

# Verdane Capital VIII K/S

Sundkrogsgade 21, 2100 Copenhagen

CVR no. 35 39 72 13

Annual Report 2016

Chairman



Rasmus Eske Bruun

Approved at the Company's general partner meeting on 27/4-2017

## CONTENTS

---

Management's statement .....	2
Independent auditor's report on the financial statement .....	3
Company information .....	5
Review .....	6
Financial highlights.....	7
Statement of comprehensive income .....	8
Balance sheet 31 December .....	9
Statement of changes in equity for the years 2015 and 2016.....	11
Cash flow statement .....	12
Notes to the financial statements.....	13

## MANAGEMENT'S STATEMENT

---

The Management has today discussed and approved the Annual Report of Verdane Capital VIII K/S for the financial year 1 January 2016 - 31 December 2016.

The Annual Report has been prepared in accordance with the International Financial Reporting Standards, which is approved by EU and further Danish disclosure requirements according to the Danish Financial Statements Act.

It is my opinion that the financial statements give a true and fair view of the Company's financial position at 31 December 2016 and of the results of the Company's operations and cash flow for the financial year 1 January 2016 - 31 December 2016.

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

I recommend that the Annual Report be approved at the General Partner meeting.

Copenhagen, 28 February 2017

On behalf of the General Partner:  
Verdane Capital VIII GP ApS

  
Birger Nergaard

## INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENT

---

**To the Limited Partners of Verdane Capital VIII K/S.**

### **Opinion**

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2016, and of the results of the Company's operations and cash flows for the financial year 1 January - 31 December 2016 in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

We have audited the Financial Statements of Verdane Capital VIII K/S for the financial year 1 January - 31 December 2016, which comprise statement of comprehensive income, balance sheet, statement of cash flows, statement of changes in equity and notes, including a summary of significant accounting policies.

### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Statement on Management's Review**

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, 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 in Management's Review.

### **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 International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material

## INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENT

---

misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Copenhagen, 28 February 2017  
**PricewaterhouseCoopers**  
Statsautoriseret Revisionspartnerselskab  
CVR No 33 77 12 31

Niels Henrik B. Mikkelsen  
State Authorised Public Accountant

Christian Noe Oest  
State Authorised Public Accountant

## COMPANY INFORMATION

---

Company name	Verdane Capital VIII K/S
CVR NO.	35 39 72 13
Address	c/o Intertrust A/S (Denmark), Harbour House Sundkrogsgade 21 DK-2100 Copenhagen
Management	Birger Nergaard
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup
Chairman	<del>Rasmus Madsen</del> Rasmus Eske Braun
General Partner (Authorised to sign for the Company)	Verdane Capital VIII GP ApS c/o Intertrust A/S (Denmark), Harbour House Sundkrogsgade 21 DK-2100 Copenhagen

## REVIEW

---

### **Principal activities of the Company**

The Company contributes venture capital to competitive enterprises.

### **Development in activities and financial matters**

The Company's financial position and the result of the year will be shown in the following income statement of the financial year 1 January 2016 - 31 December 2016 and the balance sheet as per 31 December 2016.

### **The past year and follow-up on development expectations from last year**

At the end of 2016, the portfolio was valued at 1.4x multiple to cost. The positive value development in 2016 was mainly driven by improved operating performance across the portfolio, both in terms of revenue and profitability, and several exits in the Core Candidate portfolio at favourable multiples.

In total, thirteen new investments were added to the portfolio during the first and second quarter of 2016, through a total of four new portfolios. To support growth and value creation in the portfolio, several follow-on investments were made during 2016.

The four new portfolio investments marked the end of the Fund's investment period and going forward, only follow-on investments to the existing portfolio will be made.

The Company's net profit was MSEK 393, which is considered satisfactory by the Management.

### **Expectations to next year**

Management expect expenses to be at a level similar to 2016. The expectations to next year does not include expectations to value adjustments of investments.

