

Navigare Capital Partners A/S
Strandvejen 70
2900 Hellerup
Business Registration No.
37338109
Annual report 2023

The Annual General Meeting adopted the annual report on 02.04.2024

Chairman of the General Meeting

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: 01.01.2023 – 31.12.2023

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
Kirstine Damkjær
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 2023.

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 2023 and of its financial performance for the financial year 1 January to 31 December 2023.

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, 02.04.2024

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

Kirstine Damkjær

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 01.01.2023 - 31.12.2023, 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 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023 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

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, 02.04.2024

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. The Company has in 2023 worked on establishing a new Fund, Maritime Investment Fund III K/S, to be managed from 2024. The development in the financial year's activities and finances was as 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

On 27th February 2024 Maritime Investment Fund III K/S had its first close with commitments from investors. The Fund will be managed by the Company.

Outlook

A profit is expected for 2024 at the level of 3-4m DKK before tax.

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 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.

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	Maersk Product Tankers A/S	Danske Bank
MVKH ApS	Maersk Supply Service Holding ApS	Mærsk Tankers A/S Assuranceforeningen SKULD (Gjensidige)

Martin N. Larsen is appointed to the Board of Directors in a number of entities fully owned by A.P. Møller Holding 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	Kjøbenhavns Boldklubs Mindelegat	Fonden Værtskabsteatret FLM Independent (Owner)
Africa Infrastructure Fund I K/S	Kjøbenhavns Boldklubs Fodbold-Fond Kjøbenhavns Boldklub	Gunnar Jensens Fond

Kirstine Damkjær

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
Elvic ApS	Formuepleje Holding A/S Formuepleje A/S Aquapri Holding A/S FP Kapital A/S	PensionDanmark Holding A/S PensionDanmark Pensionsforsikringsaktieselskab Ressource Denmark ApS Northstake A/S Africa Finance Corporation and – Africa Capital Partners Asian Energy Impact Trust The Why Foundation (Fond) Planetary Responsibility Foundation

Jesper Langmack

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

Management commentary

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

Henrik Ramskov

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
Navigare Capital Partners A/S	MIF II Feeder no. 1 A/S	Gentofte Gymnasium S/I
MAN Invest Holding ApS		
Ramskov Invest ApS		
Invest I GP ApS		
Invest II GP ApS		
NCP MIF III Invest GP ApS		
NCP Renewables Invest I GP – ApS		
NCP Invest I ApS		
NCP Invest II ApS		
NCP Invest III ApS		
NCP Renewables Invest I ApS		
E-NCP Invest II ApS		
Maritime Investment Fund I Holding GP ApS		
Maritime Investment Fund II Holding GP ApS		
Maritime Investment Fund III Holding GP ApS		
Maritime GP F I ApS		
Maritime GP F II ApS		
MIF III GP ApS		
MIF I no. 1 GP ApS		
MIF I no. 2 GP ApS		
MIF I no. 3 GP ApS (under – frivillig likvidation)		
MIF I no. 4 GP ApS (under – frivillig likvidation)		
MIF I no. 7 GP ApS (under – frivillig likvidation)		
MIF I no. 10 GP ApS (under – frivillig likvidation)		
MIF I no. 11 GP ApS		
MIF I no. 14 GP ApS (under – frivillig likvidation)		

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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MIF I no. 15 GP ApS		
MIF I no. 16 GP ApS		
MIF I no. 20 GP ApS		
MIF II no. 2 GP ApS		
MIF II no. 3 GP ApS		
MIF II no. 4 GP ApS		
MIF II no. 7 GP ApS		
MIF II no. 8 GP ApS		
MIF II no. 9 GP ApS (under – frivillig likvidation)		
MIF II no. 10 GP ApS		
MIF II no. 11 GP ApS		
MIF II no. 12 GP ApS (under – frivillig likvidation)		
MIF II no. 13 GP ApS		
MIF II no. 14 GP ApS		
MIF II no. 15 GP ApS (under – frivillig likvidation)		
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 Feeder no. 1 ApS		
E-NCP Invest III ApS		
Ramskov Feeder III Holding ApS		
Gentofte Gymnasium S/I		

