

PENM Partners ApS

Tuborg Havnevej 18, 2900 Hellerup

CVR no. 35 02 90 01

Annual report 2018

Approved at the Company's annual general meeting on 27 May 2019

Chairman:



Susan Lützner



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Statement by the Board of Directors and the Executive Board

Today, the Executive Board has discussed and approved the annual report of PENM Partners ApS for the financial year 1 January - 31 December 2018.

The annual report is 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 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Hellerup, 27 May 2019
Executive Board:


Hans Christian Jacobsen
Susan Lützner

Independent auditor's report

To the shareholders of PENM Partners ApS

Opinion

We have audited the financial statements of PENM Partners ApS for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity 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 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018 in accordance with the Danish Financial Statements Act.

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 Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these 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 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 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 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 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 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 conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the 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 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.

Copenhagen, 27 May 2019
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Rasmus Berntsen
State Authorised Public Accountant
mne35461

Management's review

Company details

Name	PENM Partners ApS
Address, Postal code, City	Tuborg Havnevej 18, 2900 Hellerup
CVR no.	35 02 90 01
Established	7 January 2013
Registered office	Gentofte
Financial year	1 January - 31 December
Executive Board	Hans Christian Jacobsen Susan Lützner
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Osvald Helmuhs Vej 4, P.O. Box 250, 2000 Frederiksberg, Denmark

Management commentary

Business review

The Company's main activity is to be management company for Private Equity New Markets III K/S and Private Equity New Markets IV K/S.

Financial review

In 2018, the Company's revenue amounted to DKK 28,827,521 against DKK 31,218,487 last year. The income statement for 2018 shows a profit of DKK 11,281,750 against a profit of DKK 12,179,443 last year, and the balance sheet at 31 December 2018 shows equity of DKK 20,992,734.

Management considers the Company's financial performance in the year satisfactory.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2018	2017
	Revenue	28,827,521	31,218,487
	Other external expenses	-2,963,193	-2,880,667
	Gross margin	25,864,328	28,337,820
2	Staff costs	-12,223,732	-12,825,812
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-101,116	-103,895
	Profit before net financials	13,539,480	15,408,113
	Financial income	949,291	1,478,503
	Financial expenses	-414	-516,025
	Profit before tax	14,488,357	16,370,591
	Tax for the year	-3,206,607	-4,191,148
	Profit for the year	11,281,750	12,179,443
	Recommended appropriation of profit		
	Extraordinary dividend distributed in the year	4,500,000	0
	Retained earnings	6,781,750	12,179,443
		11,281,750	12,179,443

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	<u>2018</u>	<u>2017</u>
	ASSETS		
	Fixed assets		
	Property, plant and equipment		
	Leasehold improvements	155,055	256,171
		<u>155,055</u>	<u>256,171</u>
	Investments		
	Investments in group enterprises	266,565	266,565
	Other securities and investments	15,521,454	14,144,599
	Deposits, investments	185,821	183,998
		<u>15,973,840</u>	<u>14,595,162</u>
	Total fixed assets	<u>16,128,895</u>	<u>14,851,333</u>
	Non-fixed assets		
	Receivables		
	Receivables from group enterprises	0	40,000
	Deferred tax assets	1,991	0
	Joint taxation contribution receivable	27,635	0
	Other receivables	1,849	65,360
	Prepayments	382,222	418,704
		<u>413,697</u>	<u>524,064</u>
	Cash	<u>12,340,791</u>	<u>7,684,799</u>
	Total non-fixed assets	<u>12,754,488</u>	<u>8,208,863</u>
	TOTAL ASSETS	<u>28,883,383</u>	<u>23,060,196</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	<u>2018</u>	<u>2017</u>
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	450,000	450,000
	Share premium account	250,000	250,000
	Retained earnings	20,292,734	13,510,984
	Total equity	<u>20,992,734</u>	<u>14,210,984</u>
	Provisions		
	Deferred tax	0	2,458
	Total provisions	<u>0</u>	<u>2,458</u>
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Joint taxation contribution payable	1,191	672,372
	Other payables	811,743	919,453
	Deferred income	7,077,715	7,254,929
		<u>7,890,649</u>	<u>8,846,754</u>
	Total liabilities other than provisions	<u>7,890,649</u>	<u>8,846,754</u>
	TOTAL EQUITY AND LIABILITIES	<u>28,883,383</u>	<u>23,060,196</u>

- 1 Accounting policies
- 3 Contractual obligations and contingencies, etc.

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	Share capital	Share premium account	Retained earnings	Total
Equity at 1 January 2018	450,000	250,000	13,510,984	14,210,984
Transfer through appropriation of profit	0	0	11,281,750	11,281,750
Proposed extraordinary dividend recognised under equity	0	0	-4,500,000	-4,500,000
Equity at 31 December 2018	<u>450,000</u>	<u>250,000</u>	<u>20,292,734</u>	<u>20,992,734</u>

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of PENM Partners ApS for 2018 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Revenue consists of income from management and administrations fees from Private Equity New Markets II K/S, Private Equity New Markets III K/S and Private Equity New Markets IV K/S. Revenue is recognized exclusive of VAT and taxes.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to administrations of private equity funds including administration and management, office costs and write-downs of receivables.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Leasehold improvements	4 years
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Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses, net capital gains and losses from other securities and investments, dividends from other securities and investments, fair value revaluations and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and its Danish group entities are jointly taxed. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Investments in subsidiaries

Investments in subsidiaries and associates are measured at cost. Dividends received that exceed the accumulated earnings in the subsidiary or the associate during the period of ownership are treated as a reduction in the cost of acquisition.

Other securities and investments

Securities and investments consisting of shares in Private Equity New Markets III K/S and Private Equity New Markets IV K/S are measured at fair value (market price) at the balance sheet date.

Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment and investments in subsidiaries and associates is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Other payables comprise intercompany balances, payable staff costs, holiday pay and other payable costs.

Other liabilities are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Deferred income

Deferred income recognised as a liability comprises payments received concerning income in subsequent financial reporting years.

DKK	<u>2018</u>	<u>2017</u>
2 Staff costs		
Wages/salaries	12,067,699	12,621,932
Pensions	134,891	180,000
Other social security costs	<u>21,142</u>	<u>23,880</u>
	<u>12,223,732</u>	<u>12,825,812</u>
 Average number of full-time employees	 <u>6</u>	 <u>7</u>

3 Contractual obligations and contingencies, etc.

Contingent liabilities

Other contingent liabilities

The Company is jointly taxed with its parent, PENM Partners Holding ApS, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes for the income year 2013 onwards as well as withholding taxes on interest, royalties and dividends falling due for payment on or after 1 July 2012.

Other financial obligations

Other rent and lease liabilities:

DKK	<u>2018</u>	<u>2017</u>
Rent and lease liabilities	<u>1,052,416</u>	<u>2,500,000</u>

The Company has not recognized lease liabilities of the above mentioned amount.