
Sigma Designs Denmark ApS

Emdrupvej 28B, DK-2100 København Ø

Annual Report for 1 February 2016 - 31 January 2017

CVR No 21 70 70 07

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
14/06 2017

Anders Lavesen
Chairman



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Management's Statement

The Executive and Supervisory Boards have today considered and adopted the Annual Report of Sigma Designs Denmark ApS for the financial year 1 February 2016 - 31 January 2017.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 January 2017 of the Company and of the results of the Company operations for 2016/17.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

København, 14 June 2017

Executive Board

Niels Thybo Johansen

Supervisory Board

Thinh Quy Tran
Chairman

Niels Thybo Johansen

Elias Nadim Nader

Independent Auditor's Report

To the Shareholder of Sigma Designs Denmark ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 January 2017 and of the results of the Company operations for the financial year 1 February 2016 - 31 January 2017 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Sigma Designs Denmark ApS for the financial year 1 February 2016 - 31 January 2017, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financials Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement in Management's Review.

Independent Auditor's Report

Management's Responsibilities for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

Independent Auditor's Report

- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

København, 14 June 2017

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Niels Henrik B. Mikkelsen
State Authorised Public Accountant

James Liang
State Authorised Public Accountant

Company Information

The Company

Sigma Designs Denmark ApS
Emdrupvej 28B
DK-2100 København Ø

CVR No: 21 70 70 07

Financial period: 1 February - 31 January

Incorporated: 11 May 1999

Financial year: 18th financial year

Municipality of reg. office: København

Bestyrelse

Thinh Quy Tran, Chairman
Niels Thybo Johansen
Elias Nadim Nader

Executive Board

Niels Thybo Johansen

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Review

Main activity

Sigma Designs Denmark ApS is a Danish-American company which is active in the home control and energy management market. The Company is supporting the sales and marketing activities for a Z-Wave TM Technology which is developed by its sister company – Sigma Designs Technology Denmark ApS.

The Z-Wave TM technology enables low cost, highly reliable wireless communication between devices such as power outlets, light switches, sensors and alarms, thermostats, AV equipment (TV, Radio, etc), door locks and other similar devices on a layered and interoperable platform.

The Z-Wave TM Technology provides system integrators access to over 1700 products complying with the same standard and with guaranteed interoperability which we believe creates an attractive ecosystem. This makes the Z-Wave TM Technology unique in the home control and energy management market, and a prime candidate to be selected by new service providers entering this emerging space. Because the International Telecommunication Union, or ITU, has developed a new sub 1GHz narrow band wireless standard which is largely based on Z-Wave TM Technology and defines backwards compatibility to the Z-Wave TM standard, and because of the large ecosystem of products based on the Z-Wave TM standard, we believe the Z-Wave TM products will be one of the preferred solutions for telecommunication and multi-service operators.

The Company has established strong customer relationships worldwide with many OEM and ODM which develop Z-Wave TM based products such as power outlets and switches, temperature control devices, garage door openers, RF remote controls and residential gateways.

The Company also works closely with telecommunications carriers to understand their needs in advance of its customer's product development cycle. We intend to leverage our existing position with our partners and customers to identify and secure new market opportunities.

Currently, the Company does not sell products directly to customers, but provides Sales and Customer Support Services for its holding company - Sigma Designs Technology Singapore Pte Ltd. The holding company will reimburse the Company for the operation expenses incurred at a cost plus 5% basis.

Development in the year

The income statement of the Company for 2016/17 shows a profit of TDKK 1,368, and at 31 January 2017 the balance sheet of the Company shows equity of TDKK 16,647.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income Statement 1 February - 31 January

	Note	2016/17 TDKK	2015/16 TDKK
Gross profit/loss		19.994	17.359
Distribution expenses	1	-14.624	-12.763
Administrative expenses	1	-4.397	-3.308
Profit/loss before financial income and expenses		973	1.288
Financial income	2	402	380
Financial expenses	3	-7	-43
Profit/loss before tax		1.368	1.625
Tax on profit/loss for the year		0	0
Net profit/loss for the year		1.368	1.625

Distribution of profit

Proposed distribution of profit

Retained earnings	1.368	1.625
	1.368	1.625

Balance Sheet 31 January

Assets

	Note	2017 TDKK	2016 TDKK
Other fixtures and fittings, tools and equipment		790	880
Leasehold improvements		286	200
Property, plant and equipment	4	1.076	1.080
Other receivables		697	1.172
Fixed asset investments		697	1.172
Fixed assets		1.773	2.252
Receivables from group enterprises		14.997	12.964
Other receivables		586	426
Prepayments		527	407
Receivables		16.110	13.797
Cash at bank and in hand		2.364	2.452
Currents assets		18.474	16.249
Assets		20.247	18.501

