

# NDS Denmark Holding A/S i Likvidation

Lautrupsgade 7

2100 København Ø


CVR No. 26117615

## Annual Report

1. august 2016 - 31. juli 2017

16. financial year

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 7 December 2017

  
TORBEN WAAGE  
Advokat, LL.M  
KROMANN REJMERT  
SUNDKROGSGADE 5, 2100 KØBENHAVN Ø  
TLF. 70 12 12 11

Torben Waage  
Chairman  
NDS Denmark Holding A/S i Likvidation

**Contents**

|                                   |    |
|-----------------------------------|----|
| Liquidator's Statement.....       | 3  |
| Independent Auditor's Report..... | 4  |
| Company Information.....          | 6  |
| Liquidator's Review.....          | 7  |
| Accounting Policies.....          | 8  |
| Income Statement.....             | 11 |
| Balance Sheet.....                | 12 |
| Notes.....                        | 14 |

**NDS Denmark Holding A/S i Likvidation**

**Liquidator's Statement**

Today, Liquidator has considered and adopted the Annual Report of NDS Denmark Holding A/S i Likvidation for the financial year 1 August 2016 - 31 July 2017.

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

In my opinion, the Financial Statements give a true and fair view of the assets, liabilities and financial position of the Company at 31 July 2017 and of the results of the Company's operations for the financial year 1 August 2016 - 31 July 2017.

In my opinion, the Liquidator's Review includes a true and fair account of the matters addressed in the review.

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

Copenhagen, 7 December 2017



Torben Waage  
Liquidator



## ***Independent Auditor's Report***

To the shareholders of NDS Denmark Holding A/S i Likvidation (in liquidation)

### **Opinion**

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

We have audited the Financial Statements of NDS Denmark Holding A/S i Likvidation (in liquidation) for the financial year 1 August 2016 – 31 July 2017, which comprise income statement, balance sheet 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 rules and requirements applicable in Denmark. We have also fulfilled our other ethical responsibilities in accordance with these rules and 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**

The Liquidator 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 in the audit, or otherwise appears to be materially misstated.

Moreover, we considered whether Management's Review includes the disclosures required by the Danish Financial 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 Statements Act. We did not identify any material misstatement in Management's Review.

### **Liquidator's responsibility for the Financial Statements**

The Liquidator 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 the Liquidator 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, the Liquidator is responsible for assessing the Company's ability to continue as a going concern taking into account the liquidation in progress, disclosing, as applicable, matters related to going concern and using appropriate accounting policies taking into account the liquidation in progress.

### **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 judgement and maintain professional scepticism 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 by the Liquidator and the reasonableness of accounting estimates and related disclosures made by the Liquidator.
- Conclude on the appropriateness of the Liquidator's use of the significant accounting policies 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 taking into account the liquidation in progress. 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 achieves fair presentation.

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.

Hellerup, 7 December 2017

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Jan Boje Andreassen

State Authorised Public Accountant

## **NDS Denmark Holding A/S i Likvidation**

### **Company details**

|                               |  |
|-------------------------------|--|
| <b>Company</b>                | NDS Denmark Holding A/S i Likvidation<br>Lautrupsgade 7<br>2100 København Ø  |
| Telephone                     | 36 93 60 00  |
| CVR No.                       | 26117615   |
| Date of formation             | 18 June 2001   |
| Financial year                | 1 August 2016 - 31 July 2017   |
| <b>Liquidator</b>             | Torben Waage (appointed 6 February 2017)   |
| <b>Administration company</b> | Cisco Systems Danmark ApS  |
| <b>Auditors</b>               | PricewaterhouseCoopers<br>Statsautoriseret Revisionspartnerselskab<br>Strandvejen 44<br>2900 Hellerup<br>CVR-no.: 33771231 |

## **NDS Denmark Holding A/S i Likvidation**

### **Liquidator's Review**

#### **The Company's principal activities**

The Company has ceased trading and entered solvent liquidation on 6 February 2017. In prior years, the principal activities are to develop and integrate iTV services across satellite, terrestrial and cable platforms.

#### **Development in activities and financial matters**

The Company's Income Statement of the financial year 1 August 2016 - 31 July 2017 shows a result of DKK - 1.978.247 and the Balance Sheet at 31 July 2017 a balance sheet total of DKK 22.178.534 and an equity of DKK 22.178.534

#### **Post financial year events**

After the end of the financial year, no events have occurred which may change the financial position of the Company substantially.

