

**Khanxay Suryadhay
12bis avenue André Malraux
77600 Bussy-Saint-Georges
Chartered accountant
Auditor**

**Auditor's report on the annual accounts
Financial year ending 31st December 2018**

To the sole shareholder
SAS Actian France
27 avenue de l'Opéra
75001 Paris

Opinion

In accordance with the assignment given to us by your general meeting, we have audited the annual accounts of SAS Actian France for the financial year ending 31st December 2018 as appended to this report. We hereby certify that, with respect to French accounting rules and principles, the annual accounts have been properly and honestly compiled and faithfully reflect the result of the operations carried out during the financial year and the company's financial position and assets and liabilities at the end of the year.

Basis for our opinion

Auditing standards

We performed our audit in accordance with the standards of professional practice applicable in France. We consider that the information that we have obtained is sufficient and appropriate to justify our opinion. Our responsibilities according to these standards are set out in the section below entitled "Auditor's responsibilities in relation to the annual accounts audit".

Impartiality

We conducted our audit in accordance with the rules of impartiality applicable to us over the period from 1st January 2018 to the date of issue of our report. In particular, we did not provide any services banned under the auditors' code of professional ethics.

Justification of assessments

Pursuant to the provisions of Articles L823-9 and R823-7 of the Trade Code on the justification of our assessments, we inform you that in our professional judgement the most significant assessments that we have made concern the appropriateness of the accounting principles applied, the reasonableness of the main estimates made and the overall presentation of the accounts. These assessments should be seen in the context of our audit of the annual accounts in their entirety and the formation of our opinion expressed above. We do not express any opinion on any parts of the annual accounts in isolation.

[Initials]

Checking the documents sent to the sole shareholder

We carried out the specific checks laid down by law in accordance with the standards of professional practice applicable in France. We have no comments to make on the accuracy of the information provided in the documents on the financial position and annual accounts sent to the sole shareholder or on the correspondence of this information with the annual accounts.

Responsibilities of management and those in charge of corporate governance in relation to the annual accounts

Management is responsible for drawing up reliable annual accounts in accordance with French accounting rules and principles and for putting in place the internal controls that it considers necessary to draw up annual accounts not containing any significant anomalies arising from either fraud or error. When drawing up the annual accounts, management is responsible for assessing the company's ability to remain a going concern, presenting any necessary information on its status as a going concern in the accounts and applying the going concern accounting convention unless it is proposing to liquidate the company or to wind it up.

The annual accounts were settled by the Chairman.

Auditor's responsibilities in relation to the annual accounts audit

We are responsible for drawing up a report on the annual accounts, with the aim of obtaining a reasonable assurance that they do not contain any significant anomalies taken in their entirety, though "reasonable assurance" does not guarantee that an audit conducted in accordance with the standards of professional practice can systematically detect all significant anomalies arising from fraud or error, i.e. that might reasonably be expected, individually or cumulatively, to influence the economic decisions that users make on the basis of the accounts. As specified by Article L823-10-1 of the Trade Code, our accounts certification remit does not consist in guaranteeing the viability or quality of the management of your company.

Bussy-Saint-Georges, 29th May 2019

[Signature]

Khanxay Suryadhay, auditor

Actian France SAS

Annual accounts

31st December 2018

“Siret” identification number 487 632 044 00045

Ferrières & Co SAS
A firm of chartered accountants
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75008 Paris

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BALANCE SHEET ASSETS

Assets		Financial year ending 31/12/2018 (12)			Financial year ending 31/12/2017 (12)
		Gross	Depreciation and impairment (deducted)	Net	Net
	Subscribed capital, not called up (I)				
Fixed assets	Intangible fixed assets				
	Start-up costs				
	Development expenses				
	Franchises, patents and similar rights				
	Goodwill ¹	2,197		2,197	2,197
	Other intangible fixed assets				
	Advances and down payments				
	Tangible fixed assets				
	Land				
	Buildings				
	Technical facilities, equipment and tools				
	Other tangible fixed assets	11,411	8,614	2,797	859
	Fixed assets in progress				
	Advances and down payments				
	Financial fixed assets				
	Holdings valued using the equity method				
	Other holdings				
	Receivables related to holdings				
	Other capitalised securities				
	Loans				
	Other financial fixed assets	319		319	17,319
	Total II	13,928	8,614	5,314	20,376
Current assets	Stocks and work in progress				
	Raw materials and procurements				
	Goods production in progress				
	Service production in progress				
	Intermediate and finished products				
	Goods				
	Advances paid and down payments made on orders				
	Receivables³				
	Customers and related accounts	2,111,027	22,226	2,088,802	1,027,104
	Other receivables	23,770		23,770	169,142
	Subscribed capital called up, unpaid				
	Investment securities				17,168
	Available assets	240,100		240,100	2,186,546
	Expenses recorded in advance ³	1,637,299		1,637,299	6,369
	Total III	4,012,196	22,226	3,989,970	3,406,328
Equalisation accounts	Loan issue expenses to be spread over several years (IV)				
	Bond redemption premiums (V)				
	Conversion difference – assets (VI)				329
	Grand total (I+II+III+IV+V+VI)	4,026,124	30,840	3,995,284	3,427,033

