



# ZITCOM MIDCO APS

Danmarksvej 26  
8660 Skanderborg  
Central Business Registration  
No: 37272787

## Annual report 2016

The Annual General Meeting adopted the annual report on 31.05.2017

Chairman of the General Meeting



Name Claus Brandstrup

# Contents

Entity details	1
Statement by Management on the annual report	2
Independent auditor's reports	3
Management commentary	7
Income statement for 2015/16	8
Balance sheet at 31.12.2016	9
Statement of changes in equity for 2016	11
Notes	12
Accounting policies	15



# Entity details

## Entity

Zitcom MidCo ApS  
Danmarksvej 26  
8660 Skanderborg

Central Business Registration  
No: 37272787

Registered in: Skanderborg  
Financial year: 02.12.2015 - 31.12.2016

## Executive Board

Nicholas David Lloyd Jordan  
Nadia Helene Dziwinski  
Jonas Niklas Samlin

## Auditors

Deloitte Statsautoriseret Revisionspartnerselskab  
City Tower, Værkmestergade 2  
8000 Aarhus C



# Statement by management on the annual report

The Executive Board have today considered and approved the annual report of Zitcom MidCo ApS for the financial year 02.12.2015 - 31.12.2016.

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 31.12.2016 and of the results of its operations for the financial year 02.12.2015 - 31.12.2016.

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.

Skanderborg, 31.05.2017

## Executive Board



Nicholas David Lloyd Jordan



Nadia Helene Dziwinski



Jonas Niklas Samlin



# Independent auditor's report

To the shareholders of Zitcom MidCo ApS

## Opinion

We have audited the financial statements of Zitcom MidCo ApS for the financial year 02.12.2015 - 31.12.2016, which comprise the income statement, balance sheet, statement of changes in equity, cash flow statement 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 31-12-2016 and of the results of its operations and cash flows for the financial year 02.12.2015 - 31.12.2016 in accordance with the Danish Financial Statements Act.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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.



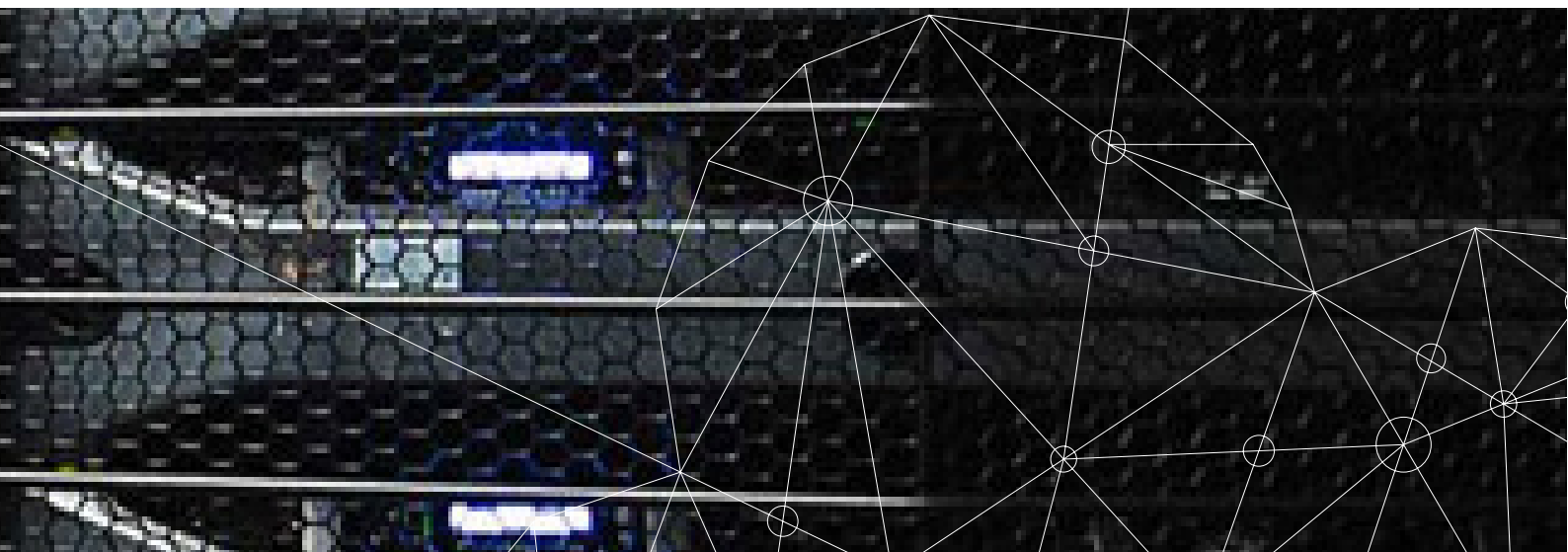
# Independent auditor's report

## 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:

- 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.