#### **Expectations for the future**

The Company is expecting to be fully liquidated within the next fiscal year.

## **NDS Denmark Holding A/S i Likvidation**

### **Accounting Policies**

#### **Reporting Class**

The Annual Report of NDS Denmark Holding A/S i Likvidation for 2016/17 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The Company has also decided to follow the class B and C rules on management's review.

The accounting policies applied remain unchanged from last year.

#### **Reporting currency**

The Annual Report is presented in Danish kroner.

#### **Translation policies**

Transactions in foreign currencies are translated into DKK at the exchange rate prevailing at the date of transaction. Monetary assets and liabilities in foreign currencies are translated into DKK based on the exchange rates prevailing at the balance sheet day. Realised and unrealised foreign exchange gains and losses are included in the Income Statement under Financial Income and Expenses.

### **General Information**

#### **Basis of recognition and measurement**

Income is recognised in the Income Statement as it is earned, including value adjustments of financial assets and liabilities that are measured at fair value or amortised cost. 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 changed 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 accrue 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 attributable to the asset will flow out of the Company, and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the term. Amortised cost is calculated as original cost less repayments and



with the addition/deduction of the accumulated amortisation of the difference between the cost and the nominal amount. This way, exchange losses and gains are allocated over the term.

In connection with recognition and measurement, consideration is given to predictable losses and risks occurring prior to the presentation of the Annual Report, i.e. losses and risks which prove or disprove matters which exist at the balance sheet date.

## **NDS Denmark Holding A/S i Likvidation**

### **Accounting Policies**

#### **Income Statement**

##### **Gross profit/loss**

The Company has decided to aggregate certain items of the Income Statement in accordance with the provisions of Section 32 of the Danish Financial Statements Act.

##### **Financial income and expenses**

Financial income and expenses are recognised in the Income Statement with the amounts that concern the financial year. Financial income and expenses include interest income and expenses, realised and unrealised capital gains and losses regarding debt and foreign currency transactions as well as surcharges and allowances under the tax repayment scheme.

##### **Tax on net profit/loss for the year**

Tax on net profit/loss for the year comprises current tax on expected taxable income of the year and the year's adjustment of deferred tax less the part of the tax of the year that relates to changes in equity. Current and deferred tax regarding changes in equity is recognised directly in equity. The Company and the Danish associates are taxed jointly. The Danish income tax is distributed between profit- and loss-making Danish enterprises in relation to their taxable income (full distribution).

## **NDS Denmark Holding A/S i Likvidation**

### **Accounting Policies**

#### **Balance Sheet**

##### **Equity investments in group enterprises and associates**

Equity investments in group enterprises and associates are measured at cost. Dividends that exceed accumulated earnings of the group enterprise or the associate during the ownership period are treated as a reduction of the cost. If cost exceeds the net realisable value, a write-down to this lower value will be performed.

##### **Receivables**

Receivables are measured at amortised cost which usually corresponds to the nominal value. The value is reduced by write-downs for expected bad debts.

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash.

##### **Equity**

Purchase and sale of treasury shares are recognised in equity under distributable reserves.

##### **Deferred tax**

Deferred tax and the associated adjustments for the year are determined according to the balance-sheet liability method as the tax base of all temporary differences between carrying amounts and the tax bases of assets and liabilities.

Deferred tax assets, including the tax base of tax losses allowed for carryforward, are recognised at the value at which they are expected to be used, either by elimination in tax on future earnings or by set-off against deferred tax liabilities in enterprises within the same legal entity and jurisdiction.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax.

##### **Financial liabilities**

Other liabilities are measured at amortised cost which usually corresponds to the nominal value.

##### **Current tax liabilities**

Current tax liabilities and current tax receivables are recognised in the Balance Sheet as calculated tax on the expected taxable income for the year, adjusted for tax on taxable income for previous years as well as for tax prepaid.

