

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

Limited Partnership registration number: 34 08 75 63

Registered Office

Accura Advokatpartnerselskab
Tuborg Boulevard 1,
2900 Hellerup, Denmark.

Annual Report and Financial Statements

For the year ended 31 December 2019

Approved by the General Partner on 18 June 2020

DocuSigned by:

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Susan Long McAndrews

Director of Pantheon Ventures, Inc.
as sole member of Pantheon Industriens GP, LLC, General Partner

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

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AMALIENBORG VINTAGE INFRASTRUCTURE K/S

LIMITED PARTNERSHIP INFORMATION

General Partner

Pantheon Industriens GP, LLC
160 Greentree Drive, Suite 101
Dover, Delaware 19904, United States.

Registered Office

Accura Advokatpartnerselskab
Tuborg Boulevard 1,
2900 Hellerup, Denmark.

Municipality of the Registered Office

Gentofte

Administrator

CITCO (Denmark) ApS
Holbergsgade 14,
2nd Floor,
1057 Copenhagen K.

Independent Auditor

KPMG P/S
Dampfærgevej 28
DK - 2100 København Ø

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

STATEMENT BY THE GENERAL PARTNER


The General Partner has today discussed and approved the annual report of Amalienborg Vintage Infrastructure K/S (the “Limited Partnership”) for the year ended 31 December 2019.

The annual report has been prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional disclosure requirements 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 at 31 December 2019 and of the results of the limited partnership’s operations and cash flows for the financial year 1 January – 31 December 2019.

Further, in our opinion, Management’s review includes a fair review of the development of the Limited Partnership’s operations and financial matters, results for the year, cash flows and financial position as well as describing the most significant risks and uncertainties affecting the Limited Partnership.

18 June 2020

DocuSigned by:

045C45AAC45B438...
Susan Long McAndrews
Director of Pantheon Ventures, Inc.
as sole member of Pantheon Industriens GP, LLC, General Partner



Independent auditor's report

To the shareholders of Amalienborg Vintage Infrastructure K/S

Opinion

In our opinion, the financial statements give a true and fair view of the Limited Partnership's assets, liabilities and financial position at 31 December 2019 and of the results of the Limited Partnership's operations and cash flows for the financial year 1 January – 31 December 2019 in accordance with the International Financial Reporting Standards as adopted by the EU and additional requirements in the Danish Financial Statements Act.

Audited financial statements

Amalienborg Vintage Infrastructure K/S' financial statements for the financial year 1 January – 31 December 2019 comprise the income statement, statement of comprehensive income, balance sheet, statement of changes in equity and notes, including summary of significant accounting policies (the financial statements). The financial statements are prepared in accordance with the International Financial Reporting Standards as adopted by the EU and additional requirements in the Danish Financial Statements Act.

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 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 Limited Partnership 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 rules and requirements.

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.



Independent auditor's report

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 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 Statement Act. We did not identify any material misstatement of the Management's review.

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 International Financial Reporting Standards as adopted by the EU and additional requirements in the Danish Financial Statements Act and for such internal control that 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 Limited 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 unless Management either intends to liquidate the Limited 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 the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements may 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 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 Limited 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 and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Limited 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 Limited Partnership 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,
KPMG
Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

A handwritten signature in blue ink, appearing to read 'H. Kyhnav', is written over a light blue circular stamp.

Henrik Kyhnav
State Authorised Public Accountant
mne40028

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2019

	Note	For the year ended 31 Dec 2019 US\$	For the year ended 31 Dec 2018 US\$
Income			
Net foreign exchange gain		-	1,508
Net gain from financial assets at fair value through profit or loss	6	4,152,733	1,535,493
Dividend income		1,624,167	1,485,680
Other income		9,809	22,442
Total revenue		<u>5,786,709</u>	<u>3,045,123</u>
Expenses			
Administration fees		16,275	34,869
Professional fees		16,195	21,458
General Partner's Share		5,000	5,000
Other expenses		1,177	2,123
Total expenses		<u>38,647</u>	<u>63,450</u>
Profit before tax		<u>5,748,062</u>	<u>2,981,673</u>
Withholding tax		<u>1,696,787</u>	<u>(966,806)</u>
Net increase in net assets attributable to Partners		<u>4,051,275</u>	<u>3,948,479</u>

