

# **Unipension PE II K/S**

**(CVR-no. 35 40 97 85)**

Smakkedalen 8  
DK-2820 Gentofte  
Denmark

**Annual report for 2015**  
(3rd financial year)

*The annual report has been presented and approved  
at the Company's annual general meeting on  
23 February 2016.*

Chairman:



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## COMPANY DETAILS

<b>The Limited Partnership</b>	<p>Unipension PE II K/S Smakkedalen 8 DK-2820 Gentofte</p> <p>CVR-no.: 35 40 97 85 Financial year: 1 January – 31 December Registered office: Gentofte</p>
<b>Executive Board</b>	Allan Nielsen
<b>Board of Directors</b>	Niels Erik Petersen Åse Kogsbøll Søren Bang Andersen
<b>Auditors</b>	Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 DK-2300 Copenhagen S
<b>Ownership</b>	<p>Unipension PE II K/S is owned by:</p> <p>Arkitekternes Pensionskasse (7 %) Smakkedalen 8 DK-2820 Gentofte</p> <p>Pensionskassen for Jordbrugsakademikere &amp; Dyrlæger (10 %) Smakkedalen 8 DK-2820 Gentofte</p> <p>MP Pension - Pensionskassen for Magistre &amp; Psykologer (83 %) Smakkedalen 8 DK-2820 Gentofte</p>
<b>General Partner</b>	Unipension GP ApS Smakkedalen 8 DK-2820 Gentofte
<b>Manager</b>	Unipension Forvalter af alternative Investeringsfonde A/S Smakkedalen 8 DK-2820 Gentofte
<b>Depository</b>	Nykredit Bank A/S Kalvebod Brygge 1-3 DK-1780 København V

## MANAGEMENT'S REVIEW

### **Main activity**

The primary business of the company is to make private equity investments via funds. During the financial year no material changes have been made to the investment strategy, the implementation of the strategy or the administrative setup. The company does not use leverage.

### **Performance**

The profit of the year amounts 54,264 thousand DKK. During 2015 the company has enjoyed a strong performance across the portfolio including benefits from a generally strong exit environment. Considering the immature nature of the portfolio overall profit generation has been stronger than expected.

Total Equity amounts to 429,734 thousand DKK as of 31 December 2015  
Profit for the year is proposed transferred to Equity as Retained Earnings.

### **Investment portfolio**

The company's investment portfolio can be obtained by contacting the company.

The objective of the company is to make non-listed investments which by nature are illiquid. In this respect the company has not made any investments with special or unusual conditions.

### **Uncertainties associated with recognition and measurement of investments**

Management assesses that measurement of non-listed investments contains an element of uncertainty.

### **Risks**

The company makes direct and indirect investments in non-listed companies. Therefore the financial risks in the company relates to changes in the value of these portfolio companies. Changes in the value of the portfolio companies are related to the valuation of comparable listed companies. The company's risk management is performed by the company's manager ensuring a satisfactory diversification among the investments in order to manage the financial risks. The company mainly undertakes investments in EURO, USD, GBP and CAD. In particular the exchange rate risks in connection with USD and GBP are considered material. In accordance with the company's investment policy the company is not hedging the exchange rate exposure.

### **Owners**

Unipension PE II K/S is owned by Arkitekternes Pensionskasse (7 %), MP Pension – Pensionskassen for Magistre & Psykologer (83 %) and Pensionskassen for Jordbrugsakademikere & Dyr læger (10 %).

Unipension PE II K/S is a Danish limited partnership with a private limited company as general partner. The general partner Unipension GP ApS is owned by Arkitekternes Pensionskasse (8 %), MP Pension – Magistre & Psykologer (80 %) and Pensionskassen for Jordbrugsakademikere & Dyr læger (12 %).

The limited partnership's board of directors comprises the executive management of the general partner.

## MANAGEMENT'S REVIEW

### **Events after the balance sheet date**

From the balance sheet date to the date of signing, no events have occurred that change the assessment of the financial report.

