

Danske Private Equity Partners II (EUR) K/S

CVR-no. 26 53 32 52

c/o Gorrissen Federspiel
Axeltorv 2
1609 Copenhagen V

The Annual Report has been presented
and approved at the Limited Partner-
ship's Annual General Meeting:

2017 2018

Chairman

Annual Report

October 1, 2016 - September 30, 2017

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Management's statement on the annual report

The management has today discussed and approved the annual report for Danske Private Equity Partners II (EUR) K/S for the financial year October 1, 2016 - September 30, 2017.

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

In our opinion, the financial statements give a true and fair view of the Limited Partnership's assets, liabilities and financial position as of September 30, 2017, as well as of the result of the Limited Partnership's activities for the financial year October 1, 2016 - September 30, 2017.

Furthermore, in our opinion, the Management's review gives a fair review of the development in the Limited Partnership's operations and financial matters and the results of the Limited Partnership's operations and financial position as a whole.

The annual report is recommended to be approved at the Annual General Meeting.

Copenhagen, December 18, 2017

Management:



General Partner
DPE Partners II ApS
Erik Fosgrau
Chief Executive Officer

Independent auditors' report

To the Limited Partners of Danske Private Equity Partners II (EUR) K/S

Independent auditors' report on the financial statements

We have audited the financial statements of Danske Private Equity Partners II (EUR) K/S for the financial year October 1, 2016 - September 30, 2017, which comprise an income statement, balance sheet and notes, including 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 financial position of the Company at September 30, 2017 and of the results of the Company's operations for the financial year October 1, 2016 - September 30, 2017 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 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 additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and 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 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 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 the financial statements.

As part of an audit conducted in accordance with ISAs and 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 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 conclusion is 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 note 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 the Management's review

Management is responsible for the Management's review.


Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on our procedures, we conclude that the 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 the Management's review.

Copenhagen, December 18, 2017
Ernst & Young
Godkendt Revisionspartnerselskab
CVR-no. 30 70 02 28


Lars Rhod Søndergaard, mne28632
State Authorised
Public Accountant


Ole Karstensen, mne16615
State Authorised
Public Accountant

Management's review

Fund summary

Company:	Danske Private Equity Partners II (EUR) K/S c/o Gorrissen Federspiel Axeltorv 2 1609 Copenhagen V, Denmark
	CVR-nr.: 26 53 32 52 Established: February 1, 2002 Registered office: Copenhagen Financial year: October 1 - September 30
Management:	General Partner DPE Partners II ApS with Chief Executive Officer Erik Fosgrau
Auditor:	Ernst & Young Godkendt Revisionspartnerselskab Osvald Helmuhs Vej 4 Postboks 250 2000 Frederiksberg
Manager (FAIF):	Danske Private Equity A/S (FT-no: 23026) Website: www.danskeprivateequity.com

Main and key figures

EUR 1,000	2016/17	2015/16	2014/15	2013/14	2012/13
Gains/losses investments in portfolio funds	-2,657	-1,653	19,829	11,262	-11,845
Operating profit	-2,691	-2,071	19,258	10,804	-12,784
Net financial income and expenses	-118	5	-80	17	-99
Profit/loss	-2,809	-2,066	19,178	10,821	-12,883
Total assets	5,645	11,983	32,630	69,971	86,752
Total Limited Partners' capital	5,012	11,974	32,621	69,962	85,844
Investments in portfolio funds	4,351	10,954	29,871	65,549	75,175
Performance ratio *	1.33	1.34	1.35	1.27	1.22

* Accumulated distributions and capital account end period (reduced by unpaid capital)/accumulated paid-up capital.

Management's review

Main activity

Danske Private Equity Partners II (EUR) K/S ("Danske PEP II (EUR)") is a fund-of-funds with a geographical focus on investments in Western Europe. Investments are mainly made in small and mid market buy-out funds.

