

Annex VI

Unaudited pro forma consolidated financial information: presentation of a complex financial history

Unaudited Pro Forma Consolidated Financial Information Myriad Group 2008

Balance Sheet	Esmertec Group	Purple Labs Group	Pro Forma Adjustments relating to Certoise 2G / 3G / Openwave	Myriad Group Pro-Forma 31/12/2008 IFRS	Pro-Forma Adjustment Acquisition Purple Labs 31/12/2008	Note	Myriad Group Pro-Forma 31/12/2008 IFRS
in USD 1,000	31/12/2008 IFRS	31/12/2008 IFRS		31/12/2008 IFRS	31/12/2008		31/12/2008 IFRS
Assets							
Current assets							
Cash and cash equivalents	3,330	25,982		29,312			29,312
Short-term investments and marketable securities	417	0		417			417
Trade accounts receivable	26,189	9,165		35,354			35,354
Income tax receivable	2	0		2			2
Other receivables	3,375	5,700		9,075			9,075
Other current assets	0	0		0			0
Inventory	1,288	0		1,288			1,288
Prepaid expenses and accrued income	6,667	686	8,053 *	15,406	-715	5	14,691
Total current assets	41,268	41,533	8,053	90,854	-715		90,139
Non-current assets							
Furniture and equipment	1,483	338		1,821			1,821
Intangible assets	55,863	24,682		80,545	63,150	3.4&5	143,695
Long-term investments and other financial assets	3,569	12,214		15,783			15,783
Deferred tax assets	0	0		0			0
Total non-current assets	60,915	37,234	0	98,149	63,150		161,299
Total Assets	102,183	78,767	8,053	189,003	62,435		251,438
Liabilities and equity							
Current liabilities							
Interest-bearing loans and borrowings	5,000	3,617		8,617			8,617
Trade accounts payable	3,890	3,911		7,801			7,801
Income tax payable	2,241	0		2,241			2,241
Prepayments	0	16,191		16,191			16,191
Other payables	3,820	5,890		9,710			9,710
Accrued expenses	10,500	0	12,312 **	22,812	360	5&6	23,172
Deferred revenue	1,841	13,750		15,591			15,591
Total current liabilities	27,292	43,360	12,312	82,964	360		83,324
Non-current liabilities							
Interest-bearing loans and borrowings	1,370	5,344		6,714			6,714
Other long-term liabilities	0	268		268			268
Pension liabilities	2,533	0		2,533			2,533
Long term provisions	0	544		544			544
Deferred tax liabilities	1,085	0		1,085			1,085
Total non-current liabilities	4,988	6,156	0	11,143	0		11,143
Total liabilities	32,280	49,516	12,312	94,107	360		94,467
Shareholders' equity							
Share capital	2,019	775		2,794	1,088		3,882
Share premium	103,335	57,362		160,697	32,102		192,799
Cumulative change in fair value of financial assets	500	-13		487	13		500
Cumulative translation adjustment	-15,559	722		-14,837	-722		-15,559
Accumulated losses	-20,392	-29,595	-4,259 * / **	-54,246	29,595		-24,651
Total equity attributable to equity holders of the parent company	69,903	29,252	-4,259	94,895	62,076	6	156,971
Minority interest	0	0		0	0		0
Total equity	69,903	29,252	-4,259	94,895	62,076		156,971
Total liabilities and equity	102,183	78,767	8,053	189,003	62,435		251,438

