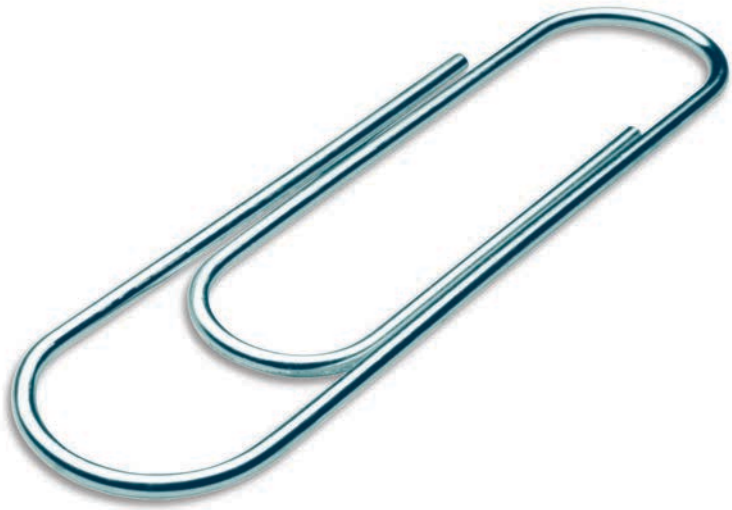
# Annual Report Visma ASA 2001

VISMA®

# Contents

## Visma


| | |
|---|---|
| **The Group CEO and CFO´s comments for 2001** | **4** |
| **Key figures** | **6** |
| **Board of Directors´ report** | **9** |
| **Profit & loss** | **16** |
| **Balance sheet** | **17** |
| **Cashflow statement** | **19** |
| **Accounting policies** | **20** |
| **Notes to the accounts** | **21** |
| **Auditor´s report** | **31** |
| **Visma Software** | |
| Review 2001 | **32** |
| Organizational presence | **33** |
| Strategy and ambitions | **33** |
| Products | **34** |
| ASP | **35** |
| Customer services | **35** |
| Platforms and technology | **36** |
| Quality | **37** |
| Human Resources | **37** |
| **Visma Services** | |
| Review 2001 | **38** |
| International organization | **39** |
| Tailor-made solutions | **39** |
| Outsourcing | **40** |
| Technology | **41** |
| **Group structure** | **42** |

# The Group CEO & CFO`s comments for 2001

**ACCOUNTABILITY IS THE BASIS FOR VALUE CREATION.**

Keeping track of the financial status of companies and organisations is a prerequisite for creating value and for effective business control. Prompt reaction to accurate management information is vital for management, investors and political bodies to allocate resources and achieve desired goals. Without timely financial information there will be no long-term improvements. Repeatedly, lack of financial control leads to losses, bankruptcies, destruction of wealth and reduced social security. In 2001 spectacular incidents and bankruptcies demonstrated the perils of ineffective accounting practises.

The role of Visma is to facilitate effective financial control. Our software and services keep track of accounts, inventory, payroll, accounts receivable and payable, and provide comprehensive reporting for public or management purposes. Visma will support and improve all processes involving finance and accounting together with related processes including logistics, customer relationship management (CRM), quality control and human resources. We aim to ensure accountability, predictability and effectiveness of business processes. We will relieve our customers from the mundane accounting tasks thus allowing them to concentrate on their core business, that of providing products and services to their customers.

**2001 – A YEAR OF RE-INVENTION.**

Following the sale of Visma Marine in 2000, Visma started 2001 as a small ERP software company with 180 employees, but with around MEUR 90 in cash. We ended the year with about 1.500 employees and a major new division, Visma Services, had been created. Visma Software merged with it´s largest competitor, SPCS. During 2001 Visma became the innovator of a ground-breaking business concept by facilitating the outsourcing of business processes through the Visma Managed Business Service. Visma, uniquely, can offer leading financial and business management software, delivered, if required, through our ASP service together with other web-based applications.

Øystein Moan
CEO

Tore Bjerkan
CFO

**In summary, 2001 was a very active year for Visma. We will continue our expansion through 2002.**

When combined with Visma´s accounting services facility, we are able to offer our customers the ability to outsource major business processes allowing them to concentrate on their core business. Looking back, we have utilised the proceedings from the sale of Visma Marine to create a much larger and more profitable company, but also a more focused and innovative company.

Visma is a dynamic organisation. By the end of 2001 a tender offer for the public Finnish ERP company Liinos was announced, and this was actually concluded with the acquisition by the end of January 2002. Several more companies, now within Visma Services were acquired at the start of 2002, and as this report is printed there are more than 1600 employees in the Visma Group.

The ambition of Visma is to become the largest Nordic supplier of software and services within accounting and all other processes associated with financial control. We are moving fast toward that target. By keeping its Nordic focus, Visma is able to combine fast growth with limited risks. We aim to maintain profit and positive cash-flow from the operations.

In future, our customers will be able to choose to outsource some business process, and retain others. Visma will accommodate this through is unique mix of software and services, offering individual choice for customers on what to outsource. Visma will support it´s customers in their quest to reduce costs and increase earnings. Visma will be innovative, supportive and trustworthy. Through customer satisfaction and innovative new business processes, Visma will maintain strong organic growth.
Through tight financial control, efficient management and the possession of a clear strategy, Visma will also seek additional growth through acquisitions and mergers.

In summary, 2001 was a very active year for Visma. We will continue our expansion through 2002. Our ambition is to be recognised in the Nordic markets as the leading facilitator of services for the use of accountability and financial control as a basis for growth and profits.

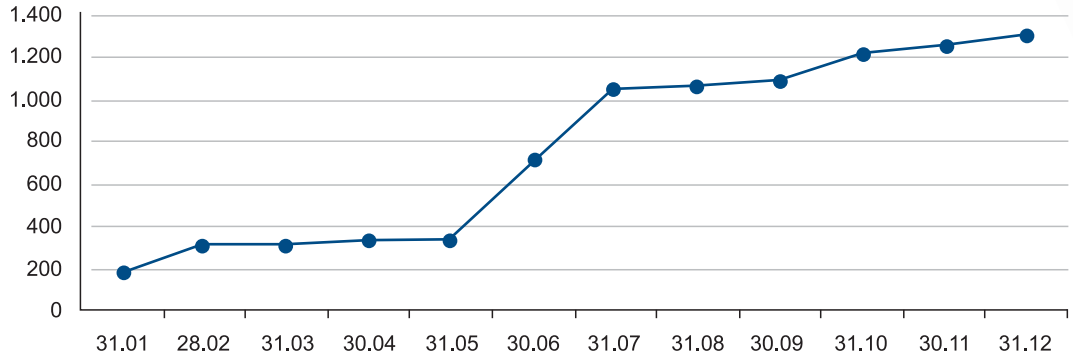
*Visma headoffice at Byporten, Oslo.*

# Key figures

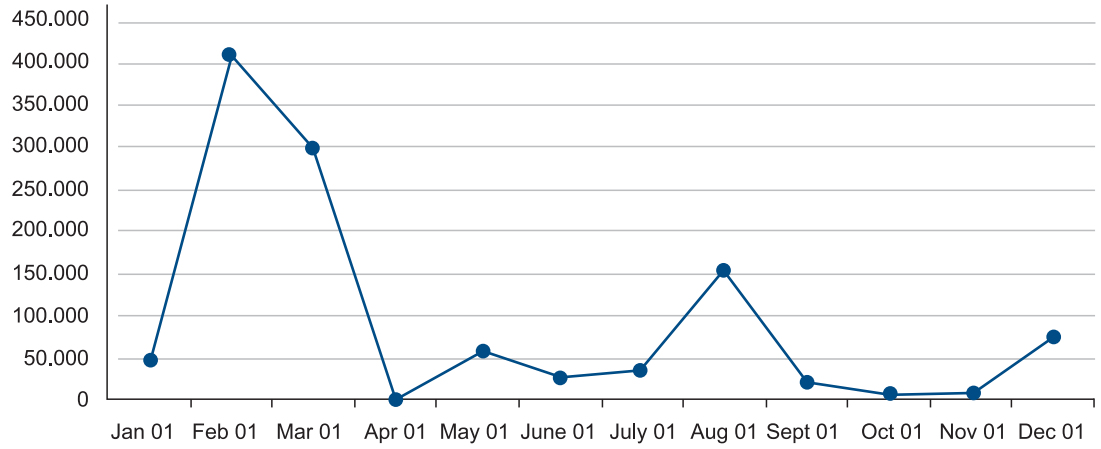
| (NOK 1,000) | 2001 | 2000 | 1999 | * 1998 | * 1997 |
|---|---|---|---|---|---|
| Turnover | 831 299 | 1 306 979 | 682 967 | 289 030 | 270 179 |
| Turnover growth (%) | -36 % | 91 % | 136 % | 7 % | 27 % |
| Operating profit | 48 456 | 659 749 | 79 558 | 19 233 | -91 274 |
| Profit after minority interests | 68 814 | 465 880 | 61 705 | 10 073 | -82 325 |
| EPS (NOK) | 2,60 | 16,39 | 2,30 | 0,69 | -11.64 |
| Time-weighted average number of shares (thousand) | 26 490 | 28 422 | 26 878 | 14 568 | 7 072 |
| Assets | 1 026 162 | 963 395 | 531 901 | 189 260 | 169 937 |
| Current liabilities | 288 028 | 320 292 | 246 841 | 52 768 | 71 083 |
| Long-term liabilities | 113 122 | 105 887 | 6 705 | 2 926 | 8 722 |
| Equity | 625 012 | 537 216 | 278 355 | 133 566 | 90 042 |

** Key figures for 1997 and 1998 is not reflecting the merger with SPCS.*

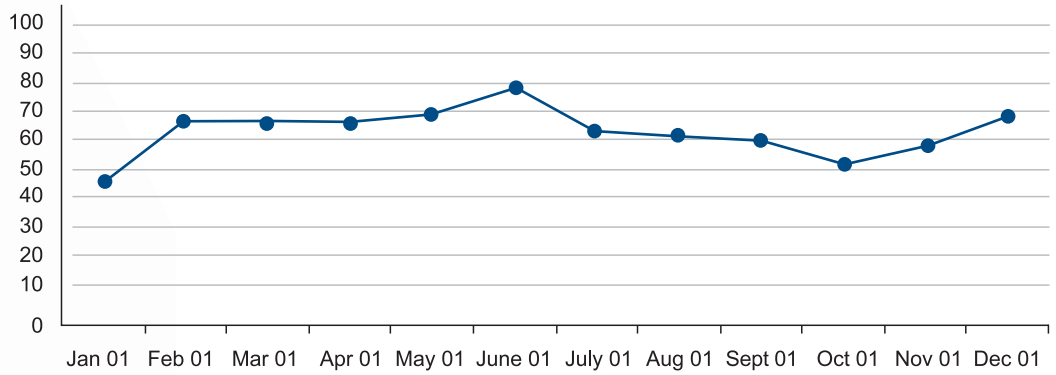
## Visma HR Development 2001



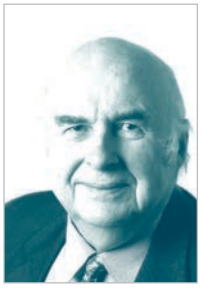
## Visma Share Volume




## Visma Share Development



Svein Ramsay Goli
Chairman Of The Board
Visma ASA



Svein Ribe-Anderssen

Gunnar Bjørkavåg

Knut Ro

Bengt Paulsson

# Board of Directors' report

## RAPID DEVELOPMENT OF A NEW VISMA

After the sale of Visma Marine late in 2000 for NOK 730 million in cash, Visma has focused its financial and management resources on building up a new Visma. The company started 2001 with 553 employees in the Group. Visma ended the year with nearly 1500 employees, and currently has about 1600.

When Visma Marine was sold, only the ERP division remained in Visma. A new division, Visma Services, which offers accounting, payroll and other ERP-related outsourcing services, was established and developed during 2001.

Through this strong growth, Visma is on its way to be the largest Nordic company in ERP software and related services.

Visma's development during 2001 won respect in financial circles. Although 2001 was a negative year for the market value of most companies - especially those in the IKT sector - Visma increased its market capitalization from approximately NOK 800 million at the end of 2000 (before the merger with SPCS) to approximately NOK 2300 million at the end of 2001. The share price increased by 50 % from NOK 50 to NOK 74. The Visma share had the fourth best appreciation in value on the Oslo Stock Exchange in 2001.

In addition to developing the new services division, Visma Software merged with its largest competitor, SPCS, in July. As a result of this merger, Visma now has more than 50 % of the Norwegian market for small and medium-sized enterprises, and 40 % of the Swedish market for companies with fewer than 20 employees. The acquisition of Liinos, which was initiated in December 2001, gives the company a strong position in Finland as well.

**"Through this strong growth, Visma is on its way to be the largest Nordic company in ERP software and related services"**

## Operating conditions

### VISMA SOFTWARE

Visma's Software division has 450 employees (more than 600 including Liinos). Some 130,000 enterprises are active users of Visma's software, and have entered into annual contracts for the right to use the software and receive support. About 50 % of the total annual revenue for Visma Software comprises continuous revenue from contracts of this type.

The merger process with SPCS dominated Visma Software's activities in 2001, and by the end of the fourth quarter most of this process was complete. The merger process involved additional work in the ordinary operations during the second and third quarters, but after the merger had been successfully completed, Visma Software achieved strong growth in the fourth quarter. Growth in revenue amounted to 42 % compared with the third quarter of 2001.

The merger process with SPCS resulted in one-off costs of about NOK 30 million in the last three quarters of 2001. These costs comprised severance payments related to personnel reductions, expenses related to ending unprofitable projects and a provision for doubtful receivables. From 2002, Visma Software will start the year with annual fixed expenses which are about NOK 30 million lower than at the start of 2001.

Both the original Visma and SPCS in Sweden were profitable in 2001, with operating margins of about 20 % and organic growth of about 8 %. Because the Swedish krone has weakened in relation to the Norwegian krone, this growth is not reflected in Visma's consolidated financial statements.