The notes on pages 11 to 26 are an integral part of these financial statements.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

STATEMENT OF FINANCIAL POSITION

As at 31 December 2019

	Notes	As at 31 Dec 2019 US\$	As at 31 Dec 2018 US\$
Assets			
Non-current assets			
Financial assets at fair value through profit or loss	3&5	<u>19,163,860</u>	<u>42,660,948</u>
Total non-current assets		<u>19,163,860</u>	<u>42,660,948</u>
Current assets			
Cash and cash equivalents	3	170,515	267,969
Other assets	3	<u>118,336</u>	<u>118,336</u>
Total current assets		<u>288,851</u>	<u>386,305</u>
Total assets		<u>19,452,711</u>	<u>43,047,253</u>
Liabilities			
Current liabilities			
General Partner's Share payable	8	14,849	40,000
Accrued expenses	3	<u>29,120</u>	<u>42,211</u>
Total liabilities		<u>43,969</u>	<u>82,211</u>
Net assets		<u>19,408,742</u>	<u>42,965,042</u>
Net assets attributable to Partners:			
General Partner		-	-
Limited Partner		<u>19,408,742</u>	<u>42,965,042</u>
Total net assets attributable to Partners		<u>19,408,742</u>	<u>42,965,042</u>

The notes on pages 11 to 26 are an integral part of these financial statements.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

STATEMENT OF CASH FLOWS For the year ended 31 December 2019

	Notes	For the year ended 31 Dec 2019 US\$	For the year ended 31 Dec 2018 US\$
Cash Flows from Operating Activities			
Net increase in net assets attributable to Partners		4,051,275	3,948,479
Net gain from financial assets at fair value through profit or loss	6	(4,152,733)	(1,535,493)
Capital contributed to financial assets at fair value	5	(232,805)	(452,108)
Distributions received from financial assets at fair value	5	27,882,626	2,256,234
Increase in other assets		-	(101,500)
(Decrease)/increase in General Partner's Share payable		(25,151)	5,000
(Decrease)/increase in accrued expenses		(13,091)	13,634
Net cash provided by operating activities		<u>27,510,121</u>	<u>4,134,246</u>
Cash Flows from Financing Activities			
Return of Previously called Capital from Limited Partners	7	(714,429)	765,460
Distributions to Limited Partner		(26,893,146)	(5,052,034)
Net cash used in financing activities		<u>(27,607,575)</u>	<u>(4,286,574)</u>
Net decrease in cash and cash equivalents		(97,454)	(152,328)
Cash and cash equivalents at beginning of year		<u>267,969</u>	<u>420,297</u>
Cash and Cash Equivalents at End of Year		<u>170,515</u>	<u>267,969</u>

The notes on pages 11 to 26 are an integral part of these financial statements.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO PARTNERS For the year ended 31 December 2019

	General Partner US\$	Limited Partner US\$	Total US\$
Net assets attributable to Partners, as at 31 December 2017	-	43,303,137	43,303,137
Capital contributions	-	765,460	765,460
Distributions	-	(5,052,034)	(5,052,034)
Net increase in net assets attributable to Partners	-	<u>3,948,479</u>	<u>3,948,479</u>
Net assets attributable to Partners, as at 31 December 2018	-	42,965,042	42,965,042
Return of Previously called Capital	-	(714,429)	(714,429)
Distributions	-	(26,893,146)	(26,893,146)
Net increase in net assets attributable to Partners	-	<u>4,051,275</u>	<u>4,051,275</u>
Net assets attributable to Partners, as at 31 December 2019	<u>-</u>	<u>19,408,742</u>	<u>19,408,742</u>

The notes on pages 11 to 26 are an integral part of these financial statements.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

1. The Limited Partnership

Amalienborg Vintage Infrastructure K/S (the “Limited Partnership”), a Danish limited partnership, was established on 21 December 2011 by the Articles of Association (the “Articles”) as a Danish blocker vehicle beneath Industriens Vintage Infrastructure, L.P., a Delaware limited partnership (the “Industriens Partnership”).