1) Including leasehold right

2) Including amount due within one year

3) Including amount due after more than one year

BALANCE SHEET LIABILITIES

Liabilities		Financial year ending 31/12/2018 (12)	Financial year ending 31/12/2017 (12)
Equity	Capital (including paid-up: 37,000) Issue, merger and contribution premiums Revaluation differences	37,000	37,000
	Reserves		
	Statutory reserve	3,700	3,700
	Reserves stipulated in the articles of association and contractual reserves		
	Regulated reserves	172,066	645,570
	Other reserves		
	Amount carried forward		
	50,922	172,066	
	Annual result (profit or loss)		
	Investment subsidies Regulated provisions		
	263,689	858,336	
Other own funds	Income from equity issues Conditional advances		
	Total II		
Provisions	Provisions for risks Provisions for costs		
	Total III		
Debts ¹	Financial debts		
	Convertible bond loans		
	Other debenture loans		
	Bank borrowings		
	Bank overdrafts		
	Borrowings and miscellaneous financial debts	1,048,728	537,930
	Advances and down payments received for current orders		
	Operating debts		
	Supplier debts and related accounts	6,904	75,805
	Tax and national insurance debts	552,368	358,775
	Debts on fixed assets and related accounts		
	Other debts		
	Income recorded in advance ¹	2,123,239	1,596,182
	Total IV	3,731,238	2,568,691
Equalisation accounts	Conversion differences – liabilities (V)	358	5
	Grand total (I+II+III+IV+V)	3,995,284	3,427,033
	1) Including amount due within one year	3,731,238	2,568,691

INCOME STATEMENT

	Financial year ending 31/12/2018 (12)			Financial year ending 31/12/2017 (12)
	France	Exports	Total	
Operating income¹				
Sales of goods				
Sold production of goods	1,411,850	769,139	2,180,989	2,533,323
Sold production of services	523,957		523,957	543,450
Net turnover	1,935,807	769,139	2,704,946	3,076,773
Stored production				
Capitalised production				
Operating subsidies				
Write-backs of impairment, provisions and depreciation; expense transfers				189,143
Other income			5	13,997
Total operating income (I)			2,704,951	3,279,913
Operating expenses²				
Goods purchases				
Stock variation (goods)				
Purchases of raw materials and other procurements				
Stock variation (raw materials and other procurements)				
Other external purchases and expenses*			1,916,769	2,012,297
Taxes, levies and equivalent payments			7,544	41,698
Wages and salaries			487,319	832,904
National insurance contributions			227,688	301,825
Allocations for depreciation and impairment				
- for fixed assets: allocations for depreciation			809	2,958
- for fixed assets: allocations for impairment				
- for current assets: allocations for impairment				
- allocations for provisions				
Other expenses			1,774	57
Total operating expenses (II)			2,641,903	3,191,739
1. Operating result (I-II)			63,048	88,174
Shares of results of joint operations				
Profit accruing or loss transferred (III)				
Loss borne or profit transferred (IV)				

