

Annual Report 2015/16

**ZibraWireless ApS**

Erik Husfeldts Vej 7  
2630 Taastrup

**CVR-no. 37 08 46 89**

The Annual Report was presented and adopted at the  
Annual General Meeting of the company on 30 May 2017



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Trine Bøgelund  
Chairman of the meeting

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# Company Information

## The Company

ZibraWireless ApS  
Erik Husfeldts Vej 7  
2630 Taastrup

CVR-no. 37 08 46 89  
Established: 16 September 2015  
Registered Office: Høje Taastrup  
Financial Year: 16 September - 31 December

## Board of Directors

Niels Erik Blangstrup Zibrandtsen (Chairman)  
Christian Læsø Jensen  
Michael Allen Potter  
Birger Hauge Nielsen  
Henrik Otto Engqvist

## Executive Board

Henrik Otto Engqvist

## Auditor

BDO Statsautoriseret revisionsaktieselskab  
Havneholmen 29  
1561 Copenhagen V

# Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of ZibraWireless ApS for the financial year 16 September - 31 December 2016.

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

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2016 of the Company and of the results of the Company operations for 2015/16.

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

Høje Taastrup 30 May 2017

## Executive Board



Henrik Otto Engqvist

## Board of Directors



Niels Erik Blangstrup Zibrandtsen (Chairman)



Christian Læsø Jensen

Michael Allan Potter



Henrik Otto Engqvist



Birger Hauge Nielsen

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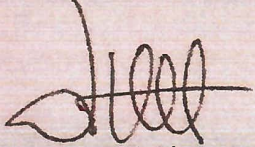
Høje Taastrup 30 May 2017

## Executive Board



Henrik Otto Engqvist

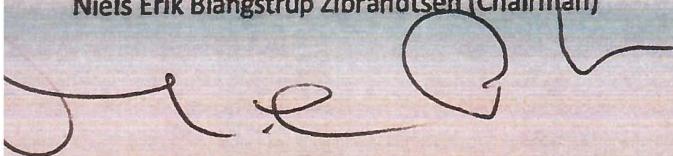
## Board of Directors



Niels Erik Blangstrup Zibrandtsen (Chairman)



Christian Læsø Jensen



Michael Allan Potter

Birger Hauge Nielsen



Henrik Otto Engqvist

# Independent Auditor's Report

To the Shareholder of ZibraWireless ApS

## Opinion

We have audited the Financial Statements of ZibraWireless ApS for the financial year 16 September 2015 - 31 December 2016, which comprise income statement, balance sheet, notes and a summary of significant accounting policies. The Financial Statements are prepared under the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2016, and of the results of the Company operations for the financial year 16 September 2015 - 31 December 2016 in accordance with the Danish Financial Statements Act.

## 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 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 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 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 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.

# Independent Auditor's Report

- 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 on 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 Act. We did not identify any material misstatement of Management's Review.

**Copenhagen, 30 May 2017**

BDO Statsautoriseret revisionsaktieselskab  
CVR-no. 20 22 26 70



Torben Bjerre-Poulsen  
State Authorised Public Accountant

# Management's Review

## **Main activity**

The Company delivers professional wireless solutions for fixed wireless broadband and WIFI solutions including operation and maintenance of the delivered services, Helpdesk solutions and other affiliated services as the management may decide.

## **Development in the year**

The income statement of the Company for 2015/16 shows a profit of TDKK 2.868, and at 31 December 2016 the balance sheet of the Company shows equity of TDKK 2.918.

In the first 15 month of operation, the company has managed to develop a portfolio of solutions of high professional quality and the revenue shows good progress on all the main focus areas.

The result of the period is considered being satisfactory.

For 2017 the Management expects to see a further development of the solutions, and a result showing a small positive growth compared to 2016.

## **Subsequent events**

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.



## Income Statement 16 September 2015 - 31 December 2016

	<u>Note</u>	<u>2015/16</u> TDKK (15 mth)
<b>Gross profit</b>		8.096
Staff costs	1	4.170
Depreciation, amortisation and write-down		<u>248</u>
<b>Operating profit</b>		<u><b>3.678</b></u>
Other financial income	2	3
Other financial costs	3	<u>4</u>
<b>Profit before tax</b>		<u><b>3.677</b></u>
Tax on profit for the year	4	<u>809</u>
<b>Net profit for the year</b>		<u><b>2.868</b></u>

