

Saga VII Management Invest K/S

Amaliegade 24, 1.

1256 Copenhagen K

Registration no. 39 37 51 25

Annual Report

1 October 2022 – 30 September 2023

Approved at the partnership's annual general meeting

on 29 January 2024

Chairman

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Fund Summary

Name Adress, Zip code, city	Saga VII Management Invest K/S Amaliegade 24, 1. DK-1256 Copenhagen K
Registration no.	39 37 51 25
Established	1 March 2018
Registered office	Copenhagen
Financial year	1 October – 30 September
Management	General Partner: Saga VII Management Invest GP ApS with John Danielsen Peter Thellufsen
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36 2000 Frederiksberg Denmark
Manager	Saga Private Equity ApS (FT-no. 23133) Website: www.saga-pe.com

Management's statement on the annual report

The Management have today discussed and approved the annual report of Saga VII Management Invest K/S for the financial year 1 October 2022 - 30 September 2023.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the partnership's financial position at 30 September 2023 and of the results of its operations for the financial year 1 October 2022 - 30 September 2023.

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

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

Copenhagen, 11 January 2024

Management board:

John Danielsen

Peter Thellufsen

Independent auditor's report

To the limited partners of Saga VII Management Invest K/S

Opinion

We have audited the financial statements of Saga VII Management Invest K/S for the financial year 1 October 2022 – 30 September 2023, which comprise accounting policies, income statement, balance sheet and notes. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the partnership at 30 September 2023, and of the results of the partnership's operations for the financial year 1 October 2022 – 30 September 2023, in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the partnership in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

Independent auditor's report

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the partnership's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the partnership's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the partnership to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on the Management's review

Management is responsible for the Management's review.

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

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

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

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 11 January 2024
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Thomas Hjortkjær Petersen
State Authorised Public Accountant
mne33748

Bjørn Würtz Rosendal
State Authorised Public Accountant
mne40039

Management's review

Main activity of the partnership

Saga VII Management Invest K/S' (Saga VII Management Invest) purpose is to investment in Saga VII EUR K/S and Saga VII USD K/S.

Performance in the financial year

The financial year resulted in a profit of EUR 98 thousand.

This year's result is in line with the management's expectations.

In the financial year an amount of EUR 407 thousand was paid-in by the limited partners, bringing the accumulated paid-in capital to EUR 2,091 thousand, corresponding to 67.3% of the limited partners' committed capital. An amount of EUR 423 thousand was contributed to the portfolio funds during the financial year, bringing total contributions to the portfolio funds to EUR 2,166 thousand, corresponding to 69.8% of the commitments to the portfolio funds.

In the financial year an amount of EUR 112 thousand was distributed to the limited partners, bringing total distributions to limited partners to EUR 368 thousand, corresponding to 17.6% of the limited partners' paid-in capital. An amount of EUR 161 thousand was distributed from the portfolio funds during the financial year, bringing total distributions from portfolio funds to EUR 509 thousand, corresponding to 23.5% of the capital contributed to the portfolio funds.

Recognition and measurement uncertainties

Investments in portfolio funds are measured at fair value. The measurement includes accounting estimates and is, therefore, subject to uncertainty. Reference is made to note 1 for further information on measurement of portfolio funds.

Special risk

Financial risk

The objective of Saga VII Management Invest is to supply risk capital to the portfolio funds, and also to their investments in competitive companies in the European and North America small and mid market private equity. The highest factor of risk is therefore the changes in the value of the companies in which Saga VII Management Invest's portfolio funds invest in, which to a significant extent depend on the valuations of comparable listed companies on the quoted market.

Interest rate risk

Saga VII Management Invest is less sensitive to the changes in interest rate levels.

Foreign exchange currency risk

Saga VII Management Invest's investments in portfolio funds have been made in EUR and USD. As the capital committed to Saga VII Management Invest is also in EUR and USD the currency risk is therefore considered as not material. Saga VII Management Invest does not hedge its exposure toward currency rate fluctuations.

Investment Activity

Saga VII Management Invest is fully committed to Saga VII EUR and Saga VII USD.

The portfolio funds have performed as above expectations.

Cash resources

Saga VII Management Invest's cash resources as of 30 September 2023, include cash and cash equivalents and outstanding commitments from the limited partners and are estimated as satisfactory to cover Saga VII Management Invest's liabilities.

Management's review

Expectation for 2023/24

2023 was another challenging year for the private equity industry with continued geopolitical and macroeconomic uncertainty. High interest rates and restrained access to leverage have slowed down investment activity, and even more significantly, exits have been quite limited. Portfolio companies have generally held up well, although there are also signs of softness across several sectors. On the positive side, inflation has come under control, and the expectation is that interest rates have peaked or may even come down slightly in 2024. With an ongoing adjustment of buyer/seller expectations, this may cause a more stable and active deal making environment in 2024.

The above-mentioned will affect the result for 2023/24. The management expects to realise a result for 2023/24 in the range of EUR 100-250 thousand.

