



ICP 2020 II K/S

Bredgade 40
1260 Copenhagen
CVR No. 41771070

Annual report 19.10.2020 - 31.12.2021

The Annual General Meeting adopted the
annual report on 17.05.2022

Anders Stubkjær Dalhoff
Chairman of the General Meeting

Contents

Entity details	2
Statement by Management	3
Independent auditor's report	4
Management commentary	7
Income statement for 2020/21	9
Balance sheet at 31.12.2021	10
Statement of changes in equity for 2020/21	12
Notes	13
Accounting policies	15

Entity details

Entity

ICP 2020 II K/S

Bredgade 40

1260 Copenhagen

Business Registration No.: 41771070

Date of foundation: 19.10.2020

Registered office: Copenhagen

Financial year: 19.10.2020 - 31.12.2021

Executive Board

ICP 2020 GP ApS, Anders Stubkjær Dalhoff

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S

Statement by Management

The Executive Board has today considered and approved the annual report of ICP 2020 II K/S for the financial year 19.10.2020 - 31.12.2021.

The annual report is presented in accordance with the Danish Financial Statements Act.

In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2021 and of the results of its operations for the financial year 19.10.2020 - 31.12.2021.

I believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

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

Copenhagen, 03.05.2022

Executive Board

ICP 2020 GP ApS

Anders Stubkjær Dalhoff

Independent auditor's report

To the Limited Partners of ICP 2020 II K/S

Opinion

We have audited the financial statements of ICP 2020 II K/S for the financial year 19.10.2020 - 31.12.2021, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2021 and of the results of its operations for the financial year 19.10.2020 - 31.12.2021 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 this auditor's report. We are independent of the Entity 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 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 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.
- 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 commentary.

Copenhagen, 03.05.2022

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Michael Thorø Larsen

State Authorised Public Accountant
Identification No (MNE) mne35823

Management commentary

Primary activities

ICP 2020 II K/S (ICP 2020 II) is an alternative investment fund with a geographical focus on global infrastructure investments in Americas, Europe, and Asia. ICP 2020 II K/S has made two commitments (ISQ Global Infrastructure Fund III and ISQ ICP Co-investment L.P) and is thereby fully committed. ICP 2020 II was established 19 October 2020 and this annual report therefore covers the period from 19 October 2020 to 31 December 2021.

Development in activities and finances

The financial year resulted in a loss of USD 2.07 million which is in line with both management expectations and a function of the expected so-called J-curve shape of an infrastructure portfolio. Besides the overall negative results of the portfolio funds – see below, the result was burdened by management fee, establishment cost and due diligence cost associated with the completion of the two portfolio fund commitments.

The overall result on investments in portfolio funds was positive by USD 0.66 million. Establishment cost, legal and tax due diligence cost and other administrative expenses in the form of management fee and fund operating expenses amounted to USD 2.29 million whereafter the overall result was negative by USD 1.63 million. Since inception the portfolio funds have in general performed according to plan.

ICP 2020 II's own external expenses in the form of management fee, establishment cost, due diligence cost associated with the completion of two portfolio fund commitments and fund operating expenses amounted to USD 0.44 million.

In the financial year an aggregate amount of USD 17.1 million was paid-in by the limited partners corresponding to 9.2% of the limited partners' committed capital. An aggregate amount of USD 9.3 million was contributed to the portfolio fund during the financial year corresponding to 5.7% of the commitments to the portfolio fund. An amount of USD 0.0 million was distributed from portfolio funds during the financial year.

Particular risks

Financial risk

The objective of ICP 2020 II is to provide capital to the two portfolio funds, and thereby finance the underlying investments in competitive infrastructure companies in Americas, Europe, and Asia. The highest factor of risk is the changes in the valuations of the companies in which ICP 2020 II's portfolio funds invest in, which are based on both the development in earnings and the valuations of comparable listed companies. The portfolio valuations are based on an estimate and therefore subject to some degree of uncertainty.

Interest rate risk

ICP 2020 II is less sensitive to the changes in interest rate levels.

Foreign exchange currency risk

ICP 2020 II's portfolio fund commitments are made in USD. As the capital in ICP 2020 II is also in USD, the currency risk is considered insignificant.

Liquidity risk

ICP 2020 II's cash resources as of 31 December 2021, include cash and cash equivalents and outstanding commitments from the limited partners and are deemed sufficient to cover ICP 2020 II's current liabilities.