The primary purpose of the Limited Partnership is to invest in infrastructure assets and related business by way of equity or loan capital and any other business relating thereto as determined by the General Partner (“Portfolio Funds”).

The general partner of the Limited Partnership is Pantheon Industriens GP, LLC (the “General Partner”). The General Partner is responsible for the management, operation and administration of the affairs of the Limited Partnership in accordance with the Articles. The General Partner may authorise a management company to conduct the operations of the Limited Partnership.

The Industriens Partnership is the sole limited partner in the Limited Partnership (the “Limited Partner”). The financial statements for the year ended 31 December 2019 has been prepared on a going concern basis as the Limited Partnership is expected to continue for the foreseeable future.

After reviewing the Limited Partnership’s performance projections, the General Partner is satisfied that the Limited Partnership has adequate access to resources to enable it to meet its obligations and to continue in operational existence for the foreseeable future. The General Partner has considered the impact of the emergence and spread of COVID-19 and potential implications on future partnership operations. Whilst there are significant wider market uncertainties which may impact portfolio company investments and fund investors, the General Partner does not believe this will significantly impact the liquidity of the Limited Partnership over the next 12 months. For this reason, the General Partner has adopted the going concern basis in preparing these financial statements.

The General Partner, on behalf of the Limited Partnership, has engaged an external administrator to provide administrative and recordkeeping services. This expense is incurred by the Limited Partnership.

These financial statements should be read in conjunction with the Articles. Capitalised terms are as defined in the Articles, unless otherwise defined herein.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

2. Basis of Preparation

(a) Statement of compliance

The financial statements of the Limited Partnership as at and for the year ended 31 December 2019 have been prepared in accordance with International Financial Reporting Standards, as adopted by the EU, and additional requirements according to the Danish Financial Statements Act.

The financial statements were authorised for issue by the General Partner on 18 June 2020.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for financial instruments at fair value through profit or loss, which are measured at fair value.

(c) Functional and presentation currency

These financial statements are presented in U.S. Dollars, which is the Limited Partnership's functional currency. All monetary amounts in the financial statements are denominated in U.S. Dollars, unless otherwise specified.

(d) Use of estimates and judgements

The preparation of the financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year, as well as critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in Notes 4 and 5.

(e) Changes in accounting policies

IFRS 9 "Financial Instruments" ("IFRS 9") became effective for financial years beginning on or after 1 January 2018. IFRS 9 replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of financial instruments, including derecognition and impairment of such financial instruments. As outlined in Note 3, the Limited Partnership has classified its financial assets as being measured at FVTPL. Therefore financial instrument classification remains consistent with the policies of the most recent annual audited financial statements.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

2. Basis of Preparation (continued)

(e) Changes in accounting policies (continued)

For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently in these financial statements for the year ended 31 December 2019.

(a) Foreign currency

Transactions in foreign currencies are translated into U.S. Dollars at the exchange rate at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated into U.S. Dollars at the exchange rate at that date.

The Limited Partnership does not isolate the portion of the result of operations arising as a result of changes in foreign exchange rates from the fluctuations arising from changes in fair value of investments during the year ended 31 December 2019. Such changes are included in net gain from financial assets at fair value through profit or loss.

(b) Income and expense recognition

Bank interest income and expenses are recognised on an accrual basis. Dividend income, if any, is recognised on the ex-dividend date.

(c) Net gain from financial assets at fair value through profit or loss

Net gain from financial assets at fair value through profit or loss includes all realised and unrealised fair value changes and foreign exchange differences, but excludes interest and dividend income.

(d) Other assets

Other assets are initially recognised at fair value and measured subsequently at amortised cost using the effective interest rate method. Other assets are carried at amortised cost less identified impairment. Prepayments are expenses paid in advance and are amortised over the relevant period.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

3. Significant Accounting Policies (continued)

(e) Accrued expenses

Accrued expenses are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method. Accrued expenses are derecognised when the obligation under the liability is discharged or cancelled or expires.

(f) Unfunded committed Capital

Unfunded committed capital from the partners is not presented in the statement of financial position, since unfunded committed capital represents an undrawn financial instrument, where an effective interest rate in accordance with IFRS 9 Financial instruments would not be applicable.

