



Interim and preliminary full-year presentation | Q4 2019

28 February, 2019

Agenda

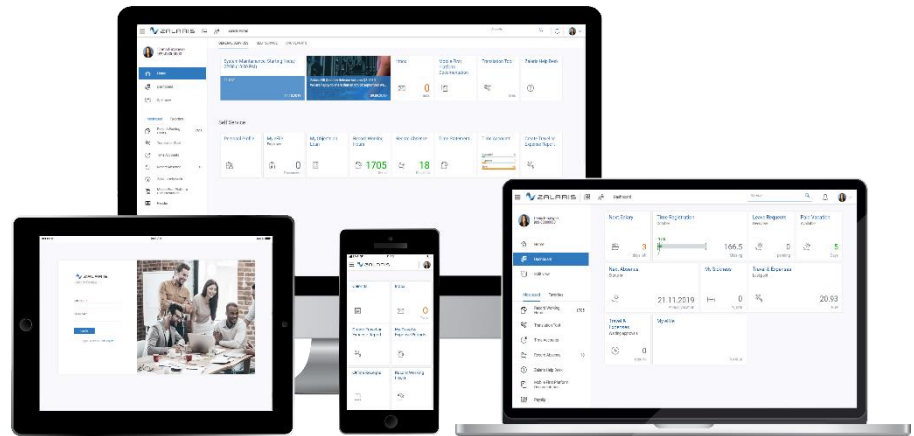
- Highlights
- Operational review
- Financial review
- Market update and outlook
- Appendix



Hans-Petter Mellerud
Founder and CEO



Gunnar Manum
CFO

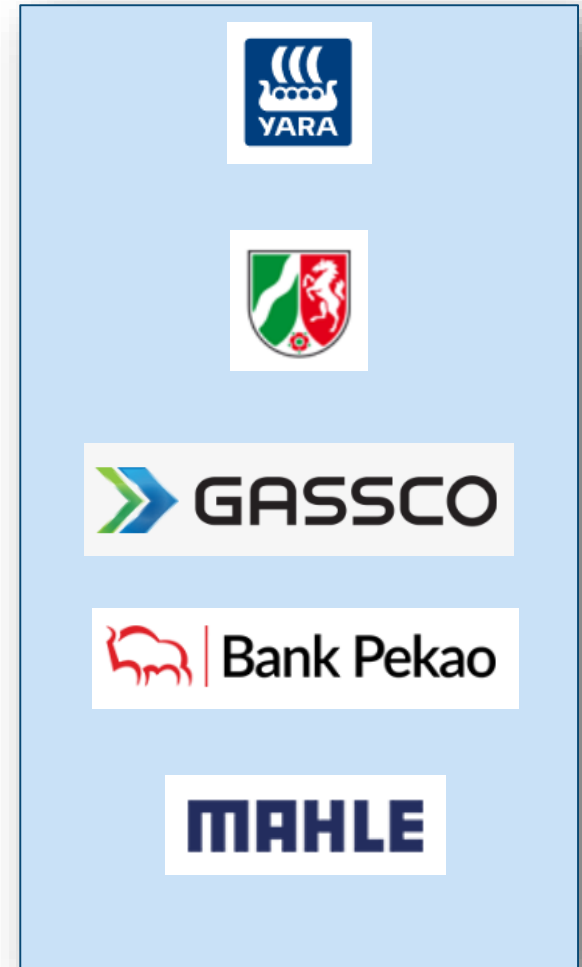


Fourth quarter 2019: All time high revenue

- All time high revenue of NOK 206.2 million for the quarter (+6.2%) and NOK 776.8 million for the full-year (+4.2%) - the 19th year of uninterrupted growth
- Adjusted EBIT of NOK 5.1 million (NOK 12.5 million), and adjusted EBIT for the full-year of NOK 30.5 million (NOK 27.9 million)
- EBIT-improvement initiatives launched in 2019, resulting in a reduction of 52 FTEs at year-end, of which 48 FTEs were within support and admin. functions - will reduce the cost base going forward
- Several large long-term renewals and new agreements during the quarter
- Cash and cash equivalents of NOK 82.4 million, an increase of NOK 17.6 million from the previous quarter

Several large renewals and new customers

- 5-year renewal with Yara for the provision of multi-country HR services including payroll, time & attendance, and travel expenses
- 4-year extension (up to 5,000 man-days of consulting) with the German state North Rhine-Westphalia, to be delivered by the PS organization in Germany
- 5-year renewal with Gassco in Norway for the provision of HR services including payroll, time & attendance, and travel expenses
- PEKAO bank in Poland, for implementation of a new global HR solution for their 16,000 employees
- MAHLE UK for outsourcing of payroll and transactional HR



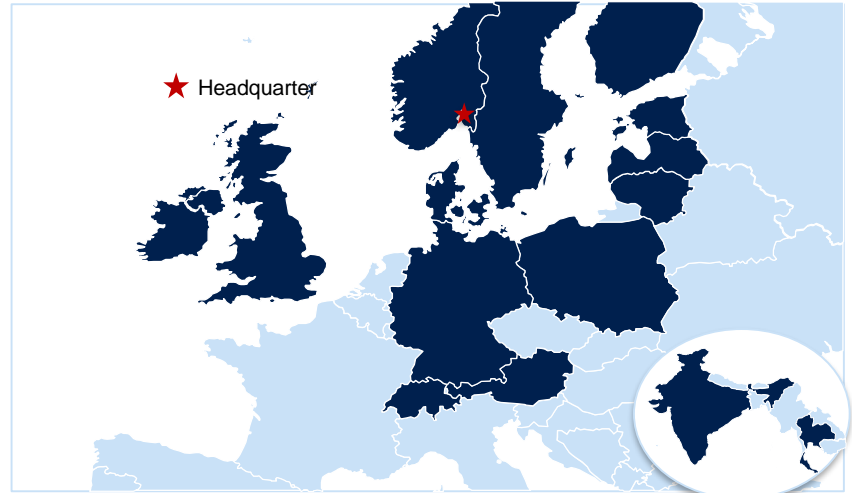
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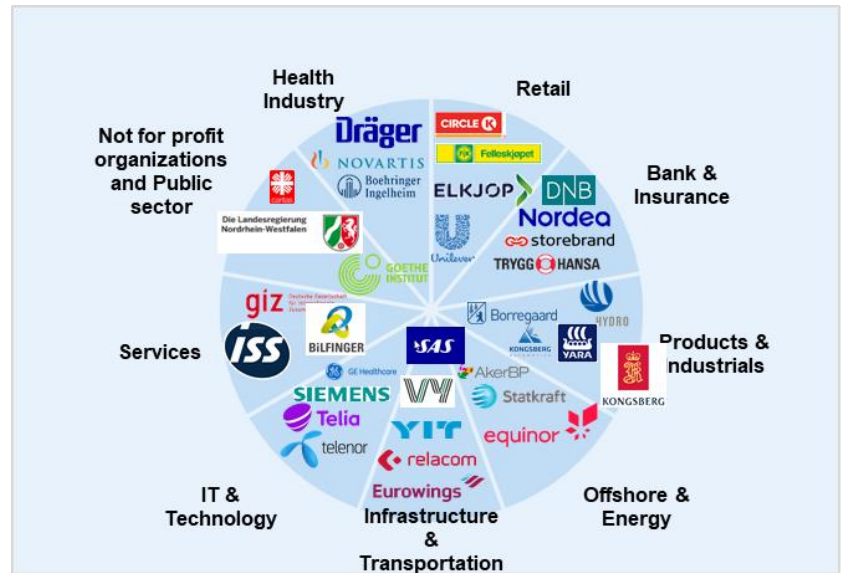
European Payroll & HR Solutions that Value People

