

**Navigare Capital Partners A/S**  
Strandvejen 70  
2900 Hellerup  
Business Registration No.  
37338109  
**Annual report 2024**

The Annual General Meeting adopted the annual report on 04.04.2025

**Chairman of the General Meeting**

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Martin Nørkjær Larsen

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## Company details

### Company details

Navigare Capital Partners A/S  
Strandvejen 70  
2900 Hellerup

Business Registration No (CVR): 37338109  
Founded: 04.01.2016  
Registered in: Gentofte  
Financial year: 01.01.2024 – 31.12.2024

### Executive Board

Henrik Ramskov, Chief Executive Officer  
Lars Bagge Christensen  
Stig Duus Enslev  
John Peter Boesen

### Board of Directors

Martin Nørkjær Larsen, Chairman  
Finn Louis Meyer  
Stig Pastwa  
Jesper Langmack

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
2300 Copenhagen S

## Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Navigare Capital Partners A/S for the financial year 1 January to 31 December 2024.

The annual report is presented in accordance with the legal requirements, including the Danish Alternative Investment Fund Managers etc. Act, the Danish FSA's Executive Order on general rules for financial statements and audit of Alternative Investment Fund Managers and the Executive Order on Financial Reports for Credit Institutions and Investment Companies, etc.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2024 and of its financial performance for the financial year 1 January to 31 December 2024.

Further, in our opinion, the management commentary gives a fair review of the development in the Company's operations and financial position and describes the significant risks and uncertainty factors that may affect the Company.

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

Hellerup, 04.04.2025

### Executive Board

Henrik Ramskov  
Chief Executive Officer

Lars Bagge Christensen

Stig Duus Enslev

John Peter Boesen

### Board of Directors

Martin Nørkjær Larsen  
Chairman

Finn Louis Meyer

Stig Pastwa

Jesper Langmack

## Independent auditor's report

### To the shareholders of Navigare Capital Partners A/S

#### Opinion

We have audited the financial statements of Navigare Capital Partners A/S for the financial year 01.01.2024 - 31.12.2024, which comprise the income statement, comprehensive income, 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 Alternative Investment Fund Managers etc. Act, the Danish FSA's Executive Order on general rules for financial statements and audit of Alternative Investment Fund Managers and the Executive Order on Financial Reports for Credit Institutions and Investment Companies, etc.

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 Alternative Investment Fund Managers etc. Act, the Danish FSA's Executive Order on general rules for financial statements and audit of Alternative Investment Fund Managers and the Executive Order on Financial Reports for Credit Institutions and Investment Companies, etc.

#### 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 Alternative Investment Fund Managers etc. Act, the Danish FSA's Executive Order on general rules for financial statements and audit of Alternative Investment Fund Managers and the Executive Order on Financial Reports for Credit Institutions and Investment Companies, etc., 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.

## Independent auditor's report

### 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.

## Independent auditor's report

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements and the parent financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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 Executive Order on Financial Reports for Credit Institutions and Investment Companies etc.

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 information required by relevant law and regulations, including the requirements of the Danish Alternative Investment Fund Managers etc. Act, the Danish FSA's Executive Order on general rules for financial statements and audit of Alternative Investment Fund Managers and the Executive Order on Financial Reports for Credit Institutions and Investment Companies, etc.

We did not identify any material misstatement of the management commentary.

Copenhagen, 04.04.2025

### Deloitte

Statsautoriseret Revisionspartnerselskab  
Business Registration No (CVR) 33963556

Bill Haudal Pedersen  
State-Authorised Public Accountant  
Identification No (MNE) 30131

Michael Thorø Larsen  
State-Authorised Public Accountant  
Identification No (MNE) 35823

## Management commentary

### Primary activities

The Company's primary activity is to manage Maritime Investment Fund I K/S, Maritime Investment Fund II K/S and Maritime Investment Fund III K/S and related funds.

### Development in activities and finances

The Company has continued its activities, which primarily comprise fund management of Maritime Investment Fund I K/S and Maritime Investment Fund II K/S. On 27<sup>th</sup> February 2024 Maritime Investment Fund III K/S had its first close with commitments from investors and by the end of 2024 the committed capital amounted to USD 498.5m. On 11 December 2024, the management had initiate a liquidation of Maritime Investment Fund I K/S.

The management expected a profit for 2024 at the level of 3-4mDKK before tax. With a profit before tax at 5,5m DKK the development in the financial year's activities and finances was slightly above expected.

### Uncertainty related to recognition and measurement and unusual circumstances

No material uncertainty is related to recognition and measurement regarding the Company's financial statements. Furthermore, no unusual circumstances have affected recognition and measurement.

### Events after the balance sheet date

No material events have occurred after the balance sheet date, which would significantly impact the evaluation of the balance sheet in the annual report.