(g) Taxation

The Limited Partnership is not a separate entity subject to taxation. However, some dividend and interest income received by the Limited Partnership is subject to withholding tax imposed in certain countries of origin. Income that is subject to such tax is recognised gross of the taxes and the corresponding withholding tax is recognised as a tax expense.

(h) Financial assets and financial liabilities

(i) Recognition and initial measurement

Financial assets and liabilities at fair value through profit or loss are recognised initially on the trade date, which is the date that the Limited Partnership becomes a party to the contractual provisions of the instrument. Other financial assets and liabilities are recognised on the date they are originated.

Financial assets and financial liabilities at fair value through profit or loss are recognised initially at fair value, with transaction costs recognised in profit or loss. Financial assets or financial liabilities not at fair value through profit or loss are recognised initially at fair value plus or minus transaction costs that are directly attributable to their acquisition or issue.

(ii) Classification

Under IFRS 9 a financial asset is classified as being measured at: amortised cost; fair value through other comprehensive income (“FVOCI”) or FVTPL. The classification of financial assets under IFRS 9 is based on the business model in which a financial asset is managed and on its contractual cash flow characteristics:

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

2. Significant Accounting Policies (continued)

(h) Financial assets and financial liabilities (continued)

(ii) Classification (continued)

In evaluating the classification of its financial assets the Limited Partnership has determined the following:

- Based on how performance is evaluated, how risks are managed and how compensation is paid, the business model for financial assets is to manage on a fair value basis.
- The contractual cash flows of the financial assets are not solely payments of principal and interest.

Based on the above evaluation, the Limited Partnership's financial assets are classified as follows:

Financial assets at fair value through profit or loss:

- Designated as at fair value through profit or loss - private equity funds.

Financial assets at amortised cost:

- Loan receivables and cash and cash equivalents.

The Limited Partnership's financial liabilities and other assets are classified at amortized cost.

(iii) Amortised cost measurement

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL: it is held within a business model whose objective is to hold assets to collect contractual cash flows; and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI").

The amortised cost of a financial asset or liability is the amount at which the financial asset or liability is measured at initial recognition, minus principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any reduction for impairment.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

3. Significant Accounting Policies (continued)

(h) Financial assets and financial liabilities (continued)

(iv) Fair value measurement

The Partnership's Portfolio Funds are carried at fair value. Fair value is generally based on the valuations provided by the General Partners or Managers of such Portfolio Funds which are reviewed and approved by Pantheon's Valuation Committee. Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction on the measurement date.

When available, the Limited Partnership measures the fair value of an instrument using quoted prices in an active market for that instrument. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm's length basis.

In circumstances where fair values are not provided in respect of any of the Portfolio Funds, the General Partner will seek to ascertain the fair value of such Portfolio Funds on the basis of information provided by the general partners or managers of such Portfolio Funds or from other sources. In these circumstances, the General Partner may use the market approach to estimate the fair value of underlying investee companies and thereby determine the Limited Partnership's proportionate share of capital account balance of each Portfolio Fund. When using multiples under the market approach, the General Partner determines comparable public companies based on industry, size, strategy, etc. and then calculates a trading multiple for each comparable company. The inputs used by the General Partner when using the market approach include, but are not limited to, prices and other relevant information generated by the market transactions, type of security, size of the position, purchase price, purchases of the same or similar securities by other investors, marketability, foreign exchange rates, degree of liquidity, restrictions on the disposition, latest round of financing data, completed or pending third-party transactions in the underlying investment or comparable issuers, current financial position and operating results among other factors. All changes in fair value are recognised in profit or loss as part of net gain from financial instruments at fair value through profit or loss.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

3. Significant Accounting Policies (continued)

(h) Financial assets and financial liabilities (continued)

(v) Specific instruments

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, demand deposits, other short-term highly liquid investments with original maturities of three months or less when acquired and bank overdrafts. Cash and cash equivalents balances are held with a major financial institution.

	As at 31 Dec 2019 US\$	As at 31 Dec 2018 US\$
Cash at bank	170,515	267,969
	<u>170,515</u>	<u>267,969</u>

(i) Standards, amendments and interpretations to published standards that are not yet effective and have not been early adopted by the Limited Partnership

There are no other standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a significant impact on the Partnership.

