

Nomad Digital ApS
Stockholmsgade 41
2100 København Ø

Nomad Digital ApS

Annual report 2015/16

The annual report was presented and adopted at the
Company's annual general meeting

on _____ 20 ____

chairman

CVR no. 34 80 13 55

Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	6
Company details	6
Management's review	7
Financial statements 1 July 2015 – 30 June 2016	8
Accounting policies	8
Income statement	12
Balance sheet	13
Statements of changes and equity	15
Notes	16

Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Nomad Digital ApS for the financial year 1 July 2015 – 30 June 2016.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 30 June 2016 and of the results of the Company's operations for the financial year 1 July 2015 – 30 June 2016.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report should be approved at the annual general meeting.

10 January 2017

Andrew George Taylor

The general meeting has decided that the financial statements for the coming financial year will not be audited.



Independent auditor's report

To the shareholders of Nomad Digital ApS

Independent auditor's report on the financial statements

We have audited the financial statements of Nomad Digital ApS for the financial year 1 July 2015 – 30 June 2016. The financial statements comprise accounting policies, income statement, balance sheet and notes. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Management's responsibility 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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of financial statements that give a true and fair view 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.



Qualification

Basis for qualified opinion

The company's investment in its subsidiary has been written down due to that the net realisable value of the investment, has been assessed to be DKK 3.5 million. We were unable to obtain sufficient appropriate audit evidence about whether the write down of the investment should have been made in 2015/16 or in previous years, as we just recently have been elected as auditors for the company. Consequently we have not been able to determine whether adjustments might have been necessary in respect of the result for the year reported in the income statement.

Qualified opinion

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 30 June 2016 and of the results of the Company's activities for the financial year 1 July 2015 – 30 June 2016 in accordance with the Danish Financial Statements Act.

Emphasis of matter regarding other issues

With regard to the company's going concern assumption we refer to note 1 of the financial statement where Management has disclosed that:

Nomad Holdings Limited has given a letter of support confirming, that the group will provide financial and other support to the company for at least for the next twelve months and thereafter for the foreseeable future, from the date of approval of the 30 June 2016 financial statements, to allow the company to meet its liabilities as they fall due in the ordinary course of business and to support its ability to trade.

Nomad Holdings Limited confirms that the company (the "Lender"), is not obliged to repay the Balance that the company owns to Nomad Holdings Limited within 12 months of the date of signature of this financial statements.

Report on Other Legal and Regulatory Requirements

Emphasis of matter regarding other issues

Pursuant to the provisions of section 138 of the Danish Financial Statements Act, the Company has not presented the annual report for the period 1.7.2015 – 30.6.2016 in a timely manner for which reason Management may be held liable.

Statement on the Management's review

In accordance with the Danish Financial Statements Act, we have read the Management's review. We have not performed any further procedures in addition to the audit of the financial statements. On this basis, it is our opinion that the information provided in the Management's review is consistent with the financial statements.



10 January 2017

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Morten Høgh-Petersen
State Authorised Public Accountant

Nomad Digital ApS
Annual report 2015/16
CVR no. 34 80 13 55

Management's review

Company details

Nomad Digital ApS
Stockholmsgade 41
2100 København Ø

CVR no.: 34 80 13 55
Financial year: 1 July 2015 – 30 June 2016

Board of Directors

Andrew George Taylor

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
2100 København Ø
Denmark

Annual general meeting

The annual general meeting will be held on 10 January 2017.

Management's review

Principal activities

The principal activities of the company is to be a holding company and related activities.

Development in activities

The company has a investment in Nomad Digital (Denmark) ApS, which has been measured at costprice.

During the year Management have reassessed the expected value of the investment, and though positive future cashflows are expected they could not support the previous book value, why this has been written down by DKK 19.9 million to DKK 3.5 million.

As a consequence hereof, the company has incurred a significant loss during the year. Management does not find the result to be satisfactory.

Expected future development

The company has lost its share capital, and management has assessed the impact of this on the going concern assumption.

Nomad Holdings Limited has given a letter of support to the entity, that the group will provide financial and other support to the company for at least the next twelve months and thereafter for the foreseeable future, from the date of approval of the 30 June 2016 financial statements, to allow the company to meet its liabilities as they fall due in the ordinary course of business and to support its ability to trade.

Nomad Holdings Limited confirms that the company (the "Lender"), is not obliged to repay the Balance that the company owns to Nomad Holdings Limited within 12 months of the date of signature of this financial statements.

Based on the pledged support from the parent group in the UK, it is Managements view that the company is a going concern.

Subsequent events

There have been no significant subsequent events after the balance sheet date.

Financial statements 1 July 2015 – 30 June 2016

Accounting policies

The annual report of Nomad Digital ApS for 2015/16 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Recogniton and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Financial statements 1 July 2015 – 30 June 2016

Accounting policies

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Other external expenses

Other external expenses comprise expenses relating to audit expenses.

Income from investments in group enterprises

Income from investments in group enterprises comprises dividend etc received from the individual group enterprises in the financial year.

