

Mellanox Technologies Denmark Ap

Ledreborg Allé 130 B, 4000 Roskilde
CVR no. 27 37 39 68

Annual report for 2019

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 31.08.20

Nadav Sadan
Dirigent



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The company

Mellanox Technologies Denmark Ap
Ledreborg Allé 130 B
4000 Roskilde
Tel.: 46 30 48 00
Registered office: Roskilde
CVR no.: 27 37 39 68
Financial year: 01.01 - 31.12

Executive Board

Managing Director Nadav Sadan

Board of Directors

Managing Director Nadav Sadan
Ofar Perets
Henning Lysdal
Gideon Rosenberg

Auditors

Beierholm
Statsautoriseret Revisionspartnerselskab

Parent company

Mellanox Technologies UK Ltd, United Kingdom

Statement by the Executive Board and Board of Directors on the annual report

We have on this day presented the annual report for the financial year 01.01.19 - 31.12.19 for Mellanox Technologies Denmark Ap.

The annual report is presented in accordance with Danish Financial Statements Act (Årsregnskabsloven).

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as at 31.12.19 and of the results of the company's activities and cash flows for the financial year 01.01.19 - 31.12.19.

We believe that the management's review includes a fair review of the matters dealt with in the management's review.

The annual report is submitted for adoption by the general meeting.

Roskilde, August 31, 2020

Executive Board

Nadav Sadan
Managing Director

Board of Directors

Nadav Sadan
Chairman

Ofer Perets

Henning Lysdal

Gideon Rosenberg

To the Shareholder of Mellanox Technologies Denmark Ap**Opinion**

We have audited the financial statements of Mellanox Technologies Denmark Ap for the financial year 01.01.19 - 31.12.19, which comprise the income statement, balance sheet, statement of changes in equity, cash flow statement and notes to the financial statements, including a summary of significant accounting policies. The financial statements are prepared in accordance with Danish Financial Statements Act (Årsregnskabsloven).

In our opinion the financial statements give a true and fair view of the company's assets, liabilities and financial position at 31.12.19 and of the results of the company's operations and cash flows for the financial year 01.01.19 - 31.12.19 in accordance with the Danish Financial Statements Act (Årsregnskabsloven).

Basis for conclusion

We conducted our audit in accordance with International Standards on Auditing 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.

Management's responsibility for the financial statements

The Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act. Furthermore the Management is responsible for the internal control as the 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 International Standards on Auditing 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 International Standards on Auditing 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.
- 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.

Statement regarding the 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 Financial Statements Act.

Based on the work we have performed, we conclude that management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Acts. We did not identify any material misstatement of management's review.

Roskilde, August 31, 2020

Beierholm

Statsautoriseret Revisionspartnerselskab
CVR no. 32 89 54 68

Birgit Sode

State Authorized Public Accountant
MNE-no. mne28909

FINANCIAL HIGHLIGHTS**Key figures**

Figures in USD '000	2019	2018	2017	2016	2015
<i>Profit/loss</i>					
Gross profit	12,468	17,026	14,444	11,196	5,713
Operating profit	707	5,751	3,193	814	-1,871
Total net financials	-50	-63	-62	-107	-147
Profit for the year	364	6,297	3,131	523	-1,423
<i>Balance</i>					
Total assets	13,568	11,965	5,226	4,865	6,595
Investments in property, plant and equipment	837	72	471	358	1,167
Equity	9,142	8,810	2,513	-619	-1,141

Ratios

	2019	2018	2017	2016	2015
<i>Profitability</i>					
Return on equity	4%	111%	331%	-59%	331%
<i>Equity ratio</i>					
Equity interest	67%	74%	48%	-13%	-17%
<i>Others</i>					
Number of employees (average)	69	66	68	60	52

Ratios definitions

Return on equity:	$\frac{\text{Profit/loss for the year} \times 100}{\text{Average equity}}$
Equity interest:	$\frac{\text{Equity, end of year} \times 100}{\text{Total assets}}$

Primary activities

The company's activities comprise development, production and sale of integrated microelectronics, used in fibre-optic interconnect products in computers and network systems.

The Company's products are applied in active optic cables and optic modules which are used in data centres and supercomputer installations to connect servers and network equipment in an integrated IT infrastructure. Interconnect products based on optic communication offer higher data speeds, are more energy-efficient, and represent the future technology of data systems where speed, scalability, and efficiency are crucial parameters.

Outlook

The company is expecting a flat to slight declining gross profit due to delay in new product introduction.

