

# **Saga III USD-B K/S**

c/o Accura Advokatpartnerselskab

Tuborg Boulevard 1

2900 Hellerup

Registration no. 28 66 67 05

## **Annual Report**

**1 October 2018 – 30 September 2019**

Approved at the partnership's annual general meeting on

Chairman

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## Fund Summary

Name	Saga III USD-B K/S
Adress, Zip code, city	c/o Accura Advokatpartnerselskab Tuborg Boulevard 1 DK-2900 Hellerup
Registration no.	28 66 67 05
Established	7 July 2006
Registered office	Gentofte
Financial year	1 October – 30 September
Management from inception to 31 December 2018	General Partner: DPE Partners III ApS with Erik Fosgrau
Management from 1 January 2019	General Partner: Saga III GP ApS with Karsten Sivebæk Knudsen
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Dirch Passers Allé 36 2000 Frederiksberg Denmark
Manager from inception to 31 December 2018	Danske Private Equity A/S (FT-no. 23026) Website: <a href="http://www.danskeprivateequity.com">www.danskeprivateequity.com</a>
Manager from 1 January 2019	Saga Private Equity ApS (FT-no. 23133) Website: <a href="http://www.saga-pe.com">www.saga-pe.com</a>

## **Management's statement on the annual report**

The Management have today discussed and approved the annual report of Saga III USD-B K/S for the financial year 1 October 2018 - 30 September 2019.

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 partnership's financial position at 30 September 2019 and of the results of its operations for the financial year 1 October 2018 - 30 September 2019.

Furthermore, in our opinion, the Management's review includes a fair review of the developments in the partnership's activities and financial matters.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 18 December 2019

Management:

General Partner, Saga III GP ApS

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Karsten Sivebæk Knudsen

# **Independent auditor's report**

## **To the limited partners of Saga III USD-B K/S**

### **Opinion**

We have audited the financial statements of Saga III USD-B K/S for the financial year 1 October 2018 – 30 September 2019, which comprise accounting policies, income statement, balance sheet and notes. 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 partnership at 30 September 2019, and of the results of the partnership's operations for the financial year 1 October 2018 – 30 September 2019, 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We are independent of the partnership 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.

### **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 partnership'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 partnership 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 as to 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.

## Independent auditor's report

- 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 partnership'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 partnership'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 partnership 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 Statement Act.

Based on the work we have performed, 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, 18 December 2019

Ernst & Young

Godkendt revisionspartnerselskab

CVR no. 30 70 02 28

Thomas Hjortkjær Petersen

State Authorised

Public Accountant

MNE no.: mne33748

## **Management's review**

### **Main activity of the partnership**

Saga III USD-B K/S is a fund-of-funds with a geographical focus on investments in North America. Investments are mainly made in small and mid market buy-out funds.

### **Change of manager**

On an extraordinary general meeting 16 October 2018, the limited partners in the formerly Danske Private Equity Partners III (USD-B) K/S (now Saga III USD-B K/S) decided to terminate Danske Private Equity A/S as the manager and DPE Partners III ApS as the general partner of the partnership and to appoint Saga Private Equity ApS as the new manager and Saga III GP ApS as the new general partner of the partnership effective from 1 January 2019. The termination has resulted in a termination fee to Danske Private Equity A/S and DPE Partners III ApS.

### **Performance in the financial year**

Saga Private Equity has as the manager started exploring secondary opportunities for all or parts of the underlying portfolio funds. First round bids have been received from potential buyers. The investments in portfolio funds are valued based on the first round bids.

The financial year resulted in a loss of USD 0.9 million, corresponding to an IRR of -4.6%. The portfolio funds have in general performed well, but is affected negatively by the valuation based on the first round bids resulting in a loss on investments in portfolio funds of USD 0.9 million. Administrative expenses in the form of management fee (including termination fee) and fund operating expenses amounted to USD 0.1 million.

The result for the year is lower than expected due to the above-mentioned decrease in the value of the investments in portfolio funds.

In the financial year an amount of USD 11.2 million was distributed to the limited partners, bringing accumulated distributions to USD 134.2 million, corresponding to 160.0% of the limited partners paid-in capital. An aggregate amount of USD 10.4 million was distributed from portfolio funds during the financial year, bringing total distributions from portfolio funds to USD 143.1 million, corresponding to 160.8% of the capital contributed to portfolio funds.

### **Special risk**

#### **Financial risk**

The objective of Saga III USD-B is to supply risk capital to the portfolio funds, and also to their investments in competitive companies in the North American small and mid market. The highest factor of risk is therefore the changes in the value of the companies in which Saga III USD-B'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 based on estimates and could therefore be connected with some degree of uncertainty.

#### **Interest rate risk**

Saga III USD-B is less sensitive to the changes in interest rate levels.

#### **Foreign exchange currency risk**

Saga III USD-B's investments in portfolio funds have been made in USD. As the capital in Saga III USD-B is in USD the currency risk is considered insignificant.

## **Management's review**

### **Investment Activity**

In the period from inception to 30 September 2019 Saga III USD-B has invested in nine portfolio funds.

