on budget for 2013 and long-term projections for the years 2014-2018. Budget is based on historical performance adjusted for the expected improvements. The long-term projection assumes a 3% growth on revenue for the whole period, a 0.5% increase in EBITDA-margins for the years 2014-2018 and EBITDA margins kept unchanged for the period after 2016. Management expects the Group's share of the market to be stable over the budget period. The discount rate applied to cash flow is 7.1 % (2011: 7.1 %) and cash flows beyond the 5-year period are extrapolated using a 0 % growth rate (2011: 0 %). Based upon the similarity of market conditions within the Nordic market, the same method for determining recoverable amounts has been applied across the different countries.

CARRYING AMOUNT OF GOODWILL

(NOK 1 000)	2012	2011
Software division	1 582 978	1 502 211
BPO Accounting & Payroll division	634 622	640 601
Commerce Solutions division	294 448	297 871
Retail division	383 336	386 422
Consulting division	387 209	396 020
Hosting division	239 331	239 331
Total	**3 521 924**	**3 462 456**

The recoverable amounts for the different cash generating units are higher than the carrying amounts and no impairment loss is recognised in 2012. With regard to the assessment of value-in-use of the different cash generating units above, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value of the units to materially exceed its recoverable amounts. Estimated cash flows and growth rates used in determining the value in use exclude any estimated future cash inflows or outflows expected to arise from future restructuring or from improving or enhancing the asset's performance.

NOTE 24: INVESTMENTS IN ASSOCIATED COMPANIES

VISMA AS - CONSOLIDATED

Investments in associates are accounted for under the equity method. These are investments of a strategic nature in companies in which the Group has significant influence by virtue of its ownership interest.

Visma AS has the following investments in associates:

(NOK 1 000)

Entity	Country	Ownership interest	Carrying amount 31.12.2011	Investments and reductions	Net profit (loss) 2012*	Carrying amount 31.12.2012	Fair value
SuperInvest AS - Group	Norway	22.2 %	74 943	0	5 824	80 767	80 767
Total			**74 943**		**5 824**	**80 767**	**80 767**

* Adjusted for changes in the company's earnings in 2011, occurred after the presentation of Visma's consolidated financial statements.

SuperInvest AS is an unlisted company, and fair value is based on the offer price when de-listed, adjusted for Visma's share of net profit (loss).

A summary of the financial information on the individual associated companies, based on 100% figures:

Entity	Assets	Liabilities	Equity	Revenues	Profit (loss) for the year
SuperInvest AS - Group*	707 921	340 326	367 594	311 868	22 290
Total	**707 921**	**340 326**	**367 594**	**311 868**	**22 290**

* Unaudited numbers 2012.

NOTE 25: EVENTS AFTER THE BALANCE SHEET DATE

VISMA AS - CONSOLIDATED

(NOK 1 000)

Significant events after the balance sheet date that occur before the Board of Directors has approved the financial statements may make it necessary to change the annual financial statements or to disclose the matter in the notes to the financial statements. If new information emerges regarding a matter that existed on the balance sheet date, and the matter is significant, the financial statements must be changed. If events concern matters that arose after the balance sheet date, the matters may have to be disclosed in a note.
Visma AS has in 2013 acquired 100% of Fredriksen Regnskapsservice AS, Svein Holtet AS and Lavit OY, bought asset from Crestra AS and bought out the non-controlling interests in Kollektor AS and Maventa OY, please refer to note 1 for more information.

No other events have taken place after the reporting period that would have affected the financial statements or any assessments carried out.

PARENT COMPANY ANNUAL ACCOUNTS

PROFIT AND LOSS STATEMENT
1 JAN. - 31 DEC.

VISMA AS

(NOK 1 000)	Note	NGAAP 2012	NGAAP 2011
OPERATING REVENUE			
Other revenue	1	51 286	23 071
Total operating revenue		**51 286**	**23 071**
OPERATING EXPENSES			
Payroll and personnel expenses	2	51 012	33 797
Depreciation and amortisation expenses		644	527
Other operating expenses	3	22 371	34 502
Total operating expenses		**74 027**	**68 826**
Operating profit		**(22 741)**	**(45 755)**
FINANCIAL ITEMS			
Financial income	4	360 321	372 736
Financial expenses	4	(42 996)	(69 903)
Net financial items		**317 325**	**302 833**
Profit before taxes		**294 584**	**257 078**
Taxes	5	**81 106**	**75 917**
Profit for the year		**213 478**	**181 161**
TRANSFERS AND ALLOCATIONS			
Transferred to / (from) retained earnings		213 478	181 161
Total transfers and allocations	6	**213 478**	**181 161**
Group contribution paid (net after tax)		230 731	201 819