### Outlook

A profit is expected for 2025 at the level of 6-8m DKK before tax.

The management expects the MIF I will be liquidated during the first half of 2025.

### Knowledge resources

The Company's most important knowledge resources are attributable to shipping, financing and contractual competencies.

### General risks and financial risks

The Company has no material financial exposure since its equity is placed in liquid deposits. Revenue is invoiced in US dollars, which is why earnings will be affected by the development in the exchange rate. The Company has entered into forward foreign-exchange contracts in order to hedge cash flows from management fees. The Company has no further investments in securities or any trading activities.

The Company's risks are related to the above and are considered low.

## **Management commentary**

### **Management and organisational structure**

A description of the Company and group companies' management structure and organisation is found on the Company's se [www.navigarecapital.com](http://www.navigarecapital.com).

## Management commentary

### Management and directorships – Board of Directors and Executive Board

#### Martin Nørkjær Larsen, Chairman

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
A.P. Møller Holding A/S	Maersk Product Tankers A/S	Danske Bank A/S
MVKH ApS	Maersk Supply Service Holding ApS	Mærsk Tankers A/S
		Assuranceforeningen SKULD (Gjensidige)

Martin N. Larsen further holds a Board or management position in a number of controlled subsidiaries of APMH A/S.

#### Finn Louis Meyer

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
Africa Infrastructure- Fund I GP ApS		Fonden Værtskabsteatret
Africa Infrastructure Fund I K/S		FLM Independent (Owner)

#### Jesper Langmack

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
Holte PE ApS		Polaris Flexible Invest I ApS
PFC I – Debt ApS		

#### Stig Pastwa

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
SP Holding 2015 ApS		HusCompagniet A/S
		Kaplak Partners ApS
		KRAM Fonden

#### Henrik Ramskov

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
MAN Invest Holding ApS	MIF II Feeder no. 1 A/S	Gentofte Gymnasium S/I
Ramskov Invest ApS	MIF II Feeder no. 2 A/S	
Invest II GP ApS	MIF III Feeder no. 1 A/S	
NCP MIF III Invest GP ApS	MIF III Feeder no. 2 A/S	

## Management commentary

### Management and directorships – Board of Directors and Executive Board (continued)

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
MIF III Renewables Holding GP ApS	MIF III Renewables Holding A/S	
Ramskov Feeder III Holding ApS		
NCP Invest II ApS		
NCP Invest III ApS		
E-NCP Invest II ApS		
E-NCP Invest III ApS		
Navigare Partners Invest I K/S		
Navigare Partners Invest II K/S		
Maritime Investment Fund I K/S		
Maritime Investment Fund I Holding K/S		
Maritime Investment Fund II Holding GP ApS		
Maritime Investment Fund III Holding GP ApS		
Maritime GP F II ApS		
MIF III GP ApS		
MIF I no. 20 K/S		
MIF II no. 2 K/S		
MIF II no. 3 K/S		
MIF II no. 4 GP ApS		
MIF II no. 7 GP ApS		
MIF II no. 8 GP ApS		
MIF II no. 10 GP ApS		
MIF II no. 11 GP ApS		
MIF II no. 13 GP ApS		
MIF II no. 14 GP ApS		
MIF II Partnerships no. 1 GP ApS		
MIF II Renewables no. 1 GP ApS		
MIF III no. 1 GP ApS		
MIF III no. 2 GP ApS		
MIF III no. 3 GP ApS		
MIF III no. 4 GP ApS		
MIF III no. 5 GP ApS		
MIF III no. 6 GP ApS		

## Management commentary

### Management and directorships – Board of Directors and Executive Board (continued)

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
MIF III no. 7 GP ApS		
MIF III no. 8 GP ApS		
MIF III no. 9 GP ApS		
MIF III no. 10 GP ApS		
MIF III R Holding K/S		
Gentofte Gymnasium S/I		

#### Lars Bagge Christensen

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
Sechma Holding ApS		Ejerforeningen 21-5 DK3 P/S
Sechma II Holding ApS		MIF III Renewables Holding A/S
Invest II GP ApS		
NCP MIF III Invest GP ApS		
Sechma Feeder III Holding ApS		
MIF III Renewables Holding GP ApS		
NCP Invest II ApS		
NCP Invest III ApS		
E-NCP Invest II Aps		
E-NCP Invest III Aps		
Navigare Partners Invest I K/S		
Navigare Partners Invest II K/S		
Maritime Investment Fund I K/S		
Maritime Investment Fund I Holding K/S		
Maritime Investment Fund II Holding GP ApS		
Maritime Investment Fund III Holding GP ApS		
Maritime GP F II ApS		
MIF III GP ApS		
MIF I no. 20 K/S		
MIF II no. 2 K/S		
MIF II no. 3 K/S		
MIF II no. 4 GP ApS		

