

ORIENTDB LTD

Registered Number: 07813203

Unaudited Annual Report 31 December 2019



ORIENTDBLTD (REGISTERED NUMBER: 07813203)

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ORIENTDB LTD (REGISTERED NUMBER: 07813203)

Company Information

Directors

Renaud Heyd (appointed on 31 July 2019)
Bertil Majer (appointed on 1 March 2020)

Registered number

07813203 (England and Wales)

Registered office

Clockhouse Place
Bedfont Road
Feltham, Middlesex
England
TW14 8HD

Directors' Report

The directors present their report and the unaudited financial statements of the Company for the year ended 31 December 2019.

Political donations and political expenditure

The Company made no political donations or incurred any political expenditure during the year (2018: nil).

Directors

The Directors of the Company during the year and to the date of this report are as follows:

R V Heyd (appointed on 31 July 2019)

B Majer (appointed on 1 March 2020)

Y Cheung (appointed on 31 July 2019 and resigned on 2 March 2020)

K J Furlong (resigned on 31 July 2019)

D W Grasham (resigned on 31 July 2019)

Significant changes in the state of affairs

On 1 December 2019, all of the remaining assets and liabilities of the Company were transferred to SAP (UK) Limited., a related party, incorporated in the United Kingdom with registered office at Middlesex, United Kingdom, through a Business Sale and Purchase Agreement. The net purchase price was agreed as USD 9,200,000 to be settled in GBP. The Intellectual Property Rights were transferred to the ultimate controlling party for a consideration of USD 900,000 to be settled in GBP. No gain or loss was considered from this subsequent transaction.

Events after the reporting date


Given the spread of the novel coronavirus (COVID-19), the Company is taking action to ensure the safety, health and wellbeing of the employees and customers. Considering SAP developed and documented business continuity plans to respond to disruptive incidents such as Covid-19, the directors and management of the Company believe that the above situation will not affect the Company's ability to deliver services.

Audit exemption statement

The director considers that the company is entitled to exemption from the requirement to have an audit under the provisions of section 479A of the Companies Act 2006 ("the Act") and members have not required the company to obtain an audit for the year in question in accordance with section 476 of the Act.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

This report was approved by the Board and signed on its behalf by:

DocuSigned by:

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Renaud Heyd

Director

9 October 2020

Statement of Directors' Responsibilities

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.


Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with FRS 101 Reduced Disclosure Framework.

Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report was approved by the Board and signed on its behalf by:

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Renaud Heyd

Director

9 October 2020

ORIENTDB LTD (REGISTERED NUMBER: 07813203)

Statement of Financial Position


As at 31 December

£	Notes	2019	2018
Assets			
Current assets			
Cash and cash equivalents		7,839,700	141,014
Trade and other receivables	(4)	295	620,984
Total current assets		7,839,995	761,998
Liabilities and equity			
Current liabilities			
Trade and other payables	(5)	136,658	459,610
Total current liabilities		136,658	459,610
Equity			
Share capital	(6)	1,000	1,000
Retained earnings		7,702,337	301,388
Total equity		7,703,337	302,388
Total liabilities and equity		7,839,995	761,998

The above financial statements should be read in conjunction with the accompanying notes.

The Director considers that the Company is entitled to exemption from the requirement to have an audit under the provisions of section 479A of the Companies Act 2006 ("the Act") and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Act. SAP SE has provided a guarantee of the entity's liabilities in respect of its financial year ended 31 December 2019.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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Renaud Heyd

Director

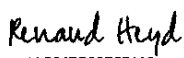
9 October 2020

Statement of Profit and Loss and Other Comprehensive Income

For the year ended 31 December

£	Notes	2019	2018
Revenue		757,346	570,481
Other income		294,837	0
Purchased services expenses		-145,280	-160,106
Employee benefits expenses	(7)	-83,479	-73,807
Other expenses	(8)	-9,620	-72,309
Operating profit		813,804	264,259
Exchange rate differences		-66,642	22,076
Finance income		505	0
Gain from business transfer agreement with SAP (UK) Limited	(9)	5,755,675	0
Gain from intellectual property sale to SAP SE	(9)	695,787	0
Profit before income tax		7,199,129	286,335
Income tax benefit	(10)	201,820	13,238
Profit after income tax		7,400,949	299,573

The above financial statements should be read in conjunction with the accompanying notes.