### **Risks**

Financial and other risks material to the financial statements is presented in section "Notes to the financial statements". Please refer to note 2. For information about the methods and assumptions used in determining fair value please refer to note 2 and 3.

### **Employees**

There have been no employees in the Company during the period.

### **Consolidated financial statements**

The Company meets the conditions of being an investment entity and is exempt from preparing consolidated financial statements for 2016. For further explanation, please refer to the disclosures.

**FINANCIAL HIGHLIGHTS****Financial Highlights**

The financial highlights and ratios for the Fund per December 31, 2016, were as follows:

	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
	TSEK	TSEK	TSEK	TSEK
<b>Financial highlights</b>				
Value adjustments	432.031	131.253	98.834	25.999
Earnings before interest and tax (EBIT)	393.241	75.705	43.995	-12.349
Total non-current assets	1.767.166	741.142	425.211	153.602
Total assets	1.767.166	1.042.222	450.423	209.336
Equity	1.753.406	978.422	319.646	155.136
<b>Financial ratios</b>				
Gross IRR	36.8%	35.5%	47.6%	N/A
Net IRR	20.6%	15.2%	15.2%	N/A
Distributions to paid-in capital (DPI)	0.24	0.26	0.33	0.00
Residual value to paid-in-capital (RVPI)	1.01	0.89	0.76	0.96
Total value to paid-in capital (TVPI)	1.25	1.15	1.09	0.96
Paid-in capital to committed capital	0.82	0.38	0.21	0.90

The financial ratios have been calculated in accordance with the recommendations of Invest Europe, previously The European Venture Capital Association (EVCA reporting guidelines June 2006 (updated 2010)).



**STATEMENT OF COMPREHENSIVE INCOME**

	<u>Note</u>	<u>2016</u> TSEK	<u>2015</u> TSEK
Value adjustment of investments		432.031	131.253
Other external costs		-38.790	-55.549
<b>Operating profit/(loss) (EBIT)</b>		<b>393.241</b>	<b>75.705</b>
Financial income		48	1.013
Financial expenses		-426	-1.113
<b>Profit/(loss) before tax</b>		<b>392.863</b>	<b>75.604</b>
Tax on net profit/(loss) for the year		0	0
<b>Net profit/(loss) for the year</b>		<b>392.863</b>	<b>75.604</b>
Other comprehensive income		0	0
<b>Comprehensive income</b>		<b>392.863</b>	<b>75.604</b>

**BALANCE SHEET 31 DECEMBER**

	Note	2016 TSEK	2015 TSEK
<b>ASSETS</b>			
Investments in subsidiaries	3+4	819.057	113.619
Investments in associates	3+4	813.752	597.418
Other investments		134.357	30.105
<b>Total non-current assets</b>		<b>1.767.166</b>	<b>741.142</b>
<b>Total fixed assets</b>		<b>1.767.166</b>	<b>741.142</b>
Receivables from affiliates		0	0
Other receivables		0	301.081
<b>Total receivables</b>		<b>0</b>	<b>301.081</b>
<b>Total current assets</b>		<b>0</b>	<b>301.081</b>
<b>Total assets</b>		<b>1.767.166</b>	<b>1.042.222</b>

**BALANCE SHEET 31 DECEMBER**

	<u>Note</u>	<u>2016</u> TSEK	<u>2015</u> TSEK
<b>EQUITY AND LIABILITIES</b>			
Contributed capital		1.247.593	865.472
Revaluation reserve		280.200	0
Retained earnings/(losses)		225.613	112.950
<b>Total equity</b>	5	<u>1.753.406</u>	<u>978.422</u>
Other credit institutions		4.960	58.812
Trade payables		1.093	4.989
Other payables		7.707	0
<b>Total short-term liabilities</b>		<u>13.760</u>	<u>63.801</u>
<b>Total liabilities</b>		<u>13.760</u>	<u>63.801</u>
<b>Total liabilities and equity</b>		<u>1.767.166</u>	<u>1.042.222</u>