On March 11th, 2019, NVIDIA Corporation announced the acquisition of Mellanox Technologies, Ltd, the indirect parent company of Mellanox Technologies Denmark ApS. On April 27th, 2020, the acquisition was completed. Following the completion of the acquisition, NVIDIA Corporation holds 100% of the shares of Mellanox Technologies, Ltd.

Income statement

Note		2019 USD	2018 USD
	Gross profit	12,467,727	17,025,591
1	Staff costs	-11,339,579	-10,802,371
	Profit before depreciation, amortisation, write-downs and impairment losses	1,128,148	6,223,220
	Depreciation and impairments losses of property, plant and equipment	-421,536	-472,427
	Other operating expenses	-226,133	0
	Profit before net financials	480,479	5,750,793
	Financial expenses	-50,273	-63,050
	Profit before tax	430,206	5,687,743
	Tax on profit or loss for the year	-66,469	609,595
	Profit for the year	363,737	6,297,338

2 Distribution of net profit

Balance sheet

ASSETS		31.12.19	31.12.18
Note		USD	USD
	Leasehold improvements	416,053	646,581
	Other fixtures and fittings, tools and equipment	1,159,070	569,337
3	Total property, plant and equipment	1,575,123	1,215,918
4	Deposits	75,489	76,274
	Total investments	75,489	76,274
	Total non-current assets	1,650,612	1,292,192
	Manufactured goods and goods for resale	1,356,520	1,373,662
	Total inventories	1,356,520	1,373,662
	Receivables from group enterprises	3,790,496	5,475,086
6	Deferred tax asset	1,508,388	608,687
	Other receivables	354,080	381,325
5	Prepayments	265,422	35,027
	Total receivables	5,918,386	6,500,125
	Cash	4,642,927	2,798,625
	Total current assets	11,917,833	10,672,412
	Total assets	13,568,445	11,964,604

EQUITY AND LIABILITIES		31.12.19	31.12.18
		USD	USD
Note			
	Share capital	260,226	260,226
	Share premium	16,220,495	16,220,495
	Retained earnings	-7,338,457	-7,670,774
	Total equity	9,142,264	8,809,947
	Trade payables	167,764	641,478
	Income taxes	997,314	0
	Other payables	3,261,103	2,513,179
	Total short-term payables	4,426,181	3,154,657
	Total payables	4,426,181	3,154,657
	Total equity and liabilities	13,568,445	11,964,604

7 Related parties

Statement of changes in equity

Figures in USD	Share capital	Share premium	Retained earnings	Total equity
Statement of changes in equity for 01.01.19 - 31.12.19				
Balance as at 01.01.19	260,226	16,220,495	-7,670,774	8,809,947
Other changes in equity	0	0	-31,420	-31,420
Net profit/loss for the year	0	0	363,737	363,737
Balance as at 31.12.19	260,226	16,220,495	-7,338,457	9,142,264

Cash flow statement

Note	2019 USD	2018 USD
Profit for the year	363,737	6,297,338
8 Adjustments	594,363	-138,938
Change in working capital:		
Inventories	17,142	843,080
Receivables	1,481,440	-5,684,320
Trade payables	274,210	507,416
Cash flows from operating activities before net financials	2,730,892	1,824,576
Interest expenses and similar expenses paid	-49,768	-59,331
Cash flows from operating activities	2,681,124	1,765,245
Purchase of property, plant and equipment	-836,822	-72,048
Cash flows from investing activities	-836,822	-72,048
Total cash flows for the year	1,844,302	1,693,197
Cash, beginning of year	2,798,625	1,105,386
Short-term payables to credit institutions, beginning of year	0	42
Cash, end of year	4,642,927	2,798,625
Cash, end of year, comprises:		
Cash	4,642,927	2,798,625
Total	4,642,927	2,798,625

	2019	2018
	USD	USD
1. Staff costs		
Wages and salaries	7,397,615	7,822,193
Pensions	868,065	762,964
Other social security costs	41,592	32,228
Other staff costs	3,032,307	2,184,986
Total	11,339,579	10,802,371
Average number of employees during the year	69	66

2. Distribution of net profit

Retained earnings	363,737	6,297,338
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3. Property, plant and equipment

Figures in USD	Leasehold improvements	Other fixtures and fittings, tools and equipment
Cost as at 01.01.19	899,331	1,978,520
Additions during the year	10,080	826,742
Disposals during the year	-102,959	-171,265
Cost as at 31.12.19	806,452	2,633,997
Depreciation and impairment losses as at 01.01.19	-252,751	-1,409,180
Depreciation during the year	-191,450	-230,084
Reversal of depreciation of and impairment losses on disposed assets	53,802	164,337
Depreciation and impairment losses as at 31.12.19	-390,399	-1,474,927
Carrying amount as at 31.12.19	416,053	1,159,070