BALANCE SHEET
31 DEC

VISMA AS

(NOK 1 000)	Note	NGAAP 2012	NGAAP 2011
ASSETS			
Tangible fixed assets			
Property	7	17 372	17 372
Machinery and equipment		1 501	2 109
Total tangible fixed assets		**18 873**	**19 480**
Financial assets			
Shares in subsidiaries	7	1 581 748	1 475 223
Investment in associated companies	7	89 442	89 442
Total financial fixed assets		**1 671 189**	**1 564 665**
Total non-current assets		**1 690 062**	**1 584 145**
Current assets			
Inter-company receivables		375 382	388 022
Other current receivables	7	167	5 954
Total receivables		**375 549**	**393 976**
Cash and cash equivalents		59 331	238 345
Total current assets		**434 880**	**632 321**
TOTAL ASSETS		**2 124 942**	**2 216 466**

VISMA AS

(NOK 1 000)		NGAAP 2012	NGAAP 2011
EQUITY AND LIABILITIES			
Equity attributable to equity holders of the parent Paid-in capital			
Share capital		165 000	165 000
Retained earnings		816 169	717 777
Total equity	6	**981 170**	**882 778**
NON-CURRENT LIABILITIES			
Deferred tax liability	5	5 118	6 920
Other long-term interest bearing loans and borrowings		431 407	825 072
Total non-current liabilities		**436 525**	**831 992**
CURRENT LIABILITIES			
Short-term bank loans		0	200 000
Bank overdraft		368 674	0
Short term liabilities to group companies		320 460	28 113
Trade creditors		537	1 739
Public duties payable		2 686	685
Other current liabilities		14 890	271 160
Total current liabilities		**707 247**	**501 696**
Total liabilities		**1 143 772**	**1 333 688**
TOTAL EQUITY AND LIABILITIES		**2 124 942**	**2 216 466**

Oslo 18 March 2013

Gunnar Bjørkavåg
Chairman of the Board

William Cornog
Director

Jacques Garaialde
Director

Stanislas De Joussineau
Director

Henrik Kraft
Director

Nic Humphries
Director

Jan Pieter Dekker
Director

Øystein Moan
CEO

CASH FLOW STATEMENT
1 JAN. - 31 DEC.

VISMA AS

(NOK 1 000)	NGAAP 2012	NGAAP 2011
Ordinary profit / loss before tax	**294 584**	**257 078**
Depreciation and amortisation expenses	644	527
Cash inflow from interest	(3 448)	(4 232)
Cash outflow from interest	28 379	46 979
Group contribution received	(351 925)	(362 626)
Dividend/transfer from investments	(4 000)	(4 000)
Write-down of shares	0	19 014
Gain on sales of shares	(948)	
Cash flow from operations	**(36 714)**	**(47 260)**
Changes in debtors	1 202	(862)
Changes in public duties payable	(2 002)	(68)
Non-cash related financial items	6 335	
Change in other accruals	193 878	(612 046)
Net cash flow from operations	**162 699**	**(660 236)**
Investment in tangible fixed assets	(37)	(6 081)
Sale of (investment in) shares	948	0
Net cash flow from investments	**912**	**(6 081)**
Change in long-term liabilities	(393 665)	685 774
Change in revolving credit facility	(200 000)	24 050
Payment of dividend/group contribution	280 305	226 072
Cash inflow from interest	3 448	4 232
Cash outflow from interest	(28 379)	(46 979)
Net cash flow from financing activities	**(338 291)**	**893 149**
Net cash flow for the year	**(174 681)**	**226 832**
Cash and cash equivalents 1.1	238 345	11 445
Net foreign exchange difference	0	0
Cash and cash equivalents 31.12	**59 331**	**238 345**

ACCOUNTING PRINCIPLES

The annual accounts for Visma AS are prepared according to the Norwegian Accounting Act 1998, generally accepted accounting principles and apply for the period 1January to 31 December 2012.

SUBSIDIARIES AND INVESTMENT IN ASSOCIATE

Subsidiaries and investments in associate are valued by the cost method in the company accounts. The investment is valued as cost of acquiring shares in the subsidiary, providing that write down is not required. Write down to fair value will be carried out if the reduction in value is caused by circumstances which may not be regarded as incidental, and deemed necessary by generally accepted accounting principles. Write downs are reversed when the cause of the initial write down are no longer present. Dividends and other distributions are recognized in the same year as appropriated in the subsidiary accounts. If dividends exceed withheld profits after acquisition, the exceeding amount represents reimbursement of invested capital, and the distribution will be subtracted from the value of the acquisition in the balance sheet.

BALANCE SHEET CLASSIFICATION

Net current assets comprise creditors due within one year, and entries related to goods circulation. Other entries are classified as fixed assets and/or long term creditors. Current assets are valued at the lower of acquisition cost and fair value. Short term creditors are recognized at nominal value. Fixed assets are valued by the cost of acquisition, in the case of non incidental reduction in value the asset will be written down to the fair value amount. Long term creditors are recognized at nominal value.

TRADE AND OTHER RECEIVABLES

Trade receivables and other current receivables are recorded in the balance sheet at nominal value less provisions for doubtful debts. Provisions for doubtful debts are calculated on the basis of individual assessments. In addition, for the remainder of accounts receivables outstanding balances, a general provision is carried out based on expected loss.

