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### Compuware Software Group GmbH

Neu-Isenburg

#### Annual financial statements for the business year from April 1, 2019 to March 31, 2020

##### Management report for the 2019/2020 financial year

###### I. Foundations of society

###### Business model of society

Compuware Software Group GmbH is a subsidiary of Compuware Corporation, Detroit, Michigan, USA and is included in its consolidated financial statements.

Compuware Software Group GmbH offers licensed and maintainable software for mainframe technology. Compuware software products combine robust and highly innovative products into a unified DevOps toolchain that enables the management of mainframe applications, data and processes.

The booming economy in 2019-2020 did not stop at the IT industry either. Many established companies, especially in the financial sector, were exposed to pressure from young fintech companies. In order to solve these challenges, issues like "time to market" had to be solved in a much shorter period of time. With its DevOps strategy, Compuware was able to make a significant contribution as a strategic partner to increase the quality of software development and to shorten the period of software development. As, from the management's point of view, one of the market leaders in the DevOps environment, Compuware is able to offer mainframe customers a complete solution for these issues.

Most of the companies that use the mainframe as a central information server started in 2019 with project groups to test new and faster software developments. This will mean that many new investments will be made in this environment. This upheaval, which started in 2019-2020, will have a significant impact on IT budgets for the years to come. From the management's point of view, Compuware was already well prepared for these challenges with its existing product portfolio in 2019.

Our company primarily serves the German market, but also delivers to other European countries.

###### II. Economic report

###### Macroeconomic earnings situation

The economic situation in Germany in 2019 was characterized by slower economic growth. According to the Federal Statistical Office, the price-adjusted gross domestic product (GDP) was only 0.6% higher on average in 2019 than in 2018. This trend will continue in the first quarter of 2020 with a decline in gross domestic product of -1.9%. For the year 2020 as a whole, an overall forecast cannot be reliably forecast due to the corona crisis from March 2020.

In this environment, Compuware Software Group GmbH was even able to increase its total sales compared to the previous year. For the 2019/2020 financial year, sales increased by 19.7% or EUR 2,560 thousand to EUR 15,533 thousand.

The expenses for services purchased from the USA also increased by EUR 1,992 thousand compared to the previous year.

Personnel costs rose by around 25% or EUR 477 thousand to EUR 2,421 thousand. The average number of employees has fallen to 13 compared to the previous year.

Other operating expenses rose by 19% or EUR 2,023 thousand in the year under review.

Other operating income fell by 100% or EUR 6,740 thousand in the year under review. This is due to the extraordinary income from the value adjustment of receivables in the amount of EUR 6,758 thousand from the previous year. There is no similar extraordinary income in the current financial year. A currency gain of EUR 14 thousand is reported.

Adjusted for a special effect in the previous year from the write-up of a value-adjusted receivable in the amount of EUR 6,758 thousand and taking into account the developments in the 2019/2020 financial year mentioned above, the annual profit of EUR 153 thousand remained almost unchanged compared to the previous year at EUR 151 thousand.

###### Financial performance indicators

Sales revenues and net income are used as key performance indicators for corporate management.

###### Financial position

The balance sheet total is slightly lower at EUR 9,901 thousand compared to EUR 10,418 thousand. There were also no significant changes in the balance sheet structure.

###### Financial condition

Liquid funds increased significantly to EUR 1,420 thousand compared to the previous year with EUR 939 thousand. Short-term trade payables amounted to just EUR 30 thousand as of the reporting date.

###### Cash flow statement

|                                     |                  |
|-------------------------------------|------------------|
| Cash flow from operating activities | EUR 488 thousand |
| Cash flow from investing activities | KEUR -7          |
| Cash flow from financing activities | KEUR 0           |
| total                               | KEUR 481         |

Our company was always able to meet its financial obligations.

**Overall statement on the company's situation**

Overall, business development in 2019/2020 was satisfactory. At the time this management report was prepared, the company was in a satisfactory asset, financial and earnings position.

**III. Forecast, opportunities and risk report****Risk report****Legal and economic threats to the continued existence of the company**

The risk analysis did not reveal any indications that the continuation of business activities could be jeopardized. The annual financial statements were prepared on the assumption that the company would continue as a going concern. Pending court or supervisory proceedings against the company, which could lead to claims or which are probably not feasible, are taken into account accordingly in the annual financial statements. There are currently no identifiable risks to the company's existence.