4. Non-current financial assets

Figures in USD	Deposits
Cost as at 01.01.19	76,274
Transfers during the year to/from other items	-785
Cost as at 31.12.19	75,489

5. Prepayments

Prepaid lease payments	265,611	0
Prepaid rent	-189	35,027
Total	265,422	35,027

	31.12.19	31.12.18
	USD	USD

6. Deferred tax

Provisions for deferred tax as at 01.01.19	608,687	0
Deferred tax recognised in the income statement	899,701	608,687
Provisions for deferred tax as at 31.12.19	1,508,388	608,687

Deferred tax is distributed as below:

Property, plant and equipment	-39,257	-250,444
Provisions	288,017	187,618
Tax losses	1,259,628	671,513
Total	1,508,388	608,687

As at 31.12.2019, the company has recognised a deferred tax asset of USD 1,508,388, which can primarily be attributed to tax losses carried forward. The deferred tax asset is recognised on the basis of expectations of positive operating results for the coming years.

7. Related parties

Controlling influence	Basis of influence
Mellanox Technologies UK Ltd, United Kingdom	Majority shareholder

Related party transactions are not disclosed, as all transactions are entered into in the ordinary course of business at arms' length.

	2019	2018
	USD	USD
8. Adjustments for the cash flow statement		
Depreciation and impairments losses of property, plant and equipment	421,536	472,427
Other operating expenses	226,133	0
Financial expenses	50,273	63,050
Tax on profit or loss for the year	66,469	-609,595
Other adjustments	-170,048	-64,820
Total	594,363	-138,938

9. Accounting policies

GENERAL

The annual report is presented in accordance with the provisions of the Danish Financial Statements Act (*Årsregnskabsloven*) for medium-sized enterprises in reporting class C.

The accounting policies have been applied consistently with previous years.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including depreciation, amortisation, impairment losses and write-downs, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company, and the value of such assets can be measured reliably. Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company, and the value of such liabilities can be measured reliably. On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

On recognition and measurement, account is taken of foreseeable losses and risks arising before the date at which the annual report is presented and proving or disproving matters arising on or before the balance sheet date.

CURRENCY

The annual report is presented in USD. The exchange rate is 6,3375 as at 31.12.19 and 6,6577 as at 31.12.18.

On initial recognition, transactions denominated in foreign currencies are translated using the exchange rates applicable at the transaction date. Exchange rate differences between the exchange rate applicable at the transaction date and the exchange rate at the date of payment are recognised in the income statement as a financial item. Receivables, payables and other monetary items denominated in foreign currencies are translated using the exchange rates applicable at the balance sheet date. The difference between the exchange rate applicable at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest annual report is recognised under financial income or expenses in the income statement. Fixed assets, inventories and other non-monetary assets acquired in foreign currencies are translated using historical exchange rates.

9. Accounting policies - continued -**INCOME STATEMENT****Gross profit**

Gross profit comprises revenue and raw materials and consumables and other external expenses.

Revenue

Income from the sale of goods is recognised in the income statement if delivery has taken place and the risk has passed to the buyer before the end of the financial year and where the selling price can be determined reliably and is expected to be paid. Revenue is measured at fair value and is determined exclusive of VAT and other taxes collected on behalf of third parties and less discounts.

Costs of raw materials and consumables

Costs of raw materials and consumables comprise raw materials and consumables used for the year as well as any changes in inventories, including any inventory wastage.

Write-downs of inventories of raw materials and consumables are also recognised under raw materials and consumables to the extent that these do not exceed normal write-downs.

Other external expenses

Other external expenses comprise also research and development costs that do not qualify for capitalization ,

Staff costs

Staff costs comprise wages and salaries as well as other staff-related costs.

Wages and salaries and other staff-related costs associated with the research and development activity are also recognised under staff costs.

Depreciation and impairment losses

The depreciation of property, plant and equipment aim at systematic depreciation over the expected useful lives of the assets. Assets are depreciated according to the straight-line method based on the following expected useful lives and residual values:

9. Accounting policies - continued -

	Useful lives, years	Residual value, per cent
Leasehold improvements	3-8	0
Other plant, fixtures and fittings, tools and equipment	3-5	0

The basis of depreciation is the cost of the asset less the expected residual value at the end of the useful life. Moreover, the basis of depreciation is reduced by any impairment losses. The useful life and residual value are determined when the asset is ready for use and reassessed annually.