Visma Software has smaller operations in Denmark and the United Kingdom. Denmark in particular showed a positive trend during the year. The number of resellers is increasing, and there is a genuine need for an alternative to the dominant local supplier, Navision. Visma Danmark showed a profit in 2001, and Visma will continue its commitment to the Danish market. Visma Software UK is still not profitable, but through the development of a larger reseller network and more customers, the unit is expected to break even in 2002. The British market is regarded as an important complement to Visma's Nordic strategy. The United Kingdom provides Visma with insight into future competitors on the Nordic market. Many of Visma's Nordic customers have subsidiaries in the United Kingdom or are themselves the subsidiaries of multinational companies which are based there.

Through the merger with SPCS, the range of software offered by the Group has become broader and more complete, although Visma Business remains the most advanced and best-selling product in Visma. The SPCS product range Global is a complete multilayer ERP system based on Microsoft components and .NET, offering a choice between Windows- and Web-based user interfaces. SalesOffice is a .NET-based CRM system based on the Global component's architecture, and this product gives Visma a strong presence in the CRM market as well. During 2001, Visma Payroll achieved broad distribution on the Norwegian market, and the software was sold to 600 new customers. For Visma, Payroll will be an important product in all the Nordic markets.

## VISMA SERVICES

This new division was formed through acquisitions of about 20 companies from November 2000 up to and including January 2002. This growth will continue in 2002. Visma Services offers administrative services, especially accounting, payroll, reporting of taxes and charges, consolidation and management reports. In addition, billing and collection services are being developed. Leading Norwegian companies involved in outsourcing of accounting services, such as ØkonomiPartner and Forenede Økonomer, were acquired and now form the backbone of the new division.

At the end of 2001 there were about 900 employees at Visma Services. The number of employees will increase by more than 100 through ongoing acquisitions.

Like Visma Software, Visma Services has Nordic ambitions. In addition, presence in the UK is needed. Coverage in Norway is excellent, and in Sweden and Finland the company's position is strong, especially in the market for multinational customers. The Swedish and Finnish operations will be extended during 2002, and Visma Services will also start up in the Danish market.

The market for outsourcing of back-office functions is expanding rapidly as a growing number of companies outsource functions outside their core business. Factors accelerating this trend include the limited availability of accounting competence, the need to reduce expenses and the need to spend more internal time and resources on core activities. Visma Services had organic growth of 28 % from 2000 to 2001. Growth in the outsourcing sector is expected to continue.

Visma Services is in the middle of a major technology upgrade in terms of which all employees will be using Visma Business ERP software by the end of 2002. Visma Provider, which is Visma's ASP company, will provide the computing resources as well as the administration of the applications. When this project is complete, it will be possible to distribute work among various offices in Visma Services, and all customers will be able to access their accounts and balance sheets through Web-based reports.

Late in 2001, Visma Services won two substantial contracts. One was for the dispensaries at all State hospitals in Norway, and the other was to take over and outsource the accounting department of Bravida, a Nordic installation and project company with 13,000 employees.

## "Going concern" principle

**The accounts have been prepared on the basis of the going concern assumption. Profit forecasts for 2002 and the Group's favourable financial position form the basis for this assessment.**

### EXTERNAL GROWTH THROUGH ACQUISITIONS

The largest expansion of operations in 2001 was the merger with SPCS, which now forms part of the Visma Software division. This was a pooling-of-interests merger, and the shareholders in SPCS received 40 % of the shares in the merged Visma/SPCS. Visma ASA was the acquiring company in the merger.

Visma Services acquired 15 companies in 2001, several of which were fairly small. All of these are described in detail in the notes to the accounts. The largest acquisitions were ØkonomiPartner, Forenede Økonomer, Trønderøkonomi, Consept, Sigtuna Affärsbyrå and Bjellefors.

ØkonomiPartner (ØP) was the leading Norwegian accounting firm, with more than 400 employees and 20 offices. ØP specializes in large and multinational customers. The company is well known for its high level of service and integrity. ØP's regional structure and management team are very important as the backbone of the development of Visma Services. ØkonomiPartner is now called Visma Services Norge.

Forenede Økonomer had about 100 employees in the Oslo district, where it was a major competitor to ØkonomiPartner. It specializes in large customers and multinational companies. It is also an agency for temporary staff, specializing in accounting personnel.

Trønderøkonomi in Trondheim is a leading company in the city. In addition to accounting services, it offers billing and collection services. Trønderøkonomi will be responsible for developing this area of Visma Services under the name of Collecta.

In North Norway, Consept is now the largest accounting firm, with offices in Bodø, Mo, Sortland, Tromsø and Alta. As well as offering accounting services, it is a reseller and consultant for Visma Software.

Sigtuna Affärsbyrå was Visma's first acquisition in Sweden. With its location near Stockholm's airport at Arlanda, it is in an ideal position to serve multi-national customers. The company has 25 employees. In addition to Sigtuna, the Stockholm-based company Bjellefors was acquired. This company has about 70 employees, and with the acquisitions in progress Visma Services will have more than 130 employees in Sweden at the beginning of 2002.

All units in the Services division are now being marketed under the brand name of Visma Services.

**The largest expansion**

The largest expansion of operations in 2001 was the merger with SPCS, which now forms part of the Visma Software division.

## ASSESSMENT OF FINANCIAL STATEMENTS FOR THE YEAR

Visma achieved an operating profit of NOK 48.5 million in 2001 (NOK 659.7 million in 2000). Operating income in 2001 amounted to NOK 831 million (NOK 1,307 million in 2000). EBITDA (earnings before interest, tax, depreciation and amortization) for 2001 totalled NOK 83 million (NOK 689 million in 2000). Profit after tax came to NOK 73.5 million (NOK 466.2 million in 2000). In a comparison with 2000, the income of NOK 633 million from the sale of Visma Marine must be taken into account. The effect of this one-off event on profits was NOK 610 million.

The EBITDA margin of about 10 % is satisfactory in a year that has been difficult for many companies in the IKT sector, but the Board of Directors considers that there is still scope for increased margins.

The Software division achieved EBITDA margins of 12 %, an increase from 10 % for the previous year. The margins are based on pro forma figures from the 4th quarterly report of 2001. Substantial expenses of more than NOK 30 million for the restructuring of SPCS in Norway have however been charged as ordinary operating expenses. Organic growth was flat, in line with the rest of the ERP sector.

Visma Services achieved organic growth of 28 % and increased its EBITDA margins from 9 % in 2000 to 12 % in 2001. The margins are based on pro forma figures from the 4th quarterly report for 2001. The organic growth was stronger than at the beginning of the year. Only moderate increases in margins will be possible in 2002, because of the large project to upgrade technology which will continue in Visma Services throughout 2002.

In 2001, the company had a positive cash flow of NOK 48 million from operations. Continued good financial management will help to ensure a positive cash flow from operations in 2002. This can be used for further growth.

At the end of 2001, the Group's total assets amounted to NOK 1026 million, compared with NOK 963 million for the previous year. The majority share of the equity capital increased from NOK 533 million at 31 December 2000 to NOK 634 million at 31 December 2001. This represents 62 % of the total balance sheet. Net cash on hand amounted to NOK 416 million, compared with NOK 716 million at the end of 2000.

Accounts receivable including VAT totalled NOK 170 million at 31 December 2001, compared with NOK 122 million for the previous year. The average credit period for customers is about 45-50 days. Management has assessed all doubtful accounts receivable, and the company has allocated an amount equivalent to about 7 % of the accounts receivable excluding value-added tax. Management focuses strongly on accounts receivable, and considers existing provisions to be adequate.

**ØkonomiPartner (ØP)**

ØkonomiPartner (ØP) was the leading Norwegian accounting firm, with more than 400 employees and 20 offices. ØP specializes in large and multinational customers. The company is well known for its high level of service and integrity. ØP's regional structure and management team are very important as the backbone of the development of Visma Services. ØkonomiPartner is now called Visma Services Norge.

## PROPOSED ALLOCATION OF THE PROFIT FOR THE YEAR

| | | |
|---|---|---|
| Allocated to dividend (NOK 1 per share) | NOK | 30,754,997 |
| Other equity capital | NOK | - (22,072,997) |
| Total allocated | NOK | 8,682,000 |
| | | |
| Visma ASA's distributable reserves at 31 Dec. 2001 are | NOK | 401,711,000. |

## WORKING ENVIRONMENT

Working conditions are regarded as good. Despite the generally low risk level of Visma's work environment, the company emphasizes activities in health, safety and the environment (HSE). Visma has its own HSE groups, and a chief safety representative has been appointed. HSE procedures form part of Visma's ISO 9000 approved quality system. Sickness absence at Visma's Norwegian businesses totalled 2.5 % in 2001 (2.6% in 2000). No injuries or accidents occurred in connection with work tasks carried out at Visma during 2001.

At the end of 2001, the Visma Group had 1500 (545) employees.

## EXTERNAL ENVIRONMENT

In the opinion of the Board of Directors at Visma ASA, the company's activities do not contribute to pollution of the external environment. Through financial and logistics systems, Visma's products contribute to greater productivity, with reduced wastage of economic and material resources as a result.

## OUTLOOK FOR 2002

Visma expects some improvement in the market in 2002. Synergy from the mergers and acquisitions combined with continued strong financial management will contribute to increased margins. Visma will continue to undertake strategic acquisitions in 2002.

**Oslo, 26 February 2002**

Svein Ramsay Goli
Chairman Of The Board
Visma ASA

Svein Ribe-Anderssen

Gunnar Bjørkavåg

Knut Ro

Øystein Moan
CEO
Visma ASA

Bengt Paulsson

# Profit and loss

## PROFIT AND LOSS ACCOUNT 1 JAN. - 31 DEC.

| VISMA ASA | | | | | CONSOLIDATED | | |
|---|---|---|---|---|---|---|---|
| 1999 | 2000 | 2001 | (NOK 1,000) | Note | 2001 | 2000 | 1999 |
| | | | **Operating revenues** | | | | |
| 12 000 | 15 908 | 0 | Sales revenues | 2 | 831 299 | 674 017 | 676 092 |
| 385 | 14 103 | 591 | Other operating revenues | | 0 | 632 962 | 6 875 |
| **12 385** | **30 011** | **591** | **Total operating revenues** | | **831 299** | **1 306 979** | **682 967** |
| | | | **Operating expenses** | | | | |
| 0 | 0 | 81 | Cost of goods sold | | 67 356 | 101 012 | 118 705 |
| 7 244 | 9 175 | 10 092 | Wages and salaries | 3,15 | 473 515 | 332 466 | 298 048 |
| 614 | 2 229 | 0 | Depreciation and amortization | 4,5 | 34 623 | 29 174 | 19 036 |
| 4 956 | 4 907 | 4 864 | Other operating expenses | 7,15 | 207 349 | 184 577 | 167 620 |
| **12 814** | **16 311** | **15 037** | **Total operating expenses** | | **782 843** | **647 229** | **603 409** |
| **(429)** | **13 700** | **(14 446)** | **Operating profit/loss** | | **48 456** | **659 749** | **79 558** |
| | | | **Financial items** | | | | |
| 6 258 | 87 292 | 31 156 | Financial income | 8 | 46 076 | 20 871 | 15 309 |
| (1 419) | (19 172) | (3 502) | Financial expenses | 8 | (6 828) | (20 990) | (5 436) |
| **4 839** | **68 120** | **27 654** | **Net financial items** | | **39 248** | **(120)** | **9 873** |
| **4 410** | **81 820** | **13 208** | **Profit before tax** | | **87 704** | **659 630** | **89 431** |
| **867** | **(919)** | **4 526** | **Taxes** | **9** | **14 190** | **193 423** | **27 237** |
| **3 543** | **82 739** | **8 682** | **Profit for the year** | | **73 514** | **466 206** | **62 194** |
| | | | Minority interests | 12 | 4 700 | 326 | 489 |
| | | | **Profit/(loss) after minority interests** | | **68 814** | **465 880** | **61 705** |
| | | | Transfers and allocations | | | | |
| | (18 916) | | Group contribution received | | | | |
| | 83 732 | 30 755 | Allocated to dividend | | | | |
| 3 543 | 17 923 | (22 073) | Transferred to / (from) other equity capital | | | | |
| **3 543** | **82 739** | **8 682** | **Total** | **12** | | | |
| | | 47 568 | Group contribution paid | | | | |
| | | | Earnings per share calculated | 19 | 2,60 | 16,39 | 2,30 |
| | | | Diluted earnings per share calculated | 19 | 2,57 | 16,28 | 2,30 |

## BALANCE SHEET 31 DEC

| VISMA ASA 2000 | VISMA ASA 2001 | (NOK 1,000) | Note | CONSOLIDATED 2001 | CONSOLIDATED 2000 |
|---|---|---|---|---|---|
| | | **ASSETS** | | | |
| | | **Property, plant, and equipment** | | | |
| | | **Intangible assets** | | | |
| 6 840 | 0 | Deferred tax asset | 9 | 4 338 | 0 |
| 0 | 0 | Goodwill | 4 | 312 610 | 58 138 |
| 0 | 0 | Other intangible assets | 4 | 10 695 | 7 077 |
| **6 840** | **0** | **Total intangible assets** | | **327 643** | **65 215** |
| | | **Tangible fixed assets** | | | |
| 3 007 | 3 007 | Real property | 5 | 3 007 | 3 007 |
| 0 | 0 | Machines, equipment, etc. | 5 | 52 257 | 24 915 |
| **3 007** | **3 007** | **Total tangible fixed assets** | | **55 264** | **27 921** |
| | | **Financial fixed assets** | | | |
| 84 133 | 234 715 | Shares in subsidiaries | 10 | 0 | 0 |
| 0 | 0 | Shares | | 315 | 0 |
| 0 | 208 500 | Long-term receivables Group companies | | 0 | 0 |
| 7 551 | 8 335 | Other long-term receivables | | 14 664 | 12 014 |
| **91 684** | **451 550** | **Total financial fixed assets** | | **14 979** | **12 014** |
| **101 531** | **454 557** | **Total fixed assets** | | **397 886** | **105 150** |
| | | **Current assets** | | | |
| **0** | **0** | **Inventory** | | **2 175** | **2 587** |
| | | **Receivables** | | | |
| 121 510 | 24 092 | Intercompany receivables | | 0 | 0 |
| 139 | 0 | Accounts receivable | 6 | 169 626 | 122 187 |
| 49 | 50 | Other short-term receivables | | 28 553 | 5 729 |
| **121 698** | **24 142** | **Total receivables** | | **198 179** | **127 915** |
| 11 250 | 9 470 | Shares | 10 | 9 470 | 11 250 |
| **22 809** | **280 218** | **Cash and cash equivalents** | **11** | **418 452** | **716 493** |
| **155 757** | **313 830** | **Total current assets** | | **628 276** | **858 245** |
| **257 288** | **768 387** | **Total assets** | | **1 026 162** | **963 395** |