Zalaris – Local presence with one global platform

- Zalaris is a leading provider of Payroll and Human Capital Management Services delivered through Software as a Service (SaaS) and Business Process as a Service (BPaaS) models
- Supporting fully digital processes for Payroll and Human Capital Management
- One common multi-country solution satisfying GDPR requirements combined with competent resources serving complex customers in local markets and native language



Diversified blue-chip client base



2019 Revenue:

EUR 78 million

19
years of experience and continuous growth

>300,000
employees served monthly through payroll services

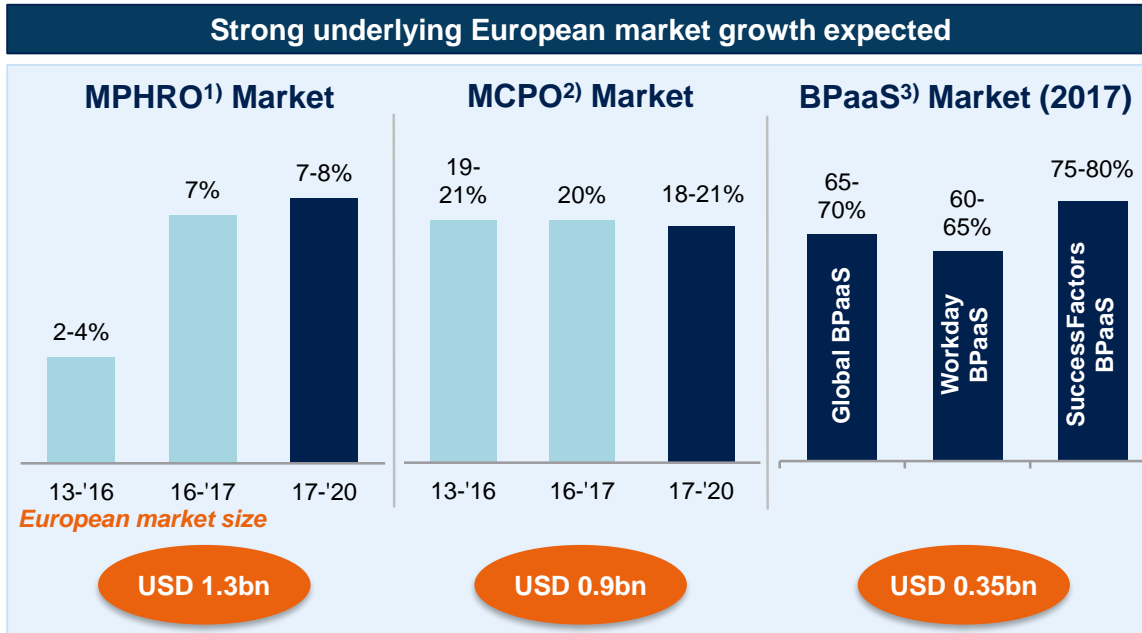
860
Zalaris employees

Local service centers in **12** countries with top-notch expertise in local laws and regulations

> 1,000,000
employees served monthly across all HR solutions



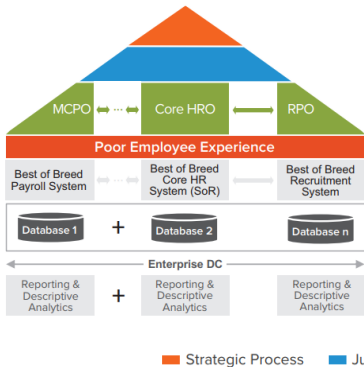
Attractive and growing market proven to be resilient over time



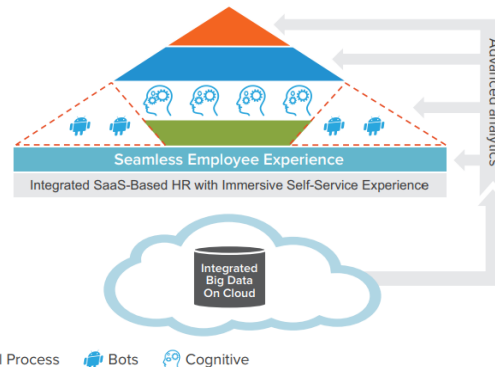
Key market trend

- Increasing focus on the overall workplace experience
- Demand for cloud based platforms and services
- Increasing focus on recruitment, engagement and retention
- Movement away from “permanent” jobs
- Evolution of Robotic Process Automation (RPA) and Artificial Intelligence (AI)-based Automation

Traditional HR Model

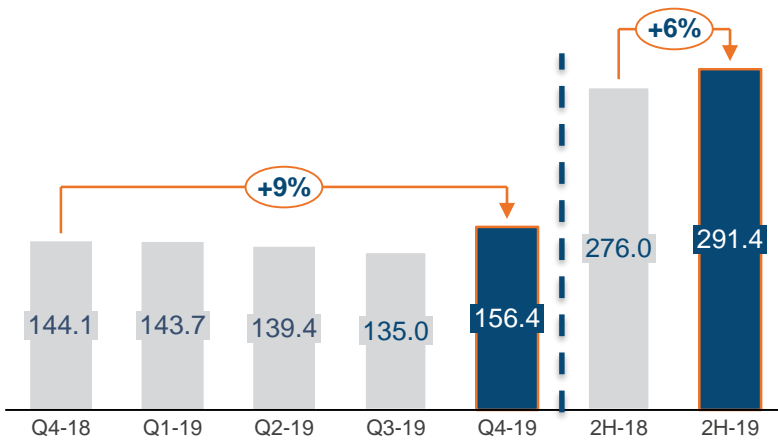


Next-Gen HR Model



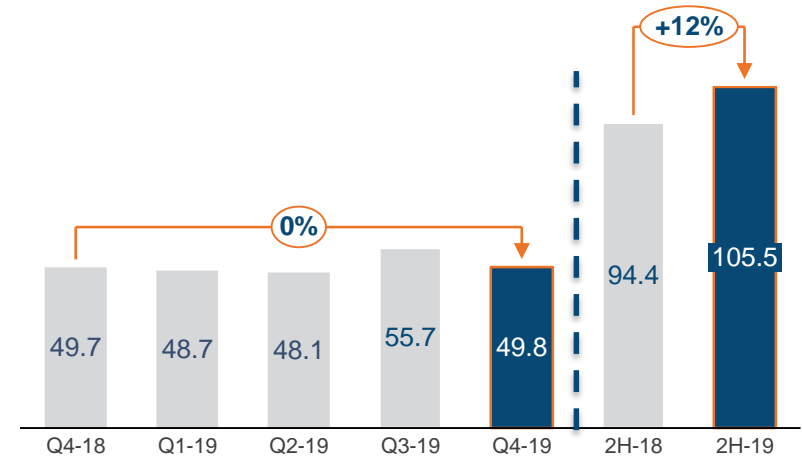
All time high revenue during the quarter (NOKm)

Managed Services



- Increased activity in the Nordics, including the new contract with AkerBP, as well as increased volume of change orders, have contributed to the revenue growth within Managed services
- Additional sale of Cloud licenses in Germany and Poland, also contributed to the growth