FOREIGN CURRENCY TRANSLATION

Foreign currency transactions are translated using the year end exchange rates.

SHORT TERM INVESTMENTS

Short term investments (stocks and shares are valued as current assets) are valued at the lower of acquisition cost and fair value at the balance sheet date. Dividends and other distributions are recognized as other investment income.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is capitalized and depreciated over the estimated useful economic life. Direct maintenance costs are expensed as incurred, whereas improvements and upgrading are assigned to the acquisition cost and depreciated along with the asset. If carrying value of a non current asset exceeds the estimated recoverable amount, the asset is written down to the recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value.

PENSIONS

The company has pension schemes where the company’s commitment is to contribute to the individual employee’s pension schemes (contribution plans)

INCOME TAX

Tax expenses in the profit and loss account comprise both tax payable for the accounting period and changes in deferred tax. Deferred tax is calculated at 28 percent on the basis of existing temporary differences between accounting profit and taxable profit together with tax deductible deficits at the year end. Temporary differences both positive and negative are balanced out within the same period. Deferred tax assets are recorded in the balance sheet to the extent it is more likely than not that the tax assets will be utilized. To what extent group contribution not is registered in the profit and loss, the tax effect of group contribution is posted directly against the investment in the balance.

CASH FLOW STATEMENT

The cash flow statement is presented using the indirect method. Cash and cash equivalents includes cash, bank deposits and other short term highly liquid placement with original maturities of three months or less.

USE OF ESTIMATES

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts in the profit and loss statement, the measurement of assets and liabilities and the disclosure of contingent assets and liabilities on the balance sheet date. Actual results can differ from these estimates.

Contingent losses that are probable and quantifiable are expensed as occurred.

NOTE 1 - REVENUES

VISMA AS

Revenues of TNOK 51 286 relates to management services provided by Visma AS to the group companies.

NOTE 2 - PAYROLL AND PERSONNEL EXPENSES

VISMA AS

(NOK 1 000)	2012	2011
Salaries	45 549	28 903
Employer's national insurance contributions	3 823	4 369
Pension expenses	506	525
Other personnel expenses	1 134	0
Total	**51 012**	**33 797**
Average number of man-years	**12**	**10**

For further information regarding compensation of key management, loans to employees and pensions, see note 3 and 16 in the consolidated accounts.

NOTE 3 - OTHER OPERATING EXPENSES

VISMA AS

(NOK 1 000)	2012	2011
Rent	6 004	23 639
Other office expenses	5 385	1 120
Telecom, postage and IT	277	577
Travel expenses	676	722
Car expenses incl leasing	893	904
Sales and marketing	398	1 165
Audit, lawyers' fees and other consulting services	8 739	6 375
Total other operating expenses	**22 371**	**34 502**

NOTE 4 - FINANCIAL INCOME AND EXPENSES

VISMA AS

(NOK 1 000)	2012	2011
Financial income includes the following items:		
Dividend/transfer from investments	4 000	4 000
Gain on sale of shares	948	0
Other interest income	3 448	4 232
Foreign exchange gains	0	1 878
Group contribution	351 925	362 626
Total financial income	**360 321**	**372 736**

Financial expenses include:		
Interest expense	28 379	46 979
Write-down of shares	0	19 014
Foreign exchange losses	2 745	0
Other financial expenses	11 872	3 910
Total financial expenses	**42 996**	**69 903**

NOTE 5 - TAX ON ORDINARY PROFITS

VISMA AS

Deferred tax liabilities and assets are calculated on the basis of the temporary differences between book values and tax-related values in the balance sheet. All calculations are based on a nominal tax rate in respective tax-area.

(NOK 1 000)	**2012**	**2011**
Tax payable	(8)	0
Changes in deferred taxes	(1 802)	4 010
Adjustments in respect of current income tax of previous years	8	0
Effect of Group contribution	82 908	71 907
Income tax expense	**81 106**	**75 917**

SUMMARY OF TEMPORARY DIFFERENCES MAKING UP THE BASIS FOR THE DEFERRED ASSET/DEFERRED TAX LIABILITY.

(NOK 1 000)	**2012**	**2011**
Current assets/liabilities	(315)	(89)
Fixed assets/long term liabilities	18 593	24 928
Net temporary differences	**18 277**	**24 839**
Net deferred tax liability / (asset)	**5 118**	**6 920**

VISMA AS'S TAX PAYABLE FOR THE YEAR HAS BEEN COMPUTED AS FOLLOWS:

(NOK 1 000)	**2012**	**2011**
Ordinary profit before tax	294 584	257 078
Permanent differences	(948)	18 053
Change in temporary differences	6 466	(14 321)
Dividend received from Norwegian subsidiaries	(4 000)	(4 000)
Net group contribution received / (paid)	(296 102)	(256 810)
Taxable profit	**(0)**	**0**

EXPLANATION OF WHY THE TAX EXPENSE FOR THE YEAR DOES NOT MAKE UP 28% OF THE PRE-TAX PROFIT.