### **Expectations for 2016**

Unipension PE II K/S has received aggregated capital commitments of 6 billion DKK. The company expects to continue investing in accordance with its investment strategy implying that investments will be made as and when sufficiently attractive opportunities are identified.

As of 31 December 2015 the company has aggregated outstanding capital commitments to portfolio investments of 3.5 billion DKK.

## MANAGEMENT'S STATEMENT

The executive board and the board of directors have today discussed and approved the annual report of Unipension PE II K/S for the financial year 1 January - 31 December 2015.

The annual report has been prepared in accordance with Alternative Investment Fund Managers etc. Act and the Danish Financial Statements Act.

We consider the accounting policies used and the estimates made to be appropriate. Accordingly, the annual report in our opinion gives a true and fair view of the company's assets, liabilities, financial position and result. Furthermore it is our opinion that the Management's Review contains a true and fair description of the development in the company's activities and financial position and a description of material risks and the uncertainties, which can affect the company.

We recommend the annual report for adoption at the Annual General Meeting.

Gentofte, 23 February 2016

Executive Board:



Allan Nielsen

*General partner:*  
Unipension GP ApS

Board of Directors:



Niels Erik Petersen



Åse Kogsbøll



Søren Bang Andersen

## INDEPENDENT AUDITORS REPORT

### To the investor of Unipension PE II K/S

#### **Report on the financial statements**

We have audited the financial statements of Unipension PE II K/S for the financial year 1 January to 31 December 2015, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements have been prepared in accordance with Alternative Investment Fund Managers etc. Act and the Danish Financial Statements Act.

#### **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 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.

#### **Auditor's responsibility**

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

#### **Opinion**

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of the results of its operations for the financial year 1 January - 31 December 2015 in accordance with the Danish Financial Statements Act.

## INDEPENDENT AUDITORS REPORT

### **Statement on the management commentary**

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements

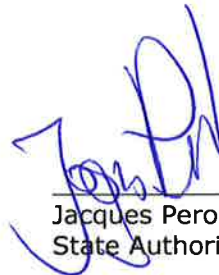
Copenhagen, 23 February 2016

### **Deloitte**

Statsautoriseret Revisionspartnerselskab  
CVR-no. 33 96 35 56



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Lone Møller Olsen  
State Authorized Public Accountant



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Jacques Peronard  
State Authorized Public Accountant



## INCOME STATEMENT 1 JANUARY – 31 DECEMBER

(DKK'000)

	Note	2015	2014
Dividends etc.		6,156	1,035
Value adjustments other securities and investments	2	<u>828</u>	<u>218</u>
<b>Capital gains, realized</b>		<b><u>6,984</u></b>	<b><u>1,253</u></b>
Value adjustments other securities and investments	2	<u>48,564</u>	<u>182</u>
<b>Capital gains, unrealized</b>		<b><u>48,564</u></b>	<b><u>182</u></b>
<b>Capital gains, unrealized</b>		<b>55,548</b>	<b>1,435</b>
Administrative expenses	3	<u>-1,203</u>	<u>-977</u>
<b>Operating profit before financial items</b>		<b><u>54,345</u></b>	<b><u>457</u></b>
Financial expenses	4	<u>-81</u>	<u>-37</u>
<b>Profit before tax</b>		<b><u>54,264</u></b>	<b><u>421</u></b>
Tax		<u>0</u>	<u>0</u>
<b>Profit for the year</b>		<b><u>54,264</u></b>	<b><u>421</u></b>
Proposed profit allocation:			
Retained earnings		<u>54,264</u>	<u>421</u>
		<u>54,264</u>	<u>421</u>

## BALANCE SHEET AT 31 DECEMBER

(DKK'000)