**Default risks**

The risk that a contractual partner does not meet his obligations or does not meet them on time, thereby causing financial losses for the company, is averted by a central credit management system.

**Liquidity risks**

There is no risk of not being able to provide or procure the necessary financial resources or not being able to provide them in time to settle due obligations. Due to a solid financial structure, the cash and cash equivalents and, if necessary, cash inflows from the US parent company, the solvency of the company is guaranteed at all times.

**Business risks**

The demand for the software solutions and services offered by the company continues to grow. Competitors want to use the potential and try to establish themselves in the industry. It is also important to prevent employees from migrating to the competition.

**COVID-19**

The possible effects of COVID-19 on the company were taken into account as part of the company valuation (going concern). The management has checked the liquidity forecasts for the company, which have been updated with regard to the expected effects on the company's business activities. Possible downward scenarios with regard to orders and sales were also analyzed and taken into account.

**Opportunity report**

From the management's point of view, Compuware Software Group GmbH has a very strong installed base customer base with core and legacy products and offers new solutions either through in-house development or takeover.

Throughout 2019-2020, from a management perspective, Compuware maintained its high quality product plan and delivered one major innovation to its customers every quarter.

As a result, Compuware has successfully renewed its Installed-Base-based contracts from the management's point of view and increased the sales of licenses for the new solutions such as Topaz, ISPW, Thruput Management.

At the corporate level, Compuware acquired certain assets from Innovation Data Processing and added storage products to its portfolio. In Germany, Innovation Data Processing has a strong base of installed base long-term customers, which, together with Compuware's installed base core base, will offer Compuware customers great value for mainframe software solutions from the management perspective.

**Forecast report**

For 2020, the German Advisory Council expects - also due to the global corona pandemic - a significant slowdown in economic growth and real gross domestic product.

For the 2020/2021 financial year, the management expects sales at the level of the previous year and an almost constant net income compared to the previous year.

Existing customers document their satisfaction from the point of view of the management through further orders and support renewals, new customers could be won for our software solutions and in some cases placed multi-year service and support orders.

Schiphol-Rijk, February 02, 2021

*signed Arno Jan ter Avest*

Houston, February 02, 2021

*signed Ted Cory Bleuer*

1 See Federal Statistical Office. [https://www.destatis.de/DE/Presse/press\\_releases/2020/05/PD20\\_169\\_811.html](https://www.destatis.de/DE/Presse/press_releases/2020/05/PD20_169_811.html)

**Balance sheet****assets**

|  | March 31, 2020<br>EUR | March 31, 2019<br>EUR |
|--|-----------------------|-----------------------|
| A. Fixed assets  | 183,954.25            | 200,149.82            |
| I. Intangible Assets   | 174,678.24            | 192,146.07            |
| 1. Goodwill  | 174,678.24            | 192,146.07            |
| II. Tangible assets  | 9,276.01              | 8,003.75              |
| 1. Other equipment, factory and office equipment                 | 9,276.01              | 8,003.75              |
| B. Current Assets  | 9,628,450.66          | 10,195,931.91         |
| I. Inventories   | 5,939,953.49          | 6,973,861.34          |
| II. Receivables and other assets                                 | 2,268,566.37          | 2,283,504.62          |
| 1. Receivables from affiliated companies                         | 0.00                  | 6,413.24              |
| 2. other assets  | 2,268,566.37          | 2,277,091.38          |
| III. Cash in hand, Bundesbank balances, bank balances and checks | 1,419,930.80          | 938,565.95            |
| C. Prepaid expenses  | 88,915.52             | 22,210.02             |
| Balance sheet total, total assets                                | 9,901,320.43          | 10,418,291.75         |