# Balance sheet

## BALANCE SHEET 31 DEC

| VISMA ASA 2000 | VISMA ASA 2001 | (NOK 1,000) | Note | CONSOLIDATED 2001 | CONSOLIDATED 2000 |
|---|---|---|---|---|---|
| | | **LIABILITIES AND EQUITY** | | | |
| | | **Equity** | | | |
| | | **Paid-in capital** | | | |
| 80 332 | 136 487 | Share capital | 12,13,14 | 136 487 | 133 087 |
| 2 628 | 24 348 | Share premium reserve | 12 | 24 348 | 24 348 |
| **82 960** | **160 835** | **Total paid-in capital** | | **160 835** | **157 435** |
| | | **Retained earnings** | | | |
| 86 012 | 401 711 | Other equity | 12 | 442 356 | 375 789 |
| **86 012** | **401 711** | **Total retained earnings** | | **442 356** | **375 789** |
| 0 | 0 | Minority interests | 12 | 21 821 | 3 992 |
| **168 972** | **562 546** | **Total equity** | | **625 012** | **537 216** |
| | | **Provisions for liabilities** | | | |
| 0 | 0 | Pension liabilities | | 1 856 | 98 |
| 0 | 103 237 | Deferred tax | 9 | 107 258 | 105 789 |
| **0** | **103 237** | **Total provisions for liabilities** | | **109 114** | **105 887** |
| **0** | **0** | **Other long-term liabilities** | | **4 008** | **0** |
| | | **Current liabilities** | | | |
| | | Bank overdraft | | 1 881 | 0 |
| 47 | 253 | Accounts payable | | 36 737 | 30 945 |
| 3 084 | 1 731 | Public duties payable | | 85 514 | 116 092 |
| 0 | 2 998 | Tax payable | | 16 915 | 33 826 |
| 83 732 | 30 755 | Allocated to dividend | | 30 755 | 83 732 |
| 0 | 66 067 | Intercompany liabilities | | 0 | 0 |
| 1 453 | 800 | Other current liabilities | | 116 226 | 55 697 |
| **88 316** | **102 604** | **Total current liabilities** | | **288 028** | **320 292** |
| **88 316** | **205 841** | **Total liabilities** | | **401 150** | **426 179** |
| **257 288** | **768 387** | **Total liabilities and shareholders' equity** | | **1 026 162** | **963 395** |
| | | **Secured debt and guarantee liabilities** | **16** | | |

**Oslo, 26 February 2002**

Svein Ramsay Goli
Chairman Of The Board
Visma ASA

Svein Ribe-Anderssen

Gunnar Bjørkavåg

Knut Ro

Øystein Moan
CEO
Visma ASA

Bengt Paulsson

# Cashflow statement

## CASHFLOW STATEMENT 1 JAN. - 31 DEC.

| VISMA ASA | | | | | CONSOLIDATED | | |
|---|---|---|---|---|---|---|---|
| 1999 | 2000 | 2001 | | (NOK 1,000) | 2001 | 2000 | 1999 |
| **4 410** | **81 820** | **13 208** | | **Ordinary profit before tax** | **87 705** | **659 630** | **89 431** |
| 0 | 3 940 | 0 | | Profit/loss on disposal of fixed assets | 0 | 142 | (261) |
| 0 | | 0 | | Profit/loss on disposal of business | 0 | (627 640) | 0 |
| 614 | 2 229 | 0 | | Depreciation | 34 623 | 29 174 | 19 036 |
| 0 | 0 | 0 | | Write-downs of fixed assets | 0 | 0 | 0 |
| 0 | 14 553 | 1 780 | | Write-down of short-term share investments | 1 780 | 12 038 | 0 |
| 0 | (14 105) | 0 | | (Profit)/loss on sale of short-term share investments | 0 | (17 180) | (1 270) |
| 0 | 0 | 0 | | Group contribution received / (paid) | 0 | 0 | 0 |
| 0 | 0 | 0 | | Translation differences | (6 993) | (748) | 780 |
| 0 | 0 | (22 502) | | Tax paid | (44 743) | (17 172) | (23 976) |
| **5 024** | **88 437** | **(7 514)** | | **Cashflow from operations** | **72 372** | **38 244** | **83 740** |
| (813) | (334) | 1 456 | | Change in inventory, debtors and creditors | 14 335 | 471 | (37 031) |
| (40 099) | (40 731) | (22 099) | | Change in other accruals | (38 901) | 51 069 | 54 114 |
| **(35 888)** | **47 372** | **(28 156)** | **(A)** | **Net cash flow from operational activities** | **47 806** | **89 784** | **100 823** |
| 350 | 0 | 0 | | Sale of tangible fixed assets | 0 | 4 301 | 1 364 |
| (84) | (1 647) | 0 | | Investment in tangible fixed assets | (15 397) | (14 837) | (34 486) |
| 0 | 0 | 0 | | Sale of (investment in) businesses | (208 418) | 649 062 | 0 |
| 417 | 390 | 6 467 | | Sale of shares | 628 | 390 | 38 186 |
| (7 300) | (50 257) | (24 139) | | Investment in shares | 0 | (128 114) | (3 127) |
| 1 755 | 0 | (175 957) | | Change in other investments 2) | (6 058) | (22 950) | (72 570) |
| **(4 862)** | **(51 514)** | **(193 629)** | **(B)** | **Net cash flow from investments** | **(229 245)** | **(487 852)** | **(70 633)** |
| 0 | 0 | 0 | | New debt | 0 | 0 | 0 |
| 0 | 0 | 0 | | Repayment of existing debt | 0 | 0 | 0 |
| 0 | 0 | 0 | | Change in bank overdraft | (6 839) | 0 | 609 |
| 22 922 | 37 950 | (31 031) | | Net cash flow from share issues 3) | (31 031) | 42 350 | 10 599 |
| 0 | 0 | (78 732) | | Payment of dividend 1) | (78 732) | (14 008) | (12 323) |
| 0 | (34 457) | 0 | | Purchase of own shares | 0 | (36 414) | (28 960) |
| **22 922** | **3 493** | **(109 763)** | **(C)** | **Net cash flow from financing activities** | **(116 602)** | **(8 072)** | **(30 075)** |
| (17 828) | (649) | (331 548) | (A+B+C) | Net cash flow for the year | (298 041) | 569 564 | 115 |
| 41 286 | 23 458 | 22 809 | | Cash and cash equivalents 1 Jan. | 716 493 | 146 929 | 146 814 |
| | | 588 957 | | Merger with the subsidiary Visma Marine ASA at 1 Jan 2001 | | | |
| **23 458** | **22 809** | **280 218** | | **Cash and cash equivalents 31 Dec.** | **418 452** | **716 493** | **146 929** |

1) Payment of dividends in the Group in 1999 and 2000 applies to dividends from SPCS-Gruppen ASA.
2) Payments for other investments in Visma ASA in 2001 apply to financing of the Visma Services division's Group merger with ØkonomiPartner AS and Forenede Økonomer AS, and Visma Software ASA's Group merger with Next Financial Systems AS.
3) The net negative cash flow concerning share issues in 2001 can be explained by the costs related to Visma's merger with SPCS.

# Accounting policies

## ACCOUNTING POLICIES

The accounts have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles.

### CONSOLIDATION PRINCIPLES

The consolidated accounts include the parent company and all subsidiaries in which Visma ASA directly or indirectly owns more than 50 per cent of the voting capital. Subsidiaries are consolidated in full, with records of any minority interests. The consolidated financial statements have been prepared as though the Group was one unit, eliminating inter-company transactions and balances.
The cost price of shares in the parent company's accounts is eliminated against the subsidiaries' equity at the time of their acquisition. Any excess or reduced values are allocated to the assets and liabilities to which they refer. Paid excess value that cannot be allocated to specific assets is capitalized as goodwill, and depreciated using the straight-line method over 15 years. Here, historical experience with the lifetime of customer relationships is emphasized. The purchase of accrued rights is amortized over 4 years.
The net profit or loss from subsidiaries that are purchased or sold during the year is included in the consolidated accounts for the part of the year during which they belonged to the Group.
In the consolidation of companies outside Norway, the profit and loss account is translated into Norwegian kroner at the average rate for the accounting period. The balance-sheet figures are translated at the rate effective on the balance-sheet date. The translation difference is entered directly against equity.

### RECOGNITION OF REVENUE

Licence fees for standard software are recognized as revenue when the software is delivered.
Delivery normally takes place only when the customer has signed the contract.
In Visma Business, 100% of the licence fee is recognized on delivery.
For the businesses of Visma Logistics and Visma Marine, which have now been sold, 80% and 50% of the licence fee respectively has been recognized on delivery, and the remainder when the installation is completed.
Revenue from services provided in connection with the supply of standard software is normally recognized when the services are performed. These services include installation, implementation, reporting and database building.
Annual revenue from maintenance contracts is recognized on a straight-line basis over the financial year. The associated costs are expensed as they are incurred. Commission expenses relating to maintenance contracts are amortized on a straight-line basis over the contract period.
Revenue from support and other consulting services is recognized when the services are performed.

### CLASSIFICATION OF ASSETS AND LIABILITIES

Assets and liabilities related to the company's operating cycle are classified as current. Receivables and liabilities that are not related to the operating cycle are classified as current assets or current liabilities if they fall due within one year of the balance-sheet date. Other assets and liabilities are classified as fixed assets and long-term liabilities respectively.

### FINANCIAL PLACINGS

Financial investments in bank deposits and short-term interest-bearing securities maturing less than three months after issue are classified as cash and cash equivalents under current assets.
Financial holdings are carried at the market value on the balance sheet date.

### ACCOUNTS RECEIVABLE

Accounts receivable are entered at their nominal value less an allowance for anticipated loss.

### INVENTORY

Inventory purchased for resale is valued at cost price or estimated selling price, whichever is the lower.

### SHARES AND ASSETS

Shares and units recorded as financial assets are valued at cost and depreciated unless the decline in value is expected to be temporary.
Shares and units classified as current assets are valued at the lower of cost price and market value.

### TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are capitalized and depreciated over their useful life. Depreciation is on a straight-line basis over the useful life of the asset, without assuming that it will have any residual value. Tangible fixed assets are written down unless the fall in value is considered temporary.

### TAX

The tax expense in the profit and loss account is related to the book profit or loss and consists of two elements: taxes payable and deferred tax. Deferred tax is calculated on the basis of the temporary differences between the taxable and accounting values as well as carry-forward losses in effect at the year end. The change in deferred tax for the year appears under tax expense in the profit and loss account. The net deferred tax benefit is recorded as an asset if it is regarded as likely that the Group will be able to realize the benefit through future earnings or realistic tax adjustments.

### DEVELOPMENT COSTS

All costs associated with in-house development of software are expensed as they are incurred. Costs relating to specific development projects where the company uses external expertise are capitalized and amortized over a maximum of five years from the date that the project is completed.

### ASSETS AND LIABILITIES IN FOREIGN CURRENCIES

Current assets and liabilities denominated in foreign currencies are translated into NOK at the exchange rate applicable on the balance-sheet date.

## NOTE 1 - ACQUISITIONS AND MERGERS

**On 11 January 2001**, Visma ASA entered into an agreement to purchase 51% of the shares in Altius AS for NOK 6.5 million. Of this, NOK 4 million was settled in cash, while the remaining NOK 2.5 million was paid as 61,359 shares in Visma ASA.

**On 19 January 2001**, Visma Services ASA, a wholly owned subsidiary of Visma ASA, entered into an agreement regarding the acquisition of 50.5% of the shares in Consept AS. Visma Services ASA acquired the shares for NOK 2.835 million, while Consept arranged a private placement of NOK 3.989 million with Visma.

**On 19 January 2001**, Visma Services ASA entered into an agreement to purchase 50.1% of the shares in Unison AS for a total of NOK 6 million. The consideration for the acquisition comprised 132.981 shares in Visma ASA as well as a share issue of NOK 3 million.

**On 25 January 2001**, Visma Services ASA entered into an agreement to acquire 50.2% of the shares in Økonomisjefen AS. Visma purchased its own shares for NOK 2.2 million, and Økonomisjefen arranged a private placement of NOK 1.9 million with Visma. The acquisition was settled with shares in Visma ASA.

**On 7 February 2001**, the boards of directors of SPCS-Gruppen ASA, Visma ASA and Visma Business ASA entered into an agreement regarding integration of the companies.

**On 14 March 2001**, Visma Services ASA entered into an agreement to purchase 50.1% of the shares in Trønderøkonomi Holding AS for a total of NOK 10 million. NOK 4 million was purchased from the shareholders and NOK 6 million was settled through a private placement arranged by Trønderøkonomi Holding AS.

**On 22 March 2001**, the boards of directors of Visma ASA and the wholly owned subsidiary Visma Marine AS decided to merge Visma Marine ASA and Visma ASA. The merger was completed without payment, and involved no change in Visma ASA's share capital.

**On 22 March 2001**, the boards of directors of Visma ASA and ØkonomiPartner AS entered into an agreement regarding integration of the companies.

