Global IP Sound AB (public) Registered No. 556573-9017

Annual report and consolidated financial statements for the financial period from 1 January 2001 to 31 December 2001

The board of directors and the managing director present the following annual report and consolidated financial statements.

Contents	Page
- Administration report	2
- Consolidated income statement	3
- Consolidated balance sheet	4
- Consolidated cash flow statement	6
- Parent company income statement	7
- Parent company balance sheet	8
- Cash flow statement	10
- Notes to the financial statements,	
applicable to the parent company and the group	11

Administration report

The Annual Report refers to the Company's fiscal year from the date January 1 2001 to December 31 2001.

Information about the business activities

Global IP Sound AB (the Company) has developed software for communications over packet networks and provides products and software, which will lead to a high and robust sound quality for real-time sound processing over packet networks. The Company has established business in the US through its subsidiary Global IP Sound Inc

During the fiscal year, the Company has opened sales offices in Boston and Hong Kong. The R&D work has in all-important ways been carried out according to the original plans and the Company has developed a number of products and software. The Company is not dependent on any third party's rights, as the Company owns the software that it has developed. The Company received its first patent for NetEqTM by the Swedish Patent Authorities and has 6 more patent pending.

During the fiscal year, the company has built up a marketing and sales department with staff both in the US and in Sweden. Although the financial results do not show any revenue for this year, this group has signed three licensing agreements with Pingtel, Snom, and Comuniq, with revenues expected to be generated from these contracts in 2002. In addition, it has signed four marketing agreement with Texas Instruments, HotSip, Mediatrix, Trillium and Ubiquity. Other potential contracts are currently in the sales pipeline that is expected to generate additional revenue for 2002.

The Company has made a conscious effort to cut costs and preserve cash going into 2002. During the fiscal year the Company has through a private placements raised capital in the amount of 24MSEK. The Company also raised 5.7MSEK in additional financing in January 2002 from existing shareholders. The Board of Directors are continuously looking at ways to preserve the liquidity of the Company.

The Company has its registered office in Stockholm.

Proposed treatment of loss

|Group|

The non-restricted equity of the group amounts to SEK –112,488,589

|Parent company|

The board of directors and the managing director propose that the accumulated loss, SEK 64,932,560 be carried forward.

Consolidated income statement	Note	1 Jan 2001 -31 Dec 2001	20 Jul 1999 -31 Dec 2000
Other income Gross profit	2	$\frac{0}{0}$	109,667 109,667
Gross pront	3, 2, 4	V	100,007
Selling expenses	- , ,	-23,868,996	-4,891,972
Administrative expenses	5	-21,526,561	-32,957,707
Research and development costs		<u>-32,257,145</u>	<u>-22,506,634</u>
Operating loss		-77,652,702	-60,246,646
Result from financial investments			
Other interest income and similar profit/loss	6		
items		1,969,826	4,133,945
Interest expenses and similar profit/loss items		<u>-430,900</u>	<u>-412,03</u> 4
Total result from financial investments		1,538,926	3,721,911
Result after financial items		<u>-76,113,776</u>	<u>-56,524,735</u>
State tax		-8,272	0
Net loss for the year		<u>-76,122,048</u>	<u>-56,524,735</u>

Consolidated balance sheet	Note	31 Dec 2001	31 Dec 2000
	1		
Assets			
Fixed assets			
Intangible fixed assets Patents	7	800,217	<u>397,062</u>
Tangible fixed assets Plant and machinery Equipment, tools, fixtures and fittings Software Costs of improvements to property Vehicles	8 9 10 11 12	2,083,226 1,815,751 156,773 2,760,990 0 6,816,740	2,827,824 839,895 136,164 229,496 <u>334,017</u> 4,367,396
Financial fixed assets Deposits Other long-term receivables		2,785,078 <u>40</u> 2,785,118	3,820,121 40 3,820,161
Total fixed assets		10,402,075	<u>8,584,619</u>
Current assets Current receivables Other current investments	16	5,412,501	0
Other current receivables Prepaid expenses and accrued income	13	674,615 <u>941,136</u> 7,028,252	1,066,270 1,291,129 2,357,399
Cash and bank balances		32,931,992 32,931,992	87,651,714 87,651,714
Total current assets		39,960,244	90,009,113
Total assets		50,362,319	98,593,732