## Management commentary

### Management and directorships – Board of Directors and Executive Board (continued)

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
MIF II no. 7 GP ApS		
MIF II no. 8 GP ApS		
MIF II no. 10 GP ApS		
MIF II no. 11 GP ApS		
MIF II no. 13 GP ApS		
MIF II no. 14 GP ApS		
MIF II Renewables no. 1 GP ApS		
MIF II Partnerships no. 1 GP APS		
MIF III No. 1 GP ApS		
MIF III No. 2 GP ApS		
MIF III No. 3 GP ApS		
MIF III No. 4 GP ApS		
MIF III No. 5 GP ApS		
MIF III No. 6 GP ApS		
MIF III No. 7 GP ApS		
MIF III No. 8 GP ApS		
MIF III No. 9 GP ApS		
MIF III No. 10 GP ApS		
MIF III R Holding K/S		

Lars Bagge Christensen is a member of the Representative Committee in NorthStandard P&I.

### Stig Duus Enslev

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
Enslev & Company ApS	Norwind Shipholding AS	MIF II Feeder no. 1 A/S
Duus Enslev Invest ApS		MIF II Feeder no. 2 A/S
MIF III Renewables Holding GP ApS		MIF III Feeder no. 1 A/S MIF III Feeder no. 2 A/S
MIF III Renewables Holding A/S		MIF III Renewables Holding A/S
Invest II GP ApS		Norwind Offshore AS
NCP MIF III Invest GP ApS		SN Shipping LLP
NCP Invest II ApS		
NCP Invest III ApS		
E-NCP Invest II Aps		
E-NCP Invest III Aps		

## Management commentary

### Management and directorships – Board of Directors and Executive Board (continued)

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
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Navigare Partners Invest I K/S

Navigare Partners Invest II K/S

Maritime Investment Fund I K/S

Maritime Investment Fund I

Holding K/S

Maritime Investment Fund II

Holding GP ApS

Maritime Investment Fund III

Holding GP ApS

Maritime GP F II ApS

MIF III GP ApS

MIF I no. 20 K/S

MIF II no. 2 K/S

MIF II no. 3 K/S

MIF II no. 4 GP ApS

MIF II no. 7 GP ApS

MIF II no. 8 GP ApS

MIF II no. 10 GP ApS

MIF II no. 11 GP Aps

MIF II no. 13 GP Aps

MIF II no. 14 GP Aps

MIF II Renewables no. 1 GP ApS

MIF II Partnerships no. 1 GP APS

MIF III No. 1 GP ApS

MIF III No. 2 GP ApS

MIF III No. 3 GP ApS

MIF III No. 4 GP ApS

MIF III No. 5 GP ApS

MIF III No. 6 GP ApS

MIF III No. 7 GP ApS

MIF III No. 8 GP ApS

MIF III No. 9 GP ApS

MIF III No. 10 GP ApS

MIF III R Holding K/S

SN Shipping GP LTD

California Classics ApS

## Management commentary

### Management and directorships – Board of Directors and Executive Board (continued)

#### John Peter Boesen

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
MAN-J Holding ApS		MIF II Feeder no. 1 A/S
ANNI-JOB Invest ApS		MIF II Feeder no. 2 A/S
Invest II GP ApS		MIF III Feeder no. 1 A/S
NCP MIF III Invest GP ApS		MIF III Feeder no. 2 A/S
ANNI-JOB Feeder III Holding ApS		MIF III Renewables Holding A/S
MIF III Renewables Holding GP ApS		SN Shipping LLP
NCP Invest II ApS		
NCP Invest III ApS		
E-NCP Invest II Aps		
E-NCP Invest III Aps		
Navigare Partners Invest I K/S		
Navigare Partners Invest II K/S		
Maritime Investment Fund I K/S		
Maritime Investment Fund I Holding K/S		
Maritime Investment Fund II Holding GP ApS		
Maritime Investment Fund III Holding GP ApS		
Maritime GP F II ApS		
MIF III GP ApS		
MIF I no. 20 K/S		
MIF II no. 2 K/S		
MIF II no. 3 K/S		
MIF II no. 4 GP ApS		
MIF II no. 7 GP ApS		
MIF II no. 8 GP ApS		
MIF II no. 10 GP Aps		
MIF II no. 11 GP Aps		
MIF II no. 13 GP Aps		
MIF II no. 14 GP Aps		
MIF II Partnerships no. 1 GP APS		
MIF II Renewables no. 1 GP ApS		

## Management commentary

### Management and directorships – Board of Directors and Executive Board (continued)

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
MIF III No. 1 GP ApS		
MIF III No. 2 GP ApS		
MIF III No. 3 GP ApS		
MIF III No. 4 GP ApS		
MIF III No. 5 GP ApS		
MIF III No. 6 GP ApS		
MIF III No. 7 GP ApS		
MIF III No. 8 GP ApS		
MIF III No. 9 GP ApS		
MIF III No. 10 GP ApS		
MIF III R Holding K/S		
SN Shipping GP LTD		