Development in the financial year

The financial year resulted in a loss of EUR 2.8 million, corresponding to an annual IRR of -30.9%. Losses on investments in portfolio funds amounted to EUR 2.7 million. Financial expenses amounted to EUR 0.1 million, which mainly relates to foreign exchange loss (GBP).

The result is below our expectations.

An aggregate amount of EUR 4.6 million was distributed from portfolio funds during the financial year, bringing total distributions from portfolio funds as of September 30, 2017 to EUR 316.1 million, corresponding to 142.3% of capital contributed to portfolio funds. In the financial year an aggregate amount of EUR 4.2 million was distributed to the Limited Partners, bringing the accumulated distributions as of September 30, 2017 to EUR 311.2 million, corresponding to 130.7% of the Limited Partners' paid-up capital.

Special risks

Financial risks

The objective of Danske PEP II (EUR) is to supply risk capital to the portfolio funds, and also to their investments in competitive companies in the European Small and Mid Market. The highest factor of risk is therefore the changes in the value of the companies in which Danske PEP II (EUR)'s portfolio funds invest in, which to a significant extent depend on the valuations of comparable listed companies on the quoted market. The valuation of investments in portfolio funds is an accounting estimate and could be connected with some uncertainty.

Interest rate risks

Danske PEP II (EUR) is less sensitive to the changes in interest rate levels.

Foreign exchange currency risks

Danske PEP II (EUR)'s investments in portfolio funds have been made in EUR and GBP. As the capital in Danske PEP II (EUR) is in EUR, Danske PEP II (EUR) is influenced by currency fluctuations in GBP. The currency risk is therefore considered as material. Under Danske PEP II (EUR)'s investment policy, Danske PEP II (EUR) does not hedge its exposure toward currency rate fluctuations.

Investment activity

In the period from inception to September 30, 2017 Danske PEP II (EUR) has invested in seven portfolio funds.

Since inception the portfolio funds have in general performed below expectations.

Management's review

Cash resources

Danske PEP II (EUR)'s cash resources as of September 30, 2017, include cash and cash equivalents, undrawn credit facilities and outstanding commitments from the Limited Partners, and are estimated as satisfactory to cover Danske PEP II (EUR)'s liabilities including investment obligations, management fees etc.

Expectations for 2017/18

European companies are generally experiencing stable earnings and the private equity market is still characterized by relatively high investment activity and strong exit markets. Purchase price multiples are generally high, but the private equity market is expected to remain strong in 2018, particularly with a more stabilised political environment across the region following a number of elections passed in 2017.

The development in valuations of the portfolio funds' investments will still be influenced mainly by the development of the individual portfolio companies' results and their ability to generate cash as well as the valuations of comparable listed companies.

The above-mentioned development along with the general economic development will affect the result for 2017/18.

The continuous exit activity and thereby the reduction of the portfolio will affect future results which are expected to be better than the result of the current financial year.

Post balance sheet events

No events have occurred, after the balance sheet date and to the signing of the annual report which is considered of significance to the annual report.

Financial statements October 1 – September 30

Accounting policies

The annual report of Danske Private Equity Partners II (EUR) K/S has been prepared in accordance with the provision of the Danish Financial Statements Act for a reporting class B entity and elective choice of certain provisions applying to reporting class C entities.

The presentation of the income statement, the balance sheet and the description of entries has been adjusted according to the Limited Partnership's activities as an investment company in private equity.

Exchange gain and losses is regarding investments in the portfolio funds have previously been disclosed as financial income, but is now disclosed as gain and losses on investments in portfolio funds. The changes have no effect on profit and loss, total assets or total Limited Partner's capital. Comparative figures have been adjusted. The financial statements have been prepared in accordance with the same accounting policies as last year.

The annual report is in Euro (EUR/DKK: 30/9 2017: 744.23 and EUR/DKK: 30/9 2016: 745.13).

Income statement

Gains/losses on investments in portfolio funds

Gains/Losses on portfolio fund investments include income from investment (dividend, interest and FX), realised gains and losses of divestments and unrealised gains and losses on revaluations or depreciations of investments in portfolio funds.

