

## **TOPCAP X ApS**

Store Kongensgade 118, 1. th.  
1264 København K  
Business Registration No  
35647643

## **Annual report 2018**

The Annual General Meeting adopted the annual report on 31.05.2019

### **Chairman of the General Meeting**

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Name: Ulrik Nicolai Jungersen

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## Entity details

### Entity

TOPCAP X ApS

Store Kongensgade 118, 1. th.

1264 København K

Central Business Registration No (CVR): 35647643

Registered in: København

Financial year: 01.01.2018 - 31.12.2018

### Executive Board

Erik Balleby Jensen

Jens Thøger Hansen

Ulrik Nicolai Jungersen

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

Postboks 1600

0900 København C

## Statement by Management on the annual report

The Executive Board have today considered and approved the annual report of TOPCAP X ApS for the financial year 01.01.2018 - 31.12.2018.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 31.05.2019

### Executive Board

Erik Balleby Jensen

Jens Thøger Hansen

Ulrik Nicolai Jungersen

# Independent auditor's report

## To the shareholder of TOPCAP X ApS

### Opinion

We have audited the financial statements of TOPCAP X ApS for the financial year 01.01.2018 - 31.12.2018, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018 in accordance with the Danish Financial Statements Act.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 judgement and maintain professional scepticism throughout the audit. We also:

## Independent auditor's report

- 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

## Independent auditor's report

Based on the work we have performed, we conclude that the management commentary 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 of the management commentary.

Copenhagen, 31.05.2019

### Deloitte

Statsautoriseret Revisionspartnerselskab  
Central Business Registration No (CVR)  
33963556

Bjørn Winkler Jakobsen  
State Authorised Public Accountant  
Identification No (MNE) mne32127

Henrik Hartmann Olesen  
State Authorised Public Accountant  
Identification No (MNE) mne34143

## Management commentary

### Primary activities

The Company's primary activities are to invest in and own shares in other companies.

### Development in activities and finances

The income statement shows a loss of DKK 23,236k. The balance sheet shows equity of DKK 8,265k.

The subsidiary Xstream A/S generated unsatisfactory results in 2018.

### Corporate Governance

The Company is part of a group, in which Danish private equity fund Capidea is a majority shareholder.

Companies owned by private equity funds and presenting the annual report after the provisions applying to reporting class C large entities are to incorporate DVCA's (Danish Venture Capital Association) guidelines for the corporate governance.

The Company presents the annual report in accordance with the provisions applying to class B entities and is therefore not fully covered by the DVCA's guidelines but has voluntarily chosen to present additional relevant information.

Capidea is represented by partner Mr. Ulrik Nicolai Jungersen on the Executive Board.

### Uncertainty relating to recognition and measurement

#### Goodwill

Based on the development of the activities in the Group Management has tested the goodwill and related assets for impairment. Based on the impairment test Management has recognised impairment losses relating to goodwill of DKK 3,719k in the financial statements of CapHold X ApS.

### Events after the balance sheet date

After closure of the fiscal year 2018 Xstream A/S and its subsidiaries were acquired by SeaChange NLG B.V., a fully owned subsidiary of SeaChange International, a NASDAQ listed company in the Video platform industry based in Massachusetts USA.

Other than the above, no events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.



## Income statement for 2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK</u>
<b>Gross loss</b>		<b>(70.250)</b>	<b>(54.875)</b>
Income from investments in group enterprises		(23.434.912)	(29.073.982)
Other financial income	2	330.257	313.836
Other financial expenses		<u>(5.455)</u>	<u>(5.780)</u>
<b>Profit/loss before tax</b>		<b>(23.180.360)</b>	<b>(28.820.801)</b>
Tax on profit/loss for the year	3	<u>(56.001)</u>	<u>(74.782)</u>
<b>Profit/loss for the year</b>		<b><u>(23.236.361)</u></b>	<b><u>(28.895.583)</u></b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		<u>(23.236.361)</u>	<u>(28.895.583)</u>
		<b><u>(23.236.361)</u></b>	<b><u>(28.895.583)</u></b>

## Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK</u>
Investments in group enterprises		<u>1.490.555</u>	<u>25.135.962</u>
<b>Fixed asset investments</b>	4	<u><b>1.490.555</b></u>	<u><b>25.135.962</b></u>
<b>Fixed assets</b>		<u><b>1.490.555</b></u>	<u><b>25.135.962</b></u>
Receivables from group enterprises		<u>5.597.803</u>	<u>5.366.560</u>
<b>Receivables</b>		<u><b>5.597.803</b></u>	<u><b>5.366.560</b></u>
<b>Cash</b>		<u><b>1.338.475</b></u>	<u><b>1.343.930</b></u>
<b>Current assets</b>		<u><b>6.936.278</b></u>	<u><b>6.710.490</b></u>
<b>Assets</b>		<u><b>8.426.833</b></u>	<u><b>31.846.452</b></u>

## Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK</u>
Contributed capital	5	11.849.035	11.849.035
Retained earnings		<u>(3.584.514)</u>	<u>19.862.342</u>
<b>Equity</b>		<b><u>8.264.521</u></b>	<b><u>31.711.377</u></b>
Payables to group enterprises		66.186	48.750
Joint taxation contribution payable		56.001	55.700
Other payables		<u>40.125</u>	<u>30.625</u>
<b>Current liabilities other than provisions</b>		<b><u>162.312</u></b>	<b><u>135.075</u></b>
<b>Liabilities other than provisions</b>		<b><u>162.312</u></b>	<b><u>135.075</u></b>
<b>Equity and liabilities</b>		<b><u>8.426.833</u></b>	<b><u>31.846.452</u></b>
Uncertainty relating to recognition and measurement	1		
Contingent liabilities	6		

## Statement of changes in equity for 2018

	<b>Contributed capital DKK</b>	<b>Retained earnings DKK</b>	<b>Total DKK</b>
	<u>DKK</u>	<u>DKK</u>	<u>DKK</u>
Equity beginning of year	11.849.035	19.862.342	31.711.377
Exchange rate adjustments	0	(210.495)	(210.495)
Profit/loss for the year	0	(23.236.361)	(23.236.361)
<b>Equity end of year</b>	<b><u>11.849.035</u></b>	<b><u>(3.584.514)</u></b>	<b><u>8.264.521</u></b>

## Notes

### 1. Uncertainty relating to recognition and measurement

Based on the development of the activities in the subsidiary Xstream A/S, the Company has tested the investment for impairment. Based on the impairment test, Management has recognised impairment losses relating to goodwill of DKK 3,719k in the financial statements of CapHold X ApS.

	<b>2018</b>	<b>2017</b>
	<b>DKK</b>	<b>DKK</b>
<b>2. Other financial income</b>		
Financial income arising from group enterprises	330.257	313.836
	<b>330.257</b>	<b>313.836</b>

	<b>2018</b>	<b>2017</b>
	<b>DKK</b>	<b>DKK</b>
<b>3. Tax on profit/loss for the year</b>		
Adjustment concerning previous years	0	19.082
Refund in joint taxation arrangement	56.001	55.700
	<b>56.001</b>	<b>74.782</b>

	<b>Investments in group enterprises</b>
	<b>DKK</b>
<b>4. Fixed asset investments</b>	
Cost beginning of year	106.905.417
<b>Cost end of year</b>	<b>106.905.417</b>
Impairment losses beginning of year	(81.769.455)
Exchange rate adjustments	(210.495)
Share of profit/loss for the year	(23.434.912)
<b>Impairment losses end of year</b>	<b>(105.414.862)</b>
<b>Carrying amount end of year</b>	<b>1.490.555</b>

## Notes

	Registered in	Corpo - rate form	Equit y inte- rest %
Investments in group enterprises comprise:			
Caphold X Aps	Copenhagen	ApS	97,4
Xstream A/S	Ballerup	A/S	87,4
Xstream Spólka z.o.o	Poland	z.o.o	87,4
Xstream Inc.	United States	Inc.	87,4
Xstream Asia Pte. Ltd.	Singapore	Ltd.	87,4

	Number	Par value DKK	Nominal value DKK
<b>5. Contributed capital</b>			
Class A	11.730.544	1	11.730.544
Class B	118.491	1	118.491
	<b>11.849.035</b>		<b>11.849.035</b>

### 6. Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for these entities.

## Accounting policies

### Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year, however, the Company has chosen to not present consolidated financial statements for the year.

### Consolidated financial statements

Referring to section 110(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

### Recognition 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.

### Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates as well as out of the translation of income statements from average rates to the exchange rates at the balance sheet date are recognised directly in equity.

## Accounting policies

### Income statement

#### Gross profit or loss

Gross profit or loss comprises external expenses.

#### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

#### Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

#### Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies etc.

#### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies etc.

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

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Parent Entity is jointly taxed with all Danish subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with refund concerning tax losses).

### Balance sheet

#### Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits and losses.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Goodwill is calculated as the difference between cost of the investments and fair value of the pro rata share of assets and liabilities acquired. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources



## Accounting policies

of a temporary nature that cannot be separated and recognised as separate assets. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful lives are reassessed annually. The amortisation periods used are 20 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

### Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

### Cash

Cash comprises cash in hand and bank deposits.

### Other financial liabilities

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

### Joint taxation contributions payable or receivable

Current joint taxation contributions receivable or joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

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## Ulrik Nicolai Jungersen

Direktionsmedlem

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## Ulrik Nicolai Jungersen

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## Bjørn Winkler Jakobsen

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## Erik Balleby Jensen

Direktionsmedlem

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