**STATEMENT OF CHANGES IN EQUITY FOR THE YEARS 2015 AND 2016**

	<u>Contributed capital</u> TSEK	<u>Revaluation reserve</u>	<u>Retained earnings</u> TSEK	<u>Equity</u> TSEK
Balance 1 January 2015	282.300	0	37.346	319.646
Capital increase	645.521	0	0	645.521
Capital reduction	-62.350	0	0	-62.350
Result of the year	0	0	75.604	75.604
<b>Limited partners equity total 31 December 2015</b>	<b>865.472</b>	<b>0</b>	<b>112.950</b>	<b>978.422</b>

	<u>Contributed capital</u> TSEK	<u>Revaluation reserve</u> TSEK	<u>Retained earnings</u> TSEK	<u>Equity</u> TSEK
Balance 1 January 2016	865.472	0	112.950	978.422
Capital increase	569.424	0	0	569.424
Capital reduction	-187.303	0	0	-187.303
Result of the year	0	280.200	112.633	392.863
<b>Limited partners equity total 31 December 2016</b>	<b>1.247.593</b>	<b>280.200</b>	<b>225.613</b>	<b>1.753.406</b>

## CASH FLOW STATEMENT

	<u>2016</u> TSEK	<u>2015</u> TSEK
Operating profit/(loss) (EBIT)	393.241	75.705
Purchase of financial investments (portfolio Companies)	-815.525	-245.796
Proceeds from financial investments	221.531	62.260
Value adjustment of investments (unrealized)	-280.200	-132.237
Realized gain/loss from financial investments	-151.831	984
Change in working capital	304.892	-288.329
Financial income	48	1.012
Financial expense	-426	-1.113
<b>Cash flow from operating activities</b>	<b><u>-328.270</u></b>	<b><u>-527.514</u></b>
Paid limited partner capital	569.425	645.522
Distributions paid to limited partners	-187.303	-62.352
<b>Cash flow from financing activities</b>	<b><u>382.122</u></b>	<b><u>583.170</u></b>
<b>Net increase in cash and cash equivalents</b>	<b><u>53.852</u></b>	<b><u>55.656</u></b>
Cash and cash equivalents at the beginning of the year	-58.812	-114.468
<b>Cash and cash equivalents at the end of the year</b>	<b><u>-4.960</u></b>	<b><u>-58.812</u></b>

## NOTES TO THE FINANCIAL STATEMENTS

---

### 1. Summary of significant accounting policies

#### **General information**

The Annual Report of the Company has been prepared in accordance with the provisions of the International Financial Reporting Standard which is approved by the EU and further disclosure requirements according to the Danish Financial Statements Act for Class C (large entities).

The Annual Report is prepared in TSEK which is the functional currency of the Company.

Currency exchange rate (SEK/DKK):

31/12/16: 77.83

31/12/15: 81.22

The most significant elements of the accounting principles applied are described below.

#### **New standards, amendments and interpretations not yet adopted**

The International Accounting Standards Board (IASB) has issued a number of new or amended and revised accounting standards and interpretations that have not yet come into effect. These new IFRSs have not been applied in preparing the financial statements for 2016. The Company has assessed the impact of these new standards and none is expected to have a significant effect on the financial statements.

There are no IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the financial statements for 2016.

However, the Company has evaluated the expected impact on future periods from some of the IFRSs not yet effective:

IFRS 9 "Financial Instruments", with effective date 1 January 2018. The standard includes requirements on the classification and measurement of financial instruments and hedging requirements. The Company has assessed the impact of the standard and it is expected not to have significant impact on the financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

---

### ***Explanation on omitting consolidated financial statements***

Verdane Capital VIII K/S has multiple unrelated investors and holds multiple investments in both subsidiaries and in associates. The Company has been deemed to meet the definition of an investment entity per IFRS 10 as the following conditions exist:

- 1) The Company has obtained funds for the purpose of providing investors with professional investment management services,
- 2) the Company's business purpose, which was communicated directly to investors, is investing for capital appreciation and investment income and
- 3) the investments are measured and evaluated on a fair value basis.