(NOK 1 000)	**2012**	**2011**	
Ordinary profit before tax		294 584	257 078
28% tax on ordinary profit before tax		82 484	71 982
Adjustments in respect of current income tax of previous years		8	0
Permanent differences		(265)	5 055
Dividend and group contributions received from Norwegian companies		(1 120)	(1 120)
Tax expense		**81 106**	**75 917**

NOTE 6 - MOVEMENT IN EQUITY

VISMA AS

(NOK 1 000)	Paid-in share capital	Retained earnings	Total equity
Equity as at 01.01.2012	**165 000**	**717 777**	**882 778**
Pay back of Share premium reserve			0
Realisation own shares			0
Profit (loss) for the period		213 478	213 478
Group contribution		(115 086)	(115 086)
Equity as at 31.12.2012	**165 000**	**816 169**	**981 170**

For further information regarding share capital, shareholder isssues and shares owned by the board and executive employees, see note 14 and 15 in the consolidated accounts.

For further information regarding notes, see notes 5,7,11,12,17 and 21 to the consolidated accounts.

NOTE 7 - OTHER MATTERS

VISMA AS

For further information regarding share capital, shareholder isssues and shares owned by the board and executive employees, see note 14 and 15 in the consolidated accounts.

For further information regarding notes, see notes 5,7,11,12,17 and 21 to the consolidated accounts.

CORPORATE GOVERNANCE

Visma's is committed to high standards of corporate governance to strengthen the confidence in the company and contribute to long-term value creation for the benefit of shareholders, employees and stakeholders. The aim of corporate governance is to regulate the division of roles between shareholders, the Board of Directors (the Board) and executive management more comprehensively than is required by legislation.

The Norwegian Corporate Governance Board (NCGB) has issued the Norwegian Code of Practice for Corporate Governance (the Code). Adherence to the Code is based on the 'comply or explain' principle, which means that a company must comply with the recommendations of the Code or explain why it has chosen an alternative approach to specific recommendations.

The Code is principally intended for companies listed on the Oslo Stock Exchange (OSE) or Oslo Axess. The OSE requires listed companies to publish an annual statement of their policy on corporate governance in accordance with the Code in force at the time. Where applicable, Visma seeks to comply with the Code of 23 October 2012. The Code can be found at www.ncgb.no.

The main principles for corporate governance in Visma are:
- Visma's Board is independent of the company's management
- Structures are established to ensure the separation of roles and to provide the Board with effective measures to execute its functions. Visma's communication with its stakeholders must be open and reliable both in terms of the development of the company and all issues related to corporate governance.

1. Implementation and reporting on corporate governance

Visma's corporate governance is made up of a framework of guidelines and principles used to regulate the division of roles and tasks between the shareholders, the Board and the executive management of the Visma Group.

The Board of Visma is responsible for implementation of sound corporate governance in the company. The Board and executive management carry out an annual review of the corporate governance in the company.

Visma provides information about corporate governance in the company's annual report and on the company's web site at www.visma.com

Corporate values and ethical guidelines

The Board of Visma has defined the company's corporate values. These values have been comprehensively communicated and are known throughout the Visma Group. The values are listed below:

Respect

Show respect for colleagues, clients and their businesses. Always represent Visma in an appropriate manner.

Reliability

Be loyal to Visma's directives and honour the agreements that have been made with clients, colleagues and others. Surprise in a positive way.

Innovation

Quickly adopt new solutions when they enable greater productivity in your own work. Contribute to improving the efficiency of the client's business processes.

Competence

Rely on your own skills and be eager to learn as well as to help colleagues to learn. Ensure that you are well-versed in your own products and services while focusing on the client's processes.

Team spirit

Share knowledge and resources with others, and help to make it possible for your colleagues' strengths to be used in the best interests of the company. Our team spirit must benefit our customer relationships.

The company has a Code of Conduct and a corporate culture that is based on these corporate values.

Sustainability and responsibility

Visma's aim is help to maintain the competitive edge of Northern European companies and government bodies through the automation of administrative processes. Visma defines its responsibility as the way the company's business objectives are fulfilled; this includes ethical operations and respect for the environment as well as a commitment to positive social impact.

Visma continuously develops its operations through innovation in technology and associated skill sets. The company's main objective is to provide its customers with the best skills available. Visma's core purpose is to secure and manage its customers' everyday business processes.

Visma has additionally established policies to ensure that managers and employees across the Group work against corruption in all its forms, including extortion and bribery. For further and more detailed information on sustainability, please see our statement on sustainability and responsibility.

Visma's Code of Conduct

Visma's Code of Conduct works as a basis for all staff members and provides guidelines for conduct in relation to the outside world as well as within the organisation.The Code of Conduct also applies to those who take on assignments and act on behalf of Visma, including members of the Board, auditors, resellers, partners, consultants and other incidental and more widely varying contractors. All actions and decisions at Visma must be consistent with the Code of Conduct. In cases where normal rules cannot be applied, all actions and decisions must fulfil the highest possible standards for ethical conduct.