# Independent auditor's report

- 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.



# Independent auditor's report

## 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.

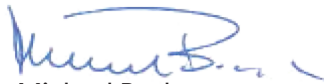
Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

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.

Aarhus, 31.05.2017

## Deloitte

Statsautoriseret Revisionspartnerselskab  
Business Registration No 33 96 35 56



Michael Bach  
State-Authorised Public Accountant





# Management commentary

## Primary activities

The company's objects are to be a holding company and make investments and any other related activity.

## Development in activities and finances

Loss for the year amounted to t.DKK 31.258 primarily due to income from investments in group enterprises. Management regards loss for the year as expected as 2016 is the first financial year in the group and has been impacted by more special items (Sale of property, merger, amortisation of Goodwill and purchase of MeeBox ApS).

After loss carry forward, equity amounts to T.DKK 102,713.

## Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.



# Income statement

02. december 2015 - 31. december 2016

Note	DKK	2015/16
	Other external expenses	-5.000
	<b>Gross profit/loss</b>	<b>-5.000</b>
	<b>Operating profit/loss</b>	<b>-5.000</b>
	Income from investments in group enterprises	-31.254.277
1	Other financial income	9.882.778
2	Other financial expenses	-9.882.793
	<b>Profit/loss before tax</b>	<b>-31.259.292</b>
3	Tax on profit/loss for the year	1.103
	<b>Profit/loss for the year</b>	<b>-31.258.189</b>
	<b>Proposed distribution of profit/loss</b>	
	Retained earnings	-31.258.189
		<b>-31.258.189</b>



# Balance sheet - assets

Note	DKK	31.12.16
	<b>Fixed asset investments</b>	
	Investments in group enterprises	102.717.147
4	<b>Total fixed asset investments</b>	<b>102.717.147</b>
	<b>Total fixed assets</b>	<b>102.717.147</b>
	<b>Receivables</b>	
	Receivables from group enterprises	28.383.340
	Income tax receivable	1.103
	<b>Total receivables</b>	<b>28.384.443</b>
	<b>Total current assets</b>	<b>28.384.443</b>
	<b>Total assets</b>	<b>131.101.590</b>



# Balance sheet - equity and liabilities

Note	DKK	31.12.16
<b>Equity</b>		
5	Contributed capital	53.000
	Retained earnings	102.660.235
<b>Total Equity</b>		<b>102.713.235</b>
<b>Current liabilities other than provision</b>		
	Bank loans	15
	Payables from group enterprises	28.383.340
6	Other payables	5.000
<b>Total current liabilities other than provision</b>		<b>28.388.355</b>
<b>Liabilities other than provisions</b>		<b>28.388.355</b>
<b>Total equity and liabilities</b>		<b>131.101.590</b>
7	Contingent liabilities	
8	Assets charged and collateral	
9	Related parties with control	
10	Consolidation	



# Statement of changes in equity for 2015/16

	Contributed capital DKK	Share premium DKK	Retained earnings DKK	Total DKK
Equity 02.12.2015	50.000	-	50.000	100.000
Increase of capital	3.000	134.108.567	-	134.111.567
Transferred to retained earnings	-	-134.108.567	134.108.567	-
Fair value adjustment of hedging instruments	-	-	-240.143	-240.143
Profit/loss for the year	-	-	-31.258.189	-31.258.189
<b>Equity end of year</b>	<b>53.000</b>	<b>-</b>	<b>102.660.235</b>	<b>102.713.235</b>



# Notes

## 1. Other financial income

DKK	2015/16
Financial income arising from group enterprises	9.882.778
	<b>9.882.778</b>

## 2. Other financial expenses

DKK	2015/16
Financial expenses arising from group enterprises	9.882.778
Other financial expenses	15
	<b>9.882.793</b>