Lars Bagge Christensen

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
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Navigare Capital Partners A/S		Ejerforeningen 21-5 DK3 P/S
Sechma Holding 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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Sechma II Holding ApS		
Invest I GP ApS		
Invest II GP ApS		
NCP MIF III Invest GP ApS		
NCP Renewables Invest I GP – ApS		
NCP Invest I ApS		
NCP Invest II ApS		
NCP Invest III ApS		
NCP Renewables Invest I ApS		
E-NCP Invest II ApS		
Maritime Investment Fund I Holding GP ApS		
Maritime Investment Fund II Holding GP ApS		
Maritime Investment Fund III Holding GP ApS		
Maritime GP F I ApS		
Maritime GP F II ApS		
MIF III GP ApS		
MIF I no. 1 GP ApS		
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MIF I no. 3 GP ApS (under – frivillig likvidation)		
MIF I no. 4 GP ApS (under – frivillig likvidation)		
MIF I no. 7 GP ApS (under – frivillig likvidation)		
MIF I no. 10 GP ApS (under – frivillig likvidation)		
MIF I no. 11 GP ApS		
MIF I no. 14 GP ApS (under – frivillig likvidation)		
MIF I no. 15 GP ApS		
MIF I no. 16 GP ApS		
MIF I no. 20 GP ApS		
MIF II no. 2 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. 3 GP ApS		
MIF II no. 4 GP ApS		
MIF II no. 7 GP ApS		
MIF II no. 8 GP ApS		
MIF II no. 9 GP ApS (under – frivillig likvidation)		
MIF II no. 10 GP ApS		
MIF II no. 11 GP ApS		
MIF II no. 12 GP ApS (under – frivillig likvidation)		
MIF II no. 13 GP ApS		
MIF II no. 14 GP ApS		
MIF II no. 15 GP ApS (under – frivillig likvidation)		
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 Feeder no. 1 ApS		
E-NCP Invest III ApS		
Sechma Feeder III Holding ApS		

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>
Navigare Capital Partners A/S	Norwind Shipholding AS	Norwind Offshore AS
Enslev & Company ApS		SN Shipping LLP
Invest I GP ApS		
Invest II GP ApS		
NCP MIF III Invest 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>
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NCP Renewables Invest I GP –

ApS

NCP Invest I ApS

NCP Invest II ApS

NCP Invest III ApS

NCP Renewables Invest I ApS

E-NCP Invest II ApS

Maritime Investment Fund I –
Holding GP ApS

Maritime Investment Fund II
Holding GP ApS

Maritime Investment Fund III
Holding GP ApS

Maritime GP F I ApS

Maritime GP F II ApS

MIF III GP ApS

MIF I no. 1 GP ApS

MIF I no. 2 GP ApS

MIF I no. 3 GP ApS (under –
frivillig likvidation)

MIF I no. 4 GP ApS (under –
frivillig likvidation)

MIF I no. 7 GP ApS (under –
frivillig likvidation)

MIF I no. 10 GP ApS (under –
frivillig likvidation)

MIF I no. 11 GP ApS

MIF I no. 14 GP ApS (under –
frivillig likvidation)

MIF I no. 15 GP ApS

MIF I no. 16 GP ApS

MIF I no. 20 GP ApS

MIF II no. 2 GP ApS

MIF II no. 3 GP ApS

MIF II no. 4 GP ApS

MIF II no. 7 GP ApS

MIF II no. 8 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>
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MIF II no. 9 GP ApS (under –
frivillig likvidation)

MIF II no. 10 GP ApS

MIF II no. 11 GP ApS

MIF II no. 12 GP ApS (under –
frivillig likvidation)

MIF II no. 13 GP ApS

MIF II no. 14 GP ApS

MIF II no. 15 GP ApS (under –
frivillig likvidation)

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

SN Shipholding GP LTD

MIF III Feeder no. 1 ApS

E-NCP Invest III ApS

Enslev Holding III ApS

John Peter Boesen

<u>Executive Board</u>	<u>Chairman, Board of Directors</u>	<u>Member, Board of Directors</u>
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Navigare Capital Partners A/S