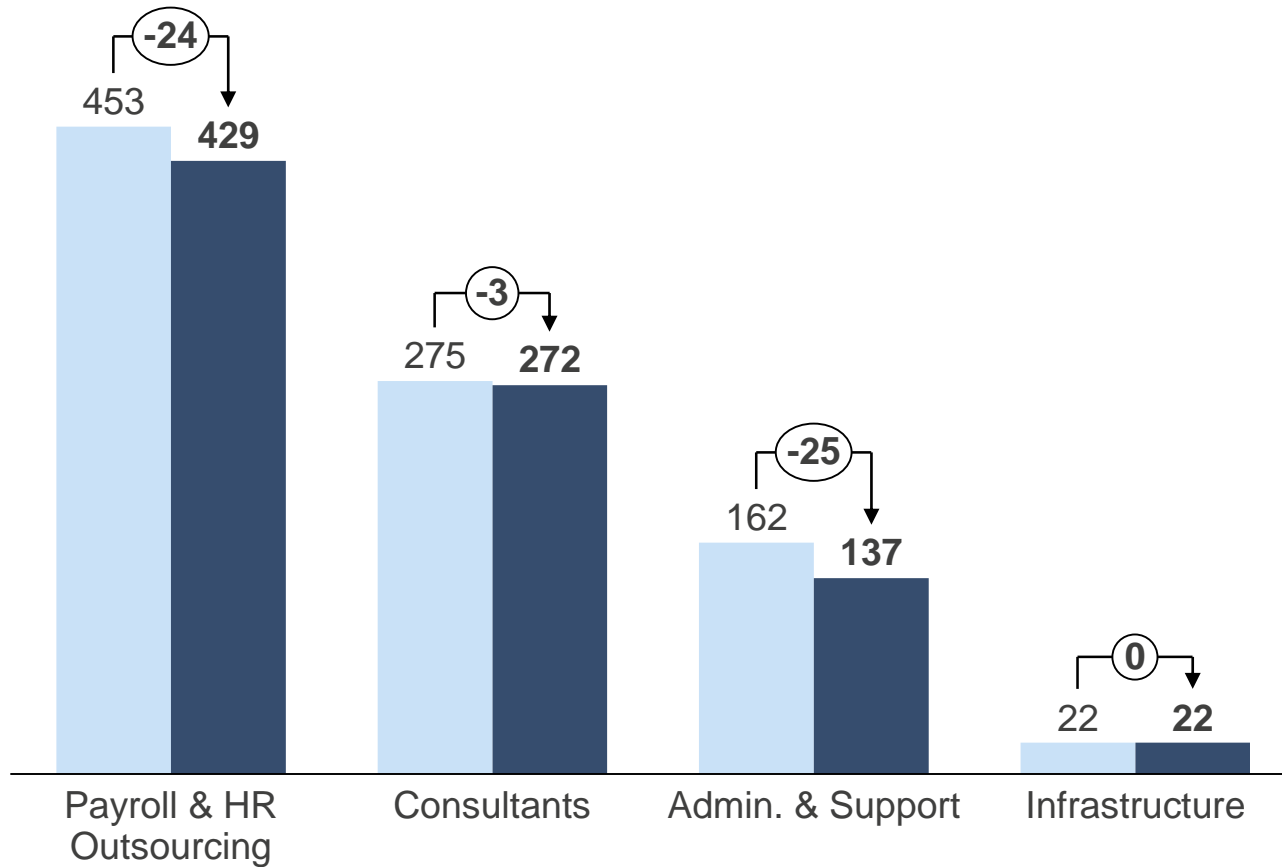
Professional Services



- Stable growth within Professional services, and revenue grew by 3.6% for the full-year
- Revenue in Q4 has been negatively impacted by the restructuring process, particularly in Germany where offices have been merged, which as now been completed

Operational review

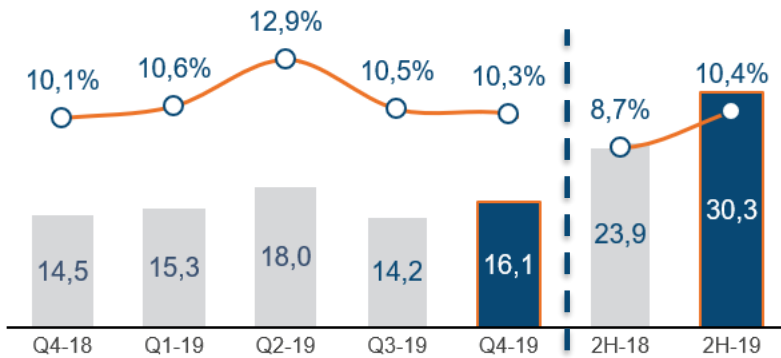
Restructuring program has reduced headcount by 52 employees, with minimal impact on market facing capacity



Professional services impacted by restructuring program

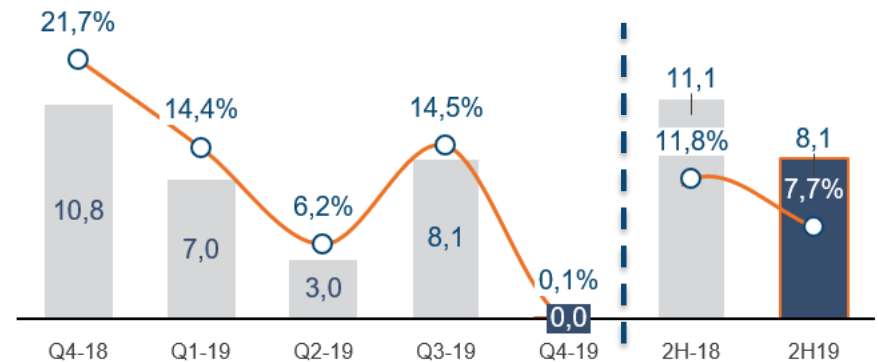
- EBIT (NOKm) and EBIT margin (%)

Managed Services



- Stable margins within Managed services for the quarter. Higher margins for 2H 2019 compared to last year is mainly due to a higher share of change orders, which carries a higher margin

Professional Services



- EBIT for Professional services for Q4 vs. last year negatively impacted by the restructuring process, as well as timing of expenses
- The restructuring process, particularly in Germany where offices were merged, resulted in a combination of lower utilization and increased use of external consultants (lower margin)
- EBIT margin expected to be negatively affected by the restructuring also in Q1 2020, before new consultants are fully operational

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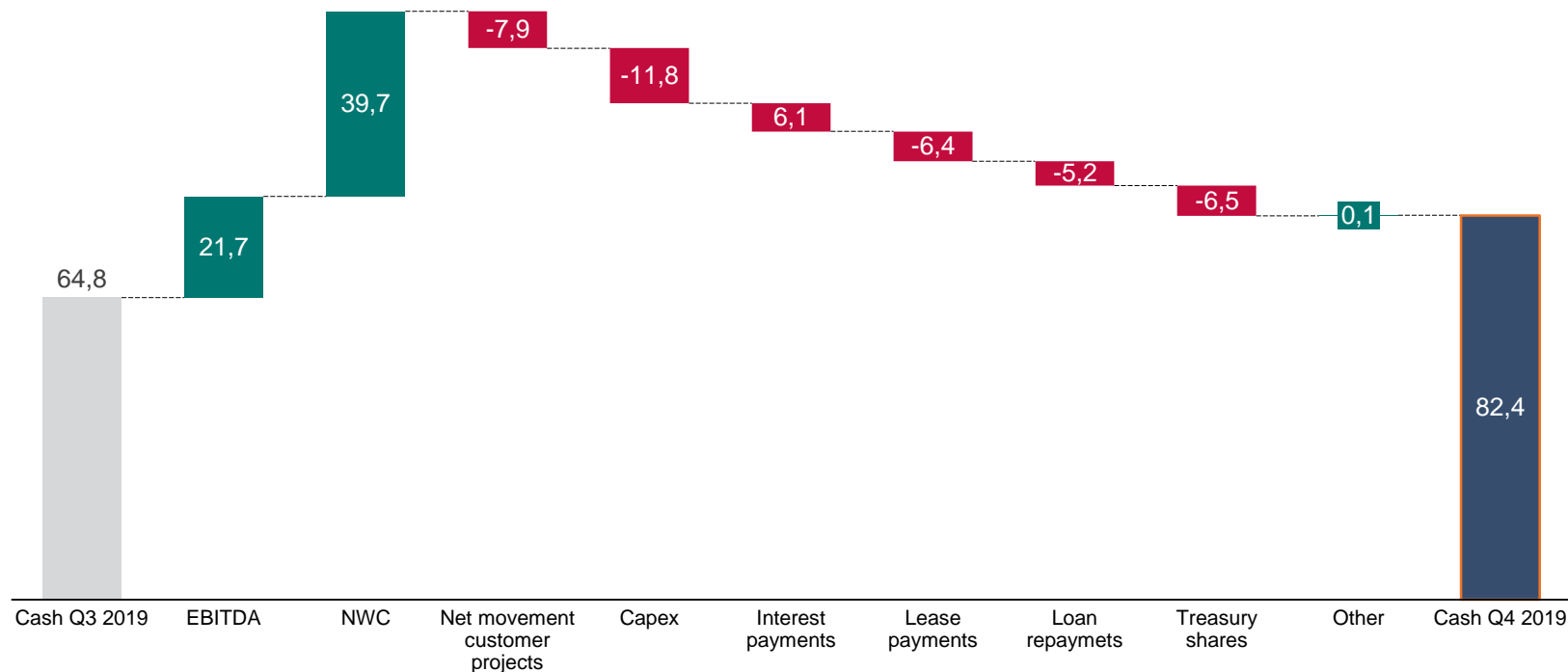
Condensed Profit and Loss