## Income statement for 2024

	<u>Notes</u>	<u>2024 DKK</u>	<u>2023 DKK</u>
Fees and commission income	3	50,789,153	39,271,552
Staff and administrative expenses	4, 5	(43,506,247)	(36,609,031)
Depreciations, amortization of intangible and tangible assets		<u>(1,805,915)</u>	<u>(894,771)</u>
<b>Operating profit before financial income and expenses</b>		<b>5,476,991</b>	<b>1,767,750</b>
Financial income		468,219	433,126
Financial expenses	6	(736,931)	(192,700)
Profit/loss of subsidiaries	10	4,810	(14,932)
Foreign exchange gain/loss, net		<u>264,504</u>	<u>(424,836)</u>
<b>Profit/loss before tax</b>		<b>5,477,593</b>	<b>1,568,408</b>
Tax on profit/loss for the year	7	<u>(1,327,837)</u>	<u>39,034</u>
<b>Profit/loss for the year</b>		<b><u>4,149,756</u></b>	<b><u>1,607,442</u></b>
<b>Total comprehensive income</b>		<b><u>4,149,756</u></b>	<b><u>1,607,442</u></b>
<b>Proposed profit/loss appropriation</b>			
Ordinary dividend for the financial year		0	0
Transferred to reserve for net revaluation according to the equity method		4,807	38,581
Retained earnings		<u>4,144,949</u>	<u>1,568,861</u>
<b>Total</b>		<b><u>4,149,756</u></b>	<b><u>1,607,442</u></b>

**Balance sheet at 31.12.2024**

	<u>Notes</u>	<u>2024 DKK</u>	<u>2023 DKK</u>
Owner occupied property	8	3,537,356	2,748,966
Other fixtures and fittings, tools and equipment	8	1,957,112	128,843
<b>Property, plant and equipment</b>		<b><u>5,494,468</u></b>	<b><u>2,877,809</u></b>
Receivable from managed funds		2,861,485	7,775,494
Other receivables		1,803,851	689,184
Prepayments		6,937,949	5,386,389
<b>Trade receivables</b>	9	<b><u>11,603,285</u></b>	<b><u>13,851,067</u></b>
Investment in subsidiaries	10	183,388	218,582
<b>Securities and equity investments</b>		<b><u>183,388</u></b>	<b><u>218,582</u></b>
<b>Cash</b>		<b><u>12,638,749</u></b>	<b><u>5,901,833</u></b>
<b>Assets</b>		<b><u><u>29,919,890</u></u></b>	<b><u><u>22,849,291</u></u></b>

**Balance sheet at 31.12.2024**

	<u>Notes</u>	<u>2024 DKK</u>	<u>2023 DKK</u>
Share capital	11	1,000,000	1,000,000
Reserve for net revaluation according to the equity method		43,388	38,581
Retained earnings		15,016,512	11,555,403
Proposed dividend		<u>0</u>	<u>0</u>
<b>Equity</b>		<b><u>16,059,900</u></b>	<b><u>12,593,984</u></b>
Deferred tax	12	1,565,081	1,160,458
Income tax		839,443	0
Other debt	13	<u>11,455,466</u>	<u>9,094,849</u>
<b>Debt</b>		<b><u>13,859,990</u></b>	<b><u>10,255,307</u></b>
<b>Total liabilities</b>		<b><u>13,859,990</u></b>	<b><u>10,255,307</u></b>
<b>Total equity and liabilities</b>		<b><u>29,919,890</u></b>	<b><u>22,849,291</u></b>

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## Statement of changes in equity

	Share capital DKK	Reserve for net revaluation according to the equity method DKK	Retained earnings DKK	Proposed dividend DKK
Equity at 01.01.2024	1,000,000	38,581	11,555,403	0
Comprehensive income	0	4,807	4,144,949	0
Cash flow hedge	0	0	(683,840)	0
Distributed ordinary dividend	0	0	0	0
<b>Equity at 31.12.2024</b>	<b>1,000,000</b>	<b>43,388</b>	<b>15,016,512</b>	<b>0</b>

	Total DKK
Equity at 01.01.2024	12,593,984
Comprehensive income	4,149,756
Cash flow hedge	(683,840)
Distributed ordinary dividend	0
<b>Equity at 31.12.2024</b>	<b>16,059,900</b>