### **Distribution of profit**

#### **Proposed distribution of profit**

Retained earnings	<u>2.868</u>
	<u><b>2.868</b></u>

## Balance Sheet 31 December

	Note	2016 TDKK
<b>Assets</b>		
Development cost		760
<b>Intangible fixed assets</b>		<b>760</b>
Plant and machinery		1.439
Other fixtures and fittings, tools and equipment		544
<b>Tangible fixed assets</b>		<b>1.983</b>
Other receivables		27
<b>Financial fixed assets</b>		<b>27</b>
<b>Fixed assets</b>		<b>2.770</b>
Trade receivables		888
Receivables from group companies		1.873
Prepayments		55
<b>Receivables</b>		<b>2.816</b>
<b>Cash and cash equivalents</b>		<b>4.393</b>
<b>Current assets</b>		<b>7.209</b>
<b>Assets</b>		<b>9.979</b>

## Balance Sheet 31 December

	Note	2016 TDKK
<b>Liabilities and equity</b>		
Share capital		50
Retained earnings		2.868
<b>Equity</b>	5	<b>2.918</b>
Provision for deferred tax		177
<b>Provision for liabilities</b>		<b>177</b>
Amounts due to group companies		1.053
Trade payables		2.953
Joint tax contribution		632
Other liabilities		1.253
Deferred income		993
<b>Current liabilities</b>		<b>6.884</b>
<b>Liabilities</b>		<b>6.884</b>
<b>Liabilities and equity</b>		<b>9.978</b>
Contingencies etc.	6	
Consolidated financial statements	7	

# Notes to the Financial Statements

	<u>2015/16</u>
	TDKK
	(15 mth)
<b>1 Staff costs</b>	
Wages and salaries	3.724
Pensions	280
Other social security costs	23
Other staff costs	143
	<u>4.170</u>
<b>Average number of employees:</b>	<u>5</u>
<b>2 Other financial income</b>	
Exchange adjustment	3
	<u>3</u>
<b>3 Other financial costs</b>	
Interest expense to group enterprises	1
Other interest expenses	3
	<u>4</u>
<b>4 Tax on profit for the year</b>	
Calculated tax on taxable income of the year	632
Adjustment of deferred tax	177
	<u>809</u>

# Notes to the Financial Statements

## 5 Equity

	Share capital	Reserves for net revaluations under the equity method	Retained earnings	Proposed dividend for the financial year
Equity at 16 September	50	0	0	0
Proposed distribution of profit	0	0	2.868	0
Equity at 31 December	50	0	2.868	0

## 6 Contingencies etc.

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of ZS Holding ApS, which is the management company of the joint taxation purposes.

Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

## 7 Consolidated financial statements

ZibraWireless ApS is included in the consolidated financial statements of:

ZS Holding ApS  
Høveltevej 67  
DK-3460 Birkerød

# Accounting Policies

Financial Statements of ZibraWireless ApS for 2015/16 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B with the adoption of rules from reporting class C.

The Annual Report is prepared with the following accounting principles.

Financial Statements are presented in DKK.

## **Translation policies**

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

## **INCOME STATEMENT**

### **Gross profit/loss**

With reference to section 32 of the Danish Financial Statements Act, revenue has not been disclosed in the Annual Report.

### **Revenue**

Revenue from the sale of goods and services is recognised when the risks and rewards relating to the goods and services sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

### **Expenses for raw materials and consumables**

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the enterprise.

### **Other external expenses**

Other external expenses comprise expenses for premises, sales and distribution as well as office expenses, etc.

### **Staff expenses**

Staff expenses comprise wages and salaries as well as payroll expenses other than production wages.

### **Amortisation, depreciation and impairment losses**

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible and tangible fixed assets.

### **Financial income and expenses**

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

# Accounting Policies

## Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with wholly owned Danish and foreign subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

## BALANCE SHEET

### Intangible assets

Development costs and costs relating to rights developed by the Company are recognised in the income statement as costs in the year of acquisition, which is assessed at 5 years.

### Tangible fixed assets

Tangible fixed assets are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

		Residual value
Plant and machinery	3-5 years	0%
Other fixtures and fittings, tools and equipment	3 years	0%

Depreciation period and residual value are reassessed annually.

Profit or loss on disposal of tangible fixed assets is stated at the difference between the sales price less selling costs and the carrying amount at the time of sale. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

### Fixed assets investments

Deposits include rental deposits which are recognised and measured at amortised cost. Deposits are not depreciated.

### Impairment of fixed assets

The carrying amount of intangible and tangible fixed assets together with investments, which are not measured at fair value, are valued on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the net realisable value is lower than the carrying amount, it is written down to the lower value.

The recoverable amount is calculated at the higher of net selling price and capital value. The capital value is determined as the fair value of the expected net cash flows from the use of the asset or group of assets and the expected net cash flows from sale of the asset or group of assets after the end of its useful life.

### Receivables

Receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

### Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

# Accounting Policies

## **Deferred tax assets and liabilities**

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

## **Current tax receivables and liabilities**

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

## **Financial debts**

Other debts are measured at amortised cost, substantially corresponding to nominal value.

## **Deferred income**

Deferred income comprises payments received in respect of income in subsequent years.