MAN-J Holding ApS

ANNI-JOB Invest ApS

Invest I GP ApS

Invest II GP ApS

NCP MIF III Invest GP ApS

NCP Renewables Invest I GP –
ApS

NCP Invest I ApS

NCP Invest II ApS

NCP Invest III ApS

MIF II Feeder no. 1 A/S

SN Shipping LLP

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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NCP Renewables Invest I ApS

E-NCP Invest II ApS

Maritime Investment Fund I
Holding GP ApS

Maritime Investment Fund II
Holding GP ApS

Maritime Investment Fund III
Holding GP ApS

Maritime GP F I ApS

Maritime GP F II ApS

MIF III GP ApS

MIF I no. 1 GP ApS

MIF I no. 2 GP ApS

MIF I no. 3 GP ApS (under –
frivillig likvidation)

MIF I no. 4 GP ApS (under –
frivillig likvidation)

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MIF II no. 8 GP ApS

MIF II no. 9 GP ApS (under –
frivillig likvidation)

MIF II no. 10 GP ApS

MIF II no. 11 GP ApS

MIF II no. 12 GP ApS (under –

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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frivillig likvidation)

MIF II no. 13 GP ApS

MIF II no. 14 GP ApS

MIF II no. 15 GP ApS (under –
frivillig likvidation)

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

SN Shipholding GP LTD

MIF III Feeder no. 1 ApS

E-NCP Invest III ApS

ANNI-JOB Feeder III Holding ApS

Income statement for 2023

	<u>Notes</u>	<u>2023 DKK</u>	<u>2022 DKK</u>
Management fee	3	39,271,552	47,894,216
Staff and administrative expenses	4, 5	(36,609,031)	(32,000,330)
Depreciations, amortization of intangible and tangible assets		<u>(894,771)</u>	<u>(894,771)</u>
Operating profit before financial income and expenses		1,767,750	14,999,115
Financial income		433,126	133,666
Financial expenses	6	(192,700)	(200,991)
Profit/loss of subsidiaries	10	(14,932)	819
Foreign exchange gain/loss, net		<u>(424,836)</u>	<u>418,229</u>
Profit/loss before tax		1,568,408	15,350,838
Tax on profit/loss for the year	7	<u>39,034</u>	<u>(4,186,939)</u>
Profit/loss for the year		<u>1,607,442</u>	<u>11,163,899</u>
Total comprehensive income		<u>1,607,442</u>	<u>11,163,899</u>
Proposed profit/loss appropriation			
Ordinary dividend for the financial year		0	10,000,000
Transferred to reserve for net revaluation according to the equity method		38,581	819
Retained earnings		<u>1,568,861</u>	<u>1,163,080</u>
		<u>1,607,442</u>	<u>11,163,899</u>

Balance sheet at 31.12.2023

	<u>Notes</u>	<u>2023 DKK</u>	<u>2022 DKK</u>
Owner occupied property	8	2,748,966	893,683
Other fixtures and fittings, tools and equipment	8	128,843	257,600
Property, plant and equipment		<u>2,877,809</u>	<u>1,156,283</u>
Receivable from managed funds		7,775,494	1,129,324
Other receivables		689,184	2,874,175
Prepayments		5,386,389	5,557,356
Trade receivables	9	<u>13,851,067</u>	<u>9,560,855</u>
Investment in subsidiaries	10	218,582	153,514
Securities and equity investments		<u>218,582</u>	<u>153,514</u>
Cash		<u>5,901,833</u>	<u>21,836,395</u>
Assets		<u><u>22,849,291</u></u>	<u><u>32,702,047</u></u>

Balance sheet at 31.12.2023

	<u>Notes</u>	<u>2023 DKK</u>	<u>2022 DKK</u>
Share capital	11	1,000,000	1,000,000
Reserve for net revaluation according to the equity method		38,582	53,514
Reserve for fair value adjustments of hedging instruments		0	2,448,775
Retained earnings		11,555,407	9,933,031
Proposed dividend		<u>0</u>	<u>10,000,000</u>
Equity		<u>12,593,989</u>	<u>23,435,320</u>
Deferred tax	12	1,160,458	1,063,831
Income tax		0	1,299,566
Other debt	13	<u>9,094,844</u>	<u>6,903,330</u>
Debt		<u>10,255,303</u>	<u>9,266,727</u>
Total liabilities		<u>10,255,303</u>	<u>9,266,727</u>
Total equity and liabilities		<u>22,849,291</u>	<u>32,702,047</u>
Accounting policies	1		
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Fees paid to auditors appointed at the annual general meeting	5		
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Financial risks	16		
Key figures and financial ratios	17		