**liabilities**

|  | March 31, 2020<br>EUR | March 31, 2019<br>EUR |
|--|-----------------------|-----------------------|
|  | March 31, 2020<br>EUR | March 31, 2019<br>EUR |
| A. Equity  | 859,969.09            | 706,858.41            |
| I. Drawn capital                                 | 25,000.00             | 25,000.00             |
| II. Profit carried forward                       | 681,858.41            | -6,227,632.12         |
| III. Annual surplus                              | 153,110.68            | 6,909,490.53          |
| B. Provisions                                    | 344,981.10            | 391,538.79            |
| C. Liabilities                                   | 339,448.35            | 700,961.58            |
| 1. Liabilities to affiliated companies           | 200,246.65            | 311,094.25            |
| of which with a remaining term of up to one year | 200,246.65            | 311,094.25            |
| 2. other liabilities                             | 139,201.70            | 389,867.33            |
| of which with a remaining term of up to one year | 139,201.70            | 389,867.33            |
| D. Prepaid expenses                              | 8,356,921.89          | 8,618,932.97          |
| Balance sheet total, total liabilities           | 9,901,320.43          | 10,418,291.75         |

### Profit and Loss Account

|  | 1.4.2019 - 31.3.2020<br>EUR | 1.4.2018 - 31.3.2019<br>EUR |
|--|-----------------------------|-----------------------------|
| 1. Gross result  | 15,500,633.35               | 19,713,613.82               |
| 2. Personnel expenses  | 2,421,099.99                | 1,944,223.97                |
| a) Wages and salaries  | 2,238,788.32                | 1,755,166.02                |
| b) social security contributions and expenses for pensions and support   | 182,311.67                  | 189,057.95                  |
| 3. Depreciation  | 23,081.90                   | 23,293.93                   |
| a) on intangible fixed assets and tangible assets as well as on capitalized expenses for the start-up and expansion of business operations | 23,081.90                   | 23,293.93                   |
| 4. other operating expenses  | 12,834,818.33               | 10,811,761.31               |
| 5. other interest and similar income   | 0.00                        | 41,889.37                   |
| 6. Interest and Similar Expenses   | 2,531.33                    | 4,317.11                    |
| of which to affiliated companies   | 2,531.33                    | 4,298.71                    |
| 7. Results of ordinary business activity   | 219,101.80                  | 6,971,906.87                |
| 8. Income taxes  | 65,991.12                   | 62,416.34                   |
| 9. Annual net income   | 153,110.68                  | 6,909,490.53                |

### Appendix for the 2019/2020 financial year

#### of Compuware Software Group GmbH

#### General information on the annual financial statements

The annual financial statements were prepared in accordance with the provisions of §§ 242 ff. HGB, taking into account the supplementary provisions for medium-sized corporations in the version of the Accounting Directive Implementation Act (BilRUG), as well as the provisions of the GmbHG.

The annual financial statements are prepared on the assumption that the company will continue as a going concern (Section 252 (a) No. 2 HGB).

The total cost method was chosen for the presentation of the income statement.

#### Information on the identification of the company according to the registry court

Company name according to the registry court: Compuware Software Group GmbH

Headquarters according to the registry court: Neu-Isenburg

Register entry: Commercial register

Register court: Offenbach am Main

Register no.: HRB 48321

#### Information on accounting and valuation methods

##### Accounting and valuation principles

Acquired intangible assets were carried at cost and, if they were subject to wear and tear, reduced by scheduled depreciation.

Tangible fixed assets were valued at acquisition or production cost and, if they were subject to wear and tear, reduced by scheduled depreciation.

Scheduled depreciation was carried out on a straight-line basis based on the expected useful life of the assets.

Receivables were assessed taking into account all recognizable risks.

The other assets were valued at acquisition cost taking into account the lower of cost or market principle.

The liquid funds were stated at their nominal value.

Expenditures before the balance sheet date are shown as prepaid expenses on the assets side, insofar as they represent expenses for a certain period of time after this. On the liabilities side, income is shown before the balance sheet date, which represents income for a certain time after this.

The subscribed capital is stated at the nominal amount and corresponds to the articles of association and the entry in the commercial register.

The tax provisions include taxes that have not yet been assessed for the fiscal year and the previous year.

The other provisions were set up for all other uncertain liabilities. All identifiable risks were taken into account.

Liabilities were stated at the settlement amount.

The prepayments shown in the deferred income are released proportionally over the term of the underlying contracts.

The annual financial statements contain items denominated in a foreign currency that have been converted into euros. Receivables and liabilities in foreign currencies are valued at the mean spot exchange rate on the balance sheet date. If the rate on the day of the business transaction was lower for receivables or higher for liabilities, this is applied.