Since inception the portfolio funds have general performed according to expectations.

### **Cash resources**

Saga III USD-B's cash resources as of 30 September 2019, include cash and cash equivalents and outstanding commitments from the limited partners and are estimated as satisfactory to cover Saga III USD-B's liabilities.

### **Expectation for 2019/20**

It is expected that all or parts of the underlying portfolio funds is disposed in 2020.

The disposal of the investments in portfolio funds will affect the result for 2019/20 which is expected to be around break even.

### **Events after the end of the accounting period**

There have been no events after the end of the financial year and to the signing of the annual report which are considered of significance to the annual report.

## **Financial statement for the period 1 October – 30 September**

### **Accounting policies**

The annual report of Saga III USD-B K/S has been prepared in accordance with the Danish Financial Statements Act for a reporting class B entity with the adjustments following the legal form and operating activities of the partnership.

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

The annual report has been prepared in the functional currency USD.

### **Income Statement**

#### **Gains/losses on portfolio funds' investments etc.**

Gains/losses on portfolio funds' investments include income from investments (dividend and interest), realised and unrealised revaluations or depreciations of investments in portfolio funds.

#### **Gain/losses on other securities and investments**

Gain/losses on other securities and investments include realised gains and losses of divestments and unrealised gains and losses on revaluations or depreciations of other securities and investments.

#### **Fund operating expenses**

Fund operating expenses include cost incurred by the partnership.

#### **Financial income and expenses**

Financial income and expenses include interest as well as exchange gains and losses related to accounts receivable and payable.

#### **Tax**

The partnership is not independently liable to tax, and therefore no tax is charged to the profit and loss account.

# Financial statement for the period 1 October – 30 September

## Accounting policies

### Balance sheet

#### Investments assets

Investments in portfolio funds are measured in accordance with the IPEV Valuation Guidelines or similar guidelines depending on the country of domicile of the portfolio funds, according to which investments are measured at 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.

Outstanding investment commitments at the balance sheet date are disclosed as contingent liabilities in the notes.

#### Other securities and investments, current assets

Other securities and investments include listed securities distributed from the portfolio funds. The securities are measured to the current market value on the balance sheet day.

#### Prepayments

Prepayments include paid costs relating to subsequent financial years. Prepayments primarily relates to prepaid management fee to the manager. Prepayments are measured at cost.

#### Other liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at fair value.

Other payables include a potential carried interest and fund operating expenses due. Liabilities are measured a net realised value.

#### Foreign currency translation

Transactions in foreign currency are translated into US Dollars (USD) according to the currency exchange rate at the transaction date.

Investments, accounts receivable and payable in foreign currency are translated into USD according to the currency rate at the balance sheet date.

## Financial statement for the period 1 October – 30 September

### Income statement

Note	USD 1,000	1/10 2018 - 30/9 2019	1/10 2017 - 30/9 2018
1	Gain/losses on portfolio funds investments	-908	3,880
	Gain/losses on other securities and investments	0	-11
	<b>Profit/losses in portfolio funds etc.</b>	<b>-908</b>	<b>3,869</b>
	Management fees etc.	-25	-69
2	Fund operating expenses	-17	-15
	<b>Operating profit/loss</b>	<b>-950</b>	<b>3,785</b>
	Financial income	19	13
	<b>PROFIT/LOSS</b>	<b>-931</b>	<b>3,798</b>
<b>PROPOSED DISTRIBUTION OF THE PROFIT/LOSS</b>			
	Transferred to retained earnings	-931	3,798
	<b>TOTAL RETAINED EARNINGS</b>	<b>-931</b>	<b>3,798</b>

# Financial statement for the period 1 October – 30 September

## Balance sheet

Note	USD 1,000	30/9 2019	30/9 2018
	<b>ASSETS</b>		
	<b>FIXED ASSETS</b>		
	Investment assets		
1	Investments in portfolio funds	14,578	25,896
	<b>Total investment assets</b>	<b>14,578</b>	<b>25,896</b>
	<b>Total Fixed assets</b>	<b>14,578</b>	<b>25,896</b>
	<b>CURRENT ASSETS</b>		
	Receivables		
	Other Receivables	58	0
	<b>Total receivables</b>	<b>58</b>	<b>0</b>
	Cash and cash equivalents	200	1,058
	<b>Total current assets</b>	<b>258</b>	<b>1,058</b>
	<b>TOTAL ASSETS</b>	<b>14,836</b>	<b>26,954</b>
	<b>LIMITED PARTNERS' CAPITAL AND LIABILITIES</b>		
	<b>LIMITED PARTNERS' CAPITAL</b>		
3	Limited partners' paid-in capital	83,880	83,880
	Distributions limited partners	-134,200	-123,013
	Retained earnings	65,147	66,077
	<b>Total limited partners' capital</b>	<b>14,827</b>	<b>26,944</b>
	<b>LIABILITIES</b>		
	<b>SHORT-TERM LIABILITIES</b>		
	Other payables	9	10
	<b>Total short-term liabilities</b>	<b>9</b>	<b>10</b>
	<b>Total liabilities</b>	<b>9</b>	<b>10</b>
	<b>TOTAL LIMITED PARTNERS' CAPITAL AND LIABILITIES</b>	<b>14,836</b>	<b>26,954</b>
4	Related parties		
5	Contingent liabilities, contingent assets and securities		