	Note	2015	2014
<b>Assets</b>			
<b>Investments</b>			
Other securities and investments	2	<u>425,984</u>	<u>105,805</u>
<b>Total investments</b>		<u><b>425,984</b></u>	<u><b>105,805</b></u>
<b>Total non-current assets</b>		<u><b>425,984</b></u>	<u><b>105,805</b></u>
<b>Current assets</b>			
Bank deposits		<u>3,750</u>	<u>12</u>
<b>Total cash and cash equivalents</b>		<u><b>3,750</b></u>	<u><b>12</b></u>
<b>Total current assets</b>		<u><b>3,750</b></u>	<u><b>12</b></u>
<b>Total assets</b>		<u><b>429,734</b></u>	<u><b>105,816</b></u>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Limited partner's capital		376,310	106,657
Retained earnings		<u>53,424</u>	<u>-840</u>
<b>Total equity</b>		<u><b>429,734</b></u>	<u><b>105,816</b></u>
<b>Total liabilities</b>		<u><b>0</b></u>	<u><b>0</b></u>
<b>Total equity and liabilities</b>		<u><b>429,734</b></u>	<u><b>105,816</b></u>
Contingent liabilities	5		
Related party disclosures	6		

## STATEMENT OF CHANGES IN EQUITY

(DKK'000)

	<b>2015</b>	<b>2014</b>
Limited partner's capital 1 January	106,657	50,491
Net capital contributions during the financial year	<u>269,654</u>	<u>56,166</u>
<b>Limited partner's capital 31 December</b>	<b><u>376,310</u></b>	<b><u>106,657</u></b>
Retained earnings 1 January	-840	-1,261
Retained earnings for the year	<u>54,264</u>	<u>421</u>
<b>Retained earnings 31 December</b>	<b><u>53,424</u></b>	<b><u>-840</u></b>
<b>Total equity at 31 December</b>	<b><u>429,734</u></b>	<b><u>105,816</u></b>

The management report contains information about the company's ownership.

## NOTES

### **Note 1**

#### **Accounting policies**

##### **In general**

The annual report for 2015 for Unipension PE II K/S has been prepared in accordance with Alternative Investment Fund Managers etc. Act and the provisions applying to reporting class B enterprises under the Danish Financial Statements Act with adjustments as a consequence of the company being a limited partnership with private equity activities.

Recognition of other securities and investments are made in accordance with the guidelines from European Private Equity & Venture Capital Association (EVCA), including the International Private Equity and Venture Capital Valuation Guidelines made by International Private Equity and Venture Capital Valuation (IPEV) Board and as joined by the EVCA.

As the main activities of Unipension PE II K/S are investments, the provisions in the Danish Financial Statements Act clause 38 regarding measurement of the company's investment assets at fair value apply.

In order to achieve a true and fair view of the activity of the limited partnership, the presentation in the income statement and the balance sheet are changed compared to the Danish Financial Statements Act. In the income statement, value adjustments of other securities and investments are presented as a part of the operating profit and in the balance sheet other securities and investments are presented in a single accounting line.

Amounts in the income statement, balance sheet and notes are presented in thousand DKK. Every number is individually rounded, why minor differences between the totals and the sum of the underlying numbers may occur.

The accounting policies are consistent with those of the previous year.

##### **Recognition and measurement**

Income earned and expenses incurred during the financial year, are recognized irrespective of time of payment. Furthermore value adjustments of investments measured at fair market value are recognized.

Assets are recognized in the balance sheet when it is probable that future economic benefits will flow to the Company and the value of the asset can be measured reliably.

Liabilities are recognized in the balance sheet when an outflow of economic benefits is probable and when the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described below for each individual item.

In recognizing and measuring assets and liabilities, any gains, losses and risks occurring prior to the presentation of the annual report that evidence conditions existing at the balance sheet date are taken into account.

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

Transactions denominated in foreign currencies are translated into DKK at the exchange rates of the transaction date. Assets and liabilities denominated in foreign currencies are translated into DKK at the exchange rates at the balance sheet date.