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Income Statement	Esmertec Group	Purple Labs Group	Pro Forma Adjustments			Myriad Group Pro-Forma 31/12/2008 IFRS
			Openwave 01.01.-30.06. (Note 3.1)	Certoise 2G 01.01.-31.12. (Note 3.2)	Certoise 3G 01.01.-31.12. (Note 3.3)	
in USD 1,000	31/12/2008 IFRS	31/12/2008 IFRS				
License revenue	22,364	7,822	7,822	-	21,629	59,636
Service revenue	17,656	11,141	6,811	25,038	9,269	69,915
Total revenue	40,020	18,963	14,632	25,038	30,898	129,551
Cost of license revenue	-4,108	-65	-65	0	0	-4,238
Cost of service revenue	-12,594	-9,987	-5,594	-1,455	-6,315	-35,944
Total cost of revenue	-16,702	-10,052	-5,659	-1,455	-6,315	-40,182
Gross profit	23,318	8,911	8,974	23,583	24,583	89,369
Research and development, net of capitalized costs	-3,883	-11,546	-5,708	-16,892	-11,441	-49,470
Amortization of capitalized development costs	-2,896	0	0	0	0	-2,896
Sales and marketing	-9,115	-3,203	-3,204	0	-65	-15,587
Bad debt expense	1,280	-72	-72	0	0	1,136
General and administrative	-8,337	-7,423	-5,610	-3,263	-1,024	-25,657
Amortization of other intangible assets	-2,343	-3,431	-3,250	-4,012	-3,084	-16,120
Impairment of other intangible assets	-491	0	0	0	0	-491
Restructuring expense	0	0	0	0	-917	-917
Other income and expenses, net	0	124	-2,285	0	0	-2,161
Total operating expenses	-25,785	-25,551	-20,129	-24,167	-16,531	-112,163
Profit / (loss) from operations	-2,467	-16,641	-11,155	-584	8,053	-22,794
Financial income	9,720	1,558	1,558	0	0	12,836
Financial expenses	-11,805	-2,036	-2,036	0	0	-15,878
Profit / (loss) before income taxes	-4,552	-17,119	-11,634	-584	8,053	-25,836
Income tax expense	-957	-94	-94	0	0	-1,145
Net profit / (loss)	-5,509	-17,213	-11,728	-584	8,053	-26,981
Pro forma basic and diluted loss per share in USD (Note 7)						-0.67

SELECTED EXPLANATORY NOTES TO THE UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

1. General information

The unaudited pro forma consolidated financial information has been prepared to illustrate the effect of the acquisition of Purple Labs SA ("the Acquisition") by Myriad Group AG (formerly Esmertec AG) and certain other transactions conducted by Myriad Group AG and Purple Labs SA, as if they had occurred on January 1, 2008. The effective date of the Acquisition was April 17, 2009 (date of acquisition of shares).

Based on the resolutions of the extraordinary shareholders meeting of Myriad Group AG (the "Company"), which was held on March 18, 2009, the Company proceeded with the Acquisition and the related capital increase necessary to carry out the Acquisition. As a result of the Acquisition, the Company obtained 1'526,192 shares of Purple Labs SA with a nominal value of EUR 0.37 per share, in exchange for issuing to the selling shareholders of Purple Labs 19'658'132 shares of the Company with a nominal value of CHF 0.10 each.

The total capital increase related to the Acquisition amounted to CHF 79'025'690 (TUSD 74'906), gross of related costs of the issue of the shares. The share capital was increased by CHF 1'965'813.20 (TUSD 1'863), while CHF 77'059'877 (TUSD 73'043) were recognized as share premium. The Acquisition agreement includes an earn-out clause that would provide the selling Purple Labs shareholders up to further 4'368'474 shares of the Company with a nominal value of CHF 0.10 each if specified revenue and gross margin target are met for 2009. The decision whether or not the specific targets are partly or fully met will be taken by the Board of Directors of Myriad. In addition, Purple Labs management option schemes will be converted to 1'457'997 Company options under the existing Company employee

stock option plan. An additional 323'999 Company options will be issued if the earn-out is achieved. At an extraordinary meeting of shareholders on March 18, 2009 the shareholders voted in favor of an increase of the conditional share capital by 1'753'017 shares with a nominal value of CHF 0.10 each representing a nominal share capital of CHF 175,301.70 and an increase of the authorized share capital by 3'838'611 registered shares with a nominal value of CHF 0.10 each representing a nominal share capital of CHF 383,861.10.

Further information about the Acquisition is presented in Chapter 1.4 of the Listing Prospectus.

Based on the available facts and circumstances of the Acquisition and in accordance with the guidance provided by IFRS 3, Myriad Group AG has been determined to be the acquirer, and Purple Labs SA has been determined to be the acquiree. The detailed purchase accounting has not been conducted by the date of this Listing Prospectus (see Note 4). For the purpose of this pro forma consolidated financial information, a notional goodwill has been calculated as the difference between the preliminary purchase price (including contingently issuable shares based on earn-out clause) and the carrying amounts of the acquired assets and liabilities determined in accordance with IFRS as of December 31, 2008 (see Note 5). The ultimate amount of goodwill arising from the Acquisition will deviate from the amount presented in this pro forma consolidated financial information for the following reasons:

- The purchase price will be determined based on the publicly quoted share price of the Company as of the relevant date of the Acquisition, which was April 17, 2009, while the purpose of preparing this pro forma consolidated financial information, the Company's share price at April 15, 2009 (date of preparation of this pro forma consolidated financial information) has been applied;
- the ultimate amount of goodwill will depend on whether or not, and to what extent, a contingent purchase price component will become due; and
- the ultimate amount of goodwill is subject to completion of a detailed purchase price allocation (PPA) to be conducted as of the date of the Acquisition in accordance with IFRS 3. The Company expects to complete the PPA in the 2nd quarter of 2009.