**NDS Denmark Holding A/S i Likvidation**

**Income Statement**

|   | Note | 2016/17<br>Kr.    | 2015/16<br>Kr. |
|---|------|-------------------|----------------|
| <b>Gross Profit</b>                             |      | <b>-136.304</b>   | <b>-37.620</b> |
| Financial expenses                              |      | -1.841.943        | 0              |
| <b>Profit on ordinary activities before tax</b> |      | <b>-1.978.247</b> | <b>-37.620</b> |
| Tax expense on ordinary activities              |      | 0                 | 0              |
| <b>Profit</b>                                   |      | <b>-1.978.247</b> | <b>-37.620</b> |
| Proposed distribution of results                |      | -1.978.247        | -37.620        |
| Liquidation account / retained earnings         |      | <b>-1.978.247</b> | <b>-37.620</b> |

**NDS Denmark Holding A/S i Likvidation**

**Balance Sheet as of 31 July**

|   | Note | 2017<br>Kr.       | 2016<br>Kr.      |
|---|------|-------------------|------------------|
| <b>Assets</b>                               |      |                   |                  |
| Long term investments in group enterprises  | 1    | 0                 | 0                |
| <b>Investments</b>                          |      | <u>0</u>          | <u>0</u>         |
| <b>Fixed Assets</b>                         |      | <u>0</u>          | <u>0</u>         |
| Short term receivables from group companies |      | 21.935.765        | 9.059.409        |
| <b>Receivables</b>                          |      | <u>21.935.765</u> | <u>9.059.409</u> |
| <b>Cash and cash equivalents</b>            |      | <u>242.769</u>    | <u>399.073</u>   |
| <b>Current assets</b>                       |      | <u>22.178.534</u> | <u>9.458.482</u> |
| <b>Assets</b>                               |      | <u>22.178.534</u> | <u>9.458.482</u> |

**NDS Denmark Holding A/S i Likvidation**

**Balance Sheet as of 31 July**

|  | Note | 2017<br>Kr.       | 2016<br>Kr.      |
|--|------|-------------------|------------------|
| <b>Liabilities and equity</b>                                |      |                   |                  |
| Contributed capital  | 2    | 11.839.000        | 11.839.000       |
| Liquidation account / retained earnings                      | 3    | 10.339.534        | -2.400.518       |
| <b>Equity</b>  |      | <b>22.178.534</b> | <b>9.438.482</b> |
| Trade payables   |      | 0                 | 20.000           |
| <b>Short-term liabilities other than provisions</b>          |      | <b>0</b>          | <b>20.000</b>    |
| <b>Liabilities other than provisions within the business</b> |      | <b>0</b>          | <b>20.000</b>    |
| <b>Liabilities and equity</b>                                |      | <b>22.178.534</b> | <b>9.458.482</b> |
| Related parties  | 4    |                   |                  |
| Contingent liabilities                                       | 5    |                   |                  |

## NDS Denmark Holding A/S i Likvidation

### Notes

#### 1. Disclosure in long-term investments in group enterprises and associates

Group enterprises

| Name                             | Registered Office | Shares held in % | Equity<br>Kr.    | Profit<br>Kr. |
|----------------------------------|-------------------|------------------|------------------|---------------|
| NDS Denmark ApS i<br>Likvidation | Copenhagen        | 100,00           | 1.997.155        | -2.843        |
|                                  |                   |                  | <b>1.997.155</b> | <b>-2.843</b> |

**2016/17**  
Kr.

**2015/16**  
Kr.

#### 2. Contributed capital

Balance at the beginning of the year

11.839.000

11.839.000

Balance at the end of the year

**11.839.000**

**11.839.000**

Share Capital of ('000 DKK) 11.839 is distributed on the following classes of shares:

11.839 shares of DKK 1.000.

The share capital has remained unchanged for the last 5 years.

**3. Liquidation account / retained earnings**

|                                       |                   |                  |
|---------------------------------------|-------------------|------------------|
| Balance at the beginning of the year  | -2.400.518        | -2.362.898       |
| Capital contribution                  | 14.718.299        | 0                |
| Additions during the year             | -1.978.247        | -37.620          |
| <b>Balance at the end of the year</b> | <b>10.339.534</b> | <b>2.400.518</b> |

**4. Related parties**

The largest and smallest group, in which these financial statements of the company are consolidated, are those of Cisco Systems Inc. The registered office of Cisco Systems Inc. is 170 West Tasman Drive, San Jose, CA 95134, USA

**5. Contingent liabilities**

The Company is jointly taxed with the other enterprises in the group and are jointly and severally liable for the taxes that concern the joint taxation.

The total amount appears from the annual report of Cisco Systems Denmark ApS, which is the administration company in the joint taxation.