Events after the end of the accounting period

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

Sustainability update (SFDR)

The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Financial statements for the period 1 October – 30 September

Accounting policies

The annual report of Saga VII Management Invest has been prepared in accordance with the Danish Financial Statements Act for a reporting class B entity with the adjustments following the legal form and operating activities of the partnership.

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

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

General

Basis of recognition and measurement

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the partnership and the value of the asset can be reliably measured. Liabilities are recognised in the balance sheet when an outflow of economic benefits is probable and when the liability can be reliably measured.

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

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities measured at fair value or amortised cost. Equally, costs incurred to generate the year's earnings are recognised, including depreciation, amortization, impairment losses and provisions as well as reversals as a result of changes in accounting estimates of amounts which were previously recognised in the income statement.

Income Statement

Gains/losses on portfolio funds' investments etc.

Gains/losses on portfolio funds' investments include income from investments (dividend and interest), realised and unrealised revaluations or depreciations of investments in portfolio funds as well as realised and unrealised exchange rate profit margins and losses related to the investment in portfolio funds etc.

Fund operating expenses

Fund operating expenses include cost incurred by the partnership.

Financial income and expenses

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

Tax

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

Financial statements for the period 1 October – 30 September

Accounting policies

Balance sheet

Investments assets

Investments in portfolio funds and co-investments are measured in accordance with the IPEV Valuation Guidelines or similar guidelines depending on the country of domicile of the portfolio funds, according to which investments are measured at fair value. Revaluations are included in the profit and loss account.

Investments in unlisted private equity funds are valued on the basis of the latest reporting received from the respective sub-funds. The reports from the funds contain a valuation of the private equity fund, including a valuation of each individual portfolio company. The value of a private equity fund consists of the sum of the values of the portfolio companies in which the fund has invested in, and the value of other net assets.

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

Cash and cash equivalents

Cash and cash equivalents include cash funds in open accounts.

Other payables

Financial liabilities are recognised at the date of borrowing and are measured at amortised cost, corresponding to the outstanding debt.

Other liabilities are measured at cost, usually corresponding to nominal value.

Foreign currency translation

Transactions in foreign currency are translated into Euro (EUR) according to the currency exchange rate at the transaction date. Investments, accounts receivable and accounts payable in foreign currency are translated into Euro (EUR) according to the currency rate at the balance sheet date.

Financial statements for the period 1 October – 30 September

Income statement

Note EUR 1,000	<u>1/10 2022 - 30/9 2023</u>	<u>1/10 2021 - 30/9 2022</u>
1 Gains/losses on portfolio funds' investments	105	541
Profit/losses in portfolio funds etc.	<u>105</u>	<u>541</u>
2 Fund operating expenses	-7	-10
Operating profit/losses	<u>98</u>	<u>531</u>
Financial expenses	0	2
PROFIT/LOSS	<u><u>98</u></u>	<u><u>533</u></u>
 PROPOSED DISTRIBUTION OF THE PROFIT/LOSS		
Transferred to retained earnings	98	533
TOTAL RETAINED EARNINGS	<u><u>98</u></u>	<u><u>533</u></u>

Financial statements for the period 1 October – 30 September

Balance sheet

Note	EUR 1,000	30/9 2023	30/9 2022
	ASSETS		
	FIXED ASSETS		
	Investment assets		
1	Investments in portfolio funds	2,540	2,173
	Total investment assets	2,540	2,173
	Total fixed assets	2,540	2,173
	CURRENT ASSETS		
	Cash and cash equivalents	57	33
	Total current assets	57	33
	TOTAL ASSETS	2,597	2,206
	LIMITED PARTNERS' CAPITAL AND LIABILITIES		
	LIMITED PARTNERS' CAPITAL		
3	Limited partners' paid-in capital	2,091	1,684
	Distributions limited partners	-368	-256
	Retained earnings	870	772
	Total limited partners' capital	2,593	2,200
	LIABILITIES		
	SHORT-TERM LIABILITIES		
	Other payables	4	6
	Total short-term liabilities	4	6
	Total liabilities	4	6
	TOTAL LIMITED PARTNERS' CAPITAL AND LIABILITIES	2,597	2,206
4	Related parties		
5	Contingent liabilities		

Financial statements for the period 1 October – 30 September

Notes

1 Investments in portfolio funds

EUR 1,000	<u>30/9 2023</u>	<u>30/9 2022</u>
Cost at 1 October	1,500	979
Additions in the year	423	620
Disposals in the year	<u>-62</u>	<u>-99</u>
Cost at 30 September	<u>1,861</u>	<u>1,500</u>
Revaluations at 1 October	673	221
Revaluations on disposals in the year	-99	-89
Revaluation in the year	<u>105</u>	<u>541</u>
Revaluations at 30 September	<u>679</u>	<u>673</u>
Carrying amount at 30 September	<u><u>2,540</u></u>	<u><u>2,173</u></u>
Specification of revaluations in the year		
Realised gains/losses on investments	79	66
Unrealised gains/losses on investments	<u>126</u>	<u>320</u>
	205	386
Exchange gains/losses on investments	<u>-100</u>	<u>155</u>
Gains/losses on investments	<u><u>105</u></u>	<u><u>541</u></u>

Investments in portfolio funds

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

The portfolio funds in which the partnership has invested all use common accepted guidelines for measuring the fair value. The measuring of the fair value of the investments in underlying portfolio companies are made by the managers of the portfolio funds.