	Share capital DKK	Reserve for net revaluation according to the equity method DKK	Reserve for fair value adjustments of hedging instruments DKK	Retained earnings DKK
Equity at 01.01.2023	1,000,000	53,514	2,448,775	9,933,028
Comprehensive income	0	(14,933)	0	1,622,375
Cash flow hedge	0	0	(2,448,775)	0
Distributed ordinary dividend	0	0	0	0
<b>Equity at 31.12.2023</b>	<b>1,000,000</b>	<b>38,581</b>	<b>0</b>	<b>11,555,403</b>

**Statement of changes in equity (continued)**

	<b>Proposed dividend DKK</b>	<b>Total DKK</b>
Equity at 01.01.2023	10,000,000	23,435,317
Comprehensive income	0	1,607,442
Cash flow hedge	0	(2,448,775)
Distributed ordinary dividend	<u>(10,000,000)</u>	<u>(10,000,000)</u>
<b>Equity at 31.12.2023</b>	<b><u>0</u></b>	<b><u>12,593,984</u></b>

## Notes

### 1. Accounting policies

The annual report of Navigare Capital Partners A/S for 2024 has been prepared in accordance with the Danish Alternative Investment Fund Managers etc. Act, the Danish FSA's Executive Order on general rules for financial statements and audit of Alternative Investment Fund Managers and the Executive Order on Financial Reports for Credit Institutions and Investment Companies etc.

The accounting policies applied are consistent with last year, except that a reclassification has been made between retained earnings and reserve for fair value adjustments of hedging instruments.

No consolidated financial statements have been prepared as investments in subsidiaries account for less than 1% of total assets and hence not considered significant. Furthermore, such preparation would not provide any new information about the Parent's or the Group's activities or financial position.

The assets, liabilities, revenue and expenses including any disclosed information are not impacted by significant accounting estimates nor assessments.

The income statement and balance sheet and the terms therein have been adapted to the Company's activity as an Alternative Investment Fund Manager.

### Recognition and measurement

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

Liabilities are recognised in the balance sheet when the Company 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 Company, 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 recognized in the income statement when earned, whereas costs are recognized by the amounts attributable to this financial year.

## Notes

### 1. Accounting policies (continued)

#### Income statement

##### Fees and commission income

Fees and commission income comprise of management fees for the funds under management.

##### Other Operating Income

Other operating income consists of income of a nature secondary to the Entity's activities.

##### Staff and administrative expenses

Staff costs comprise salaries and wages and social security costs, pension contributions etc for the Company's staff, placement agent fees and other administrative expenses including expenses relating to the Company's ordinary activities.

##### Depreciation and amortization of intangible and tangible assets

Depreciation comprise depreciation of owner occupied property, which is depreciated on a straight-line basis over the term of the lease period corresponding to 5 years. Furthermore it relates to depreciation and amortization relating to intangible assets and property, plant and equipment used for administration of the Company.

##### Financial income and expenses

Financial income and expenses consist of interest income and interest expenses as well as exchange rate income and expenses.

##### Profit/loss of subsidiaries

Profit/loss of subsidiaries comprises the pro rata share of the individual enterprises' profit/loss after full elimination of any internal profits or losses.

##### Foreign exchange gain/loss

Foreign exchange gain/loss comprise realized and unrealized exchange rate gain/loss from transactions in foreign currency.

##### Tax on profit/loss for the year

Tax for the year, which consists of current tax for the period and changes in deferred tax, is recognized in the income statement by the portion attributable to the profit for the year and recognized directly in equity by the portion attributable to entries directly in equity.

## Notes

### 1. Accounting policies (continued)

#### Balance sheet

##### Owner occupied property

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease payments included in the measurement of the lease liability comprise amongst others; fixed lease payments, variable lease payments and the amount expected to be payable by the lessee under residual value guarantees.

##### Other fixtures and fittings, tools and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Depreciation is made on a straight-line basis according to the expected useful lifetime of 3-5 years.

##### Receivables

Receivables are measured at amortized cost, usually equalling nominal value. The Company has entered into forward foreign-exchange contracts in order to hedge cash flows from management fees described below under derivatives. The Company has no further investments in securities or any trading activities.

Receivables relate to the Company's business activities and are mainly outlaid project expenses related to managed funds, as well as rent deposits and foreign exchange contracts described above. Historically, no losses on receivables have been realised, hence no provisions for expected credit losses have been recognized in the financial statement. The risks of the Company are considered limited.

##### Prepayments

Prepayments comprise incurred costs relating to subsequent interim periods. Prepayments are measured at cost.

##### Investments in subsidiaries

Investments in subsidiaries are measured according to the equity method. This means that investments are measured at the proportionate share of the Company's carrying amount.

## Notes

### 1. Accounting policies (continued)

#### Cash

Cash comprises cash in bank deposits.

#### Deferred tax

Deferred tax is recognized on all temporary differences between the carrying amount and tax-based value of assets and liabilities. Deferred tax assets are recognized in the balance sheet at their estimated realizable value, either as a set-off against deferred tax liabilities or as net tax assets.