Other financial income

Other financial income comprises interest income from bank deposits.

Other financial expenses

Other financial expenses comprises interest expenses from bank deposits.

Financial statements 1 July 2015 – 30 June 2016

Accounting policies

Financial income and expenses

Financial income and expenses comprise interest income and expense, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Dividends from equity investments in group entities and associates measured at cost are recognised as income in the Parent Company's income statement in the financial year when the dividends are declared. To the extent that the dividends exceed the accumulated earnings after the acquisition date, the dividends are recognised as a reduction of the cost of the equity investment.

Balance sheet

Investments

Equity investments in group entities and associates are measured at cost. When the cost exceeds the recoverable amount, write-down is made to this lower value. The cost is reduced by dividends received exceeding accumulated earnings after the acquisition date.

Other receivables and deposits are recognised at amortised cost.

Impairment of non-current assets

The carrying amount of intangible assets and property, plant and equipment as well as equity investments in group entities and associates is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities with a term of three months or less which are easily convertible into cash and which are subject to only an insignificant risk of changes in value.

Liabilities other than provisions

Financial liabilities are recognised at the date of borrowing at cost, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost, corresponding to the capitalised value using the effective interest rate. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

Finance lease obligations are recognised as financial liabilities at amortised cost.

Other liabilities are measured at net realisable value.

Financial statements 1 July 2015 – 30 June 2016

Income statement

	Note	2015/16	2014/15
Other external expenses		-22,188	-19,140
Operating loss		-22,188	-19,140
Writedown on investments in group enterprises	1	-19,924,116	0
Other financial income		0	0
Other financial expenses		0	-2,000
Loss before tax		-19,946,304	-21,140
Loss for the year		-19,946,304	-21,140
Proposed distribution of loss			
Retained earnings		-19,946,304	-21,140
		-19,946,304	-21,140

Financial statements 1 July 2015 – 30 June 2016

Balance sheet

	Note	2015/16	2014/15
ASSETS			
Fixed assets			
Investments			
Investments in group enterprises		3,466,151	23,390,267
Total fixed assets	2	3,466,151	23,390,267
Current assets			
Cash		79,990	80,010
Total current assets		79,990	80,010
TOTAL ASSETS		3,546,141	23,470,277

Financial statements 1 July 2015 – 30 June 2016

Balance sheet

	Note	2015/16	2014/15
EQUITY AND LIABILITIES			
Equity			
Contributed capital	3	80,000	80,000
Retained earnings		-19,965,916	-19,612
		<u>-19,885,916</u>	<u>60,388</u>
Current liabilities other than provisions			
Payables to group enterprises		23,417,057	23,376,139
Other payables		15,000	33,750
		<u>23,432,077</u>	<u>23,409,889</u>
Total liabilities other than provisions		<u>23,432,077</u>	<u>23,409,889</u>
TOTAL EQUITY AND LIABILITIES		<u>3,546,141</u>	<u>23,470,277</u>
Contingent liabilities			
Ownership	4 5		

Financial statements 1 July 2015 – 30 June 2016

Statements of changes and equity

	Contributed capital	Retained earnings	Total
Balance at 1 July 2015	80,000	-19,612	60,388
Loss for the year	0	-19,946,304	-19,946,304
Balance at 30 June 2016	80,000	-19,965,916	-19,885,916

Notes

1 Going Concern assumption and postponement on group debt repayment

Nomad Holdings Limited has given a letter of support confirming, that the group will provide financial and other support to the company for at least for the next twelve months and thereafter for the foreseeable future, from the date of approval of the 30 June 2016 financial statements, to allow the company to meet its liabilities as they fall due in the ordinary course of business and to support its ability to trade.

Nomad Holdings Limited confirms that the company (the "Lender"), is not obliged to repay the Balance that the company owns to Nomad Holdings Limited within 12 months of the date of signature of this financial statements.

2 Fixed asset investments

	Investments in group enterprises
Cost beginning of year	23,390,267
Writedown	-19,924,116
Carrying amount end of year	3,466,151

Nomad Digital ApS has invested in venture capital in the entrepreneurial enterprise Nomad Digital (Denmark) ApS.

	Registered in	Equity interest	Equity	Profit for the year
Subsidiaries				
Nomad Digital (Denmark) ApS	Allerød	100,0	-2,217,247	115,612

3 Contributed capital

There has been no change in the contributed capital since foundation.

Notes

4 Contingent liabilities

The Company is jointly taxed with Nomad Digital (Denmark) ApS. As of 1 July 2012, according to the provisions of the Danish Corporation Tax Act governing joint taxation, the Company is liable for any liabilities to withhold tax at source on royalties and dividends for the jointly taxed companies, and, as of 1 January 2013, joint and several liability exists for any income taxes incumbent on the jointly taxed companies.

Apart from this, the Company has no additional contingent liabilities.

5 Ownership

The Company has registered the following shareholder to hold more than 5% of the voting share capital or of the nominal value of the share capital:

Nomad Digital Ltd.