**On 22 March 2001**, the boards of directors at Visma ASA and SPCS-Gruppen ASA entered into an agreement regarding a merger plan for presentation to and consideration by the respective general meetings.

**On 29 March 2001**, the boards of directors of Visma ASA and Forenede Økonomer AS entered into an agreement regarding integration of the companies.

**On 8 May 2001**, the boards of directors of Visma ØkonomiPartner AS and ØkonomiPartner AS entered into an agreement regarding a merger of ØkonomiPartner AS og Visma ØkonomiPartner AS. ØkonomiPartner AS received 1,600,000 shares in Visma ASA and NOK 24 million in cash - a total of NOK 120 million.

**On 19 June 2001**, Visma Business ASA, a wholly owned subsidiary of Visma ASA, entered into an agreement regarding a merger with Next Financial Systems AS. The total settlement for the merger was NOK 8.250 million, NOK 1.650 million in cash and 89,310 shares in Visma ASA.

**On 26 June 2001**, ØkonomiPartner AS, which is in a merger process with Visma ØkonomiPartner AS, bought 100% of the shares in Sør-Vest Regnskap AS for NOK 5.7 million in cash.

**On 3 July 2001**, Visma Services ASA entered into an agreement to purchase 70% of the shares in Sigtuna Affersbyrå AB for SEK 12.6 million. The payment comprised shares in Visma ASA.

**On 26 July 2001**, the merger between Visma ASA and SPCS-Gruppen ASA was completed.

**On 7 August 2001**, Visma Services ASA acquired 50.1% of the shares in Pluss Regnskap AS through the purchase of 858 shares for NOK 3 million. At the same time, Pluss Regnskap AS arranged a private placement with Visma ASA of NOK 1 million for 285 shares.

**On 13 August 2001**, ØkonomiPartner AS acquired 100% of the shares in Sør-Vest Regnskap AS for NOK 5.7 million in cash.

**On 6 September 2001**, Visma ASA acquired 100% of the shares in Bjellefors-Gruppen International AB. The settlement for the shares comprised 110,551 shares in Visma ASA, totalling SEK 8 million.

**On 10 September 2001**, ØkonomiPartner Hamar AS acquired the operations of Økonomi og Dataservice AS. The total purchase price of NOK 2.6 million was settled with 13,721 shares in Visma ASA and NOK 1.8 million in cash.

**On 28 September 2001**, ØkonomiPartner Trondheim AS entered into an agreement regarding a take-over of the activities in Exact AS. The total purchase price was NOK 5.5 million, which was settled with 32,433 shares in Visma ASA and NOK 3.85 million in cash.

**On 1 October 2001**, the merger between Forenede Økonomer AS and Visma Forenede Økonomer AS was completed, and the shareholders in Forenede Økonomer AS received a total of 1,070,000 shares in Visma ASA and NOK 16.05 million in cash - totalling NOK 80.25 million.

**On 13 November 2001**, Visma Services Norge AS entered into an agreement to acquire 100% of the shares in Mynor AS, in Lillehammer. The agreement took effect from 1 January 2001. The total purchase price for the business was NOK 4.5 million, which was settled with 22,544 shares in Visma.

**On 15 November 2001**, Visma Software ASA offered to acquire 100% of the shares in Whitebird AS for NOK 5.3 million. At 31 Dec., 97% of the shareholders in Whitebird had accepted the agreement.

**On 10 December 2001**, the Board of Directors at Visma ASA decided to make a tender offer to the shareholders of Liinos Plc regarding acquisition of all outstanding shares. The shareholders were offered 0.289 shares in Visma ASA per share in Liinos. All shareholders however have the opportunity to receive EUR 2.50 for up to 1,200 of the Liinos shares. At 31 Dec. 93.61% of the shareholders had accepted the offer of 0.289 shares in Visma ASA per share in Liinos.

**On 18 December 2001**, Visma Services ASA entered into an agreement to purchase 50.1% of the shares in Kreativgruppen i Stockholm. Visma Services paid SEK 22.5 million for the shares, and the entire amount was settled with shares in Visma ASA.

# Notes to the accounts

## NOTE 2 - INFORMATION ON BUSINESS AREAS

| | 2001 | | | | 2000 | | | | |
|---|---|---|---|---|---|---|---|---|---|
| NOK million | Software | Services | Elim.* | Consolid. | Marine | Services | Business | Elim.* | Consolid. |
| Operating revenues | 491,6 | 339,1 | 0,6 | 831,3 | 161,1 | 5,0 | 508,0 | 632,8 | 1 306,9 |
| Operating expenses** | 433,7 | 303,6 | 10,9 | 748,2 | 146,7 | 3,9 | 463,7 | 3,7 | 618,0 |
| Depreciation | 15,6 | 19,0 | 0,0 | 34,6 | 6,4 | 0,2 | 20,4 | 2,2 | 29,2 |
| Profit margin in % | 0,1 | 0,0 | 0,0 | 0,1 | 0,0 | 0,2 | 0,0 | 0,0 | 0,5 |
| | | | | | | | | | |
| Current assets | 232,3 | 106,2 | 289,8 | 628,3 | 0,0 | 7,3 | 226,6 | 624,4 | 858,3 |
| Property, plant, and equipment | 94,3 | 281,2 | 22,4 | 397,9 | 0,0 | 9,8 | 110,4 | 97,1 | 217,3 |
| Current liabilities | 82,8 | 335,2 | -130,0 | 288,0 | 0,0 | 3,3 | 180,2 | 105,8 | 289,3 |
| Equity **** | 243,1 | 11,9 | 370,0 | 625,0 | 0,0 | 13,9 | 146,6 | 488,7 | 649,2 |
| Cash flow from oper.*** | 57,9 | 35,5 | -10,3 | 83,1 | 14,4 | 1,1 | 44,3 | 0,0 | 59,8 |

SPCS-Gruppen is included in Business for 1999 and 2000.
Marine is included for 10 months of operation in 2000. Logistics/Exense is not included in 2000.
Transaction gains on the sale of businesses appear under Elim*. Exense NOK 17.197 million, Marine NOK 615.783 million

| | 1999 | | | | |
|---|---|---|---|---|---|
| NOK million | Marine | Logistics | Business | Elim.* | Consolid. |
| Operating revenues | 183,0 | 32,0 | 468,0 | 0,0 | 683,0 |
| Operating expenses** | 154,8 | 36,1 | 393,5 | 0,0 | 584,4 |
| Depreciation | 3,7 | 1,3 | 14,0 | 0,0 | 19,0 |
| **Profit margin in %** | **0,1** | **-0,2** | **0,1** | **0,0** | **0,1** |
| Current assets | 89,7 | 8,9 | 226,0 | 26,1 | 350,7 |
| Property, plant, and equipment | 60,3 | 4,1 | 82,0 | 20,4 | 166,8 |
| Current liabilities | 73,9 | 9,7 | 146,5 | -53,8 | 176,3 |
| Equity capital | 55,5 | 3,5 | 159,3 | 98,4 | 316,7 |
| Cash flow from oper.*** | 28,2 | -4,1 | 74,5 | 0,0 | 98,6 |

** items outside the division and eliminations*
*** operating expenses before depreciation*
**** operating profit including depreciation*
***** majority share of the equity*

**Geographical distribution of sales revenues**

| NOK million | 2001 | 2000 | 1999 |
|---|---|---|---|
| Norway | 617 204 | 332 316 | 340 259 |
| Sweden | 208 741 | 217 170 | 187 603 |
| Rest of Europe | 5 354 | 74 267 | 84 180 |
| USA | 0 | 25 893 | 27 450 |
| Asia | 0 | 24 370 | 36 600 |
| **Total** | **831 299** | **674 017** | **676 092** |

| Pro forma figures | 2001 | | | | 2000 | | | |
|---|---|---|---|---|---|---|---|---|
| NOK million | Software | Services | Elim.* | Consolid. | Software | Services | Elim.* | Consolid. |
| Operating revenues | 491,6 | 455,3 | 0,6 | 947,5 | 533,7 | 375,7 | 0,2 | 909,6 |
| Earnings before interest, tax, depreciation and amortization (EBITDA) | 57,9 | ( 52,3) | 11,4 | 98,8 | 43,5 | 36,1 | ( 9,2) | 70,4 |
| Earnings before interest and tax (EBIT) | 42,3 | ( 27,8) | 11,4 | 58,8 | 22,4 | 9,9 | ( 9,2) | 23,1 |
| Earnings before tax (EBT) | 51,9 | 29,2 | 16,3 | 97,4 | 23,5 | 10,5 | 19,4 | 53,4 |
| Net income | | | | 79,4 | | | | 20,2 |
| Earnings per share (NOK/share) | | | | 3,00 | | | | 0,71 |

- In Visma's official consolidated financial statements, the entities which Visma has acquired are included from the acquisition date. Visma's merger with SPCS-Gruppen ASA has been recorded as a merger between corresponding equivalent interests, and the comparative figures in the official consolidated accounts have been adjusted to reflect this.
- The pro forma figures above reflect the various acquisitions as though they had taken place on 1 January 2000. At the same time, the operations from and gains related to the realization of the Marine and Logistics division are omitted from the pro forma figures. All excess values related to the acquisitions are recorded as goodwill. Goodwill amortization related to acquisitions is charged to the operating profit from 1 January 2001. The amortisation period used is 15 years. For the cash payments related to the various acquisitions, a financial expense has been calculated as though the payments had taken place on 1 January 2000 based on an interest rate of 6%. Correspondingly, financial income has been calculated from the sale of the Marine division as though this had taken place on 1 January 2000.

## NOTE 3 - PAYROLL EXPENSES

| VISMA ASA 1999 | VISMA ASA 2000 | VISMA ASA 2001 | | CONSOLIDATED 2001 | CONSOLIDATED 2000 | CONSOLIDATED 1999 |
|---|---|---|---|---|---|---|
| 5 038 | 5 264 | 7 477 | Salaries | 365 459 | 247 524 | 223 108 |
| 1 201 | 2 872 | 2 615 | Employers' National Insurance contributions | 70 533 | 40 946 | 39 167 |
| 0 | 0 | 0 | Pension costs | 6 608 | 5 058 | 2 875 |
| 1 005 | 1 039 | 0 | Other personnel expenses | 30 895 | 38 940 | 32 898 |
| **7 244** | **9 175** | **10 092** | **Total** | **473 495** | **332 468** | **298 048** |
| | | | **Average number of employees** | **1271** | **717** | **770** |

## NOTE 4 - GOODWILL AND OTHER INTANGIBLE ASSETS

| VISMA ASA Total | VISMA ASA Purchased rights | VISMA ASA Goodwill | | CONSOLIDATED Goodwill | CONSOLIDATED Purchased rights | CONSOLIDATED Total |
|---|---|---|---|---|---|---|
| 0 | 0 | 0 | Acquisition cost 1 January 2001 | 65 533 | 7 077 | 72 610 |
| 0 | 0 | 0 | *Investment | 272 871 | 6 058 | 278 929 |
| 0 | 0 | 0 | Disposals | | 0 | 00 |
| 0 | 0 | 0 | Acquisition cost 31 Dec. 2001 | 338 404 | 13 135 | 351 539 |
| 0 | 0 | 0 | Accum. depreciation 1 Jan. 2001 | (7 395) | (281) | (7 676) |
| 0 | 0 | 0 | Accum. depreciation 31 Dec. 2001 | (25 794) | (2 440) | (28 234) |
| 0 | 0 | 0 | Book value 31 December 2001 | 312 610 | 10 695 | 323 305 |
| 0 | 0 | 0 | Depreciation and write-downs for the year | (18 399) | (2 159) | (20 558) |

Goodwill is amortized over 15 years; purchased rights over 4 years. For the basis of the goodwill amortization period, please see the section on Accounting Policies.

** Investment 2001*

| **Investment in purchased rights** | |
|---|---|
| Purchase rights Whitebird AS | 3 744 |
| Purchase new development TimeEase | 2 314 |
| **Total** | **6 058** |

| **Investment in goodwill **** | |
|---|---|
| TrønderØkonomi Holding AS | 6 346 |
| Pluss Regnskap AS | 4 126 |
| SPCS AB | 1 358 |
| Bjelleforsgruppen International AB | 14 947 |
| Sigtuna Affårsbyrå AB | 9 607 |
| Altius AS | 5 745 |
| Visma Provider AS | 5 254 |
| Consept AS | 5 252 |
| ØkonomiSjefen AS | 2 521 |
| ØkonomiKunnskap AS | 467 |
| ØkonomiPartner AS | 108 840 |
| Forenede Økonomer AS | 78 643 |
| Eksakt Data Bokføring AS | 731 |
| Rystad Råd og Regnskap AS | 1 458 |
| Consis Tromsø AS | 4 132 |
| Various acquisitions Visma Services Norge | 15 833 |
| Next Financial Systems AS | 7 611 |
| **Total** | **272 871** |

*** For further comments on acquisitions, please see Note 1.*

| | 2001 | 2000 | 1999 |
|---|---|---|---|
| The Group has spent the following amounts on software development (NOK thousand): | 106 413 | 131 001 | 114 464 |

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. All R&D costs are expensed as they are incurred.

# Notes to the accounts

## NOTE 5 - TANGIBLE FIXED ASSETS

| CONSOLIDATED | Machinery fixtures | Real property | Total |
|---|---|---|---|
| Acquisition cost at 1 January 2001 | 98 574 | 3 007 | 101 581 |
| Investment* | 41 408 | 0 | 41 408 |
| Disposal and scrap | 5 436 | 0 | 5 436 |
| **Acquisition cost at 31 December 2001** | **134 546** | **3 007** | **148 425** |
| Accumulated depreciation at 31 Dec. 2001 | 82 289 | | 82 289 |
| **Book value at 31 December 2001** | **52 257** | **3 007** | **55 264** |
| Ordinary depreciation for the year | 14 065 | 0 | (14 065) |
| *Depreciation rates* | *10-33.33%* | *(0 - 4%)* | |

** Includes investment through mergers/acquisitions*

Visma ASA´s only fixed tangible assets are holiday apartments in Spain with a recorded value of NOK 3,007,000.

