



byFounders VC Co-Invest II ApS

Kanonbaadsvej 2
1437 Copenhagen K
CVR No. 41820780

Annual report 2022

The Annual General Meeting adopted the
annual report on 11.05.2023

Tommy Andersen
Chairman of the General Meeting

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Entity details

Entity

byFounders VC Co-Invest II ApS

Kanonbaadsvej 2

1437 Copenhagen K

Business Registration No.: 41820780

Date of foundation: 04.11.2020

Registered office: Copenhagen

Financial year: 01.01.2022 - 31.12.2022

Executive Board

Eric Lagier, director

Tommy Andersen, director

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S

Statement by Management

The Executive Board has today considered and approved the annual report of byFounders VC Co-Invest II ApS for the financial year 01.01.2022 - 31.12.2022.

The annual report is presented 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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

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

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

Copenhagen, 11.05.2023

Executive Board

Eric Lagier
director

Tommy Andersen
director

Independent auditor's report

To the shareholders of byFounders VC Co-Invest II ApS

Opinion

We have audited the financial statements of byFounders VC Co-Invest II ApS for the financial year 01.01.2022 - 31.12.2022, 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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 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, 11.05.2023

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Bill Haudal Pedersen

State Authorised Public Accountant
Identification No (MNE) mne30131

Management commentary

Primary activities

The object of the Company is to carry on investment business, both directly and through ownership of companies.

Development in activities and finances

The Company's income statement for 2022 shows a loss of DKK 430 thousand and at December 31 2022, the balance sheet of the Company shows an equity of negative DKK 546 thousand.

The executive board considers the result unsatisfactory.

For further information about going concern, see note 1.

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.

Income statement for 2022

	Notes	2022 DKK	2020/21 DKK
Other external expenses	2	(80,541)	(32,604)
Gross profit/loss		(80,541)	(32,604)
Income from financial assets		(240,607)	(115,683)
Other financial income		57	0
Other financial expenses		(108,927)	(7,523)
Profit/loss for the year		(430,018)	(155,810)
Proposed distribution of profit and loss:			
Retained earnings		(430,018)	(155,810)
Proposed distribution of profit and loss		(430,018)	(155,810)

Balance sheet at 31.12.2022

Assets

	Notes	2022 DKK	2020/21 DKK
Other investments		4,327,489	2,306,316
Financial assets	3	4,327,489	2,306,316
Fixed assets		4,327,489	2,306,316
Cash		108,910	2,607
Current assets		108,910	2,607
Assets		4,436,399	2,308,923

Equity and liabilities

	Notes	2022 DKK	2020/21 DKK
Contributed capital		40,000	40,000
Retained earnings		(585,828)	(155,810)
Equity		(545,828)	(115,810)
Other payables		4,982,227	2,424,733
Current liabilities other than provisions		4,982,227	2,424,733
Liabilities other than provisions		4,982,227	2,424,733
Equity and liabilities		4,436,399	2,308,923
Going concern	1		
Contingent liabilities	4		

Statement of changes in equity for 2022

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	40,000	(155,810)	(115,810)
Profit/loss for the year	0	(430,018)	(430,018)
Equity end of year	40,000	(585,828)	(545,828)

Notes

1 Going concern

The Company's liabilities exceed its current assets by 4.873 tDKK, which could give rise to doubts about the company's activity as a going concern. However, the management has committed themselves to pay for the company's liabilities until the company receives a sufficient cash-flow from the investments, to pay for the company's liabilities. Therefore Management do not believe there is a material uncertainty related to the going concern principle, and believes the share capital to be reestablished within the coming years.

2 Other external expenses

The company has no employees.

The Management has not received any remuneration.

3 Financial assets

	Other investments DKK
Cost beginning of year	2,421,999
Additions	2,261,780
Cost end of year	4,683,779
Revaluations beginning of year	(115,683)
Revaluations for the year	(240,607)
Revaluations end of year	(356,290)
Carrying amount end of year	4,327,489

Other investments consists of shares in byFounders VC Fund II K/S, which is an alternative investment fund (AIF) where other investments are measured at fair value.

Other investments in byFounders VC Fund II K/S comprise the following instruments:

- 1) Equity investments in non-listed companies
- 2) SAFE notes (simple agreements for future equity)
- 3) Convertible debt instruments

Measurement the fair value of investments in Alternative Investment Funds (AIFs) the valuation is based on the fair value of the assets and liabilities in the funds, and is illustrated in the annual reports for de funds. The fair value of the funds is based on recognized valuation methods, such as IPEV valuation guidelines, which in all material aspects corresponds to the recognition and measurement criterias in IFRS 13. The fair value thus corresponds to the share of the calculated capital account.

As the investment in the portfolio companies is taking place via alternative investment funds, it is not possible to provide further information about the multiples, return requirements etc. used in the valuation.

As the measurement of fair value in the funds is, among other things, based on assumptions of the future earnings in the portfolio companies which is owned by the funds, and development in market multiples, the valuation is associated with a natural uncertainty. This uncertainty will be greater in periods with fluctuations in the financial markets, where market multiples, and thus valuation, will be affected by, among other things, development in illiquidity premiums and the possibility of selling underlying companies in the funds.

4 Contingent liabilities

The Company has no guarantees or contingent liabilities, but has an outstanding commitment of 11,6m.

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.

The accounting policies applied to these financial statements are consistent with those applied last year.

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

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities.

Income from other fixed asset investments

Income from other fixed asset investments comprises gains in the form of fair value adjustments, interest, dividends, etc on fixed asset investments.

Other financial income

Other financial income comprises dividends etc. received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses and net capital or exchange losses on transactions in foreign currencies.

Balance sheet

Other investments

Other investments comprise investments in byFounders VC Fund II K/S, which is an alternative investment fund (AIF), and is measured at fair value at the balance sheet date in accordance with the Danish Financial Statement Act § 37. Value adjustments are recognized in the income statement.

The valuation of simple agreements for future equity (SAFE-notes), depends on the valuation of the underlying companies. The SAFE-notes will only be exercised, if the underlying companies issue stocks, engage in an initial public offering or a change of the companies control occurs.

Cash

Cash comprises cash in bank deposits.

Other financial liabilities

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