The unaudited pro forma consolidated financial information should further be read in conjunction with financial information contained elsewhere in this Listing Prospectus. The unaudited pro forma consolidated financial information has been prepared solely for illustrative purposes. The pro forma adjustments included herein have been prepared based on management's best estimates and should not be relied upon as being indicative of the Myriad Group's actual consolidated financial position or results.

2. Basis of preparation

The unaudited pro forma consolidated balance sheet and income statement have been prepared based on the audited consolidated financial statements for the year ended December 31, 2008 of:

- Myriad Group AG and
- Purple Labs SA,

both prepared in accordance with IFRS and based on the same or similar accounting policies. There are no transactions between Myriad Group AG and Purple Labs SA, and therefore no elimination of such transactions or amounts receivable or payable between the two groups were necessary.

For the purpose of compiling the pro forma consolidated financial information, the presentation of the balance sheet and income statement of Purple Labs has been amended to comply with the presentation followed by Myriad Group AG in its annual financial statements.

The functional currency of Purple Labs SA, Certoise 2G SAS, Certoise 3G SAS and Open Wave is determined to be EURO and the financial statements were therefore prepared in EURO. For the purpose of these pro forma consolidated financial statements they are translated into USD as follows:

Assets and liabilities	year-end rates
Share capital and equity	year-end rates
Statement of operations	average rates

The following rates were used to translate the financial information of the Group's entities into USD for consolidation purposes:

	Year-end rate	Average rate
EURO	1.4097	1.4712
CHF	0.9473	0.9264

The objective of this pro forma consolidated financial information is to show what the significant effects on the historical financial information might have been had the Acquisition and certain other transactions occurred on January 1, 2008. This pro forma consolidated financial information is not necessarily indicative of actual results of operations or related effects on the financial position that would have been attained, had the Acquisition and other transactions actually occurred on this date. The detailed effects of the Acquisition and other transactions on the pro forma consolidated financial information are set out in Notes 3, 5 and 6.

3. Pro forma adjustments

The following significant pro forma adjustments have been made to the pro forma balance sheet and income statement of the two groups to show what the significant effects on the historical financial information might have been had the acquisition of Purple Labs SA by Myriad Group AG ("the Acquisition") and certain other transactions as set out below occurred on January 1, 2008.

3.1. Open Wave

On June 27, 2008, Purple Labs SA acquired certain business activities of Open Wave, Inc.. Open Wave develops and markets its browser and messaging client technologies. 59 employees were transferred from Open Wave to Purple Labs. For the period from June 27 to December 31, 2008, Open Wave contributed revenues of TUSD 14'632, loss from operations of TUSD 11'155 and a net loss of TUSD 11,728 to the consolidated financial statements of Purple Labs SA.

No financial information is available on the acquired business' historical performance. In order to present the Myriad Group's results of operations as if such business activities had been acquired as of January 1, 2008, the results of operations relating to such business activities for the 6 months from July 1 to December 31, 2008 were extrapolated to a twelve month period. No adjustments were made for any integration or similar costs incurred as a result of the acquisition, since such costs cannot be determined reliably.

3.2. Certoise 2G SAS

As of December 31, 2008, Myriad Group AG acquired Certoise 2G SAS. Certoise 2G SAS produces mobiles' software platforms. From January 1 to March 31, 2009, Certoise 2G SAS generated revenues of TUSD 6,260, a loss from operations (equal to the net loss) of TUSD 146. Certoise 2G SAS did neither incur financial income/expenses nor income taxes. As of April 1, 2009 the company employed 107 employees. Based on an agreement with the former owner of Certoise 2G SAS the company will receive guaranteed revenues of TEUR 17 million each year from 2009 to 2011.

No financial information is available on Certoise 2G SAS's historical performance. In order to present the Myriad Group's results of operations as if Certoise 2G SAS had been acquired as of January 1, 2008, the income statement of the company for the year ended December 31, 2008 was estimated by extrapolating the entity's earnings for the first three months of 2009 to a twelve month period. There were no unusual and/or non-recurring items included in the first quarter of 2009. Further the business of Certoise 2G SAS is not subject to any significant seasonal variations that should be taken into account when extrapolating the first quarter 2009 results.