## NOTE 6 - ACCOUNTS RECEIVABLE

In the consolidated financial statements, the provision for bad and doubtful debt totalled NOK 10,678,000 in 2001, while a provision of NOK 10,718,000 was allocated in 2000. Consolidated receivables more than 180 days overdue amounted to NOK 13,458,000 excluding VAT (NOK 14,649,000 in 2000). The company considers the provision for bad debt to be adequate.

## NOTE 7 - OTHER OPERATING EXPENSES

| VISMA ASA | | | | CONSOLIDATED | | |
|---|---|---|---|---|---|---|
| 1999 | 2000 | 2001 | (NOK 1,000) | 2001 | 2000 | 1999 |
| 981 | 972 | 876 | Rent | 49 166 | 35 923 | 32 979 |
| 656 | 649 | 756 | Other office expenses | 43 540 | 36 792 | 30 657 |
| 135 | 134 | 77 | Telephone, postage | 11 590 | 7 903 | 7 536 |
| 151 | 149 | 260 | Travel expenses | 14 714 | 16 919 | 16 194 |
| 342 | 338 | 306 | Vehicles and transport | 5 782 | 6 024 | 6 051 |
| 11 | 12 | 260 | Leasing expenses | 5 066 | 3 169 | 3 136 |
| 670 | 663 | 837 | Sales and marketing | 41 186 | 42 477 | 41 767 |
| 2 010 | 1 990 | 1 492 | Audit, lawyers' fees and other consulting services | 18 512 | 22 217 | 21 505 |
| 0 | 0 | 0 | Bad debts | 17 789 | 13 154 | 6 364 |
| 0 | 0 | 0 | Miscellaneous | 0 | 0 | 1 431 |
| **4 956** | **4 907** | **4 864** | **Total other operating expenses** | **207 345** | **184 577** | **167 620** |

## NOTE 8 - FINANCIAL REVENUES AND EXPENSES

| VISMA ASA | | | (NOK 1,000) | CONSOLIDATED | | |
|---|---|---|---|---|---|---|
| 1999 | 2000 | 2001 | **Financial revenues include the following items:** | 2001 | 2000 | 1999 |
| 0 | 83 732 | 0 | Dividends from subsidiaries | 142 | 0 | 0 |
| 1 853 | 0 | 291 | Profit on the sale of shares | 330 | 0 | 987 |
| 4 405 | 3 560 | 30 749 | Other interest revenues | 43 619 | 17 997 | 10 090 |
| 0 | 0 | 110 | Foreign exchange gains | 337 | 1 245 | 1 862 |
| 0 | 0 | 6 | Other financial revenues | 1 648 | 1 629 | 2 370 |
| **6 258** | **87 292** | **31 156** | **Total financial income** | **46 076** | **20 871** | **15 309** |

| VISMA ASA | | | (NOK 1,000) | CONSOLIDATED | | |
|---|---|---|---|---|---|---|
| 1999 | 2000 | 2001 | **Financial expenses include:** | 2001 | 2000 | 1999 |
| 0 | 0 | 750 | Interest expense | 3 856 | 591 | 1 979 |
| 0 | 14 553 | 1 780 | Write-down of shares | 1 780 | 12 038 | 0 |
| 0 | 3 987 | 0 | Loss on sale of shares in subsidiaries | 0 | 0 | 0 |
| 0 | 0 | 668 | Loss on sale of shares | 668 | 0 | 0 |
| 0 | 0 | 195 | Foreign exchange losses | 302 | 1 687 | 1 365 |
| 1 419 | 632 | 109 | Other financial expenses | 222 | 6 674 | 2 092 |
| **1 419** | **19 172** | **3 502** | **Total financial expenses** | **6 828** | **20 990** | **5 436** |

## NOTE 9 - TAX

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 of 28%.

*Specification of income tax*

| VISMA ASA | | | (NOK 1,000) | CONSOLIDATED | | |
|---|---|---|---|---|---|---|
| 1999 | 2000 | 2001 | | 2001 | 2000 | 1999 |
| 0 | 0 | 2 998 | Tax payable | 11 376 | 36 106 | 12 191 |
| 867 | 6 437 | (26 988) | Change in deferred tax | (7 203) | 157 317 | 15 046 |
| 0 | 0 | 10 017 | Charged against equity capital * | 10 017 | 0 | 0 |
| 0 | (7 356) | 18 499 | Effect of Group contribution | 0 | 0 | 0 |
| 867 | (919) | 4 526 | Total taxes | 14 190 | 193 423 | 27 237 |

** The tax effect of share issue costs and gains/losses on purchase and sale of own shares is charged directly against equity.*

*Summary of temporary differences making up the basis for the /-deferred tax asset/+deferred tax liability*

| VISMA ASA | | (NOK 1,000) | CONSOLIDATED | |
|---|---|---|---|---|
| 2000 | 2001 | | 2001 | 2000 |
| 0 | (23 035) | Current assets/liabilities | (25 495) | (88 020) |
| (24 428) | 391 740 | Fixed assets/long-term liabilities | 396 149 | 494 593 |
| 0 | 0 | Losses carried forward | (3 082) | (28 757) |
| (24 428) | 368 705 | Net temporary differences | 367 572 | 377 816 |
| (6 840) | 103 237 | Net /-deferred tax asset/ +deferred tax liability | 102 920 | 105 788 |
| (6 840) | 0 | Of which deferred tax asset in the balance sheet | (4 338) | 0 |
| 0 | 103 237 | Of which deferred tax liability in the balance sheet | 107 258 | 105 789 |

The deferred tax asset is capitalized on the basis of temporary differences associated with the Norwegian companies in the Group. The net deferred tax benefit is capitalized if it is regarded as likely that the Group, through future earnings or realistic tax adjustments, will be able to realize the benefit.

| | VISMA ASA | | |
|---|---|---|---|
| **Visma ASA's tax payable for the year has been computed as follows:** | 2001 | 2000 | 1999 |
| Ordinary profit before tax | 13 208 | 81 820 | (22 898) |
| Permanent differences | (32 831) | (1 300) | 17 |
| Change in temporary differences | 96 397 | (18 739) | (3 134) |
| Dividend received from Norwegian subsidiaries | 0 | (83 732) | 49 416 |
| /+Received/-Paid Group contribution | (66 067) | 26 273 | 1 117 |
| Loss carried forward | 0 | (4 322) | (24 518) |
| **Taxable profit/loss** | **10 707** | **0** | **0** |

Permanent differences relate to share issue costs and losses on the sale of own shares.

*Explanation of why the tax expense for the year does not make up 28% of the pre-tax profit*

| VISMA ASA | | | | CONSOLIDATED | | |
|---|---|---|---|---|---|---|
| 1999 | 2000 | 2001 | | 2001 | 2000 | 1999 |
| 4 410 | 81 820 | 13 208 | Ordinary profit before tax | 87 704 | 659 630 | 89 431 |
| 1 235 | 22 910 | 3 698 | 28% tax on ordinary profit / loss before tax | 24 557 | 184 695 | 25 041 |
| (368) | (384) | 827 | Permanent differences | 3 726 | 7 523 | 191 |
| 0 | (23 445) | 0 | Dividend received from Norwegian companies | 0 | 0 | 0 |
| 0 | 0 | 0 | Utilisation of tax losses carried forward ** | (12 478) | 0 | 0 |
| 0 | 0 | 0 | Subsidiaries outside Norway * | (1 615) | 1 203 | 2 005 |
| **867** | **(919)** | **4 525** | **Tax expense** | **14 190** | **193 421** | **27 237** |

* *Effect on the tax charge because the profit/loss from foreign subsidiaries does not involve tax income/expense of 28% of the unit's pre-tax profit and effect of deferred tax asset which is not capitalized.*

** *Relates to utilisation of tax losses carried forwared concerning aquired group companies which were not recognised prior to the utilisation.*

# Notes to the accounts

## NOTE 10 - SHARES

The following values are recorded in the balance sheet as long-term investments in subsidiaries:

| Visma ASA | Registered office | Holding % 1) | Book value | Market value |
|---|---|---|---|---|
| Visma Software ASA* | Oslo | 100,00 | 204 436 231 | |
| Visma Services ASA* | Oslo | 100,00 | 6 139 571 | |
| Bjellefors International AB* | Sweden | 100,00 | 13 261 058 | |
| Sigtuna AB | Sweden | 70,00 | 10 877 807 | |
| **Total** | | | **234 714 667** | |
| | | | | |
| **Short-term share investments** | | | | |
| Exense ASA | Oslo | 24,70 | 9 470 000 | 9 470 000 |

The other Group companies included in the consolidated accounts are specified below, distributed by holding company.

| Visma Software ASA | Registered office | Holding % 1) | Book value 2) |
|---|---|---|---|
| Visma Software Norge AS* | Oslo | 100,00 | 41 978 304 |
| Visma Consulting AS* | Oslo | 100,00 | 4 500 000 |
| Visma Provider AS | Lysaker | 50,10 | 9 126 725 |
| Time Web AS | Oslo | 100,00 | 21 062 |
| Spektrum Software AS | Oslo | 100,00 | 50 000 |
| EM Data AS | Oslo | 100,00 | 500 000 |
| WhiteBird AS | Oslo | 97,00 | 5 257 079 |
| Scandinavian PC-Systems AB* | Växjö | 100,00 | 90 825 687 |
| Visma Business AB | Gøteborg | 100,00 | 4 686 000 |
| Visma Business Ltd | Manchester | 100,00 | 644 750 |
| Visma Business DK AS | Copenhagen | 49,90 | 1 475 974 |
| **Total** | | | **159 065 581** |

| Visma Services ASA | Registered office | Holding % 1) | Book value 2) |
|---|---|---|---|
| Factor Online AS | Oslo | 50,20 | 1 753 174 |
| Rapport Consult AS | Oslo | 51,00 | 9 713 869 |
| Altius AS* | Oslo | 51,00 | 6 564 201 |
| ØkonomiKunnskap AS | Oslo | 85,00 | 1 105 372 |
| Concept AS* | Bodø | 50,50 | 6 925 375 |
| Trønder Økonomi AS* | Trondheim | 50,10 | 10 154 992 |
| Økonomisjefen AS* | Drammen | 50,20 | 4 086 300 |
| ØkonomiPartner AS* | Bergen | 100,00 | 1 000 000 |
| Forenede Økonomer AS* | Oslo | 100,00 | 1 000 000 |
| Pluss Regnskap AS | Kristiansand S | 50,02 | 4 052 000 |
| **Total** | | | **46 355 283** |

1) For all Group companies, the holding is equal to the proportion of voting capital.
2) Book value in the company accounts of the individual company in the Group. In the company accounts, shares in subsidiaries are entered according to the cost method.

** Parent company in subgroup*

## NOTE 11 - CASH AND CASH EQUIVALENTS

The parent company has cash and cash equivalents of NOK 280,218,000 (NOK 22,809,000 in 2000).

The consolidated accounts include cash and cash equivalents of NOK 418,452,000, of which NOK 249,086,000 is invested in short-term interest-bearing securities which mature within 3 months.

## NOTE 12 - MOVEMENT IN EQUITY

| VISMA ASA | Share cap. | Share prem. reserve | Other equity | Total equity |
|---|---|---|---|---|
| **Equity at 1 January 2001** | **80 332** | **2 628** | **86 012** | **168 972** |
| Merger Visma Marine ASA (parent-subsidiary) | | | 351 683 | 351 683 |
| Merger SPCS-Gruppen ASA | 52 755 | 21 720 | 62 533 | 137 008 |
| Amortization of Visma ASA's SPCS shares | | | (89 603) | (89 603) |
| Share issue costs SPCS-Gruppen ASA merger | | | (22 342) | (22 342) |
| Reversal of dividend provision own shares | | | 5 000 | 5 000 |
| Realization own share 1) | 3 400 | | 30 501 | 33 901 |
| Profit for the year | | | 8 682 | 8 682 |
| Allocated to dividend | | | (30 755) | (30 755) |
| Own shares at 31 Dec 2001 0 shares | | | | 0 |
| **Equity at 31 Dec. 2001 2)** | **136 487** | **24 348** | **401 711** | **562 546** |

1) Including net loss of NOK 556,000.
2) Distributable equity at 31 Dec 2001 is equivalent to Other Equity (NOK 401,711,000)

| CONSOLIDATED | Share cap. | Share prem. reserve | Other equity | Minority interests | Total equity |
|---|---|---|---|---|---|
| **Equity at 1 January 2001** | **80 332** | **2 628** | **467 694** | **3 523** | **554 177** |
| Merger with SPCS-Gruppen ASA | 52 755 | 21 720 | 57 365 | 469 | 132 309 |
| Amortization of Visma ASA's SPCS shares | | | (89 603) | | (89 603) |
| Effect of policy changes in connection with the merger | | | (37 325) | | (37 325) |
| Share issue costs SPCS-Gruppen ASA merger | | | (22 342) | | (22 342) |
| **Equity at 1 Jan. 2001 after merger with SPCS** | **133 087** | **24 348** | **375 789** | **3 992** | **537 216** |
| Reversal of dividend provision own shares | | | 5 000 | | 5 000 |
| Realization own share 1) | 3 400 | | 30 501 | | 33 901 |
| Translation differences | | | (6 993) | | (6 993) |
| Net investment minority | | | | 13 129 | 13 129 |
| Net profit/loss for the year | | | 68 814 | 4 700 | 73 514 |
| Allocated to dividend | | | (30 755) | | (30 755) |
| **Equity at 31 December 2001** | **136 487** | **24 348** | **442 356** | **21 821** | **625 012** |