Visma's Code of Conduct has been thoroughly communicated and understood in all entities across the Group. All Managing Directors have signed the Code to ensure that they implement the Code in all departments of the Visma companies they manage. All managers and employees are obliged to report all incidents that do not comply with the Code.

The Code in brief:

Complete confidentiality must be maintained with respect to information about colleagues, clients and business associates. Respect must be shown in all relationships, external as well as internal, based on principles such as equality and diversity. Situations that might create external or internal conflicts of interest must be avoided.

Visma upholds diversity in its appointment of people from different cultural, ethnic and religious backgrounds. As a workplace, Visma has a neutral attitude to religion and philosophy of life. In order to avoid conflicts in the workplace, no form of religious preaching, agitation or religious provocation is permitted.

Zero tolerance applies to benefits or gifts that may be regarded as improper or may engender a sense of obligation.

Actions and decisions must be handled in such a way as to bear both external and internal investigation. Employees, management and their close families may not receive loans or obtain other benefits from clients and suppliers. Employees and management may not use knowledge obtained about clients' trade secrets or customer base to their own advantage. Employees or management must not work on projects or have direct or indirect financial interest in or appointments or positions with Visma's competitors. Each employee and manager is personally responsible for disclosing partiality and cases of doubt to his/her superior.

2. Business

Visma's business is clearly defined in Section 3 of the company's Articles of Association, "The objective of the company is to own and manage shares in other companies, including companies that work with the development and sale of software, the sale of consulting services, commerce, agencies and other business activities, or that participate in other companies in connection with the above, and all related matters." The Articles of Association can be found on the company's website at www.visma.com. Within the scope of the Articles of Association, the Board of Directors has – in partnership with the executive management – developed clear objectives and strategies for its business activities.

Vision

Visma's vision is to lead the field in the automation and integration of business processes. This means that Visma provides an extensive offering of products and services, which all contribute to making business processes more effective. Visma's products and services contribute to automating business processes and linking them in streamlined integration.

As all organisations are different, we offer freedom of choice within a wide range of products, services and combinations of these. Our ambition is to make our clients leaders in the field of automation and integration of business processes through our own expertise in the area.

Concept

Visma's business concept is to supply software and services related to finance and administration to the private and public sectors in Europe. Our deliveries are made directly to the end customer through a large international network of distributors and resellers. An ever-increasing proportion of our deliveries take place over the Internet as on-demand solutions.

Objective

Visma's objective is, in addition to being an attractive workplace for our employees, to generate earnings that will make Visma an attractive investment.

3. Equity and dividends

Equity

Visma is growing fairly rapidly through acquisition and consolidation and needs a strong and liquid balance sheet. The company's most important assets are goodwill associated with the business and its software. The intellectual assets in an IT company are primarily of value as long as the company is doing well and is financially independent – Visma therefore needs a higher level of shareholder equity than companies in more traditional industries.

Visma's equity capital amounted to NOK 1 470 million as of 31 December 2012, corresponding to an equity ratio of 18.9 percent. Visma's business activities are by nature relatively capital-light in terms of capital expenditure requirements in non-current assets although the organic growth of the company entails increasing working capital requirements. The company is also growing inorganically through acquisitions, and the company seeks to retain a capital buffer to maintain its investment flexibility. The equity level and ratio at the end of 2012 are considered appropriate in terms of the company's objectives, strategy and risk profile both in absolute and relative terms.

Dividend policy
In evaluating the company's payment of dividends, the Board supports securing the company's stable development, dividend capacity and the requirements for sound equity capital as well as for adequate financial resources to enable future growth. Under Norwegian regulations, dividends are taxable for foreign shareholders and the company is obliged to deduct tax at source.

Capital increase
Visma has been a privately owned company since 2006. During this period, the Annual General Meeting has granted the Board mandates to increase the share capital only for defined purposes. All mandates are limited in time until the following AGM.

KKR completed its acquisition of 78 percent of the equity in Visma in December 2010. The remaining shares in Visma are held by HgCapital (17.7 percent) and the management. 300 of Visma's managers have invested in equity in parallel with KKR. The widespread investment scheme was initiated in order to ensure dedication and management stability for the future.

4. Equal treatment of shareholders and transactions with close associates
Visma emphasises independence and neutrality in all relationships between the Board, the management and the shareholders. This policy also applies to relationships with other interest groups, such as customers, suppliers, banks and other business partners.

Visma's objective is that all shareholders should have equal rights. Visma has one class of shares, and each share carries one vote at the AGM. The shares are freely transferable, and there are no barriers to acquisition. All shareholders in Visma have equal rights to dividends. All shareholders have equal rights in the event of any capital increases.

Equal treatment
Visma is currently a privately owned company. Visma's shares are thus not traded on any stock exchange. If the company carries out a transaction in its own shares, the company will always strive to ensure equal treatment of all shareholders.