Equity and liabilities		31 Dec 2001	31 Dec 2000
Equity	14		
Restricted equity Share capital (23,044,327shares at nom SEK 1 each) Restricted reserves Total restricted equity		23,044,327 131,878,419 154,922,746	18,794,327 <u>130,672,842</u> 149,467,169
Non-restricted equity Net loss previous year Net loss for the year Total non-restricted equity		-36,366,541 <u>-76,122,048</u> -112,488,589	<u>-56,524,735</u> -56,524,735
Total equity		42,434,157	92,942,434
Current liabilities Accounts payable - trade Other current liabilities Accrued expenses and deferred income Total current liabilities	15	4,167,548 404,556 3,356,060 7,928,164	1,877,049 1,401,803 <u>2,372,446</u> 5,651,298
Total equity and liabilities		50,362,319	<u>98,593,732</u>
Pledged assets		None	None
Contingent liabilities		None	None

Consolidated cash flow	Note	20 1-1 1000
statement	1 Jan 2001 -31 Dec 2001	20 Jul 1999 -31 Dec 2000
Operating activities		
Result after financial items	-76,113,776	-56,524,735
Adjustments for items not included in cash flow		
etc.	2,846,988	18,552,478
Depreciation	2,451,374	809,612
Tax	<u>-8,272</u>	<u>0</u>
Cash flow from operating activities before		
changes in working capital	-70,823,686	-37,162,645
Changes in working capital		
Increase in receivables	741,646	-2,357,399
Increase in accounts payable	<u>2,276,863</u>	5,651,298
Cash flow from operating activities	-67,805,175	-33,868,746
Investing activities		
Acquisitions of intangible assets	-403,155	-397,062
Acquisitions of machinery and equipment	-4,900,717	-5,177,008
Investment in financial assets	<u>-4,377,458</u>	-3,820,161
Cash flow from investing activities	-9,681,330	-9,394,231
Financing activities		
Share premium upon issue of new shares	22,440,177	129,287,719
Cash flow from financing activities	22,440,177	129,287,719
Cash flow for the year	-55,046,328	86,024,742
Liquid funds at the beginning of the year	87,651,714	00,024,742
Exchange difference, liquid funds	326,605	1,626,972
Liquid funds at the end of the year	32,931,992	87,651,714

Parent company income statement	Note	1 Jan 2001 -31 Dec 2001	20 Jul 1999 -31 Dec 2000
Other income Gross profit	2 4, 3, 2	$\frac{0}{0}$	<u>109,667</u> 109,667
Selling expenses Administrative expenses Research and development costs Operating loss	5	-8,329,610 -9,791,219 <u>-24,599,778</u> -42,720,607	-1,831,347 -9,677,950 <u>-19,364,423</u> -30,764,053
Result from financial investments Other interest income and similar profit/loss items Interest expenses and similar profit/loss items Total result from financial investments	6	5,020,335 -466,090 4,554,245	4,409,441 -411,584 3,997,857
Result after financial items		<u>-38,166,364</u>	-26,766,196
Net loss for the year		<u>-38,166,364</u>	<u>-26,766,196</u>

Parent company balance sheet	Note	31 Dec 2001	31 Dec 2000
	1		
Assets			
Fixed assets			
Intangible fixed assets			
Patents	7	800,217	397,062
Tangible fixed assets			
Plant and machinery	8	1,376,796	1,927,509
Leasehold improvements		214,720	0
Equipment, tools, fixtures and fittings	9	<u>792,250</u>	839,895
		2,383,766	2,767,404
Financial fixed assets			
Shares in group companies		8,769,216	8,769,216
Deposits		1,000,000	1,000,000
Deposits		9,769,216	9,769,216
		, ,	, ,
Total fixed assets		12,953,199	12,933,682
Current assets			
<u>Current receivables</u>			
Other current investments	16	5,412,501	0
Receivables from group companies		46,106,923	9,678,565
Other current receivables		470,569	866,025
Prepaid expenses and accrued income	13	<u>590,820</u>	<u>1,191,380</u>
		52,580,813	11,735,970
Cash and bank balances		26,280,123	81,862,498
Total current assets		78,860,936	93,598,468
Total assets		<u>91,814,135</u>	106,532,150