1) Including income pertaining to previous years

2) Including expenses pertaining to previous years

INCOME STATEMENT

	Financial year ending 31/12/2018 (12)	Financial year ending 31/12/2017 (12)
Financial income		
Financial income from holdings ³		
Income from other securities and fixed asset receivables ³		
Other interest and similar income ³	293	
Write-backs of impairment and provisions; expense transfers		
Positive currency differences		
Net income from sales of investment securities		
Total V	293	
Financial charges		
Allocations for depreciation, impairment and provisions		
Interest and similar charges ⁴	43	60
Negative currency differences		
Net expenses for sales of investment securities		
Total VI	43	60
2. Financial result (V-VI)	250	60
3. Pre-tax result before exceptional items (I-II+III-IV+V-VI)	63,298	88,114
Exceptional income		
Exceptional income from management operations		116,960
Exceptional income from capital operations		
Write-backs of impairment and provisions; expense transfers		
Total VII		116,960
Exceptional expenses		
Exceptional expenses for management operations		933
Exceptional expenses for capital operations	215	32,074
Allocations for depreciation, impairment and provisions		
Total VIII	215	33,007
4. Exceptional result (VII-VIII)	215	83,953
Employee profit-sharing (IX)		
Corporation tax (X)	12,161	
Total income (I+III+V+VII)	2,705,244	3,396,872
Total expenses (II+IV+VI+VIII+IX+X)	2,654,322	3,224,806
5. Profit / Loss (total income - total expenses)	50,922	172,066
* Including: Equipment leasing fees Property leasing fees		
3) Including income concerning affiliated companies	293	
4) Including interest concerning affiliated companies		

NOTES ON THE ACCOUNTS

Financial year from 1st January to 31st December 2018

Notes on the balance sheet, before allocation of the result for the financial year, totalling €3,995,283.88, and on the annual income statement, presented in list form, showing turnover of €2,704,945.60 and a profit of €0,922.42.

The financial year lasted twelve months, covering the period from 1st January to 31st December 2018.

The notes and tables presented below form an integral part of the annual accounts.

Characteristic events during the year

The Actian group was acquired by the Indian company HCL Technologies in July 2018.

Significant events after the end of the financial year

The company is undergoing an audit by the Urssaf (national insurance and family allowance contributions collection agency) that began on 7th February 2019.

Accounting rules and methods (French accounting guidelines, Article 831-1/1)

Principles and general conventions

The 2018 annual accounts have been drawn up and presented in accordance with accounting rules and in line with the principles laid down by Articles 121-1 to 121-5 and following of the French accounting guidelines issued in 2016. The normal accounting conventions have been applied in line with the principle of prudence according to the following basic hypotheses: going concern, use of the same accounting methods from one financial year to the next and independence of financial years.

The basic method used to value the items recorded in the accounts is the historical cost method.

Accounting conventions have been applied in accordance with the Trade Code, the Accounting Decree of 29th November 1983 and ANC (accounting standards authority) Regulation 2018-01 of 20th April 2018 concerning the rewriting of the French accounting guidelines applicable at the end of the financial year.

Income recognition

The company's business is marketing software applications. Turnover is recorded once the software user licence is transferred and activated electronically.

Permanence of methods

The valuation methods used for the 2018 financial year were no different from the previous year.

NOTES ON THE ACCOUNTS

Financial year from 1st January to 31st December 2018

Additional information on the balance sheet**Statement of fixed assets**

	Gross value at the start of the year	Increases	
		Revaluations	Acquisitions
Other intangible fixed asset accounts Total	2,197		
Office equipment, IT hardware and furniture	10,598		2,962
Total	10,598		2,962
Loans and other financial fixed assets	17,319		
Total	17,319		
Grand total	30,115		2,962

	Reductions		Gross value at the end of the year	Year-end revaluation of the initial value
	Account transfers	Disposals		
Other intangible fixed assets Total			2,197	
Office equipment, IT hardware and furniture		2,148	11,411	
Total		2,148	11,411	
Loans and other financial fixed assets	17,000	0	319	
Total	17,000	0	319	
Grand total	17,000	2,149	13,928	

Depreciation statement

Changes during the year	Initial value	Allocations during the year	Reductions / write-backs	Final value
Office equipment, IT hardware and furniture	9,739	809	1,934	8,614
Total	9,739	809	1,934	8,614
Grand total	9,739	809	1,934	8,614

Breakdown of allocations during the year	Straight-line depreciation	Reducing balance depreciation	Exceptional depreciation	Discretionary depreciation	
				Allocations	Write-backs
Office equipment, IT hardware and furniture	809				
Total	809				
Grand total	809				

Provisions statement

Provisions for impairment	Initial value	Increases / Allocations	Reductions / Amounts used	Reductions / Amounts unused	Final value
For customer accounts	22,226				22,226
Total	22,226				22,226
Grand total	22,226				22,226

Statement of terms of receivables and debts

Statement of receivables	Gross amount	Due within one year	Due after more than one year
Other financial fixed assets	319		319
Doubtful or disputed customer accounts	22,226	22,226	
Other customer receivables	2,088,802	2,088,802	
Taxes on profits	20,048	20,048	
Value added tax	1,356	1,356	
Miscellaneous, state and other public authorities	2,366	2,366	
Expenses recorded in advance	1,637,299	1,637,299	
Total	3,772,415	3,772,096	319