Transactions with close associates
In the event of substantial transactions between Visma and any of its Board members, executive management or close associates of these parties, the Board will arrange for a valuation from an independent third party, unless the transaction is subject to approval by the AGM. As a part of the equity-based acquisition in Visma made by KKR in 2010, the management also increased its ownership from 2.4 percent to 5.3 percent, including investments from a total of 300 managers in Visma made in parallel with KKR's acquisition of shares from HgCapital.

The Board will also arrange for an independent valuation of transactions between companies in the Visma Group if any of the companies have minority shareholders. No such transactions took place in 2012.

5. Freely negotiable shares
Visma shares are freely negotiable. No form of restriction has been included in the company's Articles of Association.

6. Annual General Meeting
The shareholders exercise the highest authority in Visma through the AGM. The Board of Visma strives to ensure that the AGM is an effective forum for communication between shareholders and Board. The notice calling the AGM is distributed to the shareholders and posted on the company's website no later than 14 days prior to the meeting, as required by Norwegian law. The notice includes all the necessary information for shareholders to form a view on the matters to be considered, including deadline for notice of intention to attend and a proxy form.The AGM is open to all shareholders and all shares carry equal voting rights. All shareholders may participate in person or through a proxy. There are no limitations on ownership or known shareholders' agreements.

Agenda and conduct of the AGM
The Board decides the agenda for the AGM. The main agenda items are determined by the requirements of the Norwegian Public Limited Liability Companies Act and the company's Articles of Association.

7. Nomination Committee
Visma is currently a privately owned company and does not have a nomination committee. If the company should apply to become publicly listed, the company will establish a nomination committee. It is recommended that the AGM stipulate guidelines for the duties of the nomination committee.

8. Corporate Assembly and Board of Directors: composition and independence
Composition of the Board of Directors
The Board of Visma reflects the fact that the company is currently privately owned and has a few foreign shareholders, in addition to key executive staff. The composition of the Board has been established to ensure the company's need for expertise, capacity and diversity and to ensure that the Board functions well as a collegiate body.

According to the Articles of Association, the Board of Visma must comprise between three and eight members. The Board of Visma currently consists of seven members, all elected by the shareholders at the AGM. None of the Board members are women. The company is seeking to expand the Board to include female members. Board members are elected for a period of one year.

The Board has the following members:
Gunnar Bjørkavåg, Chairman of the Board
Øystein Moan
Nic Humphries
Stanislas de Joussineau
William Cornog
Henrik Kraft
Jan Pieter Dekker
Jacques Garaïalde

Board independence
The composition of the Board should reflect the company's ownership structure. The company's management is not represented on the Board and all the Board members are independent of the executive management and important business associates. The composition of the Board also ensures that it is able to operate independently of special interests. Four of the Board members are managers at KKR and two of the Board members are managers at HgCapital, the second largest shareholder of the company, while the Chairman of the Board is independent of the company's main shareholders.

Employee council
Visma strives to maintain a relationship of trust and communication between management and employees. To formalise this, a joint employee council has been established in which both managers and employees are represented. The objective of an employee council is to provide a platform for information and discussions about issues that are of particular interest to the staff.
The employee council is not a decision-making body.

Representatives are able to raise points of view and/or elements that may contribute to improved job satisfaction for employees and efficiency for the company. Both employee representatives and the employee council function as a communication channel for employees and for management when relevant issues are to be discussed. The groups do not have a decision-making mandate, but contribute by ensuring that the best solution is chosen. Issues raised should be relevant to all employees in Visma.

CEO
As of 31 December 2012, Øystein Moan, the CEO of Visma AS, has been the Chairman of the Board of the following wholly owned entities in Visma: Visma Norge Holding AS, Visma Hosting Holding AS, Active 24 Holding AS,
Visma Sverige Holding AB
Visma Danmark Holding A/S
Visma Finland Holding Oy
Visma Nederland BV

9. The work of the Board
Instructions for the Board
The Board of Visma has overall responsibility for the management of Visma and implementation of the company's strategy, including monitoring and supervision of operations. The Board of Directors annually produces a plan for its work, focused on implementing strategies to realise the company objectives.

Financial reporting
The Board receives the complete accounts and balance sheet for the company on a monthly basis as well as both divisional and consolidated management reports that describe the details and trends of the past month.

Board evaluation of its own work
The Board evaluates its work on an annual basis.

Meeting structure
The Board holds board meetings every other month. Meetings are held as telephone and video conferences, in order to ensure efficiency and save on travel expenses. The company strategy is reviewed in two extended Board meetings per year.

Board Committees
Visma AS's Board committees include:

Remuneration committee:
The role of the remuneration committee is to assess and makes recommendations concerning implementing or changing remuneration policies and concepts, and determining salaries and other remuneration for the CFO and other remuneration for the executive management.

The remuneration committee has the following members:
Gunnar Bjørkavåg (Chair)
Jan Pieter Dekker
William Cornog
Jacques Garaialde

Audit committee:
The role of the audit committee is to assist in the exercise of the board's management and control responsibilities and to ensure that the group has an independent and effective external and internal auditing system.

The duties of the audit committee include maintaining continuous contact with Visma's elected auditor concerning the auditing of the company's accounts. The committee also supervises the implementation of and compliance with the group's ethical guidelines, concerning financial reporting.