#### **Different accounting and valuation methods compared to the previous year**

In the annual financial statements, the accounting and valuation methods used so far could largely be adopted.

There was no fundamental change in accounting and valuation methods compared to the previous year.

#### **Information on the balance sheet**

##### **Fixed asset movement schedule for the individual items of fixed assets**

The annual depreciation for each item in the balance sheet can be found in the schedule of assets.

##### **Amortization of goodwill**

The acquired goodwill was capitalized. The normal useful life is set at 15 years.

##### **Information on the remaining terms of the receivables and other assets**

As in the previous year, the receivables and other assets as well as the liabilities all have a remaining term of up to one year.

##### **Information on claims against shareholders**

As of the reporting date, there were no claims against shareholders.

##### **Information on provisions**

The tax provisions include the provisions for 2019 (EUR 1,554.89) and 2020 (EUR 2,088.00). It also includes trade tax provisions in the amount of EUR 1,595.00.

The other provisions essentially include provisions for remaining vacation days (EUR 98,899.59; previous year EUR 258,285.09) and provisions for commissions (EUR 191,268.40; previous year EUR 54,204.10).

##### **Information on remaining term notes**

The amount of liabilities with a remaining term of up to one year is EUR 339,448.35 (previous year: EUR 700,961.58). There are no liabilities with a term of more than one year.

##### **Information on liabilities to shareholders**

The amount of trade payables to shareholders is EUR 200,246.65 (previous year: EUR 311,094.25).

##### **Information on other liabilities**

The other liabilities mainly relate to EUR 80,488.20 (previous year EUR 242,516.46) liabilities from sales taxes and EUR 28,931.59 (previous year EUR 42,526.85) liabilities from wage and church taxes and, in the previous year, other taxes of (EUR 89,022.20). The company has not provided any security for liabilities.

##### **Prepaid expenses**

The prepayments shown in the deferred income are based on long-term maintenance contracts with customers and are released proportionally over the term of the respective underlying contract.

##### **Information on the income statement**

Other operating income includes income from currency conversion in the amount of EUR 13,782.31 (previous year: expenses from currency conversion EUR 17,875.88).

##### **Other Information**

As of March 31, 2020, the other financial obligations amounted to EUR 185 thousand. They mainly relate to room rents and future leasing installments.

As of March 31, 2020, there were no contingent liabilities pursuant to Section 251 of the German Commercial Code (HGB).

The annual financial statements of Compuware Software Group GmbH are included in the consolidated financial statements of Compuware Corp., Detroit, Michigan / USA.

Compuware Corp., Detroit Michigan / USA, prepares the consolidated financial statements for the smallest and largest group of companies.

The management proposes that the annual surplus of EUR 153,110.68 be carried forward to the new financial year and included in the profit carried forward.

After the end of the 2019/2020 financial year, with the exception of the effects of COVID-19, no special events occurred that could affect the assets, financial or earnings position of the 2019/2020 financial year.

##### **COVID-19**

The possible effects of COVID-19 on the company were taken into account as part of the company valuation (going concern). The management has checked the liquidity forecasts for the company, which have been updated with regard to the expected effects on the company's business activities. Possible downward scenarios with regard to orders and sales were also analyzed and taken into account. It is assumed here that there are no significant influences on items relating to the asset, financial and earnings position.

##### **Average number of employees during the financial year**

The average number of employees in the company during the financial year was.

|            |    |                    |
|------------|----|--------------------|
| Executives | 2  | (Previous year 2)  |
| Employees  | 11 | (Previous year 12) |

##### **Names of the managing directors**

During the past fiscal year, the company's business was conducted by the following people:

|                           |   |
|---------------------------|---|
| First managing director:  | Joseph Hagen Ago, CFO Compuware Corporation                       |
| Other managing directors: | Christopher Dale Hollo, VP (up to Finance, Compuware Corporation) |

There was a change in management on October 20, 2020. Arno Jan ter Avest and Ted Cory Bleuer have taken over management for the current financial year.

##### **Remuneration of the managing directors**

In the year under review, no remuneration was granted for the work performed.