Management fee

The management fee includes management fee and performance fee for the period to the Manager, Danske Private Equity A/S.

Other administrative expenses

Other administrative expenses include costs paid by the Limited Partnership.

Financial income and expenses

Financial income and expenses include interest income and expenses, exchange gains and losses from cash and cash equivalent, and account receivables.

Tax

The Limited Partnership is not independently liable to pay tax, consequently no tax is charged to the profit and loss account.

Financial statements October 1 – September 30

Accounting policies

Balance sheet

Investment assets

Investments in portfolio funds are measured in accordance with the IPEV Valuation Guidelines or similar guidelines depending on the country of origin of the portfolio funds according to which investments are measured at the fair value. Revaluations are included in the profit and loss account.

Investments in unlisted private equity funds are valued on the basis of the latest reporting received from the respective sub-funds. The reports from the funds contain a valuation of the private equity fund, including a valuation of each individual portfolio company. The value of a private equity fund consists of the sum of the values of the portfolio companies in which the fund has invested in, and the value of other net assets.

Other debtors

Other debtors are measured at amortised cost after deduction of write-downs for anticipated losses.

Prepayments and accrued income

Prepayments and accrued income included in assets primarily comprise prepaid management fee to Manager, Danske Private Equity A/S.

Other liabilities

Other payables include a performance fee to Manager, Danske Private Equity A/S and administration costs due. Liabilities are measured at net realised value.

Foreign currency translation

Transactions in foreign currency are translated into EUR according to the currency rate ruling on the transaction date.

Cash and cash equivalents, accounts receivable and accounts payable in foreign currency are translated into EUR according to currency rate rulings on the balance sheet date. Realised and unrealised exchange rate profit margins and losses are booked in the profit and loss account under financial items.

Financial statements October 1 – September 30

Income statement

Note	EUR 1.000	1/10 2016- 30/9 2017	1/10 2015- 30/9 2016
1	Gains/losses on investments in portfolio funds	-2,657	-1,653
2	Management fees etc.	-19	-399
3	Other administrative expenses	-15	-19
	Operating profit	-2,691	-2,071
4	Financial income	0	9
5	Financial expenses	-118	-4
	PROFIT/LOSS	-2,809	-2,066
	PROPOSED DISTRIBUTION OF THE PROFIT/LOSS		
	Transferred to retained earnings	-2,809	-2,066
	TOTAL RETAINED EARNINGS	-2,809	-2,066

Financial statements October 1 – September 30

Balance sheet

Note	EUR 1.000	<u>30/9 2017</u>	<u>30/9 2016</u>
	ASSETS		
	FIXED ASSETS		
	Investment assets		
1	Investments in portfolio funds	<u>4,351</u>	<u>10,954</u>
	Total Fixed Assets	<u>4,351</u>	<u>10,954</u>
	CURRENT ASSETS		
	Receivables		
	Other receivables	<u>291</u>	<u>397</u>
	Total Receivables	<u>291</u>	<u>397</u>
	Cash and Cash equivalent	<u>1,003</u>	<u>632</u>
	Total current assets	<u>1,294</u>	<u>1,029</u>
	TOTAL ASSETS	<u>5,645</u>	<u>11,983</u>
	LIMITED PARTNERS' CAPITAL AND LIABILITIES		
	LIMITED PARTNERS' CAPITAL		
6	Paid-up capital from Limited Partners	238,134	238,134
	Distributed to Limited Partners	-311,225	-307,072
	Retained earnings	<u>78,103</u>	<u>80,912</u>
	Total Limited Partners' capital	<u>5,012</u>	<u>11,974</u>
	LIABILITIES		
	SHORT-TERM LIABILITIES		
	Other payables	<u>633</u>	<u>9</u>
	Total short-term liabilities	<u>633</u>	<u>9</u>
	Total liabilities	<u>633</u>	<u>9</u>
	TOTAL LIMITED PARTNERS' CAPITAL AND LIABILITIES	<u>5,645</u>	<u>11,983</u>
7	Related parties		
8	Contingent liabilities, contingent assets and securities		