(NOK 1 000)	2019 Oct-Dec	2018 Oct-Dec	2019 Jan-Dec	2018 Jan-Dec
Revenue	206 235	194 153	776 807	745 434
License costs	23 911	18 636	67 981	60 492
Personell expenses	117 158	104 258	438 403	426 623
Other operating expenses	44 418	45 259	166 887	177 823
Amortization implementation costs customer projects	8 844	9 010	36 602	35 947
Depreciation, amortization and impairments	13 325	6 968	52 684	27 209
EBIT	(1 420)	10 021	14 250	17 339
Adjustment items	6 538	2 470	16 149	10 552
Adjusted EBIT*	5 118	12 491	30 399	27 891
Net financial income/(expense)	(2 971)	(19 256)	(24 642)	(21 501)
Profit/(loss) before tax	(4 391)	(9 235)	(10 391)	(4 161)
Income tax expense	3 067	5 010	5 366	2 888
Profit/(loss) for the period	(1 323)	(4 225)	(5 025)	(1 273)
Basic earnings per share (NOK)	-0,07	-0,21	-0,25	-0,06

- All time high revenue for the quarter and full-year
- Personnel costs negatively impacted by restructuring process – reduction of 52 FTEs going into Q1 2020
- Other operating expenses vs. 2018 impacted by IFRS 16 (~NOK 22 million moved to depreciation for 2019)
- EBIT for the quarter negatively impacted by timing of expenses (e.g. NOK 4m bonus reversal in Q4 2018) and restructuring process – also impacting EBIT for the full year

* Items excluded from adjusted EBIT Q4 2019: restructuring costs (NOK 3.2m), share based payments (NOK 0.7m) and amortization of excess values on acquisitions (NOK 2.6m)

Significant positive cash flow during the quarter (NOKm)



- Operating cash flow for quarter of NOK 48.2m – increased in trade payables (year low end-Sep.) and a reduction in receivables contributed to the positive cash flow
- Capex of NOK 11.8m mainly related to internal development projects (partly a reclassification from prior periods)
- Purchases of own shares of NOK 6.5m during the quarter
- Year-end cash balance of NOK 82.4m

Condensed Balance Sheet

(NOK 1 000)	2019 31. Dec	2018 31. Dec
Fixed and intangible assets	350 364	330 252
Trade accounts receivable	148 596	158 118
Customer projects assets	92 628	97 272
Cash and cash equivalents	82 448	107 844
Other assets	30 922	32 121
Total assets	704 958	725 607
Equity	107 318	108 905
Interest-bearing loans and borrowings	369 058	378 430
Lease liabilities	35 635	-
Customer projects liabilities	51 920	64 284
Other liabilities	141 027	173 988
Total equity and liabilities	704 958	725 607

- Cash and cash equivalents of NOK 82.5 million, up by NOK 17.6 million from previous quarter
- Only minor net movements in customer projects (NOK 3.9 million)
- Lease liabilities relate to right-of-use assets (IFRS 16)
- Net interest-bearing debt of NOK 286.6 million, reduced by NOK 24.4 million from previous quarter

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Market update and outlook

Grow2020 to focus on utilizing the scale of Zalaris' Sustainable Business Model

1

Diversified business model with blue-chip client base

Zalaris is present in 12 countries and offers expertise in local laws and regulations in the local language

Low reliance on single clients and clients are distributed amongst most sectors

2

Attractive and growing market proven to be resilient over time

Significant growth expected in markets Zalaris is present in

Trends in the market are supportive of Zalaris continued growth

3

Regional HRO leader

Uniquely positioned towards multinational companies with a sustainable competitive advantage

Offering of one technology platform that works efficiently cross-border

4

High degree of recurring and contracted revenues

Long-term contracts with an average duration of 5 years. Large number extended with new 5-year terms during the last 18 months

Low churn rate between 1.5-2% and recurring revenue > 80%

5

Clear value proposition with substantial upsell potential

Clients save on average 20-30% when outsourcing to Zalaris

Clear upsell potential, both in services and cross-boarders

6

19 year of uninterrupted growth with scalable business model in market with organic and non-organic growth opportunities

7

Highly experienced management team and committed owners

The CEO is the founder of Zalaris and the second largest owner

Management team and board of directors with significant experience within the sector

Market update and outlook

Our goal for 2020 is besting ourselves by staying close to our values of Aiming high, Teamwork and Endurance – and to deliver on our stakeholders' expectations

- Grow2020 - delivering on our expectations of continuing 19 years of uninterrupted growth
- Utilizing the scalability of our proven Payroll SaaS and HR Outsourcing models successfully into Central Europe and UK/Ireland for growth in Managed Services
- Operating Professional Services as a global business unit and further develop the potential of our solid partnership with SAP
- Creating more Net Promoting Customers and Employees
- Continue improving margins through increased productivity, simplification, automation and utilization of our near- and offshore assets
- The market for HR solutions and Technology is more buoyant than ever and Zalaris is perfectly positioned to capitalize on our position as a European leader in the space

We open for questions

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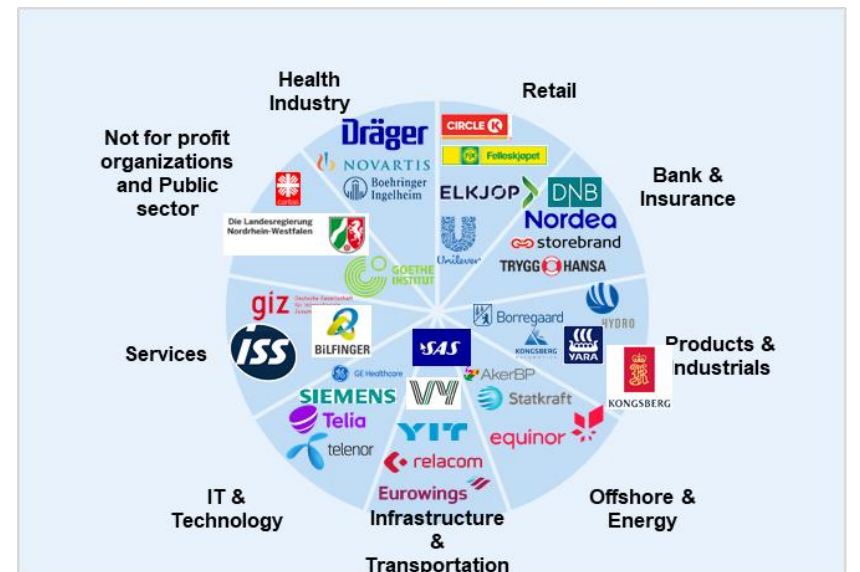
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Zalaris employees