##### **Signature of the management**

Schiphol-Rijk, February 02, 2021

*signed Arno Jan ter Avest***Houston, February 02, 2021 January 2021***signed Ted Cory Bleuer*

At the shareholders' meeting on February 3, 2021, it was decided to carry forward the annual surplus to a new account.

**Asset history**

|                                 | Acquisition and production costs<br>as of April 1, 2019<br>EUR | Entry / exit<br>2019 /<br>EUR 20 | Cumulative depreciation as<br>of April 1, 2019<br>EUR | Additions * /<br>Disposals 2019/2020<br>EUR | Book value<br>March 31, 2020<br>EUR | Book value March<br>31, 2019<br>EUR |
|---------------------------------|--|----------------------------------|---|---|-------------------------------------|-------------------------------------|
| I. Intangible<br>Assets         |  |                                  |   |   |                                     |                                     |
| Goodwill                        | 262,017.39   | 0.00                             | 69,871.32   | 17,467.83                                   | 174,678.24                          | 192,146.07                          |
| II. Tangible assets             |  |                                  |   |   |                                     |                                     |
| Factory and office<br>equipment | 17,059.21  | 6,886.33                         | 9,055.46  | 5,614.07                                    | 9,276.01                            | 8,003.75                            |
|                                 | 279,076.60   | 6,886.33                         | 78,926.78   | 23,081.90                                   | 183,954.25                          | 200,149.82                          |
|                                 |  |                                  | *   | Depreciation for the financial year         |                                     |                                     |

**other components of the report**

Information to determine:

The annual financial statements were adopted on February 3, 2021.

**Auditor's report****A. REPRODUCTION OF THE AUDIT REPORT**

We have issued the unqualified audit certificate as follows:

**Independent auditor's report**

To Compuware Software Group GmbH, Neu-Isenburg

**Examination Opinions**

We have prepared the annual financial statements of Compuware Software Group GmbH - consisting of the balance sheet as of March 31, 2020 and the income statement for the financial year from April 01, 2019 to March 31, 2020 as well as the notes, including the presentation of the accounting and Evaluation methods - checked. In addition, we have audited the management report of Compuware Software Group GmbH for the financial year from April 01, 2019 to March 31, 2020.

In our opinion, based on the knowledge gained during the audit

- the attached annual financial statements comply in all material respects with the German commercial law regulations applicable to corporations and give a true and fair view of the assets and financial position of the company as of March 31, 2020 as well as its earnings position for the financial year from April 01, 2019 to March 31, 2020 and
- the attached management report gives an overall accurate picture of the company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and accurately presents the opportunities and risks of future development.

In accordance with Section 322, Paragraph 3, Clause 1 of the German Commercial Code (HGB), we declare that our audit has not led to any objections to the correctness of the annual financial statements and the management report.

**Basis for the examination results**

We carried out our audit of the annual financial statements and the management report in accordance with Section 317 of the German Commercial Code (HGB), taking into account the generally accepted German auditing principles established by the Institut der Wirtschaftsprüfer (IDW). Our responsibility under these regulations and principles is further described in the section "Auditor's Responsibility for the Audit of the Annual Financial Statements and Management Report" of our auditor's report. We are independent of the company in accordance with the German commercial and professional regulations and have fulfilled our other German professional obligations in accordance with these requirements. We believe

**Responsibility of the legal representatives for the annual financial statements and the management report**

The legal representatives are responsible for the preparation of the annual financial statements, which comply in all essential respects with the German commercial law regulations applicable to corporations, and for ensuring that the annual financial statements, in compliance with the German principles of proper bookkeeping, give a true and fair view of the assets, finance - and the company's earnings position. Furthermore, the legal representatives are responsible for the internal controls that they have determined to be necessary in accordance with the German principles of proper accounting to enable the preparation of the annual financial statements,

When preparing the annual financial statements, the legal representatives are responsible for assessing the company's ability to continue business operations. They are also responsible for disclosing issues relating to the going concern of the company, if relevant. In addition, they are responsible for accounting for the going concern basis of accounting, unless actual or legal circumstances conflict with this.