# Financial statement for the period 1 October – 30 September

## Notes

Note USD 1,000

### 1 Investments in portfolio funds

	30/9 2019	30/9 2018
Cost 1 October	35,294	40,177
Additions in the year	17	263
Disposals in the year	-3,411	-5,146
<b>Cost 30 September</b>	<b>31,900</b>	<b>35,294</b>
Revaluations 1 October	-9,398	-9,176
Revaluations on disposals in the year	-7,016	-4,102
Revaluation in the year	-908	3,880
<b>Revaluations 30 September</b>	<b>-17,322</b>	<b>-9,398</b>
<b>Carrying amount 30 September</b>	<b>14,578</b>	<b>25,896</b>
<b>Specification of revaluations in the year</b>		
Realised gains/losses on investments	4,424	961
Unrealised gains/loss on investments	-5,332	2,919
<b>Gains/losses on investments</b>	<b>-908</b>	<b>3,880</b>

### Investments in portfolio funds

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

The portfolio funds in which the partnership 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.

Usually the partnership 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.

The manager's valuation committee will assess and if considered necessary adjust the valuation 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.

The value of a private equity fund is measured as the fair value of each investment in portfolio companies owned by the fund with 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) 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

# Financial statement for the period 1 October – 30 September

## Notes

### 1. Investments in portfolio funds (continued)

is publicly traded or (v) future expected proceeds, if there is a concluded agreement on the sale of the portfolio company.

The partnership 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

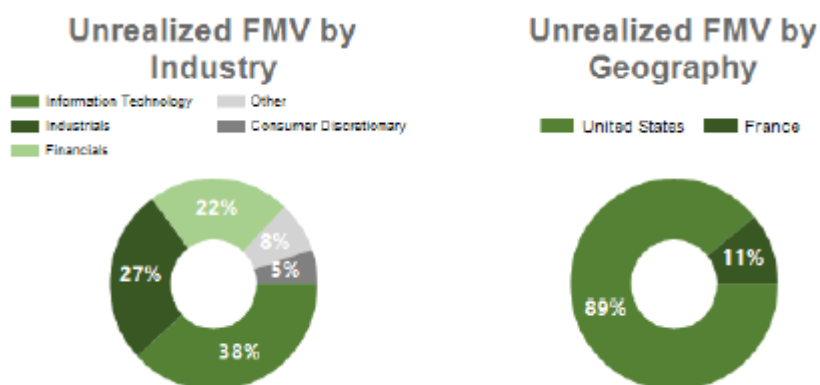
#### Fair value measurements as of 30 September 2019

	Quoted prices Level 1	Observable input Level 2	Unobservable input Level 3	Total
Investments in portfolio funds	3,220	0	11,358	14,578
Total	3,220	0	11,358	14,578

#### Fair value measurements as of 30 September 2018

	Quoted prices Level 1	Observable input Level 2	Unobservable input Level 3	Total
Investments in portfolio funds	920	0	24,976	25,896
Total	920	0	24,976	25,896

The investments divided by Industry and Geography and, based on fair market value as of 30 September 2019:



# Financial statement for the period 1 October – 30 September

## Notes

### 2 Fund operating expenses

The partnership has no employees.

### 3 Limited partners

USD 1,000	<u>Commitment</u>	<u>Paid-in</u>	<u>Outstanding commitment</u>
Limited partners	<u>91,672</u>	<u>83,880</u>	<u>7,792</u>

### 4 Related parties Manager

Manager from 1 October to 31 December 2018: Danske Private Equity A/S, Parallelsvej 17, DK-2800 Kgs. Lyngby

Transactions: Management fee, termination fee and possible carried interest.

Manager from 1 January 2019: Saga Private Equity ApS, Amaliegade 24, 1256 Copenhagen K

Transactions: Management fee.

#### General Partner

General Partner from 1 October to 31 December 2018: DPE Partners III ApS, c/o Gorrissen Federspiel, Axeltorv 2, 1609 Copenhagen V

Transactions: Administration and termination fee.

General Partner from 1 January 2019: Saga III GP ApS, c/o Accura Advokatpartnerselskab, Tuborg Boulevard 1, 2900 Hellerup

Transactions: Administration fee.

## Financial statement for the period 1 October – 30 September

### Notes

#### 5 Contingent liabilities

USD 1,000	Commitment		Outstanding commitment	
	<u>Currency</u>	<u>USD</u>	<u>Currency</u>	<u>USD</u>
Commitment USD	<u>90,706</u>	<u>90,706</u>	<u>1,683</u>	<u>1,683</u>
<b>Total commitment, USD</b>		<b><u>90,706</u></b>		<b><u>1,683</u></b>

The portfolio funds have made recallable distributions to the partnership, which as of 30 September 2019 amounts to USD 10.5 million.

The partnership has no other contingent liabilities as of 30 September 2019.