



Upfin Fund I K/S

August Bournonvilles Passage 1
1055 København K
CVR No. 42981680

Annual report 2024

The Annual General Meeting adopted the
annual report on 17.06.2025

Brooks Gibbins

Chairman of the General Meeting

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Entity details

Entity

Upfin Fund I K/S

August Bournonvilles Passage 1

1055 København K

Business Registration No.: 42981680

Date of foundation: 10.01.2022

Registered office: København

Financial year: 01.01.2024 - 31.12.2024

Executive Board in FinTech Collective UPI GP S.a r.1.

Brooks Gibbins

Tobias Triebel

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S

Statement by Management

The Executive Board has today considered and approved the annual report of Upfin Fund I K/S for the financial year 01.01.2024 - 31.12.2024.

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 31.12.2024 and of the results of its operations for the financial year 01.01.2024 - 31.12.2024.

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.

New York, 13.06.2025

Executive Board on behalf of FinTech Collective UPI GP S.a r.1.

Brooks Gibbins

Tobias Triebel

Independent auditor's report

To the shareholders of Upfin Fund I K/S

Opinion

We have audited the financial statements of Upfin Fund I K/S for the financial year 01.01.2024 - 31.12.2024, 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 31.12.2024 and of the results of its operations for the financial year 01.01.2024 - 31.12.2024 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 by relevant law and regulations.

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 in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Copenhagen, 13.06.2025

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

Michael Thorø Larsen

State Authorised Public Accountant

Identification No (MNE) mne35823

Management commentary

Primary activities

The purpose of the Limited Partnership is to generate profits by conducting, monitoring, developing and realizing investments in companies, either directly or through wholly or partly owned holding companies.

Development in activities and finances

The Fund was established on 10 January 2012 and holds 10 portfolio enterprises by the end of 2024.

The result for the year shows a loss of DKK 5 million primarily related to other external expenses. During the year, the Fund has recognized a positive fair value adjustment of portfolio companies amounting to DKK 1, primarily arising in connection with new financing rounds in the portfolio companies.

Uncertainty relating to recognition and measurement

When preparing the Fund's annual report, the General Partner, in accordance with legislative provisions, makes accounting judgements and estimates forming the basis of the annual report.

These accounting judgement and estimates are described in note 1 "Uncertainty relating to recognition and measurement " to which we refer. The estimates are primarily related to the measurement of investments in portfolio companies made based on assumptions which the General Partner consider reasonable and realistic, but uncertain by nature.

For the current year, the General Partner has among others also considered the effects of current macroeconomic conditions, such as development during 2024 in interest rates, stock markets and the effect of the wars between Ukraine and Russia, and Hamas and Israel have been reflected upon.

The Fund itself has not been affected by the above factors. However, they have affected – both positively and negatively - the operations of many of the Fund's portfolio companies, which have been regarded in resolving the fair value of investments in portfolio companies.

As the Fund invests in unlisted equity investments within the venture environment, the valuation may be uncertain because of the industry and current macroeconomic conditions. The valuation also depends on execution of strategy by the individual companies; furthermore, in times of high economic uncertainty, valuation will also be more precarious.

Unusual circumstances affecting recognition and measurement

Except for the fair value changes on investments, the financial statements are not influenced by unusual circumstances.

Statutory report on corporate social responsibility

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

Events after the balance sheet date

On March 24th, 2025 (the "Effective Date"), the previous General Partner and Investment Manager, Upfin General Partner I Aps and Upfin Management ApS respectively, resigned from their roles within the Fund. Since the Effective Date, FinTech Collective UPI GP S.a r.1 and FinTech Collective Management LLC, have been acting as the Fund's General Partner and Investment Manager respectively. The change in General Partner and Investment Manager has not had any financial effect on the fund.

Subsequent to 31 December 2024, there were no events that are required to be reported except for the above mentioned.

