

**Movellas ApS
Central Business Registration No
31467977**

Annual report 2013

The Annual General Meeting adopted the annual report on 03.06.2014

Chairman of the General Meeting

Name: Joseph Nivaro

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Entity details

Entity

Movellas ApS
Amagerfælledvej 56, 8
2300 Copenhagen S

Central Business Registration No: 31467977

Registered in: Copenhagen

Financial year: 01.01.2013 - 31.12.2013

Board of Directors

René Efraim Rechtman

Matthew Sidney Mead

Joseph Steven Cohen

Executive Board

Per Larsen, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Movellas ApS for the financial year 01.01.2013 - 31.12.2013.

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 31.12.2013 and of the results of its operations for the financial year 01.01.2013 - 31.12.2013.

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.

London, 30.05.2014

Executive Board

Per Larsen
CEO

Board of Directors

René Efraim Rechtman

Matthew Sidney Mead

Joseph Steven Cohen

Independent auditor's reports

To the owners of Movellas ApS

Report on the financial statements

We have audited the financial statements of Movellas ApS for the financial year 01.01.2013 - 31.12.2013, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity 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 as 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 about 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 judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity'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 Entity'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 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 audit opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31.12.2013 and of the results of its operations for the financial year 01.01.2013 - 31.12.2013 in accordance with the Danish Financial Statements Act.

Independent auditor's reports

Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. 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 commentary is consistent with the financial statements.

Copenhagen, 30.05.2014

Deloitte

Statsautoriseret Revisionspartnerselskab

Jesper Blom

State Authorised Public Accountant

Management commentary

Primary activities

The Company's primary activities comprise development of web portals and computer programming as well as related activities.

Development in activities and finances

Profit/loss for the year amounts to a loss of DKK 4,780 thousand against a loss of DKK 1,375 thousand in 2012. Accordingly, the Company's balance sheet shows assets of DKK 3,914 thousand and equity of DKK 3,046 thousand.

Equity is affected by a capital increase performed during the year totalling DKK 5,777 thousand. The nominal capital increase of DKK 155 thousand has been conducted by a cash contribution of DKK 1,974 thousand and a conversion of debt of DKK 3,803 thousand.

According to Management, capitalised development costs for this year prior years are to be written down to DKK 0. Write-downs for the year affect profit/loss for the year negatively by DKK 4,040 thousand.

Additional capital of DKK 6,771 thousand has been contributed to the Company at 9 May 2014 by a nominal capital increase of DKK 3,215 thousand of which DKK 5,480 thousand has been contributed as a cash contribution and DKK 1,291 thousand as a conversion of debt.

In connection with the capital increase a new board of directors was selected. The board of directors was changed with effect as of the closing round at 9 May 2014.

According to Management's subsequent assessment, the Company's capital and cash resources are adequate to secure sound operations for 2014.

In connection with the submission of the annual report for 2012, the company auditors decided to disclaim their opinion due to lacking audit evidence for expenses incurred in the Company as vouchers were not present at the Company. Thus, the statement also contained an emphasis of matter paragraph on the non-compliance with the Danish Bookkeeping Act. In 2013, the Company undertook the efforts necessary to rectify this matter and in this connection, it has restored the documents for 2012.

Events after the balance sheet date

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

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 for these financial statements are consistent with those applied last 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.

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. Plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Accounting policies

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

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 write-downs of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as plant and equipment.

Other financial income from group enterprises

Other financial income from group enterprises comprises interest income etc on receivables from group enterprises.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme 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.

Accounting policies

Balance sheet

Intellectual property rights etc

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Indirect production costs in the form of indirect attributable staff costs and amortisation of intangible assets and depreciation on property, plant and equipment used in the development process are recognised in cost based on time spent on each project.

Property, plant and equipment

Plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-5 years
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Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

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

Accounting policies

Receivables

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

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

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.

Income statement for 2013

	<u>Notes</u>	<u>2013 DKK</u>	<u>2012 DKK</u>
Gross loss		(469.422)	(492)
Staff costs	1	(249.377)	(504)
Depreciation, amortisation and impairment losses		<u>(4.045.192)</u>	<u>(774)</u>
Operating profit/loss		(4.763.991)	(1.770)
Other financial income from group enterprises		99.555	28
Other financial income		7.444	1
Other financial expenses		<u>(123.122)</u>	<u>(3)</u>
Profit/loss from ordinary activities before tax		(4.780.114)	(1.744)
Tax on profit/loss from ordinary activities	2	<u>0</u>	<u>371</u>
Profit/loss for the year		<u>(4.780.114)</u>	<u>(1.373)</u>
Proposed distribution of profit/loss			
Retained earnings		<u>(4.780.114)</u>	<u>(1.373)</u>
		<u>(4.780.114)</u>	<u>(1.373)</u>