# Notes to the accounts

## NOTE 13 - SHARE CAPITAL AND SHAREHOLDER ISSUES

At 31 December 2001, the company's share capital consists of 27,297,443 shares with a face value of NOK 5. At the same date, the company had 3,677 shareholders.
The 20 largest shareholders at 31 December 2001:

| Largest shareholders | Holding (%) |
|---|---|
| P-Invest AS | 10,31 |
| Edvard Bakkejord | 3,10 |
| Tine Pensjonskasse | 2,50 |
| Boks 84 | 2,48 |
| Skandinaviska Enskilda | 2,22 |
| VPC AB | 2,18 |
| Store Borgen | 1,99 |
| Aksjefondet Gambak | 1,83 |
| Nordea/Merita | 1,77 |
| Firstnordic Norge | 1,71 |
| AVA/Avanse Forsikring | 1,68 |
| Goldman Sachs | 1,63 |
| Nordbanken | 1,45 |
| JP Morgan Chase/clients | 1,43 |
| JP Morgan Chase/cmblsa | 1,33 |
| Per Boasson | 1,28 |
| Delphi Norge | 1,27 |
| Bank of New York | 1,08 |
| Ada Kjeseth | 1,07 |
| Vital Forsikring | 1,02 |
| Other | 56,67 |
| **Total** | **100,00** |

The employees in the Group have an option plan comprising up to 1,700,000 shares. These are distributed as follows:

| | Number | Period | Exercise price |
|---|---|---|---|
| Øystein Moan | 175 000 | 2002 | 40,87 |
| Tore Bjerkan | 11 141 | 2002-2003 | 27,50 |
| Svein Ramsay Goli | 5 000 | 2002-2003 | 27,50 |
| Gunnar Bjørkavåg | 10 500 | 2002-2004 | 60,50 |
| *Bengt Paulsson | 3 249 | 2002 | 64,00 |
| **Other employees | 16 247 | 2002-2004 | 62,32 |
| Other employees | 123 131 | 2002-2003 | 27,50 |
| Other employees | 114 000 | 2002-2004 | 60,50 |
| Total | 458 268 | | |

* *The options have been converted from SPCS to Visma, and may be exercised once per year as long as the holder is a member of the Board, or within 6 months after departure*

** *The options have been converted from SPCS to Visma, and may be exercised at 1 Dec. 2002*

At the annual general meeting in 2000, the Board was authorized to issue up to 1,700,000 shares for option plans for the Group's employees. The authorization is in force for two years.

| | |
|---|---|
| Total | 1 700 000 |
| Exercised in 2001 | 87 500 |
| Granted 1997-2001 | 458 268 |
| Available | 1 154 232 |

| | Number | Period | Exercise price |
|---|---|---|---|
| Norman Wechsler (MMS) | 120 000 | 2002-2003 | 47,00 |
| Norman Wechsler (MMS) | 80 000 | 2002-2003 | 62,60 |
| Total | 200 000 | | |

At the annual general meeting in 2000, the Board was authorized to issue up to 1,400,000 shares through share issues or acquisitions, or in connection with mergers.
The authorization is in force for two years.

| | |
|---|---|
| Total | 1 400 000 |
| Exercised in 2000 | 0 |
| Distributed 1999 | 200 000 |
| Available | 1 200 000 |

## NOTE 14 - SHARES OWNED BY THE BOARD AND EXECUTIVE EMPLOYEES

At the end of the financial year, members of the Board and the CEO owned the following shares in the company:

| | Number shares | Per cent holding |
|---|---|---|
| Goli, Svein R. | 55 000 | 0,20 % |
| Ribe-Anderssen, Svein | 90 000 | 0,33 % |
| Bengt Paulsson | 2 886 | 0,01 % |
| Moan, Øystein | 125 000 | 0,46 % |
| Bjerkan, Tore | 200 000 | 0,73 % |

For information regarding options and compensation for executive employees and Board members, please see notes 13 and 15.

## NOTE 15 - REMUNERATION OF THE CEO, BOARD OF DIRECTORS AND AUDITOR

In 2001, salary and other remuneration totalling NOK 2,091,565 was paid to the company's CEO.

The CEO exercised 87,500 options at a price of NOK 36.45 in 2001.
In connection with this transaction, Visma reported a salary benefit of NOK 2,321,625.
The CEO's contract of employment provides for a termination payment equivalent to 12 months' salary.

The Board will propose to the general meeting that the Board's remuneration for 2001 is set at NOK 500,000.

| | Parent company | Subsidiaries audited by the parent company's auditor | Subsidiaries audited by other firms of auditors | Total |
|---|---|---|---|---|
| Audit fee | 130 | 1 471 | 316 | 1 917 |
| Other services | 986 | 3 134 | 80 | 4 200 |
| Total | 1 116 | 4 605 | 396 | 6 117 |

Other services in 2001 are primarily related to due diligence and other assistance in connection with acquisitions and combinations of businesses.

# Notes to the accounts

## NOTE 16 - SECURED DEBT AND GUARANTEE LIABILITIES

| Company | Guarantees provided to | NOK 1,000 |
|---|---|---|
| Visma ASA | All subsidiaries | 8 000 000 |
| Visma ASA | Exense ASA | 266 500 |
| Visma ASA | Exense ASA | 20 000 000 |
| Visma ASA | Jacobsengården | 210 000 |
| Visma ASA | KLP Eiendom | 6 700 000 |
| Visma Software ASA | NOS ASA | 5 000 000 |
| Visma Software ASA | NatWest Corporate, Manchester | 653 500 |
| Visma Software ASA | Aizoon (formerly KR-Data) | 3 000 000 |
| Visma Software Norge AS | Warbo AS | 262 500 |
| Visma Software Norge AS | Nesøyvn. 4 ANS | 1 300 000 |
| EMData AS | IBM | 370 000 |
| Spektrum Software AS | Oslo Spektrum | 295 295 |
| ØkonomiPartner Oslo AS | Næringseiendom Nydalen AS | 3 186 535 |
| ØkonomiPartner Oslo AS | Avantor Drift AS | 261 905 |
| ØkonomiPartner Oslo AS | Bika Billingstadsletta 19 ANS | 602 000 |
| ØkonomiPartner Trondheim AS | Lykkegården AS | 800 000 |
| **Total guarantees** | | **50 908 235** |

## NOTE 17 - CONTINGENT LIABILITY

The tax office in Lier has proposed an adjustment to VISMA ASA's tax return for 1994.
The company has appealed this to the tax assessment board.
The proposed adjustment would reduce the tax loss carryforward at 1 January 1995 by NOK 8.8 million.
Visma's appeal was not upheld, and the company therefore issued a claim to the urban district court of Drammen at 12 January 2001.
The decision resulted in adjustment to the "RISK" value and adjustment of the opening balance of taxable capital.

## NOTE 18 - RELATED PARTIES

The Group has no related parties other than those specified under the notes on shares in subsidiaries, on remuneration of the CEO, Board and auditor and on share capital and shareholder issues.
These transactions are in the normal course of business, and have been conducted at arm's length.

## NOTE 19 - INFORMATION ON CALCULATION OF EARNINGS PER SHARE

The calculation is based on the following information:

| | 2001 | 2000 | 1999 |
|---|---|---|---|
| Majority's share of the Group's profit/loss for the year | 68 814 000 | 465 880 000 | 61 705 000 |
| Time-weighted average number of shares 31 December | 26 490 241 | 28 422 465 | 26 877 953 |
| **Earnings per share** | **2,60** | **16,39** | **2,30** |
| Time-weighted average number of shares 31 Dec. including options | 26 751 011 | 28 616 814 | 26 877 953 |
| **Diluted earnings per share** | **2,57** | **16,28** | **2,30** |

## NOTE 20 - FINANCIAL MARKET RISK

Fluctuations in exchange rates result in both direct and indirect financial risk for the Group.
There is no hedging of foreign exchange revenues and assets denomined in foreign curriencies.
The Group is subject to an interest-rate risk on net interest-bearing receivables and deposits. The risk is not hedged.

ANDERSEN

**TRANSLATION FROM NORWEGIAN**

AUDITOR'S REPORT FOR 2001

To the Annual Shareholders' Meeting of Visma ASA

We have audited the annual financial statements of Visma ASA as of 31 December 2001, showing a profit of NOK 8 682 000 for the parent company and a profit of NOK 73 514 000 for the group. We have also audited the information in the directors' report concerning the financial statements, the going concern assumption, and the proposal for the appropriation of the profit. The financial statements comprise the balance sheet, the statements of income and cash flows, the accompanying notes and the consolidated accounts. These financial statements are the responsibility of the Company's Board of Directors and Chief Executive Officer. Our responsibility is to express an opinion on these financial statements and on other information according to the requirements of the Norwegian Act on Auditing and Auditors.

We conducted our audit in accordance with the Norwegian Act on Auditing and Auditors and auditing standards and practices generally accepted in Norway. Those standards and practices require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. To the extent required by law and auditing standards an audit also comprises a review of the management of the Company's financial affairs and its accounting and internal control systems. We believe that our audit provides a reasonable basis for our opinion.

In our opinion,

- the financial statements have been prepared in accordance with law and regulations and present the financial position of the Company and of the Group as of 31 December 2001, and the results of its operations and its cash flows for the year then ended, in accordance with accounting standards, principles and practices generally accepted in Norway
- the Company's management has fulfilled its obligation in respect of registration and documentation of accounting information as required by law and accounting standards, principles and practices generally accepted in Norway
- the information in the directors' report concerning the financial statements, the going concern assumption, and the proposal for the appropriation of the profit is consistent with the financial statements and comply with law and regulations.

ARTHUR ANDERSEN & CO.

Vegard Stevning (sig)
State Authorised Public Accountant (Norway)

Oslo,
26 February 2002

# Visma Software

## Review 2001

**Visma Software had a very successful year in a market that has otherwise been termed as difficult by competitors and analysts. Sales of new licences were above expectations, and the software division benefited substantially from the merger with SPCS ASA.**

The merger of Visma and SPCS – Norway's and Sweden's two leading software brands for small and medium-sized enterprises (SME) – was announced in February 2001. The remainder of 2001 was to a large extent dedicated on integrating the two organisations. A joint product and market strategy was developed, and planned cost synergies were realised.

The combined new software company was to become not only the largest software supplier to the Nordic SME ("small and medium sized enterprises") market. With about 100.000 companies using Visma software the company has even achieved high visibility in Northern European markets. In spite of the concerns that the merger process would defocus the organizations and harm sales, especially in Norway, Visma Software ASA is quite satisfied with the results of the process.

All levels of the software division have been successfully reorganized and adjusted. Sales of software licences exceeded expectations throughout the year in a market characterized as difficult for ERP software.

**Visma Software at a glance**

Visma Software supplies a wide array of essential business software, ASP solutions, consultancy, support and training in a number of European countries. Headquarters: Oslo, Norway, with national distributors in Sweden, Denmark and the UK. In Sweden, Visma owns the leading low-end SPCS brand. Visma's presence in the Finnish software market has been achieved through the acquisition of Liinos.

More than 15,000 Visma installations and 70,000 SPCS installations are currently implemented.

SPCS AB in Sweden addresses another segment of the market with a somewhat different product portfolio, and has therefore been less involved in the merger process. SPCS AB has for several years been a high quality and profitable organisation. As a part of Visma SPCS AB has continued business as usual, with close co-operation with the rest of Visma, but without need for re-structuring or a time consuming integration process. The SPCS AB management was free to focus on its own business, and succeeded in achieving its goals.

The software division's year closed with the agreement to purchase the Finnish company Liinos Plc. The tender offer was accepted by a sufficient number of Liinos stockholders, and the operational merger will take place during the first quarter of 2002. Liinos is listed on the NM list for innovative growth companies on the Helsinki Stock Exchange.

**Mission statement – Visma Software**

**Visma Software aims to be the leading supplier of business software and related services to the private and public SME markets in the Nordic region.**

## Organizational presence

**Norway**: Visma Software supplies Visma software, which are recognized as market leaders. Consulting, support and training, are provided by Visma Consulting AS - and ASP and IT services by Visma Provider AS. Visma Software Norge AS is the national distributor of Visma software. Former EMData AS, now Visma Contractor, is a wholly owned producer of vertical solutions. Spektrum Software is a wholly owned dealer of Visma Software.

**Sweden**: Scandinavian PC Systems AB – SPCS – is Sweden's leading supplier of business applications for small and medium-sized enterprises. Visma Software AB distributes Visma software in Sweden.

**Finland**: Liinos is a major supplier of vertical software solutions in contracting and energy, industry, property management and special trade. The software Liinos 6 is a market leader in Finland within all these vertical segments.

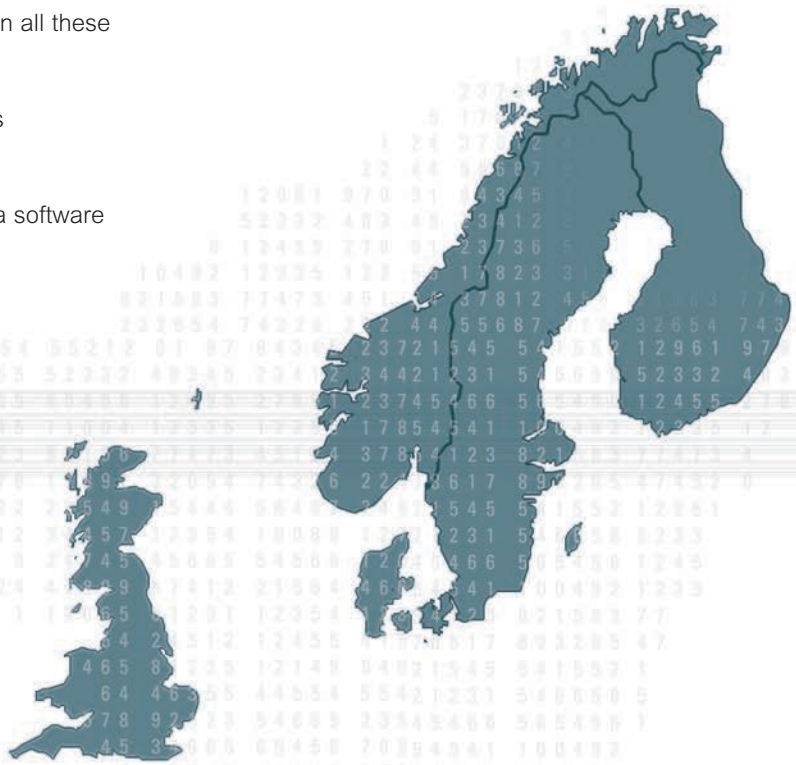
**Denmark**: Visma Business AS distributes Visma software in Denmark.