Income statement for 2024

	Notes	2024 DKK	2023 DKK
Fair value adjustment of financial assets		1,090,003	6,940,308
Other external expenses		(6,009,387)	(6,724,216)
Gross profit/loss		(4,919,384)	216,092
Other financial income		51,844	0
Other financial expenses		(225,444)	(733,177)
Profit/loss for the year		(5,092,984)	(517,085)
Proposed distribution of profit and loss:			
Retained earnings		(5,092,984)	(517,085)
Proposed distribution of profit and loss		(5,092,984)	(517,085)

Balance sheet at 31.12.2024

Assets

	Notes	2024 DKK	2023 DKK
Other investments		68,125,874	52,426,030
Financial assets	2	68,125,874	52,426,030
Fixed assets		68,125,874	52,426,030
Other receivables		194,847	0
Prepayments		58,975	99,360
Receivables		253,822	99,360
Cash		3,085,030	108,009
Current assets		3,338,852	207,369
Assets		71,464,726	52,633,399

Equity and liabilities

	Notes	2024 DKK	2023 DKK
Contributed capital		83,255,180	55,755,180
Retained earnings		(11,945,610)	(6,852,626)
Equity		71,309,570	48,902,554
Bank loans		26,951	3,311,776
Other payables		128,205	419,069
Current liabilities other than provisions		155,156	3,730,845
Liabilities other than provisions		155,156	3,730,845
Equity and liabilities		71,464,726	52,633,399

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Statement of changes in equity for 2024

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	55,755,180	(6,852,626)	48,902,554
Increase of capital	27,500,000	0	27,500,000
Profit/loss for the year	0	(5,092,984)	(5,092,984)
Equity end of year	83,255,180	(11,945,610)	71,309,570

The total committed capital to the fund is DKK 229,591,837 divided into 229,591,837 limited partnership shares, of which 229,545,919 are class A shares and 45,918 are class B shares. Class B shares are voteless.

Class B shares have certain preference rights regarding the distribution of distributions from the Fund to the limited partners when the total realized return in the Fund exceeds an agreed minimum return between the investors. The calculation is made after the so-called "European Waterfall" method, which is agreed in the Limited Partnership Agreement.

Total outstanding commitment is DKK 146,336,657.

Notes

1 Uncertainty relating to recognition and measurement

Upfin Fund I K/S invests in portfolio companies, which primarily includes equity investments and to a smaller extent SAFE notes (collectively referred to as 'Unlisted Investments') to development oriented companies, and which may require continuous contribution of capital. The investments are accounted for at a fair value through profit or loss.

When measuring the fair value of the unlisted investments, the General Partner assesses the development stage of the portfolio companies compared to the initial plans at the time of making the initial investments, future financing requirements, commercialisation possibilities, timing of exit and possible exit values.

The fair value of each unlisted portfolio companies is determined in accordance with commonly used valuation principles based on the IPEV Valuation Guidelines, taking into account the assessment of the development stage of the company as well as its market potential and expected cash flows in order to reflect the fair value of the portfolio company in the best way possible.

As the Fund invests in unlisted equity investments within the venture environment, the valuation is characterised by uncertainty as a result of the industry in general and current macroeconomic conditions. 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.

Methods and assumptions for determining the fair value of investments in unlisted portfolio companies are further described in note 2.

2 Financial assets

	Other investments DKK
Cost beginning of year	45,450,437
Additions	14,609,841
Cost end of year	60,060,278
Revaluations beginning of year	6,975,593
Exchange rate adjustments	4,845
Fair value adjustments	1,085,158
Revaluations end of year	8,065,596
Carrying amount end of year	68,125,874

Equity investments include both direct Equity investments as well as SAFE notes, which have been entered into with the purpose of being converted into equity investments in subsequent capital rounds in the underlying portfolio companies. Investments via SAFE notes are normal practice within the venture fund, and are entered into solely for the purpose of future Equity conversions. As a result, it is considered most fair to show these together, just as the instruments have the same risk profile as the rest of the portfolio.

Methods applied in and assumptions underlying the determination of fair values of investments

The fair value for each unlisted portfolio company is determined based on methods which best reflect the individual investment's potential and risk, life cycle and industry conditions.

In general, the fair value is determined following the IPEV Valuation Guidelines which prescribe the use of accepted valuation methods, such as price of recent investments, multiple analysis/benchmarking, most recent transaction multiple and other relevant methods. The Fund invests venture capital in development stage companies without any or with only limited revenue entailing that the fair value measurement of each of the investments is inherently subject to considerable uncertainty.

Upon initial investment, cost of the investment is generally determined to represent the fair value. If new investors join the investments and obtain more than just an insignificant share of the company, the price of a recent investment is used as basis for determining the fair value.

Throughout the life of the investment, the General Partner reviews its investments for potential fair value adjustments, which may materialise if the portfolio companies have been subject to pervasive negative development and/or if the Fund decides that it will no longer participate in the further funding and there is a considerable risk that the portfolio company may not be able to continue its operations or it is by other means obvious that there is a pervasive decline in the fair value of the portfolio company. In these cases, the value is written down to a new lower fair value based on the General Partner's best estimate.