#### Derivatives

Derivatives are initially recognized in the balance sheet at cost and subsequently at fair value. Derivatives are recognized in other receivables and other payables, respectively.

Changes in the fair value of derivatives classified as and meeting the conditions for hedging future transactions are recognized directly in equity. When the hedged transactions are realised, the accumulated changes are recognized as part of the cost of the relevant items.

For derivatives that do not meet the conditions for being treated as hedging instruments, fair value changes are recognized on an ongoing basis in the income statement as items of financial income or expenses.

#### Equity

Proposed dividend is recognized as a liability at the date when adopted at the Annual General Meeting (declaration date). The expected dividend payment for the year is disclosed as a separate item in equity.

#### Liabilities

Other liabilities are measured at net realisable value.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

### 2. Events after the balance sheet date

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

**Notes**

	<b>2024 DKK</b>	<b>2023 DKK</b>
<b>3. Fees and commission income</b>		
Maritime Investment Fund I K/S	423,818	1,110,419
Maritime Investment Fund II K/S	1,940,498	2,595,259
Maritime Investment Fund III K/S	2,685,386	0
MIF I no. 1 K/S	0	837,413
MIF I no. 2 K/S	0	393,320
MIF I no. 3 K/S	0	837,413
MIF I no. 4 K/S	0	393,320
MIF I no. 10 K/S	0	393,320
MIF I no. 11 K/S	0	837,413
MIF I no. 14 K/S	0	837,413
MIF I no. 15 K/S	0	1,502,634
MIF I no. 16 K/S	0	1,502,634
MIF I no. 20 K/S	3,814,367	2,458,908
MIF II no. 2 K/S	1,463,170	1,946,444
MIF II no. 3 K/S	1,463,170	1,946,444
MIF II no. 4 K/S	2,076,877	1,946,444
MIF II no. 7 K/S	2,076,877	1,946,444
MIF II no. 8 K/S	2,076,877	1,946,444
MIF II no. 9 K/S	0	1,946,444
MIF II no. 10 K/S	2,076,877	1,946,444
MIF II no. 11 K/S	2,076,877	1,946,444
MIF II no. 12 K/S	0	1,946,444
MIF II no. 13 K/S	2,076,877	1,946,444
MIF II no. 14 K/S	2,076,877	1,946,444
MIF II no. 15 K/S	0	1,946,444
MIF III no. 1 K/S	3,578,530	0
MIF III no. 2 K/S	3,578,530	0
MIF III no. 3 K/S	3,578,058	0
MIF III no. 4 K/S	3,578,058	0
MIF III no. 5 K/S	3,578,058	0
MIF III no. 6 K/S	1,964,662	0
MIF III no. 7 K/S	867,417	0
MIF III no. 8 K/S	867,417	0
MIF III no. 9 K/S	867,417	0
MIF III no. 10 K/S	867,417	0

## Notes

### 3. Fees and commission income (continued)

MIF III R Holding K/S	867,417	0
Hedge	267,624	2,214,761
	<b>50,789,153</b>	<b>39,271,552</b>

	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
<b>4. Staff and administrative expenses</b>		
Wages and salaries	(33,100,120)	(24,990,219)
Pension costs	(1,826,358)	(1,192,847)
Other social security costs	(163,090)	(128,714)
Other administrative expenses	(8,416,679)	(10,297,251)
<b>Total staff costs and administrative expenses</b>	<b>(43,506,247)</b>	<b>(36,609,031)</b>
<b>Average number of employees</b>	<b>22</b>	<b>18</b>

Staff costs are not allocated to the individual funds, for which reason this information is not available.

No costs related to the depositary are recognized in administrative expenses, as these are incurred by the managed funds.

#### *Wages and remuneration to Management:*

According to Section 22(3) in the Danish Alternative Investment Fund Managers etc. Act, remuneration to Management must be disclosed.

#### **Director's fee, fixed fee**

	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
Finn Louis Meyer	250,000	250,000
Martin Nørkjær Larsen	250,000	250,000
Jesper Langmack	250,000	250,000
Kirstine Damkjær	104,167	250,000
Stig Pastwa	187,500	0
<b>Total</b>	<b>1,041,667</b>	<b>1,000,000</b>

No variable director's fee has been paid in the period 2023-2024 to members of the Board of Directors.

## Notes

### 4. Staff and administrative expenses (continued)

#### Executive Board, fixed fee

	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
Henrik Ramskov	3,450,000	3,000,000
Lars Bagge Christensen	3,043,750	2,650,000
Stig Duus Enslev	3,043,750	2,650,000
John Peter Boesen	3,043,750	2,650,000
<b>Total</b>	<b>12,581,250</b>	<b>10,950,000</b>

No variable fee has been paid in the period 2023-2024 to members of the Executive Board. The Board of Directors consists of 4 persons (2023: 4). The Executive Board consists of 4 persons (2023: 4).