**UK**: Visma Software Ltd. distributes Visma software in UK.

## Strategy and ambitions

Through the acquisition of SPCS, Visma Software strengthened its position in the Scandinavian market considerably, and took an important step towards becoming the major player in the Nordic market. The acquisition of Liinos has established a strong foothold in the Finnish market, which will help to build the company's pan-Nordic platform.

As a consequence of the acquisition of SPCS ASA's modern technological platform, the potential of Visma Software has grown in both substance and diversity. The flexible Visma platform was further strengthened by the company's decision to develop future applications on Microsoft's .NET technology (see Platforms and technology).



## Products

Visma Software is a market leader. In Norway, analysts estimated its total market share at more than 35% (source: Kapital Data, July 2001). With three fully-fledged Windows-based business applications, each one integrating Visma CRM, payroll and time/project applications, as well as a large number of character-based applications that are still widely used, Visma is strongly positioned in this market.

In Sweden, the wholly owned SPCS AB continues to lead the national low-end business market by a substantial margin. SPCS is the leading supplier of business applications for small and medium-sized enterprises. The long-standing business leader SPCS Administration is integrated with a wide array of other SPCS applications. This year will see the launch of its successor, SPCS Avendo. The SPCS brand has a market share of at least one third (source: SIFO). Moreover, SPCS is the undisputed national leader in areas such as accounting, payroll, tax and complete business applications. Top sellers include SPCS Administration, SPCS Löneprogram (payroll) and SPCS Skatteprogram (tax). A high level of penetration in the domestic retail market has made SPCS the dominant locally developed IT brand in Sweden.

Early in the year, Visma decided to open its Visma Business systems to IBM's AS/400 market by adapting the market-leading application to the IBM DB2 database. The DB2 is an integrated part of the IBM AS/400 machines in use in great numbers all over the world. This decision opened up new markets for the Visma Business systems where the company's traditional competitors are not represented. Also, Visma Business is well placed within segments of these markets where the selection of modern ERP systems is rather limited.

## Visma Software's cutting edge:

**FINANCIAL SYSTEMS**

SME segment:
Visma Business
Rubicon Global
Rubicon Pro
+ a number of older applications, no longer being intensively developed, serving a large clientele.

**Micro market:**

SPCS Administration
SPCS Skatt etc.

**FRONT SYSTEMS**

SalesOffice
Visma TimeEase
Visma Payroll
e-Business
Visma Web Access

**VERTICAL SOLUTIONS**

Liinos
EMData product line.
Numerous lines of Visma software solutions.

## ASP

In cooperation with leading suppliers of hardware (Hewlett-Packard & IBM) and infrastructure (Song Networks), Visma has developed one of Scandinavia's leading ASP centres. All Visma business software is available as ASP software via our subsidiary Visma Provider AS. The number of Visma customers outsourcing IT services to Visma Provider and other ASP providers grew steadily in 2001. Customers thus have their server and software managed for them by an expert provider. Visma Software ASA sees the fast-growing ASP market as a profitable way of offering the combination of software and services to our customers, and we will do our utmost to speed up this process.

ASP offers a wealth of advantages to customers. They avoid heavy investments in machinery and infrastructure, and eliminate expenses related to operation and monitoring. The ASP centre maintains and upgrades the software, reducing the risk and cost for the customer. In this way, both large and small businesses profit from ASP.

## Customer services

Visma Consulting AS supplies end-user support, consulting and training for the Visma software portfolio. In 2001 this subsidiary expanded through the acquisition of the Rubicon portfolio, with numerous additional employees and expertise on the Rubicon products. The company also acquired new development resources focusing on Visual Basic, Rubicon Developer Kit and Visma Business Interface Gateway.

A web portal for Visma Payroll was successfully established, with an increasing number of paying subscribers. The round-the-clock electronic service includes updates on the product and updates and information about the product.

A growing number of our customers are taking part in our training courses, because they realize that training is imperative in order to get the full benefits from their business systems. We has strengthened our efforts to give our customers better competence in their Visma software, and we will continue to do so.

Visma Consulting supports end users via their modern helpdesk concept, a supplement to the support offered by our dealers and partners. Visma recognizes that excellent support is a major competitive advantage and we will therefore expand our business in this sector in all the Nordic countries.

Visma Consulting has a pool of highly skilled consultants who are always available to our dealer network when major implementation and migration projects are contracted. A software company like Visma, with a large proportion of sales through partners, benefits greatly from participating directly in such projects; they provide insight into the use of our software and give input to our R&D teams on how to improve functionality and technology.

## Platforms and technology

The acquisition of the Rubicon system portfolio requires us to restructure our product strategy. The investments needed for development of quality products are substantial, and it is imperative that we obtain synergy in our development departments. We need to concentrate our competence on the best technologies, and therefore we will minimize the number of different platforms and tools in order to take advantage of decentralized development, testing and documentation.

### VISMA BUSINESS ARCHITECTURE

The Visma Business Architecture is well proven in many contexts, including large installations with well over 100 concurrent users. This architecture has now been extended with the Business Interface Gateway (BIG), which provides program-to-program access to the software from third-party software. BIG gives our partners and customers virtually unlimited possibilities for extending the functionality of their solutions. A vast number of vertical solutions can now be easily integrated with Visma Business as the administrative operating system.

This development interface will have great appeal in the end-user market, as most professional developers can easily adapt it to their preferred system development language, enabling them to develop a variety of solutions for Visma Business.

### VISMA APPLICATION FRAMEWORK

The Visma Application Framework VAF (formerly the Rubicon Global platform) has been extended to provide for more functionality and more modules. The "Global" Financial system and "Sales Office" CRM system is based on this architecture today. Within the next two years, a brand new suite of products and modules based on the VAF will be developed.

### .NET

The VAF will be based entirely on Microsoft's .NET platform. .NET is the Microsoft XML Web services platform, which allows applications to communicate and share data over the Internet, regardless of operating system, device, or programming language. .NET will have far-reaching implications for how and where end-users access applications and databases, and will provide IT personnel with a new world of infrastructure possibilities and facilities.

### SINTEF

To participate in the evolution of this important technology, Visma has joined forces with The Foundation for Scientific and Industrial Research at the Norwegian Institute of Technology (SINTEF) under the auspices of ICT Norway, the organization representing the interests of the Norwegian communications industry. Visma's cooperation with SINTEF on the .NET platform is a mutual exchange of visions, knowledge, experience and expertise. So far, the work with the SINTEF researchers has revealed that Visma software developers and software solutions are far ahead in their field of technology application, and indeed have much to offer in ways of making end-users' routines and operations more efficient and flexible.

## Quality

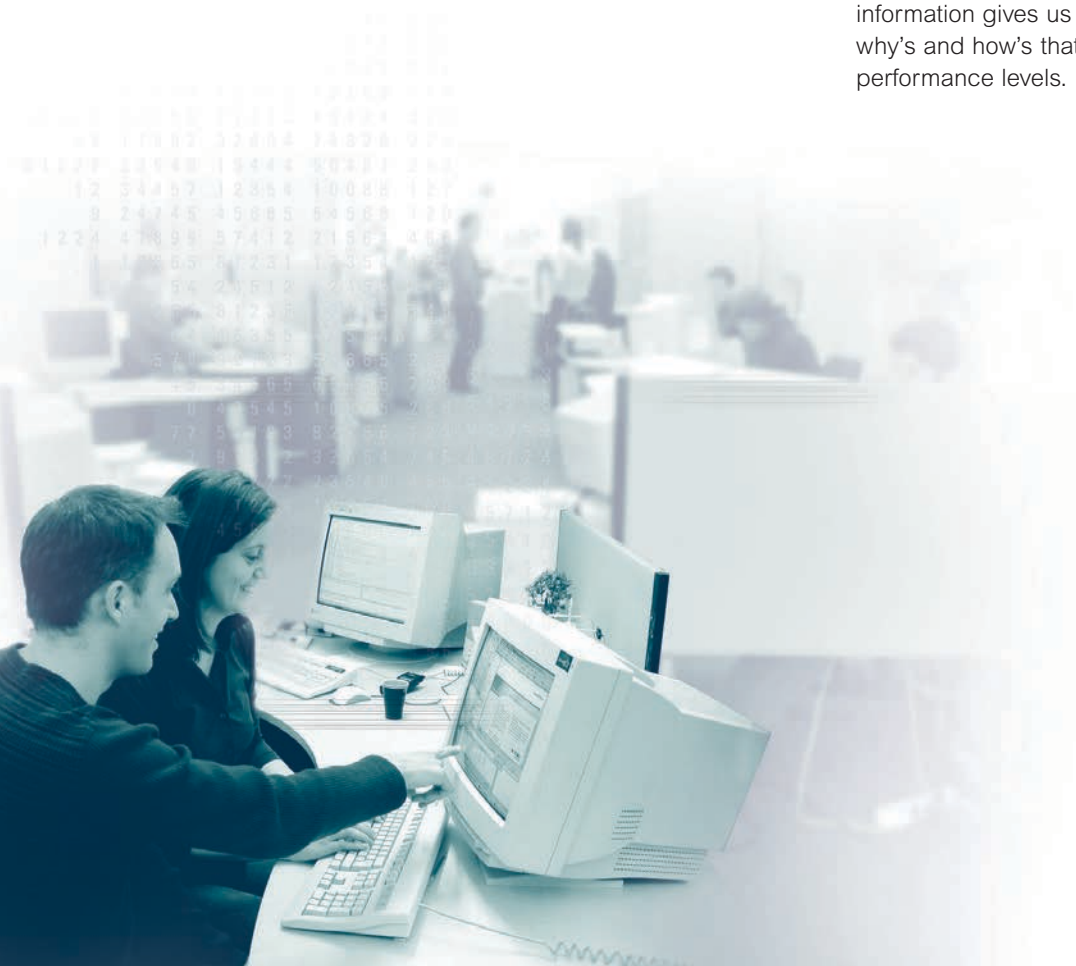
Visma Software ASA and Visma Software Norway AS obtained ISO certification in 2000, and Visma Consulting AS is aiming for certification in the first quarter of 2002. At Visma we focus on improving the quality of every aspect of our work, and the quality system we have developed plays an important role in our day-to-day tasks. Every employee has a duty to take part in quality improvements in our company. The result is hundreds of suggestions from our employees for improving various processes in order to provide better products and services to our customers, to avoid unnecessary work, and to increase the overall efficiency of our staff.

## Human Resources

Visma inspires competence. In software engineering, continuous professional development of people is the only reliable source of market gain. To Visma, stability and success depends on people in all sections and parts of the enterprise.

Visma's continuously growing human capital develops unique solutions to help our customers reach new levels of profitability. In all departments – planning, software design and engineering, marketing, consulting and customer services – we actively assist our co-workers in achieving new levels of competence and capability.

Similarly, we train and educate our customers. Together, we generate and increase practical software competence for optimum market benefits. It is a positive feedback system providing highly valuable output and returns. Systematic gathering of user information gives us the insight we need into the why's and how's that can lead us to still higher performance levels.



# Visma Services

## Review 2001

**For Visma Services, 2001 was a year of strong growth - both organic and through several acquisitions in Norway and in the other Nordic countries. The division has grown rapidly to become a multidimensional supplier of outsourcing services, with more than 1000 employees in 59 different locations, all over the Nordic region. An increased demand for professional outsourcing services has made the division the largest supplier in its industry in Norway and the Nordic countries.**

In 2001 Visma Services acquired 11 Norwegian-owned and 3 Swedish-owned accounting companies. Many of the acquired companies had several branch offices, and one of the Swedish companies had subsidiaries in both Denmark and the UK (London). At 31 December 2001, Visma Services had 51 offices in Norway, 6 in Sweden, 1 in Denmark and 1 in the UK. In the beginning of 2002 services companies have been acquired in Finland and Denmark as well.

On the threshold of 2002, Visma Services has succeeded in restructuring the Nordic accounting industry. A consolidation of the size that Visma Services represents challenges a somewhat conservative industry. The division represents something new and exciting in an industry that has traditionally been dominated by smaller operators.

Visma Services has ambitions for further Nordic expansion, and has announced plans for further acquisitions in Norway and abroad in the future.

### Visma Services at a glance

Visma Services is Nordic's leading supplier of accounting and outsourcing services. Visma Services is a multidimensional consulting company providing a full range of accounting, payroll and management services in the Nordic region. Visma Services has 12,000 clients and more than 1000 employees in 59 different locations throughout the Nordic countries and in the UK.

As businesses increasingly focus on outsourcing non-core activities, Visma Services will continue its growth.

**Mission statement – Visma Services**

**Visma Services aims to be a full-scale supplier of tailor-made economic and administrative services to private and public markets.**

## International organization

Visma Services has a network of 59 offices in the Nordic countries and in London, UK. This international organization can meet the needs of large and complex customers with branch offices in several countries, as well as those of traditional small- and medium-sized enterprises in their home markets.

The many acquisitions have had benefits beyond the enhancement of Visma Services' distribution network. They have also sharpened the focus on vertical businesses and niches, enhanced the range of products and services, and rapidly transformed the division into the largest and leading supplier of economic and administrative services in Norway.

With the acquisition of the industry leader ØkonomiPartner AS, Visma Services acquired a distribution network of 27 offices in the south of Norway, with infrastructure and technology that made a further expansion possible. This was followed by the acquisition of Trønder Økonomi and Consept, which established Visma Services in Trøndelag and in the northern parts of Norway. The acquisition of Forenede Økonomer gave Visma Services an even stronger position in Oslo and the surrounding regions. The international expansion started in mid-2001, when the Swedish companies Sigtuna Affärsbyrå and Bjellefors International were acquired. The acquisition of the latter also includes branch offices in London and Denmark, an excellent match with the international ambitions of Visma Services. In 2002 expansion continued through acquisition of Infocon in Finland, and Bogholderi & Administration in Denmark.