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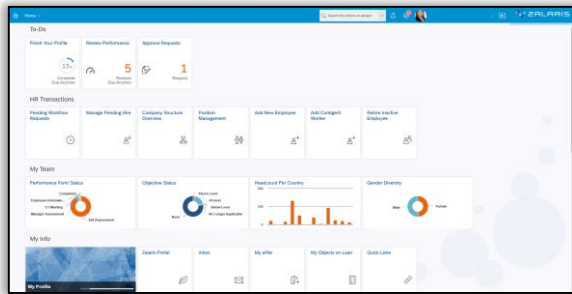
Diversified blue-chip client base



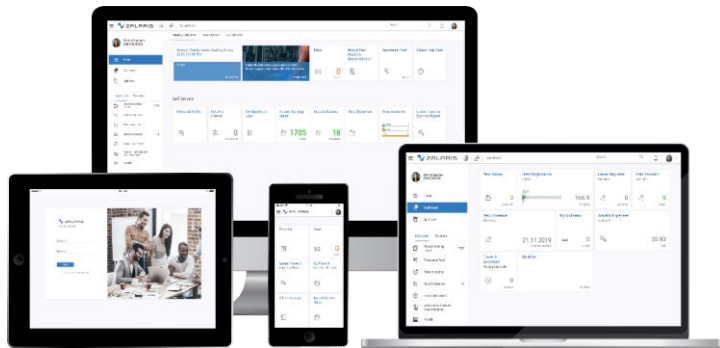
Appendix

Zalaris own implementation of Next Generation Human Capital Management is an example what we can do for customers

SuccessFactors Employee Central



Zalaris Next Gen Payroll, Time and Travel powered by SAP



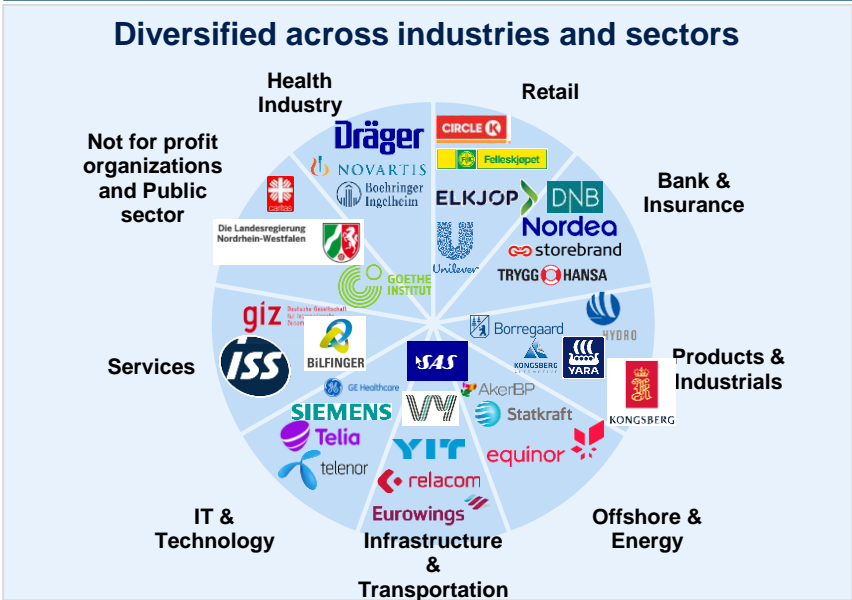
- **Fully integrated solution** combining the power of **SuccessFactors Employee Central** and **Zalaris Payroll, Time and Travel** – powered by SAP
- **Big bang rollout covering ten countries** including Nordics, Baltics, Poland, Germany, UK, Ireland and India
- **Enhanced Quality and Efficiency** through eFile, Help Desk solution, Payroll Control Center, Payment solution supporting On-Demand payments, Robotized processes and Intelligent Automation (Chatbots)
- **Mobile solution** supporting all processes on the go

Sustainable business model

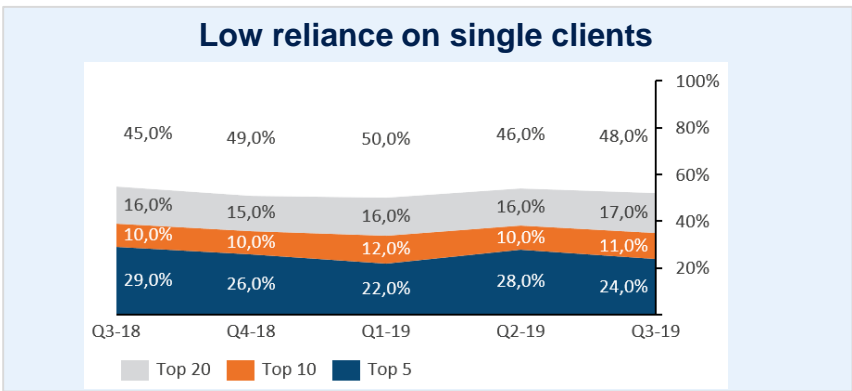


Diversified business model with blue-chip client base

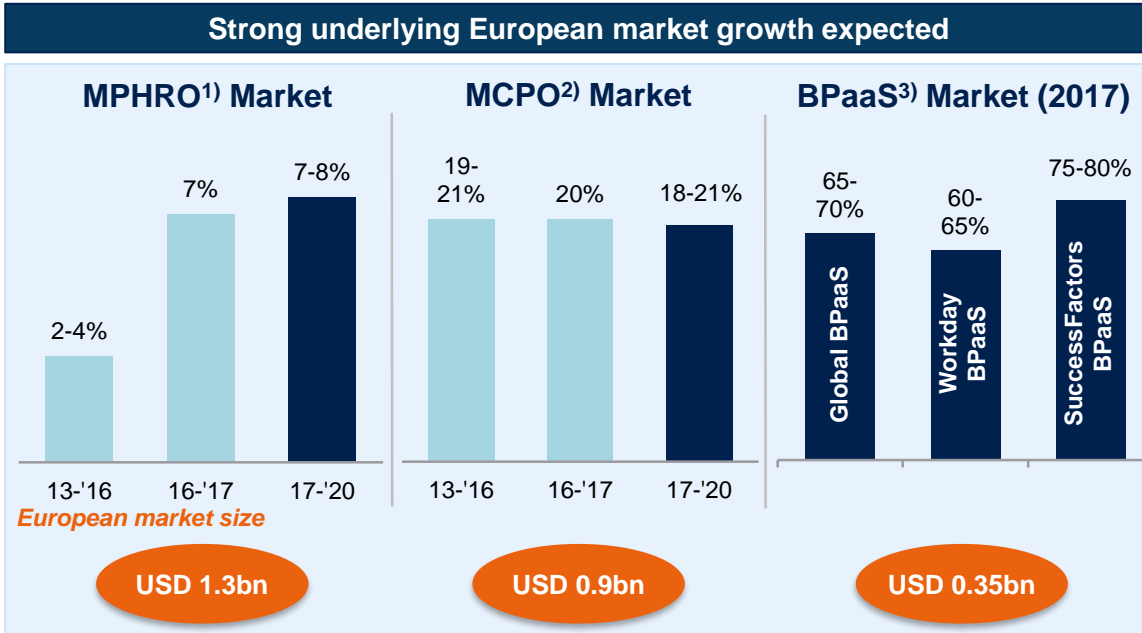
Diversified blue-chip client base... ...relying on Zalaris' local knowledge and presence