3.3. Certoise 3G SAS

As of December 31, 2008, Purple Labs SA acquired Certoise 3G SAS. Certoise 3G SAS develops and markets application software for 3G Linux devices based on LiMo Foundation. Certoise 3G SAS employs a total of 120 engineers. From January 1 to March 31, 2009, Certoise 3G SAS generated revenues of TUSD 7,724, a profit from operations (equal to the net result) of TUSD 2,013. The company did neither incur financial income nor financial expenses in the first quarter 2009. As it forms part of a tax group for income tax purposes with Purple Labs SA, its earnings will be compensated by losses encountered by Purple Labs and therefore no income tax charge is included. Based on an agreement with the former owner of Certoise 3G SAS the company will receive guaranteed revenues of TEUR 21 million per year for 2 1/2 years (January 2009 to June 2011).

No financial information is available on Certoise 3G SAS's historical performance. In order to present the Myriad Group's results of operations as if Certoise 3G SAS had been acquired by Purple Labs SA on January 1, 2008, the income statement of Certoise 3G SAS for the year ended December 31, 2008 was estimated by extrapolating the entity's earnings from January 1, to March 31, 2009 to a twelve month period, with the exception of restructuring expenses, which were not extrapolated but included as actually incurred in the first quarter of 2009. Otherwise, the business of Certoise 3G SAS is not subject to any

significant seasonal variations that should be taken into account when extrapolating the first quarter 2009 results.

3.4. Notional goodwill arising from the Acquisition

For the purpose of this pro forma consolidated financial information, a notional goodwill has been calculated as the difference between the preliminary cost of the acquisition of Purple Labs SA by Myriad Group AG (see Note 5) and the carrying amounts of the acquired assets and liabilities determined in accordance with IFRS as of December 31, 2008. The detailed purchase price allocation, including the identification of acquired intangible assets, will be conducted in the 2nd quarter of 2009 with effect from the date of the Acquisition (April 17, 2009).

The resulting amount of goodwill will deviate from the notional goodwill presented in this pro forma consolidated financial information, amortization will be recognized on the acquired intangible assets as from the date of the Acquisition, and other income statement effects will arise from the purchase price allocation, which are not included in this pro forma consolidated financial information.

4. Accounting for the Acquisition

The following is a summary of the accounting for the Acquisition under IFRS 3, as it will apply to the Company's consolidated interim and annual financial statements in 2009:

From a contractual / legal perspective, Myriad Group AG acquired Purple Labs SA by issuing 19'658'132 shares in a capital increase approved by its shareholders on March 18, 2009. Also for accounting purposes, based on the relative sizes of the two groups as of the date of the Acquisition and other relevant facts and circumstances of the Acquisition, Myriad Group AG has been determined to be the acquirer and Purple Labs SA has been identified as the acquiree. In accordance with IFRS 3, the purchase price is determined as the fair value – determined at the date of exchange (April 17, 2009) – of the shares issued by Myriad Group AG. Transaction costs directly attributable to the Acquisition (other than the costs of issuing the Company's shares, which are deducted from equity) are added to the acquisition cost. The contingent purchase price component of up to a further 4'368'474 shares of the Company - if specified revenue and gross margin target are met for 2009 – is recognized as part of the cost of acquisition (and possibly goodwill) when it is considered probable that those targets will be met. The value of such additional shares is determined based on the publicly quoted share price as of the date of exchange. Goodwill is determined as the difference between the total acquisition cost and the fair value of the identifiable assets, liabilities and contingent liabilities acquired, determined as of the date of the Acquisition (so-called purchase price allocation). Goodwill is not amortized but tested for impairment annually.

For the illustrative purpose of this pro forma consolidated financial information, the pro forma acquisition cost has been calculated as the total number of shares to be issued (including the contingently issuable shares) multiplied by a hypothetical share price of CHF 4.02, which was determined based on the Company's publicly quoted share price as of April 15, 2009, plus estimated transaction costs. As mentioned in Note 1, a preliminary, notional goodwill – before any purchase price allocation adjustments – has been calculated as the

difference between the pro forma acquisition cost and the carrying amounts of the acquiree's assets and liabilities as drawn from the acquiree's consolidated balance sheet as of December 31, 2008 prepared in accordance with IFRS.

This treatment deviates from IFRS 3, which requires that the assets, liabilities and contingent liabilities acquired be measured at fair value at the acquisition date. IFRS 3 also requires identifiable intangible assets to be recognized separately from goodwill if their fair value can be measured reliably.