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

DKK	2015/16
Current tax	-1.103
	<b>-1.103</b>



# Notes

Investment  
in group  
enterprises  
DKK

## 4. Fixed asset investments

Additions	134.211.567
<b>Cost end of year</b>	<b>134.211.567</b>
Profit/loss for the year	-31.254.277
Other adjustments	-240.143
<b>Revaluations end of year</b>	<b>-31.494.420</b>
<b>Carrying amount end of year</b>	<b>102.717.147</b>

<b>Subsidiaries</b> Zitcom Group ApS	<b>Registered in</b> Skanderborg	<b>Corporate form</b> A/S	<b>Equity %</b> 100,0
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Number	Par value DKK	value DKK
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## 5. Contributed capital

Ordinary shares	53.000	1,00	53.000
	<b>53.000</b>		<b>53.000</b>

Changes in contributed capital	2015/16
Contributed capital beginning of year	50.000
Increase in capital	3.000
<b>Contributed capital end of year</b>	<b>53.000</b>



# Notes

## 6. Other payables

DKK	31.12.16
Other costs payable	5.000
	<b>5.000</b>

## 7. Contingent liabilities

The Company participates in a Danish joint taxation arrangement with Zitcom HoldCo ApS as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable for income taxes etc. for the jointly taxed companies and also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

## 8. Assets charged and collateral

The Company has provided guarantees to Danske Bank for Zitcom Group ApS. Certain assets (current and non-current) has been pledged (negative pledge) as security for debt to Danske Bank.

## 9. Related parties with control

Related parties with a controlling interest:  
Zitcom HoldCo ApS, Danmarksvej 26, 8660 Skanderborg  
Spot TopCo Limited, One Silk Street, London, UK

## 10. Consolidation

Name and registered office of the Parent preparing consolidated financial statements for the largest group:  
Zitcom HoldCo ApS, Tuborg Boulevard 1, 2900 Hellerup





# 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.

2015/16 is the first Financial year.

## 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.

## Consolidated financial statements

According to the Danish Financial Statements Act § 112 a consolidated financial statement has not been prepared, as the Group is included in the consolidated financial statement in the largest group.

## 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 one 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.



# Accounting policies

## INCOME STATEMENT

### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities.

### Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises.

### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, payables and transactions in foreign currencies, etc.

## Income taxes

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

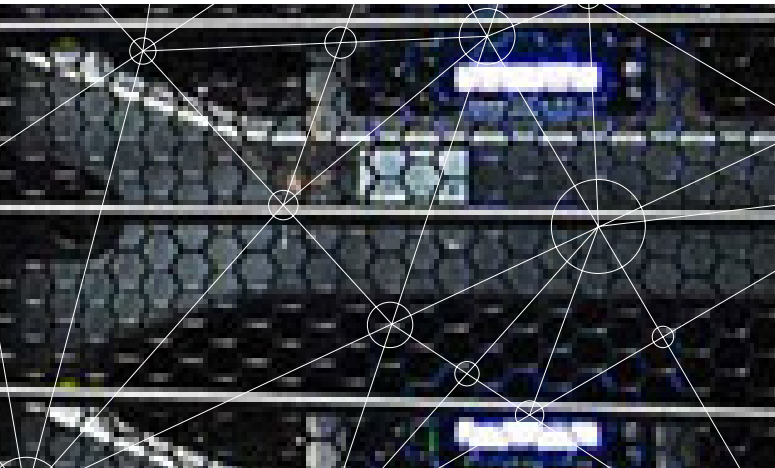
## Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of internal profits and 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 plus or minus unamortised positive, or negative, goodwill and minus or plus unrealised intra-group profits or losses.



# Accounting policies

Group enterprises with negative equity are measured at DKK 0, and any receivables from these enterprises are written down by the Parent's share of such negative equity value if it is deemed irrecoverable. If the negative equity value exceeds the amount receivable, the remaining amount is recognised under provisions if the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise.

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 assets and liabilities acquired. Goodwill is amortised over its estimated useful life which is normally 5 years, however, in certain cases it may be up to 20 years for strategically acquired enterprises with a strong market position and a long-term earnings profile if the longer amortisation period is considered to give a better reflection of the benefit from the relevant resources.

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 write-downs for bad and doubtful debts.

## Other financial liabilities

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

## Income tax receivable or payable

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