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Renaud Heyd

Director

9 October 2020

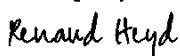
ORIENTDB LTD (REGISTERED NUMBER: 07813203)

Statement of Changes in Equity

For the year ended 31 December

£	Share capital	Retained earnings	Total
As at 1 January 2018	1,000	1,815	2,815
Profit after income tax	0	299,573	299,573
As at 31 December 2018	1,000	301,388	302,388
Profit after income tax	0	7,400,949	7,400,949
As at 31 December 2019	1,000	7,702,337	7,703,337

The above financial statements should be read in conjunction with the accompanying notes.

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Renaud Heyd

Director

9 October 2020

Notes to the Financial Statements

These notes form an integral part of the accompanying financial statements.

(1) REPORTING ENTITY

OrientDB LTD (the "Company") is a company incorporated and domiciled in United Kingdom. The address of its registered office is Clockhouse Place, Bedfont Road, Feltham, Middlesex, England.

On 1 October 2019, the Company's previous ultimate controlling party Callidus Software Inc. transferred its entire legal and beneficial interest in the shares of the Company to SAP Foreign Holdings GmbH, a limited liability company with registered seat in Walldorf, Germany, through a Share Purchase Agreement.

The ultimate controlling party of the Company is SAP SE, a company registered in Germany. The immediate controlling party is SAP Foreign Holdings GmbH, a company registered Germany.

(2) BASIS OF PREPARATION

Approval of financial statements

The financial statements were authorised for issue by the Board of Directors on 3 September 2020 and the statement of financial position was signed on the Board's behalf by Renaud Heyd for issue by the Board of Directors on 9 October 2020.

Statement of compliance

The financial statements of the Company have been prepared in compliance with the Financial Reporting Standard 101: Reduced Disclosure Framework ("FRS 101") there have been no material departure from the standards.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A cash flow statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management; and
- The effects of new but not yet effective IFRSs.
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the Company.

As the consolidated financial statements of the ultimate controlling party include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 Share Based Payments in respect of group settled share-based payments;
- Certain disclosures required by IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets;
- Certain disclosures required by IFRS 3 Business Combinations in respect of business combinations undertaken by the Company in the current and prior periods including the comparative period reconciliation for goodwill; and
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7.

Consolidation exemption

The financial statements present information about the Company as separate financial statements and not as consolidated financial statements because the Company qualifies for the exemption from preparing consolidated financial statements under section 400 of the Companies Act 2006. The Company's ultimate controlling party, SAP SE includes the Company in its consolidated financial statements.

The consolidated financial statements of SAP SE have been prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from: <https://www.sap.com/investors/en/reports.html> and from SAP SE, Dietmar-Hopp-Allee 16, 69190 Walldorf, Germany.

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(2) BASIS OF PREPARATION (Continued)

Basis of measurement

The financial statements have been prepared using the historical cost basis of accounting except for monetary assets and liabilities denominated in foreign currencies are translated at period-end exchange rates.

Where applicable, information about the methods and assumptions used in determining the respective measurement bases is disclosed in the Notes specific to that asset or liability.

Functional and presentation currency

The Company's functional and presentation currency is British pound sterling (£). All amounts included in the financial statements are reported in British pound sterling (£), unless otherwise stated. All financial information has been rounded to the nearest British pound sterling (£), unless otherwise indicated. As figures were rounded, numbers presented throughout this document may not add up precisely to the totals provided, and percentages may not precisely reflect the absolute figures.

Management judgments and sources of estimation uncertainty

The preparation of the Company's financial statements in accordance with the FRS 101 requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues, and expenses, as well as disclosure of contingent assets and liabilities.

The management bases the judgments, estimates, and assumptions on historical and forecast information, as well as on regional and industry economic conditions in which the Company or the Company's customers operate, changes to which could adversely affect the management's estimates. Although the management believes to have made reasonable estimates about the ultimate resolution of the underlying uncertainties, no assurance can be given that the final outcome of these matters will be consistent with what is reflected in the Company's assets, liabilities, revenues, and expenses. Actual results could differ from original estimates.