Equity and liabilities		31 Dec 2001	31 Dec 2000
Equity	14		
Restricted equity Share capital (23 044 327 shares at nom SEK 1 each) Share premium reserve		23,044,327 128,457,199 151,501,526	18,794,327 <u>110,493,392</u> 129,287,719
Non-restricted equity Profit/loss brought forward Net loss for the year Accumulated loss		-26,766,196 -38,166,364 -64,932,560	0 -26,766,196 -26,766,196
Total equity		86,568,966	102,521,523
Current liabilities Accounts payable – trade Other current liabilities Accrued expenses and deferred income Total current liabilities	15	3,367,641 404,556 1,472,972 5,245,169	1,429,470 1,235,925 1,345,232 4.010.627
Total equity and liabilities		91,814,135	106,532,150
Pledged assets		None	None
Contingent liabilities		None	None

Cash flow statement	Note	1 Jan 2001 - 31 Dec 2001	20 Jul 1999 -31 Dec 2000
Operating activities			
Result after financial items		-38,166,364	<u>-26,766,196</u>
Depreciation		1,159,348	618,976
Cash flow from operating activities before			
changes in working capital		-37,007,016	-26,147,220
Changes in working capital			
Increase in receivables		-35,432,343	-11,735,970
Increase in accounts payable – trade		<u>1,234,543</u>	4,010,627
Cash flow from operating activities		-71,204,816	-33,872,563
Investing activities			
Acquisitions of intangible assets		-403,155	-397,062
Acquisitions of machinery and equipment		-775,710	-3,386,380
Investment in financial assets		<u>-5,412,501</u>	<u>-9,769,216</u>
Cash flow from investing activities		-6,591,366	-13,552,658
Financing activities			
Share premium upon new issue of shares		22,213,807	129,287,719
Cash flow from financing activities		22,213,807	129,287,719
Cash flow for the year		-55,582,375	81,862,498
Liquid funds at the beginning of the year		81,862,498	<u>0</u>
Liquid funds at the end of the year		26,280,123	<u>81,862,498</u>

Notes to the financial statements, applicable to the parent company and group

Note 1 Accounting principles

The annual report has been prepared according to the Annual Accounts Act and to the Swedish Accounting Standards Board.

Consolidated financial statements

The consolidated financial statements include subsidiaries, where the parent company directly or indirectly holds more than 50% of the votes.

The consolidated financial statements have been prepared in accordance with the acquisition accounting method, which means that the subsidiaries' equity at the date of acquisition, defined as the difference between the fair values of the assets and liabilities, is eliminated in full. Thus the group equity includes only that portion of the subsidiaries' equity, which has been added after the date of acquisition.

If the acquisition value of the shares on consolidation exceeds the value of the subsidiary's net assets stated in the acquisition analysis, the difference is stated as goodwill on consolidation. If instead, the acquisition value of the shares on consolidation is less than the value of the company's net assets stated in the acquisition analysis, the difference is accounted for as a provision for negative goodwill. The provision is dissolved on the basis of expectations regarding the earnings trend.

The company applies the current method for the translation of the financial statements of foreign subsidiaries. This means that the assets and liabilities of the foreign subsidiaries are translated at the closing rate. All items included in the income statement are translated at the average rate for the year. Translation differences are taken directly to group equity.

If the parent company or another group company has taken measures to balance or hedge against exchange differences regarding a net investment in an independent subsidiary, the exchange difference in the hedge instrument is taken directly to equity, in so far as it is matched by a translation difference reported during the year for the subsidiary.

In case there is a difference in the valuation of assets and liabilities at group level and company level, the tax effect is taken into account and is reported either as a deferred tax asset or a deferred tax liability.

Inter-company profits are eliminated in full, i.e. without taking account of minority interests.

Minority interests in the result for the year are shown in the consolidated financial statements. Minority interests in the subsidiaries' equity are presented as a separate item in the consolidated balance sheet.

Receivables

Receivables are stated in the amounts estimated to be received on the basis of individual assessment.