As the Company meets the conditions above, it is exempt from consolidating its subsidiaries. Instead, it records its controlled investments as financial assets at fair value through profit or loss.

### ***Foreign currency translation***

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

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

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

### **Balance sheet**

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

Investments in subsidiaries, associates, other securities and investments comprise investments in portfolio companies and are measured at fair value on the balance sheet date. Value adjustments are recognised in the income statement.

Investments in portfolio companies are measured according to the guidelines of the "International Private Equity and Venture Capital" (IPEV) "Valuation Guidelines" which is why investments are recognised at fair value at the balance sheet date.

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

#### ***Fair value estimation***

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

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

## NOTES TO THE FINANCIAL STATEMENTS

---

In determining fair value, the General Partner in many instances relies on the financial data of investee portfolio companies and on estimates by the management of the investee portfolio companies as to the effect of future developments. Although the General Partner uses its best judgement, and cross-references results of primary valuation models against secondary models in estimating the fair value of investments, there are inherent limitations in any estimation techniques.

The fair value estimates presented herein are not necessarily indicative of an amount the Partnership could realise in a current transaction. Future confirming events will also affect the estimates of fair value. The effect of such events on the estimates of fair value, including the ultimate liquidation of investments, could be material to the financial statements.

### ***Receivables***

Receivables are measured at amortised cost. Write-downs for bad debt are based on individual assessment of receivables.

### ***Liabilities***

Liabilities are measured at amortised cost equal to nominal value.

### **Comprehensive income statement**

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

The value adjustment of investments in to portfolio companies comprises value adjustment realized from sale and value adjustments unrealized from any revaluation or impairment of investments in portfolio companies at fair value. Dividend received from investments are included in value adjustments.

#### ***Management fee***

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

#### ***Administrative expenses***

Administrative expenses comprise expenses for establishing the Company and managing the operations of the company, including audit costs, legal advisors and other general expenses.

#### ***Financial items***

Financial income and expense and similar items are recognised in the income statement with the amounts relating to the reporting period. Net financials include interest income and expense and realised and unrealised exchange rate gains and losses on foreign currency transactions.

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

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

#### ***Cash Flow Statement***

The cash flow statement shows the Company's cash flows for the year broken down by operating and financing activities, changes for the year in cash and cash equivalents as well as the Company's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents.

Cash flows from financing activities comprise cash flows from payments/distributions and contributions to and from shareholders/limited partners.

Cash and cash equivalents comprise "Cash at bank and in hand" as well as balances in "Other credit institutions". The cash flow statement cannot be immediately derived from the published financial records.



## NOTES TO THE FINANCIAL STATEMENTS

---

### **Critical accounting estimates and judgments**

Verdane Capital VIII K/S makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are to be reasonable under the circumstances. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are presented below.

#### ***Fair value of investments***

The fair value of securities that are not quoted in an active market are determined by using valuation techniques described below. The Company's general partner seeks to adhere both to Invest Europe, previously the European Venture Capital Association (EVCA) reporting standards and to the IPEV Valuation Guidelines. The EVCA reporting standards are in line with IFRS.

The general partner has chosen to adopt different valuation techniques depending on the portfolio company. For holdings with substantial and sustainable cash flow or earnings, the general partner has adopted a valuation technique using averages of P/E and EBITDA. For holdings without significant profits or positive cash flow, the general partner has maintained cost or the price of a recent investment or the use of multiples based on revenues. Please refer to note 4 for further details on the valuations models and processes.

### **2. Financial risks and financial instruments**

The objective of the Partnership is to achieve medium to long-term capital growth through investing in a selection of unlisted private companies operating mainly in the Nordic market.