The management reviews the critical accounting policies periodically. Further details of the nature of estimates and assumptions may be found in the relevant accounting policies and notes to the financial statements.

(3) ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, except otherwise stated.

Revenue

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is recognised net of returns and allowances, trade discounts, and volume rebates.

The Company does not start recognising revenue from customer arrangements before evidence of an arrangement exists, the amount of revenue and associated costs can be measured reliably, collection of the related receivable is probable, and the delivery has occurred, or the services have been rendered.

Purchased services expenses

Purchased services expenses consist of cost of services and are recognised when services are rendered by vendors.

Other expenses

Other expenses are mainly comprised of costs of administering the day-to-day operations of the business and costs incurred to market and advertise the Company's services.

Exchange rate differences from foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Exchange rate differences from foreign currency transactions are recognised on a net basis as net gains or losses in profit or loss.

Income taxes

Income taxes

Income taxes are comprised of current taxes. Income tax expense is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income and equity.

(3) ACCOUNTING POLICIES (Continued)

Income taxes (continued)

Current taxes

Current taxes are the expected tax liabilities or assets on the taxable income or loss for the year. Current tax liabilities or assets for the current and prior periods are measured at the amount expected to be paid to or recovered from the taxation authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous financial years.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the current taxes relate to the same fiscal authority.

Financial assets and financial liabilities

Financial assets and financial liabilities comprise non-derivative financial assets and non-derivative financial liabilities.

Initial recognition and measurement

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the Company becomes a party to the contractual provisions of the instrument. A financial asset or a financial liability is recognised initially at its fair value.

Non-derivative financial assets

Non-derivative financial assets are comprised of cash and cash equivalents and trade and other receivables.

Cash and cash equivalents

Cash and cash equivalents are comprised of cash on hand and cash at banks.

Trade and other receivables

Trade and other receivables are comprised of trade receivables, other receivables and receivables from related parties. Trade and other receivables are subsequently measured at amortised cost using the effective interest method, less allowances for impairment of trade receivables.

Non-derivative financial liabilities

Non-derivative financial liabilities are comprised of trade and other payables.

Trade and other payables

Trade and other payables are comprised of trade payables, other payables and payables to related parties. Trade and other payables are subsequently measured at amortised cost using the effective interest method.

Derecognition

Financial assets are derecognised when the contractual rights of the Company to the cash flows from the asset expire, or the Company transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. On derecognition of financial assets, the difference between the carrying amounts and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in equity is recognised in profit or loss.

Financial liabilities are derecognised when the obligation of the Company, as specified in the agreement, expires or when it is discharged or cancelled. On derecognition of financial liabilities, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Fair value measurement

Fair value of financial assets and financial liabilities is the price that would be received to sell an asset or paid to transfer a liability respectively in an orderly transaction between market participants at the measurement date. The carrying amounts of financial assets and financial liabilities with a maturity of less than one year i.e. cash and cash equivalents, trade and other receivables, trade and other payables approximate their fair values because of the short period to maturity.

Offsetting financial assets and financial liabilities

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to realise the asset or to settle the liability on net basis and simultaneously.

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(3) ACCOUNTING POLICIES (Continued)**Employee benefits***Short-term employee benefits*

Salaries, vacation, bonuses, sales commissions and other employee benefits

Salaries, paid vacation and sick leave, bonuses, sales commissions, and other employee benefits expected to be settled within 12 months of the reporting date are recognised in respect of employees' services during the reporting period. Short-term employee benefits are measured at the amounts expected to be paid when the liabilities are settled on an undiscounted basis.

Post-employment benefits

Defined contribution pension plan

The Company maintains domestic defined contribution plan based on local practices and regulations. Amounts contributed by the Company under such plan is based on a percentage of the employees' salaries or on the amount of contributions made by employees and are recognised as part of employee benefits expenses in profit or loss in the periods during which services are rendered by employees

Share capital

Share capital is recognised as issued when it is paid for or subscribed under a binding subscription agreement and is measured at par value. Share capital consist of ordinary shares classified as equity.

Retained earnings

Retained earnings represent the cumulative balance of net profit or loss, dividend declaration, value of employee services received from equity-settled share-based payments, effect of changes in accounting policy and other equity adjustments.