(j) New and amended standards adopted by the Partnership

The Partnership has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2019:

- IFRS 9 Financial Instruments
- IFRIC 23 Uncertainty over Income Tax Treatments
- IFRS 16 Leases

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

3. Significant Accounting Policies (continued)

(j) New and amended standards adopted by the Partnership (continued)

Amendments to IFRS 9, 'Financial Instruments', effective for annual periods beginning on or after 1 January 2019, clarifies the treatment of:

(i) Prepayment features with negative compensation:

Financial assets containing prepayment features with negative compensation can now be measured at amortised cost or at fair value through other comprehensive income (FVOCI) if they meet the other relevant requirements of IFRS 9.

(ii) Modifications to financial liabilities:

If the initial application of IFRS 9 results in a change in accounting policy arising from modified or exchanged fixed rate financial liabilities, retrospective application is required, subject to particular transitional reliefs. There is no change to the accounting for costs and fees when a liability has been modified, but not substantially. These are recognised as an adjustment to the carrying amount of the liability and are amortised over the remaining term of the modified liability.

IFRIC 23, 'Uncertainty over Income Tax Treatments', clarifies how to apply the recognition and measurement requirements in IAS 12 where there is uncertainty over income tax treatments.

IFRS 16, 'Leases', a standard removes the current distinction between operating and financing leases and requires recognition of an asset (the right to use the leased item) and a financial liability to pay rentals.

The Partnership had to change its accounting policies with the adoption of IFRS 9, IFRIC 23 and IFRS 16. The adoption of these standards does not have any impact on the amounts recognised in prior and current periods and not expected to significantly affect the future periods.

4. Financial and Other Risk Factors

The objective of the Limited Partnership is to achieve long-term capital appreciation. However, as was the case at the time the Limited Partnership was formed, general market risk factors may exist which could cause the Limited Partnership to lose some or all of its invested capital. The General Partner notes the following significant risk exposures:

(a) Financial risk

The Limited Partnership's activities expose it to a variety of financial risks, including the effects of changes in debt and equity market prices, foreign currency exchange rates and interest rates. The Limited Partnership's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Limited Partnership.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

4. Financial and Other Risk Factors (continued)

(b) Market risk

Market price risk

Designated financial assets at fair value through profit or loss and investments in private equity funds bear a risk of loss of capital. The General Partner moderates this risk through a careful selection of investments within specified limits. Please see Note 3(h) to these financial statements for details of the valuation policy adopted by the Limited Partnership.

Other price risk

Other price risk arises in respect of the Limited Partnership's investments in the interests issued by the underlying Portfolio Funds. The fair value of the investments as at 31 December 2019 was US\$19,163,860 (2018: US\$42,660,948).

The table below sets out the effect on the net assets attributable to Partners and on the increase in net assets attributable to Partners of a reasonably possible strengthening in prices of the Portfolio Funds of 5% as at 31 December 2019 and 2018:

	<u>As at 31 Dec 2019 US\$</u>	<u>As at 31 Dec 2018 US\$</u>
Effect in U.S. Dollar		
Increase in net gain from financial instruments at fair value through profit or loss	958,193	2,133,047
Effect in % on:		
Net assets attributable to Partners	4.94%	4.96%
Increase in net assets attributable to Partners	4.94%	4.96%

A weakening in the price of the Portfolio Funds of 5% as at 31 December 2019 and 2018 would have resulted in an equal but opposite effect to the amounts shown above.

Interest rate risk

The Limited Partnership may hold cash and cash equivalents that are exposed to the risk of changes in market interest rates.

Foreign currency risk

The Limited Partnership may hold assets denominated in currencies other than the U.S. Dollar, the Limited Partnership's functional currency. The value of assets denominated in other currencies will fluctuate due to changes in exchange rates. The Limited Partnership does not hedge against foreign currency movements affecting the value of its investments, but takes this risk into account when making investment decisions.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

4. Financial and Other Risk Factors (continued)

(c) Other risk

Legal and regulatory risk

Legal and regulatory changes could occur during the duration of the Limited Partnership which may adversely affect the Limited Partnership. The Limited Partnership may be subject to a variety of litigation risks, particularly if one or more of its investments face financial or other difficulties during the term of the Limited Partnership. Legal disputes, involving the Limited Partnership, any of the investments, the General Partner, its partners or its affiliates, may arise from the foregoing activities (or any other activities relating to the operations of the Limited Partnership or of the General Partner) and could have a significant adverse effect on the Limited Partnership. There was no pending litigation involving the Limited Partnership as at 31 December 2019 or subsequent to that date.