In addition, the legal representatives are responsible for the preparation of the management report, which as a whole provides an accurate picture of the company's position and is consistent with the annual financial statements in all material respects, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Furthermore, the legal representatives are responsible for the precautions and measures (systems) that they have considered necessary to enable the preparation of a management report in accordance with the applicable German legal regulations and to provide sufficient suitable evidence for the statements in the management report can.

**Auditor's responsibility for the audit of the annual financial statements and the management report**

Our objective is to obtain sufficient certainty as to whether the annual financial statements as a whole are free of material - intended or unintentional - misstatements and whether the management report as a whole gives an accurate picture of the company's position and, in all material matters, with the annual financial statements as well is in line with the knowledge gained during the audit, complies with German legal requirements and correctly presents the opportunities and risks of future development, as well as issuing an auditor's report that includes our audit opinions on the annual financial statements and the management report.

Adequate security is a high level of security, but no guarantee that an audit carried out in accordance with Section 317 of the German Commercial Code (HGB) in compliance with the German principles of proper auditing established by the Institute of Auditors (IDW) will always reveal a material misstatement. Misrepresentations can result from violations or inaccuracies and are regarded as material if it could reasonably be expected that they individually or collectively influence the economic decisions of the addressees made on the basis of these annual financial statements and management report.

During the examination, we exercise our due discretion and maintain a critical attitude. Furthermore

- We identify and assess the risks of material - intentional or unintentional - misrepresentations in the annual financial statements and the management report, plan and carry out audit procedures in response to these risks, and obtain audit evidence that is sufficient and suitable to serve as a basis for our audit opinions. The risk that material misrepresentations are not detected is higher in the case of violations than inaccuracies, since violations can involve fraudulent cooperation, falsifications, intentional incompleteness, misleading representations or the overriding of internal controls.
- we gain an understanding of the internal control system relevant to the audit of the annual financial statements and the precautions and measures relevant to the audit of the management report in order to plan audit procedures that are appropriate under the given circumstances, but not with the aim of providing an audit opinion on the effectiveness of these Systems of society.
- we assess the appropriateness of the accounting methods used by the legal representatives as well as the acceptability of the estimated values presented by the legal representatives and the related information.
- we draw conclusions about the appropriateness of the going concern accounting principle applied by the legal representatives and, on the basis of the audit evidence obtained, whether there is any material uncertainty in connection with events or circumstances, the significant doubts about the company's ability to continue as a going concern can raise. If we come to the conclusion that there is material uncertainty, we are obliged to draw attention to the relevant information in the annual financial statements and in the management report in the auditor's report or, if this information is inappropriate, to modify our respective audit opinion. We draw our conclusions based on the audit evidence obtained up to the date of our auditor's report. Future events or circumstances can, however, mean that the company can no longer continue its business activities.
- We assess the overall presentation, structure and content of the annual financial statements, including the information, as well as whether the annual financial statements present the underlying business transactions and events in such a way that the annual financial statements, in compliance with German generally accepted accounting principles, provide a true and fair view of the asset, financial and the company's earnings.
- we assess the consistency of the management report with the annual financial statements, its compliance with the law and the picture it provides of the company's position.
- we perform audit procedures on the future-oriented information presented by the legal representatives in the management report. On the basis of sufficient suitable audit evidence, we particularly review the significant assumptions on which the future-oriented information is based by the legal representatives and assess the appropriate derivation of the future-oriented information from these assumptions. We do not issue an independent audit opinion on the future-oriented information or the underlying assumptions. There is a considerable unavoidable risk that future events will differ materially from the forward-looking statements.

Among other things, we discuss with those responsible for monitoring the planned scope and timing of the audit as well as significant audit findings, including any deficiencies in the internal control system that we discover during our audit. "

#### B. CONCLUSION

The publication or distribution of the annual financial statements and the management report of Compuware Software Group GmbH, Neu-Isenburg, for the financial year from April 01, 2019 to March 31, 2020 in a form that deviates from the confirmed version attached to this report is required our renewed opinion, provided that our auditor's report is quoted or our audit is referred to; reference is made to Section 328 of the German Commercial Code (HGB).

**Frankfurt am Main, February 02, 2021**

**Mazars GmbH & Co. KG**  
**auditing company**  
**tax consulting company**  
*Marco Bergmann, auditor*  
*Timo Husemann, auditor*

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