



The Aventures Fund K/S

Dronningens Tværgade 26
1302 Copenhagen
CVR No. 42485403

Annual report 2022

The Annual General Meeting adopted the
annual report on 28.04.2023

Patrick Enok Magnus Theander
Chairman of the General Meeting

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Entity details

Entity

The Aventures Fund K/S
Dronningens Tværgade 26
1302 Copenhagen

Business Registration No.: 42485403
Registered office: Copenhagen
Financial year: 01.01.2022 - 31.12.2022

Executive Board

On behalf of The Aventures GP ApS

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Østre Havnepromenade 26, 4th floor
9000 Aalborg

Statement by Management

The Executive Board has today considered and approved the annual report of The Aventures Fund K/S 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, 28.04.2023

Executive Board

On behalf of The Aventures GP ApS

Independent auditor's report

To the shareholders of The Aventures Fund K/S

Opinion

We have audited the financial statements of The Aventures Fund K/S 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.

Aalborg, 28.04.2023

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Mikkel Hede Olsen

State Authorised Public Accountant
Identification No (MNE) mne47791

Lars Birner Sørensen

State Authorised Public Accountant
Identification No (MNE) mne11671

Management commentary

Primary activities

The object of the Partnership is to generate income and capital appreciation by investing in unlisted and listed companies as well as other financial instruments.

Development in activities and finances

The financial year resulted in a profit of EUR 2.1 million compared to EUR 6.1 million in 2021. The Partnerships equity as of 31 December 2022 amount to EUR 15.2 million.

Uncertainty relating to recognition and measurement

The objective of The Aventures Fund K/S is to invest in portfolio companies and other related investments and thereby finance the underlying investments in competitive companies. The highest factor of risk is the changes in the valuations of the companies in which The Aventures Fund K/S's invest in, which are based on both the development in earnings and the valuation of comparable investments. The portfolio valuations are based on an estimate and therefore subject to some degree of uncertainty.

We refer to note 3 in the annual report for further.

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 EUR	2021 EUR
Other external expenses		(482,627)	(181,624)
Gross profit/loss		(482,627)	(181,624)
Income from investments in group enterprises		(5,376)	0
Other financial income	1	2,752,618	6,274,127
Other financial expenses	2	(176,936)	(30,166)
Profit/loss for the year		2,087,679	6,062,337
Proposed distribution of profit and loss:			
Retained earnings		2,087,679	6,062,337
Proposed distribution of profit and loss		2,087,679	6,062,337

Balance sheet at 31.12.2022

Assets

	Notes	2022 EUR	2021 EUR
Investments in group enterprises		0	5,376
Receivables from group enterprises		88,585	100,659
Other investments		3,702,082	8,253,029
Financial assets	3	3,790,667	8,359,064
Fixed assets		3,790,667	8,359,064
Other receivables	4	8,472,530	851,345
Receivables		8,472,530	851,345
Cash		3,337,954	3,546,534
Current assets		11,810,484	4,397,879
Assets		15,601,151	12,756,943

Equity and liabilities

	Notes	2022 EUR	2021 EUR
Contributed capital		7,046,421	6,009,752
Retained earnings		8,150,016	6,062,337
Equity		15,196,437	12,072,089
Trade payables		400,519	166,602
Other payables		4,195	518,252
Current liabilities other than provisions		404,714	684,854
Liabilities other than provisions		404,714	684,854
Equity and liabilities		15,601,151	12,756,943
Employees	5		
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Contingent liabilities	7		
Assets charged and collateral	8		

Statement of changes in equity for 2022

	Contributed capital EUR	Retained earnings EUR	Total EUR
Equity beginning of year	6,009,752	6,062,337	12,072,089
Increase of capital	1,036,669	0	1,036,669
Profit/loss for the year	0	2,087,679	2,087,679
Equity end of year	7,046,421	8,150,016	15,196,437

The investors have agreed upon a total commitment of of EUR 7.0 million. As of 31.12.2022 the total remaining commitment amount to EUR 0.

Notes

1 Other financial income

	2022 EUR	2021 EUR
Financial income from group enterprises	10,063	0
Exchange rate adjustments	0	23,114
Fair value adjustments	2,742,555	6,251,013
	2,752,618	6,274,127

In fair value adjustments, profit from sale of shares amount to EUR 2,472,483 in 2022 (2021: EUR 0).

