

## **Verdane NVP SEED SPV K/S**

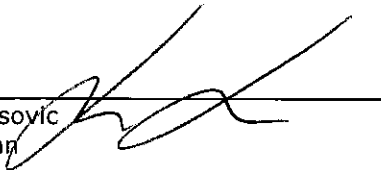
**Sundkrogsgade 21, c/o Harbour House, DK-  
2100 Copenhagen**

**CVR no. 25 62 90 35**

### **Annual report for 2018**

Adopted at the annual general meeting  
on 21/03/2019

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Adis Cosovic  
chairman



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## Statement by management on the annual report

The Management has today discussed and approved the annual report of Verdane NVP SEED SPV K/S for the financial year 1 January - 31 December 2018.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In my opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018.

In my opinion, Management's review includes a fair review of the matters dealt with in the Management's review.

I recommend the adoption of the annual report at the annual general meeting.

Copenhagen, 26 February 2019

**On behalf of the General Partner:  
Verdane Capital VII GP ApS**



Birger Nergaard

## **Independent auditor's report**

### ***To the shareholders of Verdane NVP SEED SPV K/S***

#### **Opinion**

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2018 and of the results of the company's operations for the financial year 1 January - 31 December 2018 in accordance with the Danish Financial Statements Act.

We have audited the financial statements of Verdane NVP SEED SPV K/S for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

#### **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.

#### **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.

## **Independent auditor's report**

### **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 the 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 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 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.
- 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.

## Independent auditor's report

- 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.

Copenhagen, 26 February 2019

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
CVR no. 33 77 12 31



Niels Henrik B. Mikkelsen  
State Authorised Public Accountant  
MNE no. mne16675

## Company details

### The company

Verdane NVP SEED SPV K/S  
Sundkrogsgade 21  
c/o Harbour House  
DK-2100 Copenhagen

CVR no.: 25 62 90 35

Reporting period: 1 January - 31 December 2018

Domicile: Copenhagen

### On behalf of the General Partner: Verdane Capital VII GP ApS

Birger Nergaard

### Auditors

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

## **Management's review**

### **Business activities**

The Company contributes venture capital to competitive enterprises.

### **Unusual matters**

The company's financial position at 31 December 2018 and the results of its operations for the financial year ended 31 December 2018 are not affected by any unusual matters.

### **Business review**

The company's income statement for the year ended 31 December shows a loss of TSEK 2.343, and the balance sheet at 31 December 2018 shows equity of TSEK 29.196.

### **Special risks apart from generally occurring risks in industry**

#### ***Operating risks***

The objective of the Company is to contribute venture capital to competitive enterprises. The most important risk factor is therefore changes in the value of the investment made in the underlying portfolio company.

#### ***Financial risks***

The investment is based in the United States of America and a negative event in the US capital market would most likely affect the financing and/or exit possibilities.

#### ***Currency risks***

Due to the location in the United States of America the exchange risk related to the investment is regarded as being fairly small.

#### ***Interest-rate risks***

The Company is less sensitive to changes in the interest level. Cash carries current interest at fixed-term deposits.

#### ***Credit risks***

The main focus at Verdane NVP I SPV K/S in the future will be to continue to develop and support the existing investment company and to drive a successful exit.

### **Significant events occurring after end of reporting period**

No events have occurred after the balance sheet date which could significantly affect the company's financial position.



## Income statement 1 January - 31 December

	<u>Note</u>	<u>2018</u> TSEK	<u>2017</u> TSEK
<b>Value adjustments of investments</b>		<b>-2.204</b>	<b>-7.031</b>
Other external expenses	1	<u>-137</u>	<u>-94</u>
<b>Gross profit</b>		<b>-2.341</b>	<b>-7.125</b>
Financial income		0	0
Financial expenses		<u>-2</u>	<u>-1</u>
<b>Profit/loss before tax</b>		<b>-2.343</b>	<b>-7.126</b>
Tax on profit/loss for the year		<u>0</u>	<u>0</u>
<b>Profit/loss for the year</b>		<b><u>-2.343</u></b>	<b><u>-7.126</u></b>
 <b>Distribution of profit</b>			
Retained earnings		<u>-2.343</u>	<u>-7.126</u>
		<b><u>-2.343</u></b>	<b><u>-7.126</u></b>

## Balance sheet 31 December

	<u>Note</u>	<u>2018</u> TSEK	<u>2017</u> TSEK
<b>Assets</b>			
Other investments		39.695	41.898
<b>Fixed asset investments</b>		<u><b>39.695</b></u>	<u><b>41.898</b></u>
<b>Total fixed assets</b>		<u><b>39.695</b></u>	<u><b>41.898</b></u>
Other receivables		20	0
<b>Receivables</b>		<u><b>20</b></u>	<u><b>0</b></u>
<b>Cash at bank and in hand</b>		<u><b>42</b></u>	<u><b>171</b></u>
<b>Total current assets</b>		<u><b>62</b></u>	<u><b>171</b></u>
<b>Total assets</b>		<u><u><b>39.757</b></u></u>	<u><u><b>42.069</b></u></u>