For the illustrative purpose of this pro forma consolidated financial information, no impairment test on the notional goodwill has been performed. An impairment test will be performed by the end of 2009. Depending on the financial development of the acquired business, an impairment of the ultimate goodwill may arise at some date in the future which may have a significant negative impact on the Company's consolidated results of operations and financial position.

5. Pro forma cost of the Acquisition and notional goodwill

The following represents an overview – on a pro forma basis – of the total cost of the Acquisition, the carrying amounts of the acquired net assets of Purple Labs SA determined in accordance with IFRS as at December 31, 2008, and the notional goodwill calculated as the difference between these two elements.

(in USD 000's)	Payment in cash / accrued expense	Exchange of shares / equity	Total
<i>Purchase price</i>			
Shares issued at estimated fair value at the date of exchange (19,658,132 shares at CHF 4.02)		74,906	74,906
Contingently issuable shares at estimated fair value at the date of exchange (4,368,474 shares at CHF 4.02)		16,646	16,646
Estimated directly attributable costs	850	0	850
Total cost	850	91,552	92,402
Net assets of Purple Labs SA as of December 31, 2008, before PPA ¹			29,252
Notional goodwill			63,150

Directly attributable costs have been estimated at TUSD 850 (TCHF 900) and include costs of external advisors and auditors. Thereof TUSD 715 have already been included in prepaid expenses of Esmertec Group as per December 31, 2008 and have been transferred to notional goodwill as part of the pro forma adjustments.

¹ Purchase Price Allocation

The Company also incurred costs related to the capital increase (TUSD 225), which do not form part of the cost of the Acquisition but are deducted from share premium (see Note 6).

6. Pro forma capital increase

The following is a summary of the effect of the capital increase on the Company's consolidated financial position under IFRS, assuming an applicable hypothetical share price of CHF 4.02 determined based on the Company's publicly quoted share price as of April 15, 2009.

The ultimately relevant price of the shares issued to acquire Purple Labs SA is expected to deviate from the estimated share price used in the calculation below. The final price will be based on the fair value (actual market price of the shares issued) at the relevant date(s) of exchange.

	No of shares	Capital increase in TCHF	Capital increase in TUSD
Number of shares issued	19,658,132	79,026	74,906
Number of contingently issuable shares	4,368,474	17,561	16,646
Less: Equity transaction costs		-240	-225
Total capital increase	24,026,606	96,347	91,327
<i>Included in the pro forma balance sheet as follows:</i>			
Share capital (excl. contingently issuable shares*)		1,966	1,863
Share premium		94,621	89,689
Less: Equity transaction costs		-240	-225
Total capital increase		96,347	91,327
Less: Net assets of Purple Labs as per December 31, 2008			-29,252
Pro forma adjustment to the combined shareholders' equity as at December 31, 2008			62,075

* The effect of the contingently issuable shares is included in the cost of the Acquisition and in the share premium based on the assumption that it is more likely than not that the conditions for issuing these shares will be met. At the time these shares are actually issued, a transfer from share premium to share capital will be made in the amount of the par value of the actual number of shares issued.

In the Company's statutory (unconsolidated) accounts prepared in accordance with the Swiss Code of Obligations, the capital increase will be recognized at nominal value. Therefore the share capital will increase by CHF 1,965,813.20. Further the transaction costs will be capitalized and depreciated over 5 years.

7. Pro forma basic and diluted earnings per share (EPS)

Pro forma loss per share was calculated as follows:

December 31, 2008

Pro forma net loss for the year attributable to equity holders of the parent company (in TUSD)	-26,981
Pro forma weighted average number of ordinary shares outstanding during the year (in '000)	40,414
Aggregate number of equivalent ordinary shares for purpose of calculating the pro forma basic and diluted loss per share (in '000)	40,414
Pro forma loss per share (in USD):	
– basic	-0.67
– diluted	-0.67

Due to the fact that the Group incurred net losses in the unaudited pro forma consolidated financial information presented, the potential ordinary shares from options granted to employees as well as from convertible bonds did not have any dilutive effect on the Group's pro forma loss per share.

The pro forma weighted average number of ordinary shares outstanding during the year has been calculated as the total of the weighted average number of ordinary shares outstanding during the year of Esmertec AG as disclosed in its annual report 2008 and the 19'658'132 shares issued in exchange for the Acquisition. The above pro forma loss per share excludes the effect of the up to 4'368'474 contingently issuable shares, which is consistent with their presentation as part of share premium (see Note 6) based on the fact that they have not yet been issued by the date of this Listing Prospectus. If those shares were included in the pro forma loss per share calculation, the pro forma loss per share would amount to USD 0.60.