Balance sheet at 31.12.2013

	<u>Notes</u>	<u>2013 DKK</u>	<u>2012 DKK</u>
Development projects in progress		0	2.582
Intangible assets	3	<u>0</u>	<u>2.582</u>
Other fixtures and fittings, tools and equipment		1.278	7
Property, plant and equipment	4	<u>1.278</u>	<u>7</u>
Investments in group enterprises		9	0
Deposits		27.604	22
Fixed asset investments	5	<u>27.613</u>	<u>22</u>
Fixed assets		<u>28.891</u>	<u>2.611</u>
Trade receivables		16.875	0
Receivables from group enterprises		3.525.382	1.093
Deferred tax assets		0	371
Other short-term receivables		142.513	59
Receivables		<u>3.684.770</u>	<u>1.523</u>
Cash		<u>200.734</u>	<u>16</u>
Current assets		<u>3.885.504</u>	<u>1.539</u>
Assets		<u>3.914.395</u>	<u>4.150</u>

Balance sheet at 31.12.2013

	<u>Notes</u>	<u>2013 DKK</u>	<u>2012 DKK</u>
Contributed capital	6	423.228	269
Retained earnings		<u>2.623.023</u>	<u>1.781</u>
Equity		<u>3.046.251</u>	<u>2.050</u>
Trade payables		246.437	175
Other payables	7	<u>621.707</u>	<u>1.925</u>
Current liabilities other than provisions		<u>868.144</u>	<u>2.100</u>
Liabilities other than provisions		<u>868.144</u>	<u>2.100</u>
Equity and liabilities		<u><u>3.914.395</u></u>	<u><u>4.150</u></u>
Unrecognised rental and lease commitments	8		

Statement of changes in equity for 2013

	Contributed capital DKK	Retained ear- nings DKK	Total DKK
Equity beginning of year	268.575	1.780.744	2.049.319
Increase of capital	154.653	5.622.393	5.777.046
Profit/loss for the year	0	(4.780.114)	(4.780.114)
Equity end of year	423.228	2.623.023	3.046.251

Notes

	2013	2012
	DKK	DKK
1. Staff costs		
Wages and salaries	227.633	467
Other social security costs	14.506	18
Other staff costs	7.238	19
	249.377	504
	2013	2012
	DKK	DKK
2. Tax on ordinary profit/loss for the year		
Change in deferred tax for the year	0	(371)
	0	(371)
		Development projects in progress DKK
3. Intangible assets		
Cost beginning of year		3.856.578
Additions		1.458.608
Cost end of year		5.315.186
Amortisation and impairment losses beginning of year		(1.275.114)
Impairment losses for the year		(4.040.072)
Amortisation and impairment losses end of year		(5.315.186)
Carrying amount end of year		0

Notes

				Other fixtures and fittings, tools and equipment DKK
4. Property, plant and equipment				
Cost beginning of year				12.798
Cost end of year				12.798
Depreciation and impairment losses beginning of the year				(6.400)
Depreciation for the year				(5.120)
Depreciation and impairment losses end of the year				(11.520)
Carrying amount end of year				1.278
5. Fixed asset investments				
Cost beginning of year				9
Cost end of year				9
Carrying amount end of year				9
				Investments in group enterprises DKK
6. Contributed capital				
				DKK
	Registered in	Corporate form	Equity interest %	Equity DKK
	DKK			Profit/loss DKK
Subsidiaries:				
Movellas Ltd. UK	London	Ltd.	100,00	(3.591.234)
				(2.936.826)
			Number	Par value DKK
				Nominal value DKK
6. Contributed capital				
A-shares			169.000	1,00
B-shares			254.228	1,00
			423.228	423.228

Notes

	2013	2012	2011	2010	2009
	DKK	DKK	DKK	DKK	DKK
Changes in contributed capital					
Contributed capital beginning of year	268.575	268.575	168.042	142.200	125.000
Increase of capital	154.653	0	100.533	25.842	17.200
Contributed capital end of year	423.228	268.575	268.575	168.042	142.200

	2013	2012
	DKK	DKK
7. Other short-term payables		
Wages and salaries, personal income taxes, social security costs, etc. payable	103.299	139
Holiday pay obligation	117.456	117
Other costs payable	400.952	1.669
	621.707	1.925

	2013	2012
	DKK	DKK
8. Unrecognised rental and lease commitments		
Commitments under rental agreements or leases until expiry	27.612	31