Zalaris is present in 12 countries and offers expertise in local laws and regulations in the local language



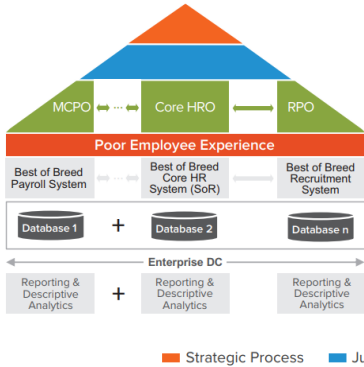
Attractive and growing market proven to be resilient over time



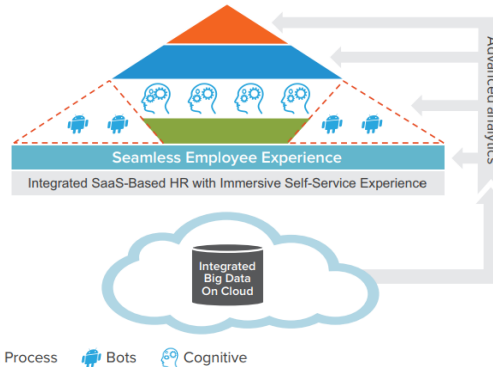
Key market trend

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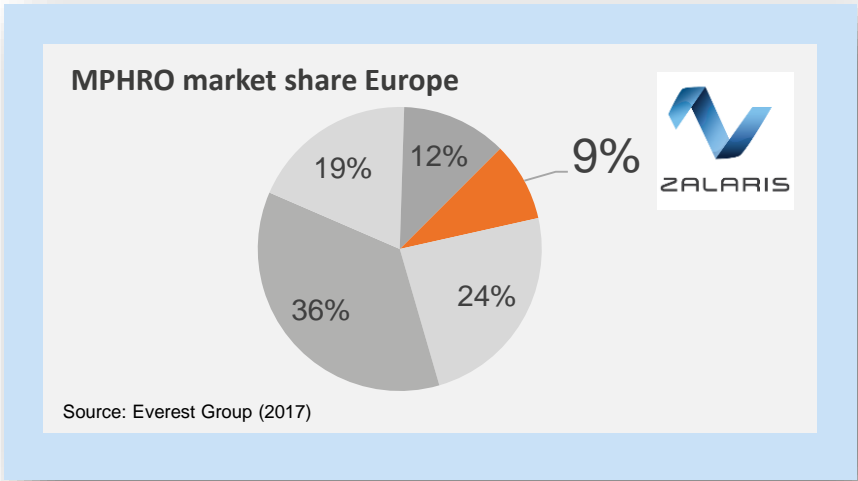
Traditional HR Model



Next-Gen HR Model



Everest estimates Zalaris to have approximately 9% of the number of HRO deals in the European Multi-process HR market



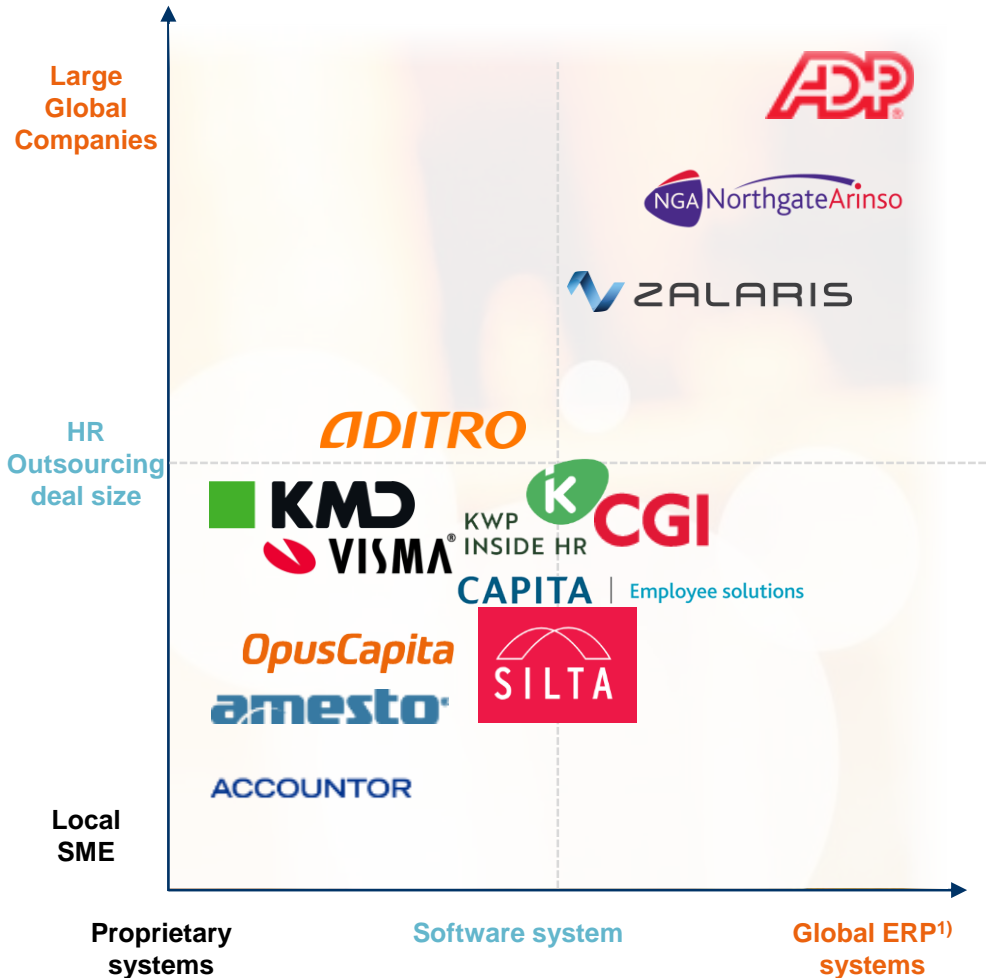
- Multi-process human resources outsourcing (MPHRO) market growth 6-7%
- Zalaris with a strong footprint in North and Central Europe with 9 % share of the European market
- Strong demand for products and services within SuccessFactors
- More than 50'000 SAP HCM on premise installations worldwide that are target for conversion for cloud based solutions
- The future of HR outsourcing models have digital pillars such as Cloud and Mobile-based solutions

3

Regional HRO leader

Uniquely positioned towards multinational companies...

...with a sustainable competitive advantage



✓ Local language and culture knowledge through presence with business support centers in all end-user markets

✓ Offering of one technology platform that works efficiently cross-boarder

✓ Proven scale with more than 280k employees on the Zalaris platform and proven near- and offshore platform/development

✓ Offering of a "one-stop-shop" for all BPO services

Recognized by market participants

	Neptune Software Global Innovation Award (2017)	SAP Nordic innovation partner 2012 and 2013
	Everest Group Star Performer (2016)	NelsonHall Cited as a market leader (2017)