In cases where the portfolio company is performing in line with its original business case, and there have been no significant market movements as reflected by the CAPM (Capital Asset Pricing Model) and market multiples, the General Partner consider that cost remains the best estimate for fair value. This is based on the assessment that there are no factors indicating a material change in the underlying value of the portfolio company.

As investments mature, other valuation models for determining the fair value may be more appropriate. Such models are typically based on peer group multiples, which may be discounted depending on an objective assessment of the portfolio company's growth, cash flows and funding status. In 2024, none of the portfolio investments have been valued using peer group multiples.

Description of the valuation process

The valuation process is carried out in connection with the preparation of internal reporting to investors and in connection with the preparation of the Fund's annual report. The valuation assesses the portfolio investments at the end of the accounting period and must reflect the fair value of each portfolio company, based on reasonable valuation methods and assumptions.

Individual investments are assessed separately at the end of the accounting period and are in most cases assessed on the basis of the market situation as follows: (i) determination of the Enterprise Value (EV) estimated on the basis of a hypothetical sale of the investment at the time of the balance sheet date, based on one or more of the valuation methods mentioned above, and (ii) calculation of the value of the equity investment by adjusting EV for net debt and NWC adjustments as well as any equity related waterfall structures, including dilution effect where relevant.

The fair value is determined in the functional currency of the portfolio company, which is then translated to DKK at the exchange rate at the balance sheet date, and any exchange rate adjustment is included in the fair value adjustment of the investment in profit or loss.

Overview of portfolio

Cost as best estimate of fair value

Investment year	Fair value (DKK)	Fair value %
2023	21,752,672	31.9%
2024	7,499,086	11.0%
Carrying amount end of year	29,251,758	42.9%

Price in recent round (external rounds)

Latest valuation event	Fair value (DKK)	Fair value %
2023	0	0.0%
2024	38,874,116	57.1%
Carrying amount end of year	38,874,116	57.1%

Carrying amount end of year **68,125,874** **100.0%**

68.1% of the investment portfolio is based on valuation events occurring in 2024. These valuation events include new financing rounds in the investee company as well as cost additions to new investments. Management has deemed these valuation events to be representative of the fair value of the investee company. From the valuation event in the period to the balance sheet date, no material changes in business cases were realised according to IPEV Valuation guidelines and no significant changes in macro economic or market circumstance have taken place. Due to this, no sensitivity analysis have been conducted for these investments.

For investments where the latest valuation events occurred in 2023, management conducts quarterly assessments of the implied multiples and development in revenue. These assessments are based on the current status of business cases, ongoing fundraising activities of similar companies, and other relevant factors. This process helps to determine whether the previous funding rounds continue to represent the best estimate of fair value under current market conditions.

3 Employees

The Fund has no employees other than the Executive Board. The Executive Board has not received any remuneration.

4 Fair value information

	Other investments DKK
Fair value end of year	68,125,874
Unrealised fair value adjustments recognised in the income statement	1,090,003

5 Contingent liabilities

At the balance sheet date, the Fund has not assumed obligations to make further investments in portfolio companies or any other contingent liabilities.

6 Related parties with controlling interest

On March 24th, 2025 (the "Effective Date"), the previous General Partner and Investment Manager, Upfin General Partner I Aps and Upfin Management ApS respectively, resigned from their roles within the Fund. Since the Effective Date, FinTech Collective UPI GP S.a r.1. and FinTech Collective Management LLC, have been acting as the Fund's General Partner and Investment Manager respectively

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

Fair value adjustment of financial assets

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

Other external expenses

Other external expenses include expenses relating to administration etc.

Management fee comprises of management fee for the period calculated according to the Limited Partnership Agreement.

Other financial income

Other financial income comprises dividends etc. received on other investments, interest income.

Other financial expenses

Other financial expenses comprise interest expenses, including exchange losses on transactions in foreign currencies and bank fees.

Balance sheet

Other investments

Other investments comprise investments in portfolio companies and are measured at fair value on the balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Investments in portfolio companies are measured according to the guidelines of the "International Private Equity and Venture Capital" (IPEV) "Valuation Guidelines" which is why investments are recognised at fair value at the balance sheet date in accordance with the Danish Financial Statement Act §37. Revaluations are included in the profit and loss account.

A description of the valuation methods and process is provided in Note 2, to which we refer.

Receivables

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

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises bank deposits.

Other financial liabilities

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