Financial statements October 1 – September 30

Notes

Note	EUR 1.000	<u>30/9 2017</u>	<u>30/9 2016</u>
1	Investments in portfolio funds		
	Cost October 1	119,124	133,572
	Additions in the year	5	32
	Disposals in the year	<u>-2,268</u>	<u>-14,480</u>
	Cost September 30	<u>116,861</u>	<u>119,124</u>
	Revaluations October 1	-108,170	-103,701
	Revaluations on disposals in the year	-2,310	-2,817
	Revaluations in the year	-2,657	-1,652
	Accrued liabilities	<u>627</u>	<u>0</u>
	Revaluations September 30	<u>-112,510</u>	<u>-108,170</u>
	Carrying amount September 30	<u>4,351</u>	<u>10,954</u>
	Specification of revaluations in the year		
	Realised gains/losses on investments in portfolio funds	-2,077	2,602
	Unrealised gains/losses on investments in portfolio funds	<u>-618</u>	<u>-3,242</u>
		<u>-2,695</u>	<u>-640</u>
	Exchange rate gains/losses on investments in portfolio funds	<u>38</u>	<u>-1,013</u>
	Gains/losses on investments in portfolio funds	<u>-2,657</u>	<u>-1,653</u>

Investments in portfolio funds

Through investments in portfolio funds the Company has ownership of mainly unquoted investments. The Company has no controlling or significant influence on the portfolio funds in which the Company has invested.

The portfolio funds in which the Company has invested all use common accepted guidelines for measuring the fair value. The measuring of the fair value of the investments in underlying portfolio companies are made by the managers of the portfolio funds.

The value of a private equity fund is measured as the fair value of each investment in portfolio companies owned by the fund with the addition of other net assets in the fund. The valuation of a portfolio company in a private equity fund is based on the industry, market position and earnings capacity, and the (i) the peer group multiple, i.e. the market value of comparable listed companies, (ii) transaction multiple in recent M&A transactions involving comparable companies, (iii) value indications from potential buyers of the portfolio company, (iv) market value if the portfolio company is publicly traded, and or (v) future expected proceeds, if there is a concluded agreement on the sale of the portfolio company.

Usually the Company has no or very little information about specific methods and assumptions used by the managers of the portfolio funds when measuring the fair value of the underlying portfolio companies. At the assessment of the fair value of the underlying portfolio companies reported by the managers, information about the market conditions, company specific information as well as information received through dialog with the managers of the portfolio funds are used.

Financial statements October 1 – September 30

Notes

Note EUR 1.000

1 Investments in portfolio funds (continued)

The Company invests in buy-out funds. The investments made by the portfolio funds are classified within the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement. The three levels of the fair value hierarchy are described below:

Level 1 - Inputs based upon quoted prices for identical assets and liabilities in active markets

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active

Level 3 - Unobservable input

Fair value measurements as of September 30, 2017

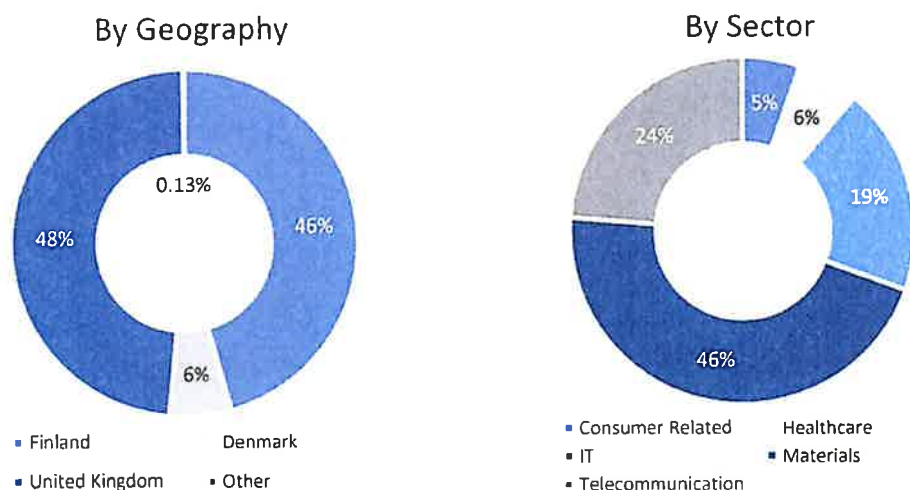
	Quoted prices Level 1	Observable input Level 2	Unobservable input Level 3	Total
Investments in portfolio funds	5	0	4,346	4,351
Total	5	0	4,346	4,351