Outlook

The recent development in Ukraine marks a historical event that has and further will redefine the global markets. The situation is unpredictable, but most likely will be prolonged and increase in severity. The situation has resulted in increased volatility for the global economy in terms of commodity prices, supply chain issues, inflation, interest rates etc. The ongoing conflict does not affect the valuations per 31 December 2021 and furthermore, management is not aware of any substantial effect on valuations after the balance sheet date.

The result for 2022 is expected to be negative to zero as a function of the expected so-called J-curve shape of an infrastructure portfolio.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

ICP 2020 II had its final closing 9 February 2022 and reached total commitments of USD 211.3 million.

Income statement for 2020/21

	Notes	2020/21 USD
Fair value adjustments of other investment assets	2	(1,627,938)
Other external expenses	3	(438,146)
Gross profit/loss		(2,066,084)
Other financial income		169
Other financial expenses		(326)
Profit/loss for the year		(2,066,241)
Proposed distribution of profit and loss:		
Retained earnings		(2,066,241)
Proposed distribution of profit and loss		(2,066,241)

Balance sheet at 31.12.2021

Assets

	Notes	2020/21 USD
Other investments		7,695,272
Financial assets	4	7,695,272
Fixed assets		7,695,272
Cash		7,346,057
Current assets		7,346,057
Assets		15,041,329

Equity and liabilities

	Notes	2020/21 USD
Contributed capital		17,087,290
Retained earnings		(2,066,241)
Equity		15,021,049
Other payables		20,280
Current liabilities other than provisions		20,280
Liabilities other than provisions		20,280
Equity and liabilities		15,041,329
Events after the balance sheet date	1	
Contingent liabilities	5	
Related parties with controlling interest	6	

Statement of changes in equity for 2020/21

	Contributed capital USD	Retained earnings USD	Total USD
Increase of capital	17,087,290	0	17,087,290
Profit/loss for the year	0	(2,066,241)	(2,066,241)
Equity end of year	17,087,290	(2,066,241)	15,021,049

The investors have agreed upon a total commitment of USD 186.68 million. As of 31.12.2021 the total remaining commitment amount to USD 169.59 million.

Notes

1 Events after the balance sheet date

Refer to management commentary for a description of the current development in Ukraine.

2 Fair value adjustments of other investment assets

The unrealised losses on investments in the financial year consist of a total of USD 1,627,938.

3 Other external expenses

The Company has no employees.

Management has not received remuneration.

4 Financial assets

Investment in portfolio funds

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

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

The Company 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 prices 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 as of 31 december 2021

USD	Level 1: Quoted prices	Level 2: Observable input	Level 3: Unobservable input	Total
Investment in portfolio funds	0	0	7,695,272	7,695,272
Total	0	0	7,695,272	7,695,272

5 Contingent liabilities

There is a remaining investment commitment of a total of USD 155.7 million.

In addition there are no guarantees or other contingent liabilities of the Company.

6 Related parties with controlling interest

Manager

Manager from 19.10.2020:

ADVANTAGE Investment Partners A/S, Bredgade 40, 1260 Copenhagen.

Transactions: Management fee.

General Partner

General Partner from 19.10.2020:

ICP 2020 GP ApS, Bredgade 40, 1260 Copenhagen.

Transactions: General partner fee.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

Reporting currency is U.S. Dollars (USD).

Non-comparability

This is the Company's first financial year and comprise the period 19.10.2020 - 31.12.2021, and hence no comparative figures have been presented.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Fair value adjustments of other investment assets

Fair value adjustments of other investment assets comprise adjustments for the financial year of the Entity's investment assets measured at fair value at the balance sheet date.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including management fee, audit, etc.

Other financial income

Other financial income comprises interest, and net exchange rate adjustments on transactions in foreign currencies.

Other financial expenses

Other financial expenses comprise interest, and net exchange rate adjustments on transactions in foreign currencies.

Balance sheet**Other investments**

Other current asset investments comprise unlisted investments measured at fair value and 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 the 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. Refer to note 4 for further.

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

The Company only holds investments in unlisted equity.

Cash

Cash comprises cash in bank deposits.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.



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Anders Stubkjær Dalhoff

Adm. direktør

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Michael Thorø Larsen

Revisor

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