Foreign currencies

Receivables and payables in foreign currencies are valued at the closing rate. Where hedging measures have been taken, such as forward contracts, the forward rates are used. Gains and losses on receivables and payables relating to operations are accounted for net under other operating income or, alternatively, other operating expenses.

On hedging of future budgeted flows, the hedging instruments are not re-valued in case of exchange rate fluctuations. The entire effect of exchange rate fluctuations is accounted for in the income statement as the hedging instruments mature.

Fixed assets

Tangible and intangible fixed assets are depreciated/amortised systematically over their estimated useful lives. The following periods of depreciation/amortisation are applied:

	Number of years
Intangible fixed assets	5
Equipment, tools, fixtures and fittings	5
Software	3
Improvements to property	Written down over the term of the lease

Interest on capital borrowed to finance the production of an asset is included in the acquisition value in so far as the interest is attributable to the production period.

Research and development

Costs for research and development work are normally expensed as they arise.

Cash flow statement

The cash flow statement is prepared in accordance with the indirect method. The reported cash flow comprises only transactions leading to inward and outward payments. The cash flow is allocated to

- operating activities,
- investing activities and
- financing activities.

Note 2 Inter-company purchases and sales

Parent company

Of the company's net sales, sales to subsidiaries account for SEK 0. Of the company's purchases, purchases from subsidiaries account for SEK 13,364,851 Interest income from subsidiaries account for SEK 3,438,499.

For inter-company purchases and sales, the pricing principles applied are the same as for transactions between external parties.

Note 3 Depreciation, amortisation, write-downs and reversals

Depreciation of tangible fixed assets amount to SEK 2,451,374 group and SEK 1,124,170 for the parent company.

Note 4 Average number of employees, wages, salaries, other emoluments and social security contributions

	1 Jan 2001 -31 Dec 2001	20 Jul 1999 - <u>31 Dec 2000</u>
The average number of employees, men and women, was		
Group	• •	_
Men	29	5
Women Total for group	6	23 28
Total for group	<u>35</u>	<u>26</u>
Parent company		
Men	19	10
Women	3	<u>2</u>
Total for parent company	<u>22</u>	<u>12</u>
Group		
Wages, salaries and emoluments paid to		
President and board of directors	3,524,881	3,203,671
Other employees	<u>29,295,053</u>	9,141,847
Total wages, salaries and emoluments	32,819,934	12,345,518
5	, ,	, ,
Statutory and contractual social security		
contributions	4,451,059	2,771,972
Pension costs (of which for board and managing	1.002.626	(02 (20
director SEK 126,295)	<u>1,882,636</u>	602,628
Total wages, salaries, emoluments, social security contributions and pension costs for		
group	39,153,629	15,720,118
group	<u>=>,100,0=></u>	10,720,110
Parent company		
Wages, salaries and emoluments paid to		
President and the board of directors	867,500	893,671
Other employees	<u>8,315,823</u>	<u>6,301,104</u>
Total wages, salaries and emoluments	9,183,323	7,194,775
Statutory and contractual social security		
contributions	3,000,349	2,454,593
Pension costs (of which for board and managing	-,,	_,,
director SEK 126,295)	1,882,636	602,628
Total wages, salaries, emoluments, social		
security contributions and pension costs for		
parent company	14,066,308	10,251,996

Note 5 Fees and remuneration

	1 Jan 2001 -31 Dec 2001	20 Jul 1999 -31 Dec 2000
Group Accounting fees Other fees	261,493 319,258 580,751	89,045 <u>225,000</u> <u>314,045</u>
Parent company Accounting fees Other fees	68,132 148,237 216,369	30,000 <u>126,625</u> <u>156,625</u>
Note 6 Other interest income and similar profit/loss items		
	1 Jan 2001 -31 Dec 2001	20 July 1999 -31 Dec 2000
Group Interest income Total		
Interest income	-31 Dec 2001 1,827,135	-31 Dec 2000 4,133,945

