

spiio IVS

Gammel Kongevej 11
1610 København V

Annual report
29 April 2015 - 31 December 2015

**The annual report has been presented and
approved on the company's general meeting the**

15/06/2016

Torben Poulsen
Chairman of general meeting

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Company information

Reporting company spii IVS
Gammel Kongevej 11
1610 København V

Phone number: 60287612
e-mail: contact@spii.com

CVR-nr: 36727829
Reporting period: 29/04/2015 - 31/12/2015

**Main financial
institution** Danske Bank A/S

Holmens Kanal 2-12
1092 København K
DK Danmark

Statement by Management

The Management has today discussed and approved the annual report for the financial year 29 April 2015 – 31 December 2015 of Spiio IVS. The annual report has been presented in accordance with the Danish Financial Statements Act.

It is our opinion that the financial statements give a true and fair view of the Company's financial position at 31. December 2015 and of the results of the Company's operations for the financial year 29. April 2015 – 31 December 2015.

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

Copenhagen, the 15/06/2016

Executive board

Martin Graulund Dal
CTO

Torben Midtgaard Poulsen
CEO

Board of directors

Martin Graulund Dal

Torben Midtgaard Poulsen

Management's Review

Main activity

Spiio is a tech startup company developing solutions within Internet of things, sensors and big data. Currently the company is focused on developing a combined sensor and software solution for measuring plant health. The solution provides the users with information about when and how their plants need to be looked after. The product is designed for B2B customers and currently marketed towards industries such as interior plantscapers, exterior plantscapers, tree nurseries and high value agriculture crop farms such as vineyards.

Development in the year

This year has primarily been focused on product and business development through rapid prototyping, user centered design, market validation and market research. The company has established good international relations and have been running pilot projects using beta products, with various large customers in the US, Netherlands, Belgium, Sweden, Norway, DK and UK.

Expectations in the coming year

In the coming year the company expects to both convert existing beta users to paying users and ramp up sales efforts to acquire new customers. On this background the management assesses that the company will have adequate liquidity in the coming year considering the expected sales and potential external investments.

Accounting Policies

The annual report has been prepared in accordance with the regulation applying to Reporting class B.

Accounting policies

The annual report for 2015 has been prepared in accordance with the provisions applying to reporting class B enterprises under the Danish Financial Statements Act.

Income statement

Revenue

Income from the sale of services is recognised in the income statement provided that delivery and transfer of risk to the buyer have taken place, the income may be reliably measured and is expected to be received. Revenue is measured at fair value of the agreed remuneration excluding VAT and taxes charged on behalf of third parties. All forms of discounts granted are deducted from revenue.

Staff costs

Staff costs comprise salaries and wages, including holiday allowance, pension and other social security costs, etc. to the Company's employees excluding refunds from public authorities.

Other operating costs

Other operating costs comprise items secondary to the Company's activities, including loss on the sale of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Financial items comprise interest income and interest expense.

Dividends from investments in subsidiaries are recognised in the income statement in the year when the dividends are declared.

Tax on profit/loss for the year

The Company is comprised by the Danish rules on compulsory joint taxation of the Group's Danish companies. The Company serves as the administrative company for the joint taxation and consequently settles all payments of corporation tax with the tax authorities. Current Danish corporation tax is allocated by the settlement of joint taxation contributions between the jointly taxed enterprises in proportion to their taxable income. In relation thereto, enterprises with tax losses receive joint taxation contributions from enterprises which have been able to use this loss to reduce their tax loss.

Tax for the year comprises current tax and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement at the amount attributable to the profit/loss for the year and directly in equity at the amount attributable to entries directly in equity.

Balance sheet

Equipment

IT equipment, fixtures and fittings are measured at cost less accumulated depreciation and impairment losses. Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation, which is calculated as cost less any residual values after the end of the useful life, is depreciated on a straight-line basis over the estimated useful life. .

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realizable value is lower than cost, inventories are written down to this lower value.

Goods for resale and raw materials and consumables are measured at cost, comprising purchase price plus

delivery costs.

The net realizable value of inventories is calculated as the sales amount less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and development in expected selling price.

Receivables

Receivables are measured at amortised cost, which corresponds to nominal value. The value is reduced by write-down for bad debts.

Prepayments

Prepayments comprise costs incurred concerning subsequent financial years.

Cash and cash equivalents

Cash and cash equivalents comprise cash, which are subject to only an insignificant risk of changes in value.

Corporation tax and deferred tax

Current tax payable and receivable is recognised on the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account. Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities measured on the planned use of the asset or settlement of the liability.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax. The change in deferred tax as a result of changes in tax rates is recognised in the income statement and in equity.

Liabilities

Financial liabilities are recognised at cost at the date of borrowing, equivalent to proceeds received less transaction costs paid. Other liabilities are measured at net realisable value.

Income statement 29 Apr 2015 - 31 Dec 2015

	Disclosure	2015 kr.
Gross Result		-14,540
Profit (loss) from ordinary operating activities		-14,540
Profit (loss) from ordinary activities before tax		-14,540
Profit (loss)		-14,540
Proposed distribution of results		
Retained earnings		-14,540
Proposed distribution of profit (loss)		-14,540

Balance sheet 31 December 2015

Assets

	Disclosure	2015 kr.
Fixtures, fittings, tools and equipment		6,535
Property, plant and equipment		6,535
Total non-current assets		6,535
Manufactured goods and goods for resale		11,200
Inventories		11,200
Cash and cash equivalents		32,561
Current assets		43,761
Total assets		50,296

Balance sheet 31 December 2015

Liabilities and equity

	Disclosure	2015 kr.
Contributed capital		2,000
Retained earnings		-14,406
Total equity		-12,406
Other payables, including tax payables, liabilities other than provisions		62,702
Short-term liabilities other than provisions, gross		62,702
Liabilities other than provisions, gross		62,702
Liabilities and equity, gross		50,296

Disclosures

1. Disclosure of ownership

Registreret share capital

20 shares of 100kr.

Total share capital: 2.000kr

Equity

Wise Buffalo Holding IVS Hammelstrupvej 33, 3tv 2450 KBH SV

50% ownership of spiio IVS.

10 shares of 100kr

Torben Poulsen Group Holding IVS, Augustenborggade 15, st.tv., 8000 Aarhus C:

50% ownership of spiio IVS.

10 shares of 100kr