Navigare Capital Partners has adopted a written remuneration policy covering management and other employees whose activities have a significant impact the company and funds risk profile. The purpose of the remuneration policy is to promote sound and efficient risk management. Information about the remuneration policy can be found at [www.navigarecapital.com](http://www.navigarecapital.com)

Management and key employees are furthermore part of a carried interest programme, where management and key employees are required to co-invest in the investment funds under management. The carried interest programme holds certain rights to obtain a preferential return (carried interest), if criteria's for the funds performance (IRR) are obtained, when the funds are liquidated. The co-invest- and carried interest programme are not related to the Management company or it's services delivered to the Funds – and the programme is therefore agreed in the LPA between the Limited Partners and key employees.

#### **Remuneration to other significant risk takers:**

Due to only one employee being considered a significant risk taker in the Company, this information has been left out with reference to Section 121(3) of the Danish FSA's Executive Order No. 281 of 26 March 2014 on Financial Reports for Credit Institutions and Investment Companies, etc.

## Notes

	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
<b>5. Fees paid to auditors appointed at the annual general meeting</b>		
Fee regarding statutory audit	(37,310)	(43,563)
Assurance engagements	0	(28,803)
Tax assistance	(6,835)	(66,195)
Other assistance	(313,329)	(74,409)
	<b>(357,474)</b>	<b>(212,970)</b>
	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
<b>6. Financial expenses</b>		
Bank fees	(118,184)	(77,010)
Interests from leasing	(97,821)	(19,211)
Interests paid	(520,927)	(96,478)
	<b>(736,931)</b>	<b>(192,700)</b>
	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
<b>7. Tax on profit/loss for the year</b>		
Profit/loss for the year	5,477,593	1,568,408
Current tax	(923,075)	135,662
Changes in deferred tax	(404,762)	(96,628)
	<b>4,149,756</b>	<b>1,607,442</b>
<b>Effective tax rate</b>	<b>24,2%</b>	<b>25,2%</b>

The effective tax rate reflect the factor increase in the tax rate for financial companies that are taxed with 26%. The unrealized hedges are effecting the tax rate why the effective tax rate is lower than 26 %.

## Notes

### 8. Property, plant and equipment

	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
<b>Owner occupied property</b>		
Cost beginning of the year	5,685,357	3,064,059
Additions	<u>2,095,176</u>	<u>2,621,298</u>
<b>Cost end of the year</b>	<b><u>7,780,533</u></b>	<b><u>5,685,357</u></b>
Depreciation beginning of year	(2,936,391)	(2,170,376)
Depreciation for the year	<u>(1,306,786)</u>	<u>(766,015)</u>
<b>Carrying amount end of year</b>	<b><u>3,537,356</u></b>	<b><u>2,748,966</u></b>

Owner occupied property consists of leased assets in accordance with IFRS 16.

	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
<b>Other fixtures and fittings, tools and equipment</b>		
Cost beginning of the year	643,783	643,783
Additions	<u>2,327,393</u>	<u>0</u>
<b>Cost end of the year</b>	<b><u>2,971,176</u></b>	<b><u>643,783</u></b>
Depreciation beginning of year	(515,026)	(386,183)
Depreciation for the year	<u>(499,038)</u>	<u>(128,757)</u>
<b>Carrying amount end of year</b>	<b><u>1,957,112</u></b>	<b><u>128,843</u></b>

	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
<b>9. Trade receivables</b>		
Amounts fall due in:		
0-3 months	4,308,289	7,804,821
3-12 months	1,108,069	1,268,705
1-5 years	5,346,995	3,785,229
Over 5 years	<u>839,928</u>	<u>746,650</u>
	<b><u>11,603,285</u></b>	<b><u>13,605,405</u></b>

## Notes

	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
<b>10. Investments in subsidiaries</b>		
Equity value at 01.01.2024	218,582	153,514
Additions	0	80,000
Disposals	(40,000)	0
Value adjustment	4,806	(14,932)
<b>Equity value at 31.12.2024</b>	<b>183,388</b>	<b>218,582</b>

<b>Name and registered office</b>	<b>Activity</b>	<b>Ownership</b>	<b>Equity</b>	<b>Profit/loss</b>
Maritime GP F I ApS, Strandvejen 70, 2900 Hellerup, Denmark	General Partner in limited partnership	100%	36,999	(9,718)
Maritime GP F II ApS, Strandvejen 70, 2900 Hellerup, Denmark	General Partner in limited partnership	100%	114,483	(650)
MIF III GP APS, Strandvejen 70, 2900 Hellerup, Denmark	General Partner in limited partnership	100%	30,980	3,756

The equity and profit/loss disclosed is from the financial statements of 2024.