Credit risk

Whilst the Limited Partnership intends to diversify its portfolio of investments, the Limited Partnership is exposed to credit risk, which is the risk that a counterparty may not be able to pay amounts in full when they fall due. The main concentration to which the Limited Partnership is indirectly exposed arises from the Limited Partnership's investment in debt securities through its investments.

The Limited Partnership is also exposed to counterparty credit risk on cash and other receivable balances. The Limited Partnership's cash and cash equivalents are held mainly with Wells Fargo Bank, N.A., which is rated P-1 based on Moody's ratings.

The Limited Partnership's investment activities may result in credit risk relating to investments in which the Limited Partnership has direct or indirect (through a fund investment) exposure or significant concentration in a particular industry, market or sector. Poor credit developments or defaults of investments in which the Limited Partnership has direct or indirect exposure could be indicative of performance issues of the underlying investments and could lead to the General Partner reassessing the fair value of the investment to be lower than the net asset value determined in accordance with the standard valuation process.

The Limited Partnership has capital commitments from the Limited Partner which will be used to fund investments and to pay expenses throughout the term of the Limited Partnership. A default by the Limited Partner could have an adverse or material effect on the Limited Partnership's ability to continue its investment strategies. There have been no defaults by the Limited Partner since inception to 31 December 2019 or subsequent to that date.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

4. Financial and Other Risk Factors (continued)

(c) Other risk (continued)

Liquidity risk

The Limited Partnership's investments are typically subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices for such investments may not be readily ascertainable and for various reasons, the Limited Partnership may not be able to sell them when it desires to do so or to realise what it perceives to be their fair value in the event of a sale. Restricted investments are generally valued at a price lower than similar investments that are not subject to restrictions on resale. All of the Limited Partnership's investments are illiquid and the Limited Partnership may not be able to vary the portfolio in response to changes in economic and other conditions. The investments that are purchased in connection with privately negotiated transactions are not registered under the relevant security laws, resulting in a prohibition against their transfer, sale, pledge or other disposition except in a transaction that is exempt from the relevant registration requirements. As at 31 December 2019, all investments held by the Limited Partnership are illiquid and resale is restricted.

Indemnifications

In the normal course of business, the Limited Partnership enters into contracts that contain a variety of representations and warranties which provide general indemnifications. The Limited Partnership's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Limited Partnership that have not yet occurred. However, based on experience, the Limited Partnership expects the risk of loss to be remote.

5. Use of Estimates and Judgements

(a) Key sources of estimation uncertainty

(i) Determining fair value

The determination of fair value for financial assets and liabilities for which there is no observable market price requires the use of valuation techniques as described in Note 3(h)(iv). For financial instruments that trade infrequently and have little price transparency, fair value is less objective, and requires varying degrees of judgement depending on liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the specific instrument.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

5. Use of Estimates and Judgements (continued)

(b) Critical accounting judgements in applying the Limited Partnership's accounting policies

(i) Valuation of financial instruments

The Limited Partnership's accounting policy on fair value measurement is disclosed in Note 3(h)(iv).