Note 7 Patents

	31 Dec 2001	31 Dec 2000
Group		
Patents Balance brought forward -Capitalised costs Closing residual value according to plan	397,062 403,155 800,217	397,062 397,062
Parent company		
Patents Balance brought forward -Capitalised costs Closing residual value according to plan	397,062 403,155 800,217	397,062 397,062
Note 8 Plant and machinery		
Group	31 Dec 2001	31 Dec 2000
Balance brought forward -Purchases -Disposal Closing accumulated acquisition values	3,513,543 488,198 -101,887 3,899,854	3,513,543 <u>0</u> 3,513,543
Balance brought forward -Disposal -Depreciation Closing accumulated depreciation	-685,719 66,709 <u>-1,197,618</u> -1,816,628	<u>-685,719</u> -685,719
Closing residual value according to plan	<u>2,083,226</u>	<u>2,827,824</u>
Parent company		
Balance brought forward -Purchases -Disposal Closing accumulated acquisition values	2,459,349 394,439 -101,887 2,751,901	2,459,349 <u>0</u> 2,459,349
Balance brought forward -Disposal -Depreciation Closing accumulated depreciation	-531,840 66,709 -909,974 -1,375,105	0 -531,840 -531,840
Closing residual value according to plan	<u>1,376,796</u>	<u>1,927,509</u>

Note 9 Equipment, tools, fixtures and fittings

	31 Dec 2001	31 Dec 2000
Group		
Balance brought forward -Purchases Closing accumulated acquisition values	927,031 1,387,900 2,314,931	927,031 927,031
Balance brought forward -Depreciation Closing accumulated depreciation	-87,136 -412,044 <u>-499,180</u>	-87,136 <u>-87,136</u>
Closing residual value according to plan	<u>1,815,751</u>	<u>839,895</u>
Parent company		
Balance brought forward -Purchases Closing accumulated acquisition values	927,031 <u>161,045</u> 1,088,076	927,031 927,031
Balance brought forward -Depreciation Closing accumulated depreciation	-87,136 -208,690 -295,826	<u>-87,136</u> -87,136
Closing residual value according to plan	<u>792,250</u>	<u>839,895</u>

Balance brought forward

Balance brought forward

Closing accumulated acquisitions value

Closing accumulated depreciations

Closing residual value according to plan

-Improvements

-Depreciations

Note 10 Software		
	1 Jan 2001 -31 Dec 2001	20 Jul 1999 - <u>31 Dec 2000</u>
<u>Group</u>		
Balance brought forward -Purchases Closing accumulated acquisition values	158,399 108,429 266,828	158,399 158,399
Balance brought forward -Depreciation Closing accumulated depreciation	-22,234 -87,821 -110,055	<u>-22,234</u> -22,234
Closing residual value according to plan	<u>156,773</u>	<u>136,165</u>
Note 11 Costs of improvements to property Group	1 Jan 2001 -31 Dec 2001	20 Jul 1999 -31 Dec 2000
Balance brought forward	229,496	
-Improvements Closing accumulated acquisition values	3,198,021 3,427,517	229,496 229,496
Closing accumulated acquisition values Balance brought forward -Depreciations	3,427,517 0 -666,527	229,496 0

220,226 220,226

<u>-5,506</u>

-5,506

<u>214,720</u>

<u>0</u> 0

 $\frac{0}{0}$

0

Note 12 Vehicles		
	1 Jan 2001 -31 Dec 2001	20 Jul 1999 - <u>31 Dec 2000</u>
<u>Group</u>		
Balance brought forward -Purchases / Sold Closing accumulated acquisition values	348,540 -348,540 0	348,540 348,540
Balance brought forward -Depreciation	-14,522 <u>14,522</u> 0	<u>-14,522</u>
Closing accumulated depreciation	U	<u>-14,522</u>
Closing residual value according to plan	<u>0</u>	<u>334,018</u>
Note 13 Prepaid expenses and accrued income		
	31 Dec 2001	31 Dec 2000
<u>Group</u>		
Prepaid rents Prepaid leasing Accrued interest income Prepaid insurance Other prepaid expenses Total	569,608 31,735 57,029 233,622 49,142 941,136	331,257 36,720 75,855 197,760 649,537 1,291,129
Parent company		
Prepaid rents Prepaid leasing Accrued interest income Prepaid insurance Other prepaid expenses Total	332,015 31,735 57,029 148,225 31,816 590,820	331,257 36,720 75,855 98,011 <u>649,537</u> <u>1,191,380</u>
Note 14 Change in equity		
<u>Group</u>	31 Dec 2001	31 Dec 2000
Restricted equity		
Share capital Amount at the beginning of the year New capital issue Amount at the end of the year	18,794,327 <u>4,250,000</u> 23,044,327	0 18,794,327 18,794,327