## Balance sheet 31 December

	<u>Note</u>	<u>2018</u> TSEK	<u>2017</u> TSEK
<b>Equity and liabilities</b>			
Contributed Capital		276.317	276.317
Retained earnings		<u>-247.121</u>	<u>-244.778</u>
<b>Equity</b>	2	<b><u>29.196</u></b>	<b><u>31.539</u></b>
Trade payables		23	4
Other payables		<u>10.538</u>	<u>10.526</u>
<b>Short term debt</b>		<b><u>10.561</u></b>	<b><u>10.530</u></b>
<b>Debt total</b>		<b><u>10.561</u></b>	<b><u>10.530</u></b>
<b>Total equity and liabilities</b>		<b><u><u>39.757</u></u></b>	<b><u><u>42.069</u></u></b>

**Statement of changes in equity**

	Contributed Capital	Retained earnings	Total
Equity at 1 January 2018	276.317	-244.778	31.539
Net profit/loss for the year	0	-2.343	-2.343
<b>Equity at 31 December 2018</b>	<b>276.317</b>	<b>-247.121</b>	<b>29.196</b>

## Notes

	<u>2018</u>	<u>2017</u>
<b>1 Staff costs</b>		
Average number of employees	<u>0</u>	<u>0</u>

## 2 Equity

Limited Partners' and General Partners' total committed capital is MSEK 35 of which MSEK 30 is not yet called at 31 December 2018.

## **Accounting policies**

The annual report of Verdane NVP SEED SPV K/S for 2018 has been prepared in accordance with the provisions of the Danish Financial Statements Act concerning reporting class B entities as well as selected rules applying to reporting class C.

The accounting policies applied are consistent with those of last year.

The annual report for 2018 is presented in TSEK.

Currency exchange rate (SEK/DKK):

31/12/17: 75,63

31/12/18: 72,66

### **Basis of recognition and measurement**

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any instalments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

### **Income statement**

#### **Value adjustments of investments**

The value adjustment of the investment into the portfolio company comprises value adjustments realized from sale and value adjustments unrealized from any revaluation or impairment of the investment in the portfolio company at fair value. Dividends received from the investment are included in value adjustments.

## **Accounting policies**

### **Other external expenses**

Other external expenses include expenses related to administration, etc.

Management fee comprises of management fee for the period calculated according to the Limited Partnership Agreement.

### **Financial income and expenses**

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, realised and unrealised capital/exchange gains and losses, etc.

### **Tax on profit/loss for the year**

The company is not independently liable to tax and consequently tax has not been recognized.

## **Balance sheet**

### **Investments in portfolio companies etc.**

Investments in other securities comprise investments in portfolio companies and are measured at fair value on the balance sheet date.

Investments in portfolio companies are measured according to the guidelines of the "International Private Equity and Venture Capital" (IPEV) "Valuation Guidelines" which is why investments are recognised at fair value at the balance sheet date in accordance with the Danish Financial Statement Act §37 and §41.

Investments in portfolio companies of which listed market prices exist are measured on the basis of the last market price. Unlisted portfolio companies are valued either by way of a capital increase round or part sale based on the value of comparable companies as well as by applying traditional measurement methods.

### **Fair value estimation**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets traded in active markets (such as publicly traded derivatives and equity securities publicly traded on a stock exchange) are based on quoted market prices at the close of trading on the reporting date.

Fair value for unlisted equity securities are determined by the General Partner using valuation techniques. Such valuation techniques may include earnings multiples and discounted cash flows. The Partnership adjust the valuation model as deemed necessary for factors such as non-maintainable earnings, tax risk, growth stage and cash traps.

## **Accounting policies**

The general partner has chosen to adopt different valuation techniques depending on the portfolio company. For holdings with substantial and sustainable cash flow or earnings, the general partner has adopted a valuation technique using averages of P/E and EBITDA. For holdings without significant profits or positive cash flow, the general partner has maintained cost or the price of a recent investment or the use of multiples based on revenues. Please refer to note 2 for further details on the valuations models and applied multiples.

### **Receivables**

Receivables are measured at amortised cost.

### **Liabilities**

Liabilities, which include trade payables and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

### **Foreign currency translation**

Transactions denominated in foreign currencies are translated at the exchange rates at the date of the transaction.

Receivables, liabilities and other items in foreign currencies which have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date.

Realised and unrealised exchange rate adjustments are included in the income statement as financial income/expenses.