The Partnership's activities expose it to a variety of financial risks: operating risk, market risk, foreign exchange risk, interest rate risk and credit risk.

#### **Special operating risks, market risks and credit risks**

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

The object of the Company is to contribute venture capital to competitive enterprises. The most important risk factor is therefore changes in the value of the investments made in portfolio companies.

##### ***Market risks***

The Partnership's Investment Advisor, Verdane Capital Advisors AS, provides the General Partner and Partnership with investment recommendations. The Investment Advisor's recommendations are reviewed and approved by the General Partner before the investment decisions are implemented. To manage the market price risk, the Investment Advisor, as engaged by the General Partner to do so, reviews the performance of the portfolio companies on a quarterly basis and is often in contact with the management of the portfolio companies for business and operational matters. Any relevant results of these reviews are communicated to the General Partner.

The portfolio of investments is well diversified among various industries. However, the majority of the investments are still in the Nordics and a negative event in the Nordic capital markets would most likely affect the financing and/or exit possibilities in general.

##### ***Foreign exchange risks***

As the fund operates in their functional currency, besides when investing in portfolio companies, the Company face no foreign exchange risk.

## NOTES TO THE FINANCIAL STATEMENTS

---

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

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

### ***Credit risks***

The Company has no significant receivables, why the credit risk is minimal.

### ***Capital risk management***

The capital of the Partnership is represented by the net assets attributable to the partners. The Partnership's objective when managing the capital is to safeguard the ability to continue as a going concern in order to provide returns for partners and benefits for other stakeholders and to maintain a strong capital base to support the development of the investment activities of the Partnership. In order to maintain or adjust the capital structure, the General Partner may call unfunded commitment from the limited partners or distribute funds to the limited partners.

## **3. Fair value estimation**

### ***Methods and assumptions in determining fair value***

#### ***The valuations process***

The valuations are prepared by the relevant team of the Investment Advisor and are reviewed on a quarterly basis as well as per year end by the Investment Advisor's valuation committee who report and make recommendations to the general partner. The recommendations are reported to the General Partner on a quarterly basis, in line with the quarterly valuations that are provided to investors. The valuation committee considers the appropriateness of the valuation model itself, the significant and key inputs as well as the valuation results using various valuation methods and techniques generally recognized as standard within the industry. The fair value estimates are measured according to the guidelines of the "International Private Equity and Venture Capital" (IPEV) "Valuation Guidelines" which is why investments are recognized at fair value at the balance sheet date.

In determining the valuation recommended to the General Partner for Partnership's investments, the Investment Advisor utilizes comparable trading multiples in arriving at the valuation. In accordance with the Partnership's policy the Investment Advisor determines appropriate public companies based on industry, size, development stage, revenue generation and strategy. The Investment Advisor then calculate a trading multiple for each comparable company identified. The multiple is calculated by dividing the enterprise value (EV) with EBITDA or Sales. The trading multiple or the enterprise value is then adjusted for discounts/premium with regards to such considerations as illiquidity and other differences, advantages and disadvantages between the Partnership's portfolio company and the comparable public companies based in company specific facts and circumstances.

In determining the continued appropriateness of the chosen valuation techniques, the valuation committee may perform back testing to consider the various models' actual results and how they have historically aligned with the market transactions.

#### ***Fair value hierarchy for financial instruments***

International Financial Reporting Standards require Verdane Capital VIII K/S to classify, for disclosure purposes, fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

## NOTES TO THE FINANCIAL STATEMENTS

Level 1: inputs are quoted (unadjusted) in active markets for identical assets or liabilities that Verdane Capital VIII K/S can access at the measurement date;

Level 2: inputs are inputs other than quoted prices included within level 1 that are observable for the assets or the liability, either direct or indirect;

Level 3: inputs are unobservable inputs that have been applied in valuing the respective asset or liability.