Statement of debts	Gross amount	Due within one year	Due within one to five years	Due after more than five years
Suppliers and related accounts	6,904	6,904		
Personnel and related accounts	126,923	126,923		
National insurance and other welfare agencies	98,260	98,260		
Value added tax	320,542	320,542		
Other taxes, levies and equivalent	6,643	6,643		
	1,048,728	1,048,728		

NOTES ON THE ACCOUNTS

Financial year from 1st January to 31st December 2018

Group and shareholders Income recorded in advance	2,123,239	2,123,239		
Total	3,731,238	3,731,238		

Formation of the share capital (French accounting guidelines, Articles 831-3 & 832-13)

Securities category	Nominal value (€)	Number of securities			
		At the start of the year	Created	Redeemed	At the end of the year
Equity shares	10.0000	3,700			3,700

Other intangible fixed assets (Trade Code, Article R123-186)

Patents, franchises, licences and other intangible fixed assets have been valued at their purchase costs, excluding acquisition expenses.

Valuation of tangible fixed assets

The gross value of tangible fixed assets corresponds to the initial value of the assets taking account of the expenses necessary to make these assets usable but excluding acquisition expenses.

Valuation of depreciation

The following depreciation methods and periods have been applied:

Category	Method	Term
Franchises, patents and licences	Straight-line	One year
Fixtures and fittings	Straight-line	Nine years
Office equipment and IT hardware	Straight-line	Three years
Furniture	Straight-line	Nine years

Valuation of receivables and debts

Receivables and debts have been valued at their nominal values.

Receivables impairment (French accounting guidelines, Article 831-2/3)

A provision for impairment has been made for receivables to take account of any collection problems.

Valuation of investment securities

Investment securities have been valued at their acquisition cost, excluding expenses incurred to acquire them. If a group of securities of the same nature and conferring the same rights has been sold, the value of the securities has been estimated using the FIFO method (first in, first out).

Impairment of securities (French accounting guidelines, Article 831-2/3)

A provision for impairment has been made for investment securities to take account of the:

- average market price in the last month of the financial year in the case of listed securities;
- probable trading value at the end of the year in the case of unlisted securities.

Available assets (€)

Cash in hand and bank liquidities have valued at the nominal value.

NOTES ON THE ACCOUNTS

Financial year from 1st January to 31st December 2018

Expenses payable

Expenses payable included in the following balance sheet items	Amount
Supplier debts and related accounts	1,984
Tax and national insurance debts	183,260
Total	185,244

Expenses and income recorded in advance

Expenses recorded in advance	Amount
Operating expenses	1,637,299
Total	1,637,299
Income recorded in advance	Amount
Operating income	2,123,239
Total	2,123,239

Additional information on the income statement**Average workforce**

(French accounting guidelines, Article 831-3)

	Salaried personnel
Middle managers	3
Total	3

Auditors' fees

The auditors' fees for the statutory audit shown on the annual income statement total €8,095. No consultancy services were invoiced.

Financial commitments and other information**Pension and retirement commitments** (French accounting guidelines, Articles 531-2/9 & 832-13)

Obligations relating to retirement compensation covered by statute or a collective agreement have been valued as of 31st December 2018. Such compensation is recorded under off-balance sheet commitments as calculated at the end of the financial year, taking account of the length of service of the staff and the probability of their remaining with the company until the date of their retirement, based on an actuarial method incorporating hypotheses on changes in salaries, the retirement age and the profitability of long-term investments at the end of the financial year, as follows:

- chosen calculation method: projection;
- 2012-14 mortality table;
- annual discount rate: 1.35%;
- average employer's contribution rate: 46.26%;
- salary growth rate: 2%;
- collective agreement: "Syntech";
- retirement age under the collective agreement: 62 years;
- retirement conditions: initiated by either the employer or the employee.

The commitment calculated at 31st December 2018 totals €168,727.

NOTES ON THE ACCOUNTS

Financial year from 1st January to 31st December 2018

Parent companies consolidating the accounts (French accounting guidelines, Article 831-3)

Corporate name	Form	Capital	Head office
HCL Technologies Limited	Limited company	7,730	Technology Hub, SEZ Plot No. 3A, Sector 126, Noida 201304, India

The parent company's capital is in thousands of crores. HCL Technologies Limited is an Indian company.

Additional information**Exceptional income and expenses** (French accounting guidelines, Article 831-2/13)

Type	Amount	charged to account
Exceptional expenses		
- Book value of sold assets	215	675000
Total	215	