The Limited Partnership measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Level 1: Quoted price (unadjusted) in an active market for an identical instrument.
- Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques for which all significant inputs are directly or indirectly observable market data.
- Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

A financial instrument's level within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement. However, the determination of what constitutes "observable" requires significant judgment by the General Partner. The General Partner considers observable data to be market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

5. Use of Estimates and Judgements (continued)

(b) Critical accounting judgements in applying the Limited Partnership's accounting policies (continued)

(i) Valuation of financial instruments (continued)

If the Limited Partnership determines that either the volume and/or level of activity for an asset or liability has significantly decreased (from normal conditions for that asset or liability) or price quotations or observable inputs are not associated with orderly transactions, increased analysis and management judgment will be required to estimate fair value. The International Private Equity and Venture Capital Valuation (“IPEV”) Guidance provided a list of factors to determine whether there has been a significant decrease in relation to normal market activity. Regardless, however, of the valuation technique and inputs used, the objective for the fair value measurement in those circumstances is unchanged from what it would be if markets were operating at normal activity levels and/or transactions were orderly, that is, to determine the current exit price. There have been no changes in the valuation techniques used during the year. Assets held through profit or loss are valued using the Limited Partnership's proportionate share of net asset value as reported by the General Partner of the underlying funds and adjusted for cash movements where applicable.

The table below analyses financial instruments measured at fair value by the level in the fair value hierarchy into which the fair value measurement is categorised as at 31 December 2019 and 2018:

As at 31 December 2019

	Level 1 US\$	Level 2 US\$	Level 3 US\$	Total US\$
Financial assets at fair value through profit or loss				
Infrastructure	-	-	19,163,860	19,163,860

As at 31 December 2018

	Level 1 US\$	Level 2 US\$	Level 3 US\$	Total US\$
Financial assets at fair value through profit or loss				
Infrastructure	-	-	42,660,948	42,660,948

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

5. Use of Estimates and Judgements (continued)

(b) Critical accounting judgements in applying the Limited Partnership's accounting policies (continued)

(i) Valuation of financial instruments (continued)

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the fair value hierarchy:

	Investments	
	For the year ended 31 Dec 2019 US\$	For the year ended 31 Dec 2018 US\$
Balance as at 1 January	42,660,948	41,967,485
Capital contributed to financial assets at fair value	232,805	452,108
Distributions received from financial assets at fair value	(27,882,626)	(1,294,138)
Realised gain	4,485,257	807,877
Net change in unrealised (depreciation)/appreciation	(332,524)	727,616
Transfers into Level 3	-	-
Transfers out of Level 3	-	-
Balance as at 31 December	19,163,860	42,660,948
Net change in unrealised (depreciation)/appreciation on investments still held as at 31 December	<u>(332,524)</u>	<u>727,616</u>

Net unrealised (depreciation)/appreciation on financial assets relates to those Portfolio Funds still held by the Limited Partnership as at 31 December 2019 and 2018.

Realised gain and net change in unrealised (depreciation)/appreciation are recognised in the Statement of Comprehensive Income as net gain from financial assets at fair value through profit or loss. Net change in unrealised (depreciation)/appreciation relates to those Portfolio Funds still held by the Limited Partnership as at 31 December 2019 and 2018.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

5. Use of Estimates and Judgements (continued)

(b) Critical accounting judgements in applying the Limited Partnership's accounting policies (continued)

(i) Valuation of financial instruments (continued)

The following tables show the Limited Partnership's Portfolio Funds as presented in financial assets at fair value through profit or loss on the Statement of Financial Position:

As at 31 December 2019

	Cost US\$	Fair Value US\$	Fair Value % of Net Assets
<u>Portfolio Funds</u>			
Europe			
Carlyle Infrastructure Partners, L.P.	523,246	41,727	0.21%
Credit Suisse Global Infrastructure SCA SICAR	266,511	1,429,764	7.37%
GS Global Infrastructure Partners I, L.P.	37,808	1,019,551	5.25%
SteelRiver Infrastructure Fund North America	6,142	16,672,818	85.91%
Total Portfolio Funds	833,707	19,163,860	98.74%

As at 31 December 2018

	Cost US\$	Fair Value US\$	Fair Value % of Net Assets
<u>Portfolio Funds</u>			
Europe			
Carlyle Infrastructure Partners, L.P.	659,119	179,907	0.42%
Credit Suisse Global Infrastructure SCA SICAR	12,638,903	15,065,108	35.06%
GS Global Infrastructure Partners I, L.P.	37,808	1,090,335	2.54%
SteelRiver Infrastructure Fund North America	10,662,441	26,325,598	61.27%
Total Portfolio Funds	23,998,271	42,660,948	99.29%

As at 31 December 2019, the Partnership had commitments to underlying investments totaling US\$36,963,867 (2018: US\$36,961,799), of which US\$3,295,194 is unfunded (2018: US\$3,385,424).