Usually the partnership has no or very little information about specific methods and assumptions used by the managers of the portfolio funds when measuring the fair value of the underlying portfolio companies.

The manager's valuation committee will assess and if considered necessary adjust the valuation of the underlying portfolio companies. At the assessment of the fair value of the underlying portfolio companies reported by the managers, information about the market conditions, company specific information as well as information received through dialog with the managers of the portfolio funds are used.

The value of a private equity fund is measured as the fair value of each investment in portfolio companies owned by the fund with addition of other net assets in the fund. The valuation of a portfolio company in a private equity fund is based on the industry, market position and earnings capacity, and the (i) the peer group multiple, i.e. the market value of comparable listed companies, (ii) transaction multiple in recent M&A transactions involving comparable companies, (iii) value indications from potential buyers of the portfolio company, (iv) market value if the portfolio company

Financial statements for the period 1 October – 30 September

Notes

1 Investments in portfolio funds (continued)

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

The partnership invests in buy-out funds. The investments made by the portfolio funds are classified within the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement. The three levels of the fair value hierarchy are described below:

Level 1 – Inputs based upon quoted priced for identical assets and liabilities in active markets.

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active

Level 3 – Unobservable input

Fair market value measurements as of 30 September 2023

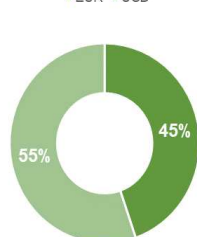
EUR 1,000	Quoted prices Level 1	Observable input Level 2	Unobservable input Level 3	Total
Investments in portfolio funds	0	0	2,540	2,540
Total	0	0	2,540	2,540

Fair market value measurements as of 30 September 2022

EUR 1,000	Quoted prices Level 1	Observable input Level 2	Unobservable input Level 3	Total
Investments in portfolio funds	0	0	2,173	2,173
Total	0	0	2,173	2,173

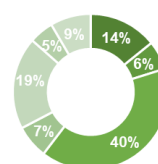
The investments divided by Currency and Industry, based on fair market value as of 30 September 2023:

Portfolio funds NAV by Currency



Unrealised FMV by Industry

■ Health Care
 ■ Information Technology
 ■ Industrials
 ■ Other
 ■ Financials
 ■ Consumer Discretionary



Financial statements for the period 1 October – 30 September

Notes

2 Fund operating expenses

The partnership has no employees.

3 Limited partners

EUR 1,000	Commitment		Paid-in		Outstanding commitment	
	Currency	EUR	Currency	EUR	Currency	EUR
Commitment, EUR	1,473	1,473	1,046	1,046	427	427
Commitment, USD	1,793	1,633	1,170	1,045	623	588
		<u>3,106</u>		<u>2,091</u>		<u>1,015</u>

4 Related parties

Manager

Saga Private Equity ApS, Amaliegade 24, 1., 1256 Copenhagen K

Transactions: None.

General Partner

Saga VII Management Invest GP ApS, Amaliegade 24, 1., 1256 Copenhagen K

Transactions: Partnership interest and reimbursement of expenses.

5 Contingent liabilities

Investment obligations

EUR 1,000	Commitment		Outstanding commitment	
	Currency	EUR	Currency	EUR
Commitment, EUR	1,473	1,473	449	449
Commitment, USD	1,793	1,628	583	550
Total commitment, EUR		<u>3,101</u>		<u>999</u>

Commitment in EUR is calculated as residual commitment in local currency multiplied by exchange rate, end period plus contributed to portfolio funds in EUR (transaction date's currency rate).

The partnership has no other contingent liabilities as of 30 September 2023.

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“By my signature I confirm all dates and content in this document.”

John Danielsen

Management

On behalf of: General Partner

Serial number: 85dbf053-d179-412c-abae-6c20c2ce5272

IP: 109.58.xxx.xxx

2024-01-12 09:37:54 UTC



Peter Thellufsen

Management

On behalf of: General Partner

Serial number: 67d7b4ea-38b2-4e77-807e-bf84cab93365

IP: 195.215.xxx.xxx

2024-01-12 10:00:42 UTC



Bjørn Würtz Rosendal

State Authorised Public Accountant

On behalf of: EY Godkendt Revisionspartnerselskab

Serial number: 45926bc2-a486-4b6c-94ec-47340da60bda

IP: 176.23.xxx.xxx

2024-01-12 10:03:44 UTC



Thomas Hjortkjær Petersen

State Authorised Public Accountant

On behalf of: EY Godkendt Revisionspartnerselskab

Serial number: 88470239-a9a6-49b5-95ab-0d41bd03fd33

IP: 147.161.xxx.xxx

2024-01-12 10:06:32 UTC



Lone Vind Hjorth

Chairman

On behalf of: General Partner

Serial number: 6bf73191-aecd-4fde-83d2-b7fa8920d70a

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