2 Other financial expenses

	2022 EUR	2021 EUR
Financial expenses from group enterprises	160,274	28,441
Other interest expenses	11,606	1,725
Exchange rate adjustments	5,056	0
	176,936	30,166

3 Financial assets

	Investments in group enterprises EUR	Receivables from group enterprises EUR	Other investments EUR
Cost beginning of year	5,376	100,659	1,996,638
Additions	0	176,480	5,594,015
Disposals	0	0	(4,414,987)
Cost end of year	5,376	277,139	3,175,666
Revaluations beginning of year	0	0	6,256,391
Reversal of revaluations	0	0	(6,000,047)
Impairment losses for the year	0	(188,554)	0
Fair value adjustments	0	0	270,072
Revaluations end of year	0	(188,554)	526,416
Impairment losses for the year	(5,376)	0	0
Impairment losses end of year	(5,376)	0	0
Carrying amount end of year	0	88,585	3,702,082

Of the fund's total assets, one investment represents 29 % of the carrying amount end of year. The fund is operating within the tech-health area, which is characterized by a high fluctuation in valuation over time. The

Fund has no controlling or significant influence on the portfolio funds and entities in which the fund has invested.

The valuation is measured as the fair value of each investment in portfolio companies and funds. The valuation of a portfolio company or 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 valuation is characterized by uncertainty as a result of the industry and macroeconomic conditions. The realization of the estimated fair market value is therefore subject to uncertainty and the matters listed above.

The fund invests in unlisted equity funds and investments within the venture environment. Investments are made through equity instruments. As a result, the valuation is associated with uncertainty, just as the valuation is dependent on the future execution of the strategy by the individual companies. In periods of high economic uncertainty, the uncertainty surrounding the valuation will also be greater.

The investments made 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.

In 2021 and 2022 all investments where based on level 3.

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
The Aventures LSIV ApS	DK	ApS	100.00
The Aventures Crypto ApS	DK	ApS	100.00

4 Other receivables

Other receivables consists of a variable earn-out agreement from sale of shares in NE Fund II Scsp in 2022. The valuation is associated with uncertainty, as the valuation is dependent on the future execution of strategy in NE Fund II Scsp. In periods of high economic uncertainty, the uncertainty surrounding the valutaion will be greater.

5 Employees

The Fund has no employees.

Management receive no remuneration.

6 Fair value information

	Other Investments EUR
Fair value end of year	3,702,082
Unrealised fair value adjustments recognised in the income statement	270,072

In line with the Limited Partnership Agreement other investments under non-current assets comprise investments in unlisted companies and funds located in OECD countries. As investments share many similar characteristics all investments are classified as other investments in the scheme above.

7 Contingent liabilities

The company has outstanding investment commitments to private equity funds of EUR 96 thousand.

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

8 Assets charged and collateral

There are no assets charged or guarantees of the fund.

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.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Non-comparability

The fund was founded at 22 June 2021. The financial year 2021 therefore covers the periode 22 Juni to 31 December 2021 and is non-comparable to the financial year 2022 which covers 12 months.

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 management fee, general partner fee, investorboard fee and administration cost relating to the Entity's ordinary activities.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, fair value adjustments etc.

Other financial expenses

Other financial expenses comprise interest expenses, bank fees and net capital or exchange losses on transactions in foreign currencies, impairment losses from group enterprises etc.

Balance sheet**Investments in group enterprises**

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to the reserve for net revaluation according to the equity method in equity.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value, less writedowns for bad and doubtful debts.

Other investments

On initial recognition, other investments are measured at cost, and subsequently measured at fair value. Other investments comprise unlisted companies and funds.

The fair value is calculated equivalent to an estimated fair value that is determined based on market information, The International Private Equity and Venture Capital Valuation Guidelines and accepted valuation techniques, including recent price of transactions (recent funding round) and multiple method to provide the best estimate of the fair value. Choice of valuation method is dependant on the underlying companies lifecycle including whether positive EBITDA is generated or similar.

Cash

Cash comprises cash in bank deposits.

Other financial liabilities

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