Property, plant and equipment are impaired in accordance with the accounting policies referred to in the 'Impairment losses on fixed assets' section.

Other operating expenses

Other operating expenses comprise costs of a secondary nature in relation to the enterprise's activities, including costs relating to rental activities and losses on the sale of intangible assets and property, plant and equipment.

Other net financials

Interest income and interest expenses, foreign exchange gains and losses on transactions denominated in foreign currencies etc. are recognised in other net financials.

Tax on profit/loss for the year

The current and deferred tax for the year is recognised in the income statement as tax on the profit/loss for the year with the portion attributable to the profit/loss for the year, and directly in equity with the portion attributable to amounts recognised directly in equity.

BALANCE SHEET**Property, plant and equipment**

Property, plant and equipment comprise leasehold improvements as well as other fixtures and fittings, tools and equipment.

Property, plant and equipment are measured in the balance sheet at cost less accumulated

9. Accounting policies - continued -

depreciation and impairment losses.

Cost comprises the purchase price and expenses resulting directly from the purchase until the asset is ready for use. Interest on loans arranged to finance production is not included in the cost.

Property, plant and equipment are depreciated using the straight-line method based on useful lives and residual values, which are stated in the 'Depreciation and impairment losses' section.

Gains and losses on the disposal of property, plant and equipment are determined as the difference between the selling price, if any, less selling costs and the carrying amount at the date of disposal less any costs of disposal.

Impairment losses on fixed assets

The carrying amount of fixed assets which are not measured at fair value is assessed annually for indications of impairment over and above what is reflected in depreciation.

If the company's realised return on an asset or a group of assets is lower than expected, this is considered an indication of impairment.

If there are indications of impairment, an impairment test is conducted of individual assets or groups of assets.

The assets or groups of assets are impaired to the lower of recoverable amount and carrying amount.

The higher of net selling price and value in use is used as the recoverable amount. The value in use is determined as the present value of expected net cash flows from the use of the asset or group of assets as well as expected net cash flows from the sale of the asset or group of assets after the expiry of their useful lives.

Impairment losses are reversed when the reasons for the impairment no longer exist.

Inventories

Inventory includes finished goods, work-in-process and raw materials. Inventory is stated at the lower of cost (principally standard cost which approximates actual cost on a first-in, first-out basis) or net realizable value.

9. Accounting policies - continued -

Reserves for potentially excess and obsolete inventory are made based on management's analysis of inventory levels, future sales forecasts and market conditions.

Once established, the original cost of our inventory less the related inventory reserve represents the new cost basis of such products

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value, less write-downs for bad debts.

Write-downs for bad debts are determined based on an individual assessment of each receivable if there is no objective evidence of individual impairment of a receivable.

Deposits recognised under assets comprise deposits paid to the lessor under leases entered into by the company.

Prepayments

Prepayments recognised under assets comprise costs incurred in respect of subsequent financial years.

Cash

Cash includes deposits in bank accounts.

Current and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the basis of the taxable income for the year, adjusted for tax paid on account.

Deferred tax liabilities and tax assets are recognised on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting the net profit or loss for the year or the taxable income. In cases where the tax value can be determined according to different taxation rules, deferred tax is measured on the basis of management's intended use of the asset or settlement of the liability.

9. Accounting policies - continued -

Deferred tax assets are recognised, following an assessment, at the expected realisable value through offsetting against deferred tax liabilities or elimination in tax on future earnings.

Deferred tax is measured on the basis of the tax rules and at the tax rates which, according to the legislation in force at the balance sheet date, will be applicable when the deferred tax is expected to crystallise as current tax.

Payables

Short-term payables are measured at amortised cost, normally corresponding to the nominal value of such payables.

CASH FLOW STATEMENT

The cash flow statement is prepared using the indirect method, showing cash flows from operating, investing and financing activities as well as cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities comprise the net profit or loss for the year, adjusted for non-cash operating items, income tax paid and changes in working capital.

Cash flows from investing activities comprise payments in connection with the acquisition and divestment of companies and financial assets as well as the purchase, development, improvement and sale of intangible assets and property, plant and equipment.

Cash flows from financing activities comprise changes in the company's share capital and associated costs and financing from and dividends paid to shareholders as well as the arrangement and repayment of long-term payables.

Cash and cash equivalents at the beginning and end of the year comprise cash and short-term payables to credit institutions.