Related parties

Related party relationship exists when one party has the ability to control the other party, directly or indirectly, through one or more intermediaries or exercise significant influence over the other party in making financial and operating decisions.

Such relationships exist between the Company and its ultimate controlling party, SAP SE, between the Company and other related parties that are fellow subsidiaries under common control of SAP SE and between the Company and its key management personnel. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Events after the reporting period

Events after the reporting period that provide additional information about the Company's financial position at the reporting date (adjusting events) are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to financial statements, when material.

(4) TRADE AND OTHER RECEIVABLES

£	2019	2018
Receivables from related parties	295	65,637
Other receivables	0	555,347
Total	295	620,984

Receivables from related parties are due from SAP (UK) Limited, resulted from the cash paid on trade payables transferred to SAP (UK) Limited.

(5) TRADE AND OTHER PAYABLES

£	2019	2018
Trade payables	0	49,967
Payables to related parties	40,859	0
Other payables	95,799	409,643
Total	136,658	459,610

Payables to related parties are due to SAP (UK) Limited, resulted from the cash received on trade receivables transferred to SAP (UK) Limited.

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(6) EQUITY**Called up share capital**

£	2019	2018
Allotted, issued and fully paid		
100,000 ordinary shares of £0.01 each	1,000	1,000

(7) EMPLOYEES' NUMBER AND EMPLOYEE BENEFITS EXPENSES**Average number of employees**

	2019	2018
Number of full-time equivalents		
Average number of employees	1	1

Employee benefits expenses

£	2019	2018
Salaries	83,479	73,807
Total	83,479	73,807

The directors of the Company are employed by fellow subsidiaries and receive their remuneration from the fellow subsidiaries.

(8) OTHER EXPENSES

£	2019	2018
Administrative expenses	3,529	33,315
Expected credit losses	3,357	0
Other expenses with related parties	2,169	0
Bank fees	565	1,041
Rent expenses	0	37,953
Total	9,620	72,309

(9) INTELLECTUAL PROPERTY SALE AND BUSINESS TRANSFER AGREEMENTS**Intellectual Property Sale Agreement with SAP SE**

On 1 December 2019, the Company signed an Intellectual Property Sale and Purchase Agreement with its ultimate controlling party, SAP SE. The Company transferred its intellectual property for a purchase price of USD 900,000 to be settled in GBP.

Business Transfer Agreement with SAP (UK) Limited

On 1 December 2019, all of the remaining assets and liabilities of the Company were transferred to SAP (UK) Limited., a related party, incorporated in the United Kingdom with registered office at Middlesex, United Kingdom, through a Business Sale and Purchase Agreement. The net purchase price was agreed as USD 9,200,000 to be settled in GBP.

The major classes of assets and liabilities transferred to SAP (UK) Limited. were as follows:

£	1 December 2019
Cash and cash equivalents	-468,072
Trade and other receivables	-639,219
Other assets	-260,770
Trade and other payables current	11,250
Net assets transferred	-1,356,811
Acquisition cost equivalent to purchase consideration of USD 9,200,000	7,112,486
Gain from business transfer agreement with SAP (UK) Limited	5,755,675

ORIENTDB LTD (REGISTERED NUMBER: 07813203)

(10) INCOME TAXES

£	2019	2018
Profit before income tax	7,199,129	286,335
Income tax expense at the applicable corporate tax rate of 19.00%	-1,367,835	-54,404
Adjustments		
Prior year adjustments	0	67,642
Non-deductible expenses/other permanent differences	169,376	0
Gain from business transfer agreement non-taxable	1,093,578	0
Timing differences	306,701	0
Income tax benefit	201,820	13,238

(11) EVENTS AFTER THE REPORTING PERIOD

The existence of novel coronavirus (Covid-19) was confirmed in early 2020 and has spread across mainland China and beyond, causing disruptions to businesses and economic activity across the region. The Company considers this outbreak to be a non-adjusting after reporting period event and considers that the event would not significantly impact the Company's earnings and cash flows. As the situation is fast evolving, the effect of the outbreak is subject to significant levels of uncertainty, with the full range of possible effects unknown. No other matter, except as disclosed above, has occurred up to and including the date of the approval of financial statements by the Company's management which could materially affect the financial statements and the related disclosures for the year ended 31 December 2019.