**The accounting company Pluss Regnskap**

**With the acquisition of Pluss Regnskap in June 2001, Visma Services obtained unique competence in the accounting needs of dentists in Norway. Pluss Regnskap specializes in accounting and financial solutions for dentists, including the calculation of key figures that show how dentists can improve their efficiency and profitability.**

## Tailor-made solutions

Visma Services provides services to more than 12,000 customers in Norway, the Nordic countries and the UK. Every customer is unique and requires tailor-made solutions from Visma Services. Accounting is often the basic product. In addition, Visma Services provides a wide range of value-added services, including annual reports, payroll, electronic payment administration, debt collection, temporary-staff services and consultancy.

The latter is an increasingly important focus area for Visma Services. The consultancy services cover functions ranging from profitability analyses, cash management and capital adequacy calculations to more business-specific documentation and calculation of key figures. With an in-depth knowledge of the vertical markets, the accountant often becomes a fellow player and adviser for the companies' customers. With growing demands for efficiency and profitability, Visma Services works actively to offer specialized vertical services to its customers: value-added services integrated with traditional accountancy.

## Outsourcing
## – a strategic opportunity for Visma Services

ACCOUNTING • PAYROLL • OUTSOURCING

The professional accounting and financial services that Visma Services provides are in great demand. These outsourcing services include consultancy, fully automated transfer of payment information and debt collection.

Many companies are now discovering the benefits of outsourcing some or all of their accounting and administrative functions. Historically, the accounting industry has been geared to small- and medium-sized enterprises. Now, the trend is for both small and large businesses to focus more strongly on their core activities, and to outsource some of their non-core activities such as accounting, payroll and IT.

The market-research firm IDC estimates that the Nordic market for outsourcing is worth more than NOK 20 billion, and that it has an annual growth potential of about 30%. The Nordic "large city" market, in particular, is showing an interest in outsourcing.

The outsourcing trend has been strongest in the private sector, but the year 2001 has shown that the public sector, too, is more aware of outsourcing services. At the end of 2001, Visma Services won a contract for outsourcing services in the Norwegian healthcare sector, demonstrating that government authorities are also searching for new methods to increase their efficiency.

**ASP technology is a strategic differentiator**

In the multidimensional consulting business, ASP is a cutting-edge technology and a great step forward for customers. The ASP technology offered by Visma Services will automatically give customers access to their accounts, enabling them to decide the extent to which they will interact with the accounting company.

They avoid heavy investments in hardware and infrastructure, and eliminate the expenses related to operation and monitoring. Maintenance and upgrade of the software takes place at the ASP Centre, reducing the risk and cost for the customer. With an ASP, customers will always have access to the accounting system, and they can concentrate on their core business.

## Technology as an important driving force in business

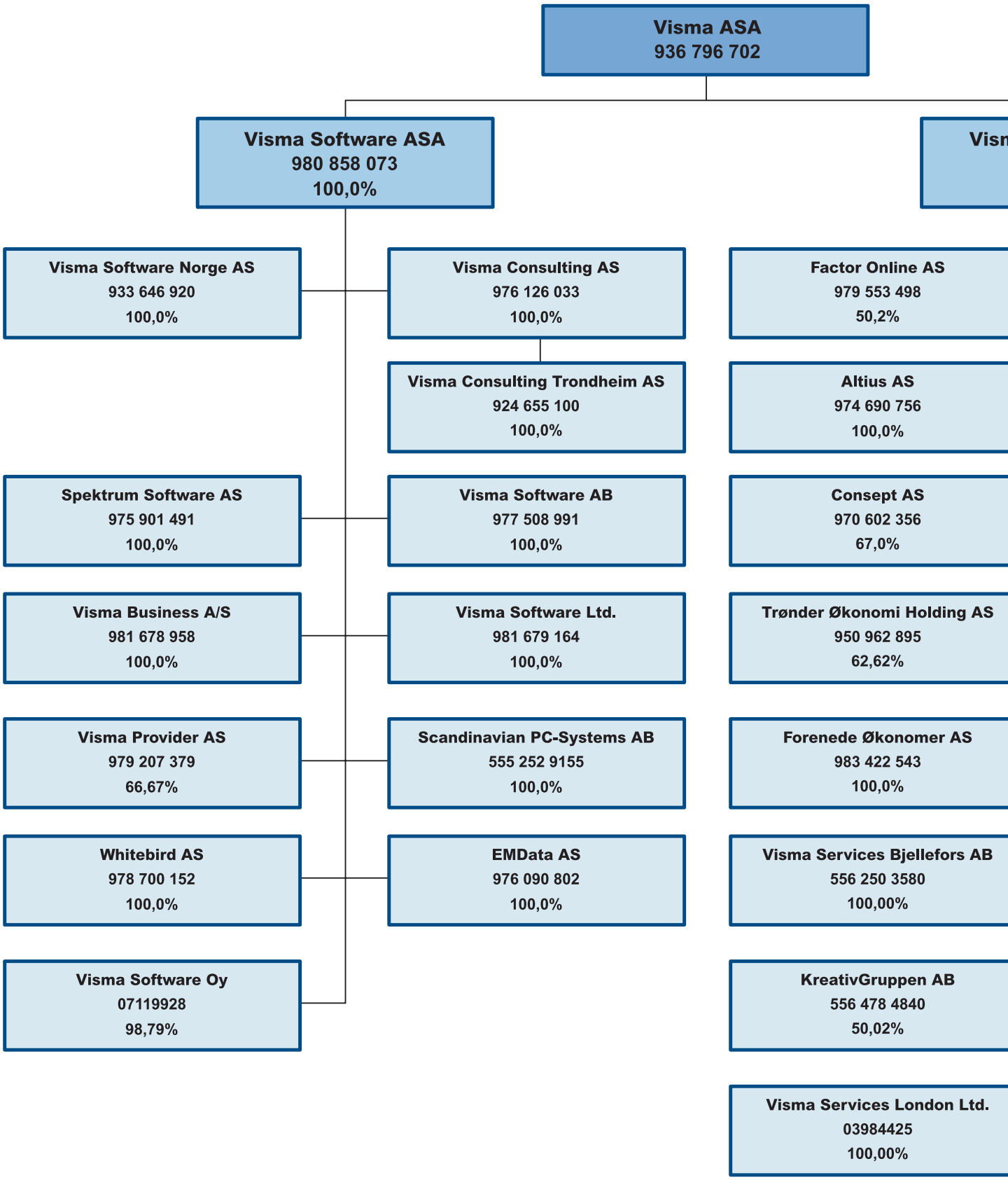
The accounting industry is going through rapid changes. From being a stable industry with relatively homogeneous and traditional products, it is suddenly the object of pioneering technological development, with new operators and constellations. It is the Internet in particular that imposes the conditions and lays down the standards that will ultimately lead to an enhanced range of services for customers of accounting services.

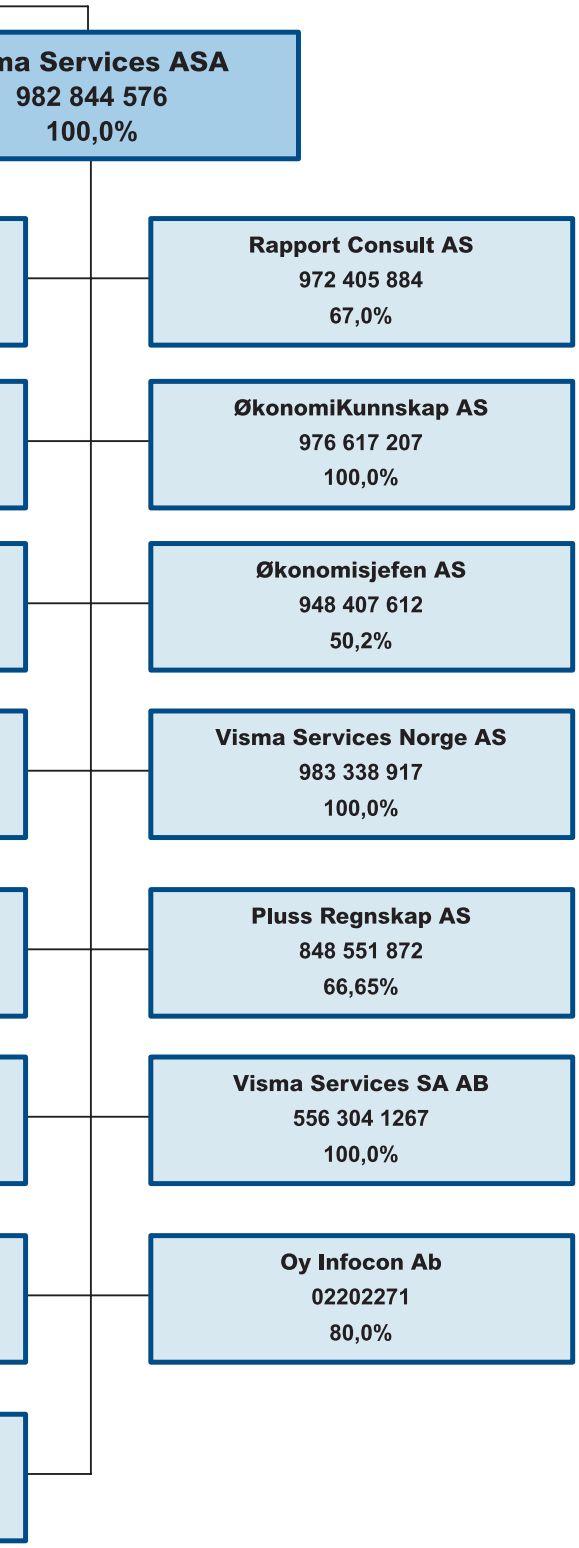
At the beginning of 2002, 70% of the Nordic population had access to the Internet, and 15% had used the Net for shopping one or more times during the last month. Financial services represent a part of e-commerce that is growing especially vigorously, and this creates new opportunities for Visma Services. By segmenting the accounts of the division's more than 12,000 customers in one database, it is possible to extract key figures for all businesses, both nationally and regionally, and provide this information anonymously over the Internet.

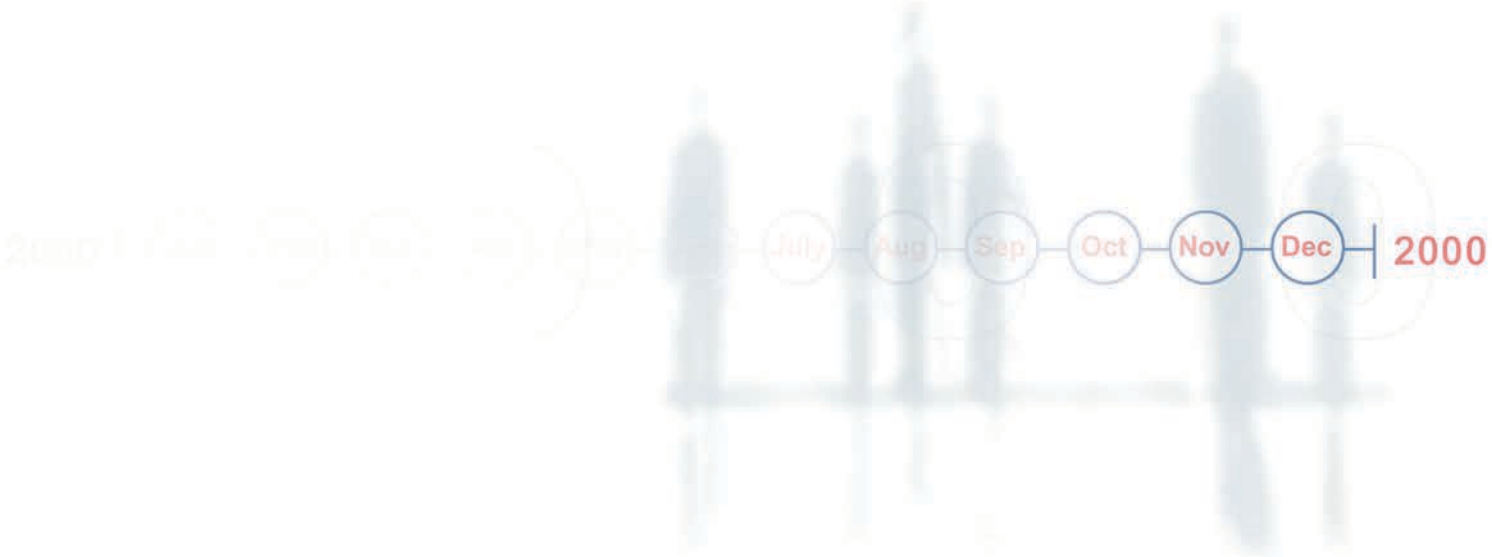
This will allow all kinds of businesses to collect daily reports of turnover, gross margin and earnings for their companies, compared with the average for the whole industry – not just once per year, but whenever they are wanted. Enterprises can track their customer and supplier accounts online, or compare their equity ratio and capital adequacy to all the other players in the same industry.

Visma Services believes these new services will give the customer valuable information and enhanced competitiveness. Specific knowledge of the business in relation to competitors creates a unique possibility to increase efficiency and improve profitability.

# Group structure




ma Services ASA
982 844 576
100,0%
Rapport Consult AS
972 405 884
67,0%
ØkonomiKunnskap AS
976 617 207
100,0%
Økonomisjefen AS
948 407 612
50,2%
Visma Services Norge AS
983 338 917
100,0%
Pluss Regnskap AS
848 551 872
66,65%
Visma Services SA AB
556 304 1267
100,0%
Oy Infocon Ab
02202271
80,0%




VISMA ASA

Biskop Gunnerusgate 6
N-0106 OSLO
NORWAY

Tel: +47 23 15 80 00
Fax: +47 23 15 81 58
www.visma.com

VISMA®