Analysts as Nelson Hall positions Zalaris as a Leader in Cloud based HR Services



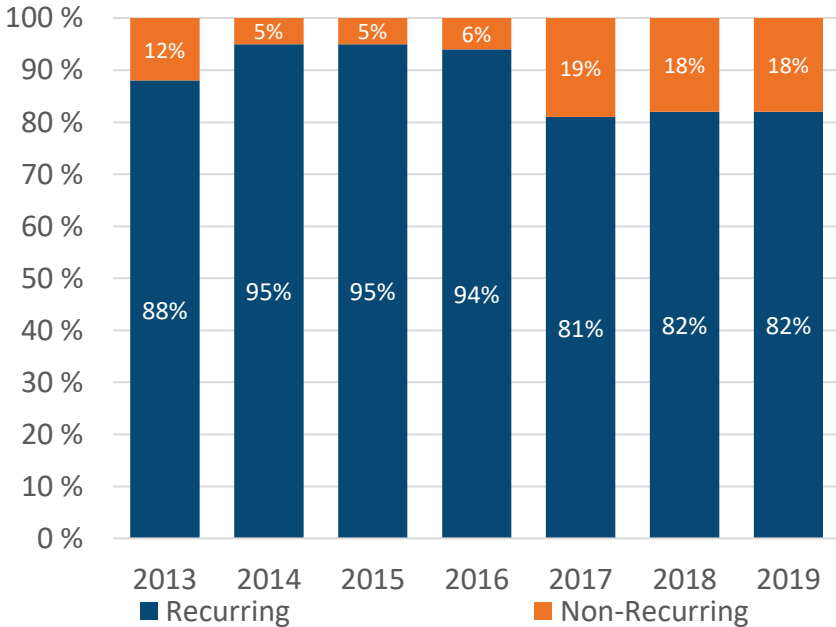
“As organizations adopt cloud HR technology, HR BPaaS capabilities necessarily become increasingly important along with corresponding cloud services. Zalaris has established itself as a leader for HR BPaaS services, especially in the Nordics, due to its strong partnership with SAP and SuccessFactors coupled with its payroll and transactional HR administration support.”

- Amy Gurchensky, NelsonHall

Source: Nelson Hall, NEAT

High degree of recurring and contracted revenues...

Recurring revenues with low churn



Long agreements - Low churn

- “Sticky” service – substantial costs related to change of vendor
- Maximum churn in any year to date is 5%
- Long term agreements with initial duration normally 5 years

1.5 – 3%
average churn
per annum

Recently new or extended customer agreements



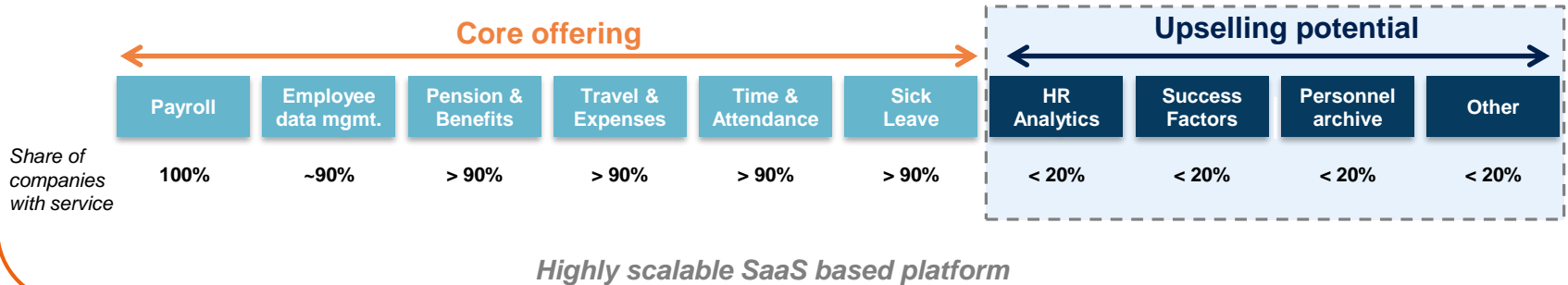
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Appendix

...with substantial upsell potential for additional services and across geographies

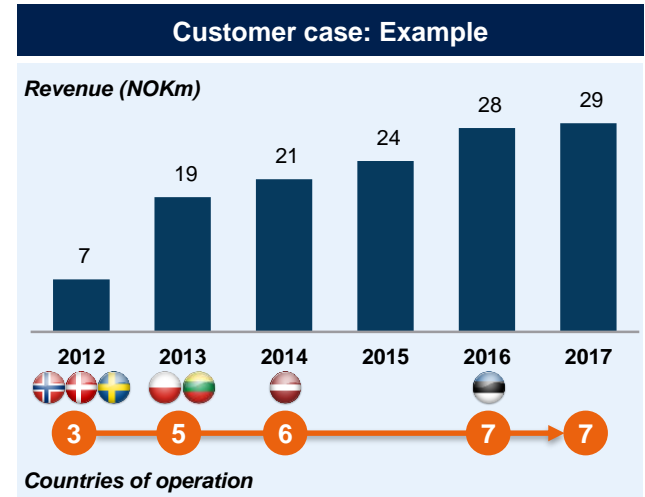
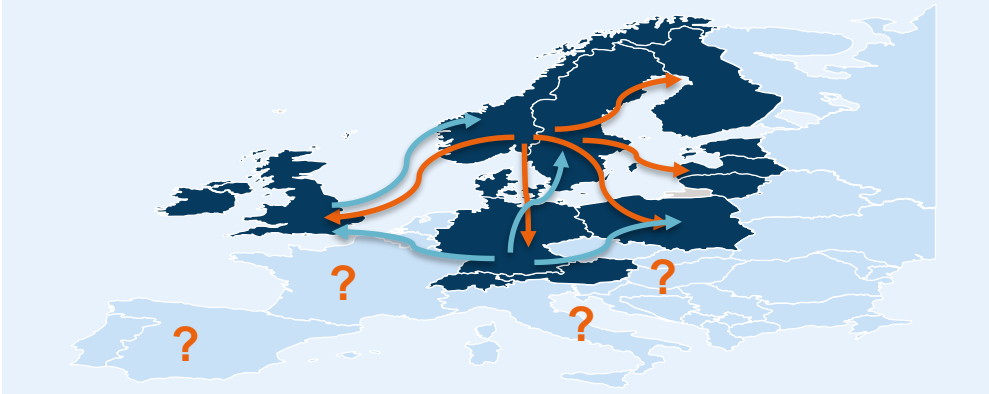
I

Clearly identified upsell potential of high margin additional services to 50% of annual contract value in the current client base



II

Significant potential to grow with existing and new clients cross borders



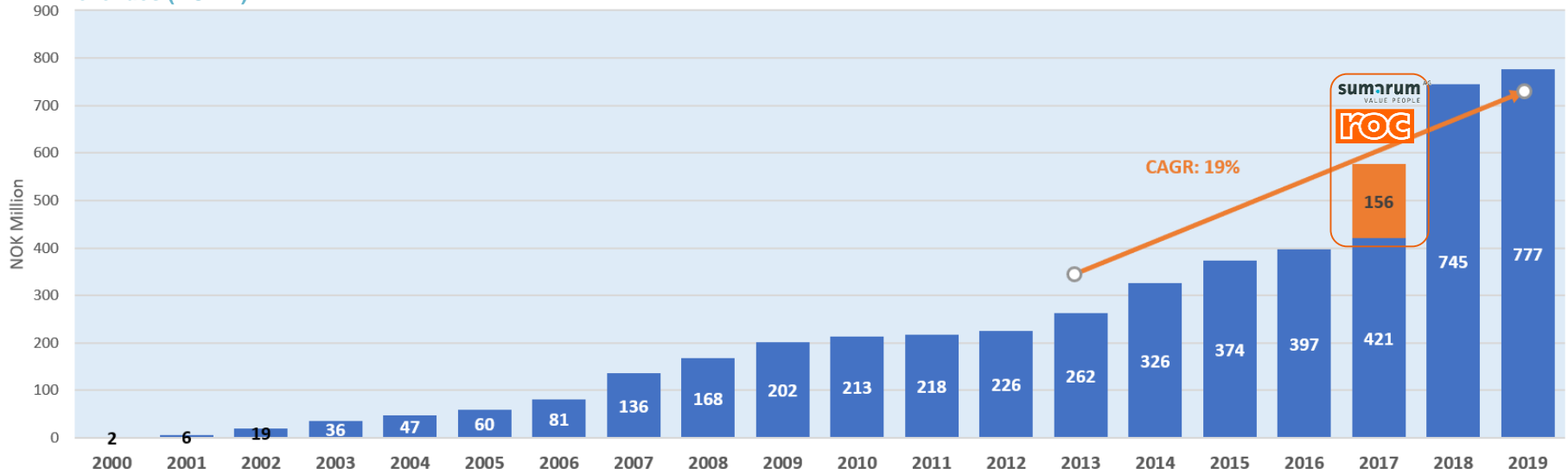
19 years of uninterrupted growth – to be continued