The determination of what constitutes “observable” requires significant judgement by Verdane Capital VIII K/S. The Company considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary and provided by independent sources that are involved in the relevant market.

The following table shows the classification of the financial instruments, measured at fair value. The values is classified in respect of the fair value hierarchy.

	Level 1 MSEK	Level 2 MSEK	Level 3 MSEK	Total MSEK
<b>2016</b>				
Quoted investments (portfolio Companies)	125.1	0	0	125.1
Unquoted investments (portfolio Companies)	0	0	1,642.4	1,767.5
<b>Financial instruments, measured at fair value</b>	<b>125.1</b>	<b>0</b>	<b>1,642.4</b>	<b>1,767.5</b>
<b>2015</b>				
Quoted investments (portfolio Companies)	74.4	0	0	74.4
Unquoted investments (portfolio Companies)	0	0	666.7	666.7
<b>Financial instruments, measured at fair value</b>	<b>74.4</b>	<b>0</b>	<b>666.7</b>	<b>741.1</b>

### **Significant unobservable inputs at level 3**

Investments classified within level 3, has been valued based on significant unobservable inputs, as they trade infrequently. As quoted market prices are not available for these investments, the general partner has used valuation techniques to determine fair value. In order to assess the valuation made for investments within level 3, the Investment Advisor reviews the performance of the portfolio companies. Furthermore, the Investment Advisor is regularly in contact with the management of the portfolio companies in order to make assessments of business and operational matter which are considered in the valuation process. Where appropriate the Investment Advisor also track peer group company multiples, recent transaction results and credit ratings for similar companies.

	EV/EBITDA Range used	EV/EBITDA Weighted average	EV/S Range used	EV/S Weighted average
Level of applied multiples, 2016	4.5 – 7.0	5.8	0.5 – 1.3	1.0
Level of applied multiples, 2015	N/A	N/A	0.6 – 1.3	1.1

### **Sensitivity analyse**

The fair value of the Company’s portfolio companies is affected by the development in applied multiples. A change in significant unobservable input will have an affect on the valuation of the portfolio companies, as well as the fair value will be affected of development in general macro – economic conditions.

## NOTES TO THE FINANCIAL STATEMENTS

A change of applied multiples of 10 % will have the following effect on the fair value.

Change in applied multiples of 10 %, 2016	117.1	MSEK
Change in applied multiples of 10 %, 2015	25.6	MSEK

Total fair value adjustment of investments includes MSEK 280.2 in unrealized fair value adjustment.

#### 4. Financial assets at fair value through profit or loss

Industry of investment	Stage of initial investment	Geography	2016		2015	
			Cost of investment	Fair value	Cost of investment	Fair value
			MSEK	MSEK	MSEK	MSEK
E-commerce	Growth	Scandinavian	209.7	297.2	159.9	233.0
	Mature	Scandinavian	229.1	292.5	208.5	287.0
ICT	Growth	Scandinavian	225.0	358.8	89.3	125.0
	Mature	Scandinavian	49.3	68.9		
Energy	Mature	Denmark	293.8	431.1		
Industrial	Growth	Sweden	110.0	103.4		
Core Candidates		Scandinavian	183.9	215.6	105.6	96.1
<b>Total portfolio</b>			<b>1,301.2</b>	<b>1,767.5</b>	<b>563.3</b>	<b>741.1</b>

#### **Industry of investment**

The holdings are monitored based on a company classification and by different sector teams. All core companies are categorized within software, consumer internet, energy and industrial.

All portfolio companies are categorized in groups. The groups are Core Companies and Core Candidates, where Core Companies are considered to become the value drivers in the portfolio and therefore are managed and monitored more closely than the Core Candidates.

#### **Stage of investment**

Portfolio companies are at various stages of development and categorized from early stage investments as Venture (up to MSEK 25 in revenue) to Growth companies (revenue between MSEK 25-100) and then finally Mature companies (revenue exceeds MSEK 100). An understanding of the stage of investment influences how a company can develop and why, to whom, and at what value, a liquidity event is likely to occur.