## 11. Share capital

Share capital consists of 1,000,000 shares at DKK 1 each. The shares have been divided into classes of A and B shares, with class A shares carrying voting rights and class B shares not carrying voting rights.

	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
<b>12. Deferred Tax</b>		
Deferred tax on other fixtures and fittings, tools and equipment	51,002	37,060
Deferred tax on placement agent fee	(1,635,642)	(1,200,136)
Deferred tax on leasing	19,559	2,618
	<b>(1,565,081)</b>	<b>(1,160,458)</b>

## Notes

	<b>2024</b>	<b>2023</b>
	<b>DKK</b>	<b>DKK</b>
	<u>                    </u>	<u>                    </u>
<b>13. Other debt</b>		
Amounts fall due in:		
0-3 months	7,196,510	5,951,811
3-12 months	2,194,015	1,135,179
1-5 years	2,064,941	2,007,859
More than 5 years	<u>                    0</u>	<u>                    0</u>
	<b><u>11,455,466</u></b>	<b><u>9,094,849</u></b>

Other debt relates to the Company's ordinary business activities, incl. staff-related payables, payroll tax, vat and various creditors. Furthermore leasing debt amounts to DKK 3,612,208 (2023: DKK 2,759,352).

The Company has not invested in securities nor had any trading activities, besides forward foreign exchange contracts in order to hedge cash flows from management fee. The risks of the Company are considered limited.

### 14. Contingent assets and contingent liabilities

The Company has no contingent assets or contingent liabilities, which can affect the Company's financial position.

From 7 March 2017, the Company participates in a Danish joint taxation arrangement with Agata ApS serving as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

### 15. Related party disclosures

Navigare Capital Partners A/S' related parties comprise the following:

#### Parties exercising control

Agata ApS, Esplanaden 50, 1263 Copenhagen holds the majority of shares in the Company.

## Notes

### 15. Related party disclosures (continued)

#### Ownership

The following shareholders are registered in the Company's register of shareholders as holding more than 5% of the share capital:

- Agata ApS
- MAN Invest Holding ApS
- MAN-J Holding ApS
- Enslev & Company ApS
- Sechma Holding ApS

#### Transactions with related parties

There has been the following transactions with related parties:

Name	Transaction	2024
Maritime Investment Fund I K/S	Fees and commission income	Note 3
Maritime Investment Fund II K/S	Fees and commission income	Note 3
Maritime Investment Fund III K/S	Fees and commission income	Note 3
MIF I no. 20 K/S	Fees and commission income	Note 3
MIF II no. 2,3,4, 7,8,10,11,13 and 14 K/S	Fees and commission income	Note 3
MIF III no. 1-10 MIF III R Holding K/S	Fees and commission income	Note 3
Executive Board and Board of Directors	Director's fee and salaries	Note 4

All transactions and agreements with related parties are conducted on an arm's length basis.

### 16. Financial risks

The financial risks of the Company are described in the management commentary in section General risks and financial risks on page 6.

## 17. Key figures and financial ratios

	2024	2023	2022	2021	2020
	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>
Management fee	50,789	39,272	47,894	58,334	44,169
Staff and administrative expenses	(43,506)	(36,609)	(32,000)	(27,507)	(25,246)
Profit/loss from operations before financial income/expenses	5,477	1,768	14,999	29,932	17,976
Profit/loss for the year	4,149	1,568	11,164	24,217	13,668
Equity	16,059	12,594	23,435	17,716	14,574
Total assets	29,920	22,604	32,702	33,744	26,256
Solvency ratio (%)*	160,6%	224,5%	205,4%	163,4%	294,5%
Return on equity before tax (%)	38,2%	8,7%	98,6%	189,2%	112,1%
Return on equity after tax (%)	29,0%	8,7%	71,7%	150,0%	87,4%
Average number of full-time employees	22	18	16	15	15
Number of managed funds under administration	3	4	3	3	2
Number of divisions in managed funds under administration	3	4	3	3	2
Capital/assets under administration	<u>6,130,007</u>	<u>6,503,251</u>	<u>7,677,080</u>	<u>8,605,357</u>	<u>6,801,427</u>

The ratios and key figures are defined in the Danish FSA's Executive Order on Financial Reports for Credit Institutions and Investment Companies.

- \*) Solvency ratio is calculated as average equity for the period less proposed dividend, divided by the capital requirement in accordance with the AIFM legislation.

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## Henrik Ramskov

Adm. direktør

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## Finn Louis Meyer

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## Michael Thorø Larsen

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## Bill Haudal Pedersen

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## Lars Bagge Christensen

Direktionsmedlem

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## Jesper Langmack

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## Stig Pastwa

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## Stig Duus Enslev

Direktionsmedlem

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## John Peter Boesen

Direktionsmedlem

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