Fair value measurements as of September 30, 2016

	Quoted prices Level 1	Observable input Level 2	Unobservable input Level 3	Total
Investments in portfolio funds	418	0	10,536	10,954
Total	418	0	10,536	10,954

The above measurement is based on the fair value of the portfolio funds underlying portfolio companies. The value of other net assets is classified as level 3.

The investments divided by Geography and Sector based on fair value September 30, 2017:



Financial statements October 1 – September 30

Notes

Note	EUR 1.000	<u>1/10 2016- 30/9 2017</u>	<u>1/10 2015- 30/9 2016</u>
2	Management fees etc.		
	Management fee	<u>19</u>	<u>399</u>
	Management fees etc. in total	<u>19</u>	<u>399</u>
3	Other administrative expenses		
	Fee to auditor elected on the Annual General Meeting (incl. VAT)		
	Statutory audit	<u>7</u>	<u>9</u>
	Tax advice	<u>6</u>	<u>0</u>
	Total incl. VAT	<u>13</u>	<u>9</u>
	The fund has not had any employees in the financial year		
4	Financial income		
	Exchange rate gains	<u>0</u>	<u>9</u>
	Financial income in total	<u>0</u>	<u>9</u>
5	Financial expenses		
	Interest credit institutions	<u>4</u>	<u>4</u>
	Exchange rate losses	<u>114</u>	<u>0</u>
	Financial expenses in total	<u>118</u>	<u>4</u>

Financial statements October 1 – September 30

Notes

Note EUR 1.000

6 Limited Partners

	<u>Commitment</u>	<u>Paid-up</u>	<u>Outstanding Commitment</u>
Limited Partners	<u>249,875</u>	<u>238,134</u>	<u>11,741</u>

7 Related parties

Manager

Danske Private Equity A/S, Niels Juels Gade 7, 1059 Copenhagen K

Transactions: Annual management fee and possible performance fee

Limited Partnerships administrated by Danske Private Equity A/S

Danske Private Equity Partners K/S

Danske Private Equity Partners II (EUR) Parallel K/S

Above companies have the following address:

c/o Gorrissen Federspiel, Axeltorv 2, 1609 Copenhagen V

Transactions: The partnerships have syndicated some of the investments in the portfolio funds.

General Partner

DPE Partners II ApS, c/o Gorrissen Federspiel, Axeltorv 2, 1609 Copenhagen V

Transactions: Annual administration fee

Financial statements October 1 – September 30

Notes

Note EUR 1.000

8 Contingent liabilities, contingent assets and securities Investment commitments

	Commitment		Outstanding commitment	
	Currency	EUR	Currency	EUR
Commitment EUR	109,070	109,070	166	166
Commitment GBP	91,709	122,127	5,421	6,148
Total commitment, EUR		231,197		6,314

Calculated as residual commitment in local currency multiplies by exchange rate, end period plus contributed to portfolio funds in EUR (transaction date's currency rate).

A portfolio fund has made distributions to the Limited Partnership, which it have the opportunity to call again at a later time. At the balance sheet date this amounts to EUR 2.9 million.

The Limited Partnership has no other contingent liabilities, contingent assets or collaterals as of September 30, 2017.