Nordea



Selected major contracts won Revenues (NOKM)



Significant events

- Founded by current CEO
- Became SAP Partner
Launched first cloud-based solution
First large agreement
- Finnish service center
Zalaris Consulting in Norway
- Established Zalaris Consulting in Sweden
- Established operations to near-shore in Latvia and offshore in India
Designated SAP BPO partner
- Consulting division reaches 40 professionals
- Enters Poland, Estonia and Lithuania
- Listed on Oslo Stock Exchange
- Reached 200k employees served per month
- Acquired sumarum and ROC
- Successful launch of first BPO customer in UK
- Rebranding of acquisitions complete

Highly experienced management team...

Management team



Hans-Petter Mellerud
Founder & CEO

Prior to his founding of Zalaris, Hans-Petter was a partner with Accenture, where he was responsible for business development in the company's Nordic Outsourcing Unit. His educational background includes an MBA from IMD, Lausanne, Switzerland, and a BSc, magna cum laude, as well as a MSc, cum laude, in Computer Science from The University of Tulsa, USA



Gunnar Manum
CFO

Manum joined Zalaris in January, 2020, and previously held the position as CFO of Vistin Pharma ASA. He has extensive experience as CFO for publicly listed companies, and has previously held the position as CFO at Clavis Pharma ASA and Weifa ASA (now Karo Pharma ASA). Prior to that he was a senior advisor at Handelsbanken Capital Markets, Corporate Finance, for eight years, and has been an auditor at PwC. Manum holds a MCom in Finance and Accounting from the University of New South Wales, Sydney.



Halvor Leirvåg
CTO

Halvor joined Zalaris in 2006 as a developer in Zalaris Consulting. He was responsible for establishing Zalaris integration platform based on SAP PI. He was appointed CTO in 2011. Prior to joining Zalaris, He held positions at Hewlett-Packard and the Swedish IT consultancy WM-data. Halvor has a Master's of Information Technology from Queensland University of Technology in Brisbane, Australia



Øyvind Reiten
Executive VP Sales

Before being appointed Vice President of business development in 2012, Øyvind held several positions within product development, key account management and new business and sales. He has extensive experience working with new business opportunities and negotiations across the Nordic and Central Eastern European region. Øyvind holds a bachelor's degree in Business & Economics at the Norwegian School of Management



Harald Goetsch
Executive VP Central Europe

Prior to founding of sumarum AG, Harald was an Associate Partner with Accenture, where he was responsible for the German outsourcing unit Accenture Services for HR. Prior to Accenture, Harald focused on outsourcing-related business issues in companies like NorthgateArinso Germany and Computer Sciences Corporation. He holds a Diploma Degree in economics and technical economics of the Offenburg University of applied sciences.



Will Jackson
Executive VP UK/IRL

Will was previously a Director within the ROC Group prior to the acquisition by Zalaris ASA. Will has predominantly focused his career in HRIT having previously worked across multiple continents and geographies within industries such as Oil and Gas, Public Sector, Manufacturing, Healthcare, Distribution and Technology.



Balakrishnan Narayanan
Executive VP APAC

Bala has headed Zalaris' offshore center in India from its inception in 2015 and has been instrumental in the growth and expansion of Zalaris India. Bala has more than 13 years of experience in the HR Operations industry and has worked with some of the top corporate in India and around the world including Fidelity Investments, Tata Consultancy Services, IBM Business Services and Wipro



Richard E. Schiørn
Executive VP Managed Services

Richard joined the company in September 2015 after nearly 20 years in Accenture with experience from technology, consulting and outsourcing business. In Accenture he held a Managing Director/Partner position in the business unit Communication, Media and Technology. He holds a Master's degree in Industrial Economy and Labour Science/Technology at the Norwegian University of Science and Technology (NTH/NTNU)



Hilde Karlsmyr
Chief Human Resources Officer

Hilde joined the company in September 2018. Hilde has more than 10 years of Executive Human Resource Management experience, last as Chief HR Officer at Steen & Strøm ASA and before that as HR Director at REMA 1000. Hilde's experience also includes 10 years as Executive Search consultant with Korn/Ferry International and previous sales and marketing management. Hilde holds a Master of Business and Marketing from BI Norwegian business School and a Master Program in both Human Resource Management and Labour Law



Sami Seikkula
Executive VP Northern Europe

Prior to starting in Zalaris, Sami has been ramping up businesses within software sales, finance, accounting & payroll outsourcing services. He has also gained experience from M&A, heading acquisition processes and integration projects in Norway, Germany, the Baltics and Poland. Sami holds a MSc in Engineering with a major in Industrial Engineering and Management from the Technical University of Tampere.

TOP 20 Shareholders as of 24.01.2020

Rank	Holding	Stake	Name	Citizenship	Type of account
1	3 091 482	15,36%	NORWEGIAN RETAIL AS	Norway	Ordinary
2	2 635 352	13,10%	Skandinaviska Enskilda Banken AB	Sweden	Nominee
3	1 794 939	8,92%	HANDELSBANKEN Nordiska Smabolag	Sweden	Ordinary
4	1 349 533	6,71%	PROTECTOR FORSIKRING ASA	Norway	Ordinary
5	1 039 887	5,17%	STRAWBERRY CAPITAL AS	Norway	Ordinary
6	795 508	3,95%	VERDIPAPIRFONDET NORDEA KAPITAL	Norway	Ordinary
7	795 255	3,95%	ATHANASE	Cayman Islands	Ordinary
8	755 973	3,76%	Commerzbank Aktiengesellschaft	Germany	Nominee
9	572 230	2,84%	Danske Bank A/S	Denmark	Nominee
10	537 525	2,67%	VESTLAND INVEST AS	Norway	Ordinary
11	505 705	2,51%	VERDIPAPIRFONDET NORDEA AVKASTNING	Norway	Ordinary
12	500 000	2,48%	ZALARIS ASA	Norway	Ordinary
13	368 603	1,83%	J.P. Morgan Bank Luxembourg S.A.	Luxembourg	Nominee
14	366 916	1,82%	VERDIPAPIRFONDET NORDEA NORGE PLUS	Norway	Ordinary
15	303 217	1,51%	NÆRINGSLIVETS HOVEDORGANISASJON	Norway	Ordinary
16	300 212	1,49%	Taconic AS	Norway	Ordinary
17	296 646	1,47%	Avanza Bank AB	Sweden	Nominee
18	295 139	1,47%	UBS Switzerland AG	Switzerland	Nominee
19	225 000	1,12%	A/S Skarv	Norway	Ordinary
20	211 500	1,05%	Lundhs Labradoreksport A/S	Norway	Ordinary
Top20	16 740 622	83,19%			

Board members

**Lars Henriksen (DK)***Chairman of the Board***Liselotte Hägertz Engstam (SE)****Jan Koivurinta (FI)****Adele Bugge Norman Pran (NO)****Jon Erik Haug (NO)****Kenth Eriksson (SE)****Corinna Schaefer (DE)**

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