	31 Dec 2001	31 Dec 2000
Restricted reserves Amount at the beginning of the year New capital issue Change in exchange difference Deferred compensation Adjustment from restricted equity to non-	130,672,842 17,963,807 271,127 3,128,837	0 110,493,392 1,682,451 18,496,999
restricted equity Amount at the end of the year	-20,158,194 131,878,419	<u>0</u> 130,672,842
Total restricted equity at the end of the year	<u>154,922,746</u>	149,467,169
Non-restricted equity Amount at the beginning of the year Adjustment from restricted equity to non- restricted equity Net loss of the year Total non-restricted equity at the end of the year	-56,524,735 20,158,194 <u>-76,122,048</u> <u>-112,488,589</u>	0 -56,524,735 -56,524,735
Parent company Restricted equity	31 Dec 2001	31 Dec 2000
Share capital Amount at the beginning of the year New capital issue Amount at the end of the year	18,794,327 4,250,000 23,044,327	0 18,794,327 18,794,327
Share premium reserve Amount at the beginning of the year New capital issue Amount at the end of the year	110,493,392 17,963,807 128,457,199	0 110,493,392 110,493,392
Total restricted equity at the end of the year	<u>151,501,526</u>	<u>129,287,719</u>
Non-restricted equity Amount at the beginning of the year Net loss of the year Amount of the year	-26,766,196 -38,166,364 -64,932,560	0 -26,766,196 -26,766,196

Global IP Sound issued 4,250,000 warrants at subscription price of 5.75SEK to those subscribers of the new common stock issue. The warrants can be exercised in the period 1 December 2001 through 14 November 2003.

Note 15 Accrued expenses and deferred income

<u>Group</u>	31 Dec 2001	31 Dec 2000
Accrued holiday pay Accrued social security contributions Accrued special employer's contribution Other items Total	755,953 302,917 370,190 1,927,000 3,356,060	237,301 798,364 117,654 1,219,127 2,372,446
Parent company		
Accrued holiday pay Accrued social security contributions Accrued special employer's contribution Other items Total	211,646 302,917 370,190 <u>588,219</u> <u>1,472,972</u>	136,714 798,364 117,654 <u>292,500</u> <u>1,345,232</u>
Note 16 Other current investments		
Group	31 Dec 2001	31 Dec 2000
Book value Market value or equivalent	5,412,501 5,412,501	$\frac{\underline{0}}{\underline{0}}$
Parent company		
Book value Market value or equivalent	5,412,501 5,412,501	$\frac{\underline{0}}{\underline{0}}$

Note 17 Shares in group companies

Company name	Registration No	Domicile		Owned to (%)
Global IP Sound Optioner AB	556585-5383	Stockholm, Sweden		100
Global IP Sound Inc.	94-3352605	San Francisco, USA		100
	Owned	Voting	Number	
Parent company	<u>to %</u>	right %	of shares	Book value
Global IP Sound Optioner AB	100	100	1,000	100,000
Global IP Sound Inc.	100	100	100,000	<u>8,669,216</u>
Sum				8,769,216

Global IP Sound Optioner AB has share capital of SEK 100,000. Equity amounts to SEK 91,622 Net loss of the year amounts to SEK 279.

Global IP Sound Inc. has a share capital of SEK 1,045. Equity amounts to SEK –38,878,435. Net loss of the year amounts to SEK 35,418,048.

Stockholm 18th March 2002

Roar Hagen Ditlef de Vibe Lars Berg Interim CEO Chairman of the board

Jörgen Axelsson Jørgen Kjærnes Ivar Hognestad

Our audit report has been issued on 8th April 2001 ÖHRLINGS PRICEWATERHOUSECOOPERS AB

Magnus Brändström Authorised Public Accountant