## NOTES

### **Note 1**

#### **Accounting policies (continued)**

##### **Value adjustments other securities and investments**

Gains and losses on investment assets, realized as well as unrealized, are recognized in the income statement under value adjustments other securities and investments. Gains are measured relative to the opening balance or the cost price in connection with purchase during the year. Exchange rate adjustments are also recognized in this accounting line.

##### **Administrative expenses**

Administrative expenses comprise management fees and transaction costs.

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

Financial income and expenses comprise interests from bank deposits and dividends from non-listed investments.

##### **Tax**

Unipension PE II K/S is for tax purposes a transparent entity and therefore no taxes are recognized in the financial statements. The company's profit for the year is included in the tax base of the owners. However, a part of the dividend tax withheld in connection with dividend received from portfolio investments is recognized in the income statement.

Dividend taxes withheld by a foreign country are to the extent possible being reclaimed.

##### **Other securities and investments**

Other securities and investments are initially recognized at cost price including acquisition costs. Subsequently other securities and investments are measured at fair market value. Fair market value of non-listed investments is fixed on the basis of financial statements and additional information about financial ratios, cash flow etc. Value adjustments are recognized in the income statement.

If the fair market value cannot be calculated reliably, the cost price including acquisition costs are used.

##### **Cash and cash equivalents**

Cash and cash equivalents comprise bank deposits.

##### **Liabilities**

On initial recognition liabilities are measured at cost, and subsequently at amortized cost, which usually equals nominal value.

## NOTES

### Note 2 Other securities and investments

(DKK'000)

	<b>2015</b>	<b>2014</b>
Carrying amount 1 January	105,805	49,230
Additions during the year	278,126	79,035
Disposals during the year	-7,339	-22,860
Value adjustments during the year, realized	828	218
Value adjustments during the year, unrealized	48,564	182
<b>Total other securities and investments</b>	<b>425,984</b>	<b>105,805</b>

### Note 3 Administrative expenses

During the financial year, there have been no employees in the company, except for the executive board.

No remuneration has been paid to the executive board or the board of directors.

Remuneration to the manager's employees is proportionally distributed on the basis of Assets Under Management. Unipension PE II K/S' share of the managers fixed remuneration amount to 73 thousand DKK, of which 9 thousand DKK concerns risk takers, and 55 thousand DKK of non-fixed remuneration, of which 5 thousand DKK concerns risk takers.

### Note 4 Financial expenses

(DKK'000)

	<b>2015</b>	<b>2014</b>
Exchange rate adjustments cash	-76	-33
Custodian fee	-5	-3
Interest on bank accounts	-1	0
<b>Total financial expenses</b>	<b>-81</b>	<b>-37</b>

### Note 5 Contingent liabilities

As of the balance sheet date Unipension PE II K/S has aggregated outstanding capital commitments to non-listed portfolio investments of 3.5 billion DKK.

## NOTES

### **Note 6**

#### **Related party disclosures**

Unipension PE II K/S has transactions with investors, who have significant influence on the company's activities. Transactions are made on cost-covering basis. Unipension PE II K/S has the following material transactions with related parties:

- Unipension Forvalter af alternative investeringsfonde A/S, purchase of administrative services and portfolio management, 1,009 thousand DKK
- Arkitekternes Pensionskasse, purchase of administrative services and portfolio management, 2 thousand DKK
- Pensionskassen for Jordbrugsakademikere & Dyrlæger, purchase of administrative services and portfolio management, 3 thousand DKK
- MP Pension - Pensionskassen for Magistre & Psykologer, purchase of administrative services and portfolio management, 20 thousand DKK
- Unipension GP ApS, purchase of General partner services, 10 thousand DKK

The company is included in the consolidated financial statements of its three owners with an ownership as stated in the company details. The consolidated financial statements can be obtained from the three owners at Smakkedalen 8, DK-2820 Gentofte.