## NOTES TO THE FINANCIAL STATEMENTS

### Investments in subsidiaries

Investment	Place of registered office	Currency	Share capital Local Currency	Votes and ownership	Equity at last reporting date	Net profit/loss for the last reported year
B.E.M.Z Design AB	Stockholm, Sweden	TSEK	271	64 %	23.923	-2.779
Cool Company Skandinavien AB	Stockholm, Sweden	TSEK	191	64 %	-3.502	-15.399
Estate Group Sverige AB	Stockholm, Sweden	TSEK	N/A	67 %	N/A	N/A
Euro Tap Control Verkoop NV	Turnhout, Belgium	TEUR	4.250	53 %	4.250	475
T&V Holding AB	Stockholm, Sweden	TSEK	50	53 %	57.492	-2.716
Upplevelseakuten AB	Stockholm, Sweden	TESK	237	62 %	-173	-2.412
Winds Holding AS	Oslo, Norway	TNOK	N/A	58 %	N/A	N/A
Svensk Linjebesiktning AB	Sollefteå, Sweden	TSEK	100	94 %	120	650
Verdane Alexander Holding AB	Stockholm, Sweden	TSEK	N/A	100 %	N/A	N/A

### Investments in associates

Investment	Place of registered office	Currency	Share capital Local Currency	Votes and ownership	Equity at last reporting date	Net profit/loss for the last reported year
eleven Holding AB	Stockholm, Sweden	TSEK	1.217	43 %	15.706	-21.869
MM Sports Butik-försäljning i Göteborg AB	Västra Frölunda, Sweden	TSEK	50	42 %	13.442	-15.842
Royal Design Group AB	Kalmar, Sweden	TSEK	120	40 %	1.593	-7.834
Californian Roots AB	Stockholm, Sweden	TSEK	189	39 %	31.525	-5.947
Ecoride AB	Göteborg, Sweden	TSEK	125	20 %	6267	692
PerformIQ AB	Stockholm, Sweden	TSEK	356	36 %	5.731	468
Marinaman AB	Linköping, Denmark	TDKK	158	37 %	146	34
Godsmak Sweden AB	Stockholm, Sweden	TSEK	150	44 %	325	-1.545
Enferno AB	Stockholm, Sweden	TSEK	257	40 %	1.402	1.118
Lysman AB	Stockholm, Sweden	TSEK	333	23 %	2.332	-530
Napatech A/S	Søborg, Danmark	TDKK	6	22 %	197	7.713
inRiver AB	Malmø, Sweden	TSEK	429	21 %	39.287	12.212
Stor&Liten AB	Stockholm, Sweden	TSEK	1.154	31 %	1.154	-7.834
Norstat AS	Oslo, Norway	TNOK	8.456	22 %	63.775	24.768

## NOTES TO THE FINANCIAL STATEMENTS

---

### 5. Limited partners equity

Limited Partners' and General Partner's total committed capital is MSEK 2.000 of which MSEK 560 is not yet called.

Capital reduction comprise of return of capital and distributions from investment companies.

### 6. Personnel expenses

The Company has no expenses to personnel.

Average number of employees 2016, 0.

Average number of employees 2015, 0.

### 7. Appointed auditor's fee

	<u>2016</u> TSEK	<u>2015</u> TSEK
Audit	246	307
Tax services	0	279
Other services	0	
<b>Total expenses</b>	<b><u>246</u></b>	<b><u>586</u></b>

### 8. Related party transactions

The following transactions has occurred with related parties:

	<u>2016</u> TSEK	<u>2015</u> TSEK
Management fee	27.060	37.500
<b>Total transactions with related parties</b>	<b><u>27.060</u></b>	<b><u>28.986</u></b>

### 9. Subsequent events

No significant events have occurred after the balance sheet date, which could have influence on the evaluation of the Annual Report.