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued) For the year ended 31 December 2019

6. Net Gain from Financial Assets at Fair Value through Profit or Loss

	For the year ended 31 Dec 2019 US\$	For the year ended 31 Dec 2018 US\$
Net gain from financial assets at fair value through profit or loss		
Realised	4,485,257	807,877
Unrealised	(332,524)	727,616
	<u>4,152,733</u>	<u>1,535,493</u>

7. Capital Commitments

At the final close of the Limited Partnership, total capital commitments from the Limited Partner amounted to US\$38,000,000 (2018: US\$51,030,638). For the year ended 31 December 2019, the Limited Partner had return of capital of US\$714,429 (2018: capital contributions of US\$765,460). As at 31 December 2019, the Limited Partner has made capital contributions of US\$31,144,742 (2018: US\$31,859,171) and available undrawn capital commitments amounted to US\$6,855,258 (2018: US\$19,171,467). Refer to Note 5 for total and outstanding commitments to the underlying financial assets.

The General Partner has no commitments to the Limited Partnership and has not made capital contributions through 31 December 2019 (2018: US\$Nil).

8. Related Parties

The Limited Partnership has appointed Pantheon Industriens GP, LLC to act as the General Partner with responsibility for the day to day management and achieving the Limited Partnership's objectives and execution of documents on behalf of the Limited Partnership.

The General Partner is entitled to receive an annual fee ("General Partner's Share") of US\$5,000. Such fee is payable by the Limited Partnership and shall be paid from the date of formation of the Limited Partnership. The fee falls due for payment on 31 December each year and must be paid no later than 15 January in the following year. As at 31 December 2019, the General Partner's Share payable is US\$14,849 (2018: US\$40,000).

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2019

9. Ultimate Controlling Party

The General Partner of the Limited Partnership is a subsidiary of Pantheon Ventures, Inc., a company incorporated in the United States of America.

Industriens Vintage Infrastructure L.P., a Delaware limited partnership, prepares consolidated accounts including the accounts of the Limited Partnership as at 31 December 2019. The consolidated financial statements for Industriens Vintage Infrastructure L.P. can be obtained from 600 Montgomery Street, 23rd floor, San Francisco, CA 94111.

The ultimate parent undertaking and controlling party is Affiliated Managers Group, Inc., a company incorporated in the United States of America.

Affiliated Managers Group, Inc. is the parent undertaking of the largest group of undertakings to consolidate the financial statements of the General Partner as at 31 December 2019. The consolidated financial statements of Affiliated Managers Group, Inc. can be obtained from 777 South Flagler Drive, West Palm Beach, FL 33401 and from their website, www.amg.com.

10. Subsequent Events

Subsequent to year end, the global economy has seen high levels of global market volatility in connection with the COVID-19 pandemic, which has had a macroeconomic impact across all industry sectors. The General Partner is closely monitoring the latest market developments relating to COVID-19. The General Partner believes that this is a non-adjusting event at December 31, 2019 for the purposes of these financial statements, but estimates that there may be an impact to the underlying investments, some of which may be material.

The Partnership has performed an evaluation of subsequent events through to the date of the report of the independent auditors, which is the date the financial statements were available to be issued and noted no other reportable events that would require disclosure in the Partnership's financial statements.

AMALIENBORG VINTAGE INFRASTRUCTURE K/S

CAPITAL ACCOUNT STATEMENT (Unaudited) For the year ended 31 December 2019

Partner	Commitment US\$	Opening value as at 1-Jan-19 US\$	Return of Previously called Capital US\$	Distributions US\$	Net change in value US\$	Closing value as at 31-Dec-19 US\$
Industriens Vintage Infrastructure L.P.	38,000,000	42,965,042	(714,429)	(26,893,146)	4,051,275	19,408,742
Total Limited Partner	38,000,000	42,965,042	(714,429)	(26,893,146)	4,051,275	19,408,742
Pantheon Industriens GP, LLC	-	-	-	-	-	-
Total	38,000,000	42,965,042	(714,429)	(26,893,146)	4,051,275	19,408,742