The audit committee assesses and makes a recommendation concerning the choice of external auditor, and it is responsible for ensuring that the external auditor meets the requirements set by the authorities in Norway.

The audit committee has the following members:
Jan Pieter Dekker
William Cornog
Stanislas de Joussineau

10. Risk management and Internal control of financial reporting
Risk management fall into the following major groups:
• Contractual risks
• Professional malpractice
• Cash-flow risks
• Risks of general market disruption

To reduce risk in general, Visma remains divided into several legal entities in the countries in which it operates. Each entity produces detailed monthly reporting and holds monthly Board meetings. Reports are submitted early on the fifth working day of the month. The division into many legal entities reduces contractual risks. Most Visma contracts are quite small and hence risks are very limited. Nevertheless, Visma is also involved in a few very large projects. For these, formal steering committees are established, and divisional and top management for Visma participate in these committees. A large part of Visma is certified according to ISO9001, ISO20000 or ISO27001. While such certification does not remove contractual risks, it at least provides a formal framework for managing and limiting risks.

With more than 5 000 employees, professional malpractice may occur. Visma seeks to limit this through thorough recruitment processes as well as through training, quality systems and its Code of Conduct. Even with such measures, professional malpractice may occur and Visma has liability insurance in place to cover such incidents.

As a leveraged company Visma has debt service obligations and depends on a steady cashflow. Visma hardly carries any inventory. Visma has rather conservative principles for income recognition, and net cashflow from operations has historically been more than 90 percent of EBITDA. Capital expenditure is normally less than 10 percent of EBITDA. Thus, any cashflow risk is then closely related with EBITDA performance. As long as Visma has sufficient EBITDA, the cashflow risk is very limited. Visma manages its cash through a multi-currency, real-time cash management system. This system is under the control of the CFO of Visma, and makes it possible to monitor and control large cashflow movements.

Like all companies, Visma is exposed to general market conditions and developments in GDP in the different countries in which Visma operates. In addition, Visma is a technology company and, as such, is exposed to risks associated with rapid changes in technology. Strong competitors may pose a risk. The competition can be divided into large international companies and smaller local ones. Visma's strongest international software competitors are SAP, Oracle and Microsoft. These companies have been in the market for many years, and Visma is used to competing with them. However, it is a constant struggle to preserve and gain market share. All parts of Visma have numerous local competitors, but while some of these may be aggressive in certain areas, their potential impact on the Visma Group as a whole is limited.Visma has attempted to limits its exposure to the above market and technology risks in the following manner:

- The products and services provided are to a large degree mandatory and necessary regardless of market conditions

- Visma has 320 000 customers in Northern Europe who utilise our products and services, and an additional more than 330 000 use us as a hosting partner

- Visma utilises both Microsoft-based technology, Open Source/ Java technology and cloud based business solutions

- Visma offers a wider range of products and services than its competitors – hence there are more opportunities for cross-selling more products with each customer

The system for risk management is under further development, partly engendered by preparations for participating in KKR's green portfolio scheme. This means that guidelines for corporate social responsibility are under evaluation for further development.

Internal control over financial reporting:
Visma AS's management is responsible for establishing and maintaining adequate internal control over financial reporting.

The internal control over financial reporting is a process designed under the supervision of the CEO and CFO to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external reporting purposes in accordance with International Financial Reporting Standards as adopted by the EU. The accounting policies applied by the company also comply with IFRS as issued by the International Accounting Standards Boards (IASB).

Every year the management assesses the effectiveness of internal control over financial reporting based on the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

11. Remuneration of the Board, Audit Committee and Nomination Committee

Remuneration of the Board must be at a competitive level to ensure the desired composition of the Board. The remuneration of the Board is not performance-related and there are no option programmes in place for Members of the Board as of 31 December 2012.

None of the committees receive remuneration. Details about remuneration of the Board are included in the notes to the consolidated financial statements.

12. Remuneration of Executive Management

The Board of Visma has established guidelines for the remuneration of the executive management. The guidelines have been communicated to the AGM.

Visma emphasises being an attractive employer and wishes to attract executive employees with relevant experience. The company therefore seeks to offer its executive management competitive compensation packages.

Incentive plans are linked to the company's earnings performance. Details about compensation to executive management are included in notes to the financial statements.

13. Information and Communication

Reporting of financial and other information
Visma strives to report quarterly figures and other price-sensitive information as early as possible. Early reporting reduces the possibility of leaks of information and contributes to the equal treatment of all shareholders.

Dialogue with shareholders and the financial market

Visma AS's management is responsible for informing shareholders and investors about the company's commercial and financial performance, and although Visma is not a listed company, the management is committed to ensuring that the participants in the financial markets receive the same information at the same time. Visma strives continuously to disclose all relevant information to the market in a timely, efficient and non-discriminatory manner. All news from the company will be available on the company's website, as well as through press releases. The company's management has regular meetings with large shareholders, where topics such as corporate governance and overall strategy in particular, are discussed. The importance of not discussing subjects that may be perceived as price-sensitive is highlighted.