Balance Sheet 31 January

Liabilities and equity

	<u>Note</u>	<u>2017</u> TDKK	<u>2016</u> TDKK
Share capital		3.390	3.390
Retained earnings		13.257	11.889
Equity		16.647	15.279
Trade payables		390	529
Payables to group enterprises		440	215
Other payables		2.770	2.478
Short-term debt		3.600	3.222
Debt		3.600	3.222
Liabilities and equity		20.247	18.501
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Statement of Changes in Equity

	Share capital	Retained earnings	Total
	TDKK	TDKK	TDKK
Equity at 1 February	3.390	11.889	15.279
Net profit/loss for the year	0	1.368	1.368
Equity at 31 January	3.390	13.257	16.647

Notes to the Financial Statements

	2016/17 <u>TDKK</u>	2015/16 <u>TDKK</u>
1 Staff		
Wages and Salaries	12.935	10.736
Pensions	219	245
	<u>13.154</u>	<u>10.981</u>
Wages and Salaries and pensions are recognised in the following items:		
Distribution expenses	11.755	10.044
Administrative expenses	1.399	937
	<u>13.154</u>	<u>10.981</u>
Average number of employees	<u>11</u>	<u>9</u>
2 Financial income		
Interest received from group enterprises	391	379
Other financial income	0	1
Exchange gains	11	0
	<u>402</u>	<u>380</u>
3 Financial expenses		
Interest paid to group enterprises	7	6
Other financial expenses	0	15
Exchange loss	0	22
	<u>7</u>	<u>43</u>

Notes to the Financial Statements

4 Property, plant and equipment

	Other fixtures and fittings, tools and equipment <hr/> TDKK	Leasehold improvements <hr/> TDKK
Cost at 1 February	1.317	214
Additions for the year	182	150
Disposals for the year	-95	-7
Cost at 31 January	<hr/> 1.404	<hr/> 357
Impairment losses and depreciation at 1 February	437	14
Depreciation for the year	263	57
Reversal of impairment and depreciation of sold assets	-86	0
Impairment losses and depreciation at 31 January	<hr/> 614	<hr/> 71
Carrying amount at 31 January	<hr/> 790	<hr/> 286

5 Contingent assets, liabilities and other financial obligations

Contingent liabilities

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

The Company has lease commitments regarding the Company's former premises in Copenhagen of DKK 253k as of 31 January 2017 (31 January 2016: DKK 1,263k). The lease contract is irrevocable until April 30 2017.

The Company has lease commitments regarding the Company's present premises of DKK 5.4 mio. (31 January 2016: DKK 6.8)

As of 31 January 2017, the company has an unrecognized tax asset of DKK 18.5 mio. (31 January 2016: DKK 18.7 mio.)

Notes to the Financial Statements

6 Related parties

Basis

Controlling interest

Sigma Designs Technology Singapore PTE. LTD. Main owner

Ownership

The following shareholder is recorded in the Company's register of shareholders as holding at least 5% of the votes or at least 5% of the share capital:

Sigma Design Technology Singapore PTE. LTD. No.8 Marina Boulevard, #05-02, Marina Bay Financial Centre, Tower 1, Singapore 018981.

The Company's ultimate parent company is Sigma Designs Inc. The consolidated financial statements of Sigma Designs Inc can be obtained at Sigma Designs Inc, 47467 Fremont Boulevard, Fremont, CA 94538.

Notes, Accounting Policies

Basis of Preparation

The Annual Report of Sigma Designs Denmark ApS for 2016/17 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

Financial Statements for 2016/17 are presented in TDKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to charged accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Notes, Accounting Policies

Income Statement

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, revenue has not been disclosed in the Annual Report.

Revenue

Revenue regards commission income. Income in the form of commission is recognized in net sales when costs from which commission is received are incurred.

Distribution expenses

Distribution expenses comprise expenses such as salaries to sales and distribution staff, advertising and marketing expenses, expenses for operating vehicles, amortisation and depreciation, etc.

Administrative expenses

Administrative expenses comprise expenses for Management, administrative staff, office expenses, amortisation and depreciation, etc.

Financial income and expenses

Financial income and expenses comprise interest, financial expenses in respect of finance leases, realised and unrealised exchange adjustments, price adjustment of securities as well as extra payments and repayment under the on-account taxation scheme.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Notes, Accounting Policies

Balance Sheet

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	3-5	years
Leasehold improvements	3-5	years

Depreciation period and residual value are reassessed annually.

Assets costing less than DKK 7,000 are expensed in the year of acquisition.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable, and in respect of trade receivables, a general provision is also made based on the Company's experience from previous years.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Notes, Accounting Policies

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

Financial debts

Other debts are measured at amortised cost, substantially corresponding to nominal value.