14. Takeovers

In the event of a takeover bid, the Board of Visma's primary responsibility is to maximise the return on investment for all shareholders. The Board of Visma is committed to equal treatment of shareholders and will ensure openness in respect of any takeover of the company. Any transaction that may be perceived as a sale of the company's main business will be put to the AGM.

The Board has, however, not drawn up formal guidelines for its conduct in the event that a bid is made for the company.

Evaluation of a bid

Should a formal bid be made for Visma, the Board will usually seek to attract competing bids. This will not apply if the Board is able unequivocally to recommend a bid that has been received, or if the process of seeking to attract a competing bid would cause an existing bid to be withdrawn or expire.

If a bid is received for the company's shares, the Board will issue a statement that includes an evaluation of the bid and a recommendation to shareholders on whether the bid should be accepted or not. If the Board finds that it is unable to recommend the bid to shareholders or not, it will explain its reasons for not making a recommendation. If the Board's statement is not the unanimous view of the Board, this will be explained.

The Board will arrange a valuation from an independent expert. The Board will also make a recommendation to shareholders on whether or not to accept the offer.

15. Auditor

The Group uses the same registered public accounting firm (independent auditor) in all material subsidiaries in which the company operates. The auditor is independent in relation to Visma and is appointed by the AGM. When evaluating the independent auditor, emphasis is placed on the firm's competence, capacity, local and international availability, and the size of its fee. The independent auditor's fee must be approved by the AGM.

The audit committee evaluates and makes a recommendation to the board of directors, the corporate assembly and the general meeting of shareholders regarding the choice of independent auditor, and it is responsible for ensuring that the independent auditor meets the requirements in Norway.

The audit committee is responsible for ensuring that the company is subject to an independent and effective external and internal audit. Every year, the independent auditor presents a plan for the audit committee for the execution of the independent auditor's work. The independent auditor is present at the board meeting that deals with the preparation of the annual accounts.

The audit committee considers all reports from the independent auditor before they are considered by the board of directors. The audit committee holds regular meetings with the independent auditor without the company's management being present.

The board of directors has delegated authority to the CFO to pre-approve assignments to be performed by the independent auditor. All audit-related and other services provided by the independent auditor must be pre-approved by the CFO.

In the annual consolidated financial statements and in the parent company's financial statements, the independent auditor's remuneration is split between the audit fee and fees for audit-related and other services. In the presentation to the AGM, the chair presents the breakdown between the audit fee and fees for audit-related and other services.

Relationship between Board of Directors and Auditor

The auditor participates in Board meetings dealing with the financial statements. At the same meetings, the auditor explains his/her view on the company's accounting policies, risk areas, internal control routines and accounting processes.

ERNST & YOUNG

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Member of the Norwegian Institute of Public Accountants

To the Annual Shareholders' Meeting of
Visma AS

AUDITOR'S REPORT

Report on the financial statements

We have audited the accompanying financial statements of Visma AS, comprising the financial statements for the Parent Company and the Group. The financial statements of the Parent Company comprise the balance sheet as at 31 December 2012, the statements of income and cash flows for the year then ended and a summary of significant accounting policies and other explanatory information. The financial statements of the Group comprise the statement of financial position as at 31 December 2012, the statements of income, comprehensive income, cash flows and changes in equity for the year then ended as well as a summary of significant accounting policies and other explanatory information.

The Board of Directors' and Chief Executive Officer's responsibility for the financial statements

The Board of Directors and Chief Executive Officer are responsible for the preparation and fair presentation of these financial statements in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway for the financial statements of the Parent Company and International Financial Reporting Standards as adopted by the EU for the financial statements of the Group, and for such internal control as the Board of Directors and Chief Executive Officer determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements for the Parent Company and the Group.

Opinion on the financial statements of the Parent Company

In our opinion, the financial statements of Visma AS have been prepared in accordance with laws and regulations and present fairly, in all material respects, the financial position of the Company as at 31 December 2012 and its financial performance and cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Opinion on the financial statements of the Group

In our opinion, the financial statements of the Group have been prepared in accordance with laws and regulations and present fairly, in all material respects, the financial position of the Group as at 31 December 2012 and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Report on other legal and regulatory requirements

Opinion on the Board of Directors' report

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Directors' report concerning the financial statements, the going concern assumption and the proposal for the allocation of the result is consistent with the financial statements and complies with the law and regulations.

Opinion on registration and documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with International Standard on Assurance Engagements (ISAE) 3000, «Assurance Engagements Other than Audits or Reviews of Historical Financial Information», it is our opinion that the Board of Directors and Chief Executive Officer have fulfilled their duty to ensure that the Company's accounting information is properly recorded and documented as required by law and bookkeeping standards and practices generally accepted in Norway.

Oslo, 29 May 2013
ERNST & YOUNG AS

Vegard Stevning
State Authorised Public Accountant (Norway)

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Wide network of distributors and partners

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