Statement of changes in equity

	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	9,933,032
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
Equity at 31.12.2023	1,000,000	38,581	0	11,555,407

	Proposed dividend DKK	Total DKK
Equity at 01.01.2023	10,000,000	23,435,320
Comprehensive income	0	1,607,442
Cash flow hedge	0	(2,448,775)
Distributed ordinary dividend	(10,000,000)	(10,000,000)
Equity at 31.12.2023	0	12,593,989

	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 01.01.2022	1,000,000	52,695	(1,106,771)	8,769,952
Comprehensive income	0	819	0	1,163,080
Cash flow hedge	0	0	3,555,546	0
Distributed ordinary dividend	0	0	0	0
Proposed dividends	0	0	0	0
Equity at 31.12.2022	1,000,000	53,514	2,448,775	9,933,032

	Proposed dividend DKK	Total DKK
Equity at 01.01.2022	9,000,000	17,715,875
Comprehensive income	0	1,163,899
Cash flow hedge	0	3,555,546
Distributed ordinary dividend	(9,000,000)	(9,000,000)
Proposed dividends	<u>10,000,000</u>	<u>10,000,000</u>
Equity at 31.12.2022	<u>10,000,000</u>	<u>23,435,320</u>

Notes

1. Accounting policies

The annual report of Navigare Capital Partners A/S for 2023 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

Management fees

Management fees comprise management fees for the funds under management.

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 reporting date.

Notes

	2023	2022
	DKK	DKK
3. Management fee		
Maritime Investment Fund I K/S	1,110,419	2,353,096
Maritime Investment Fund II K/S	2,595,259	2.846,258
MIF I no. 1 K/S	837,413	1,540,852
MIF I no. 2 K/S	393,320	1,540,852
MIF I no. 3 K/S	837,413	1,540,852
MIF I no. 4 K/S	393,320	1,540,852
MIF I no. 7 K/S	0	1,540,852
MIF I no. 8 K/S	0	1.163,651
MIF I no. 9 K/S	0	1.163,651
MIF I no. 10 K/S	393,320	1,540,852
MIF I no. 11 K/S	837,413	1,540,852
MIF I no. 12 K/S	0	743,298
MIF I no. 13 K/S	0	1.163,651
MIF I no. 14 K/S	837,413	1,540,852
MIF I no. 15 K/S	1,502,634	1,540,852
MIF I no. 16 K/S	1,502,634	1,540,852
MIF I no. 20 K/S	2,458,908	1,540,852
MIF II no. 1 K/S	0	955,599
MIF II no. 2 K/S	1,946,444	2,055,300
MIF II no. 3 K/S	1,946,444	2,055,300
MIF II no. 4 K/S	1,946,444	2,055,300
MIF II no. 7 K/S	1,946,444	2,055,300
MIF II no. 8 K/S	1,946,444	2,055,300
MIF II no. 9 K/S	1,946,444	2,055,300
MIF II no. 10 K/S	1,946,444	2,055,300
MIF II no. 11 K/S	1,946,444	2,055,300
MIF II no. 12 K/S	1,946,444	2,055,300
MIF II no. 13 K/S	1,946,444	2,055,300
MIF II no. 14 K/S	1,946,444	2,055,300
MIF II no. 15 K/S	1,946,444	2,055,300
Hedge	2,214,761	(4,108,928)
	39,271,552	47,894,216

Notes

	2023 DKK	2022 DKK
4. Staff and administrative expenses		
Wages and salaries	(24,990,219)	(22,027,158)
Pension costs	(1,192,847)	(868,656)
Other social security costs	(128,714)	(116,572)
Other administrative expenses	<u>(10,297,251)</u>	<u>(8,987,944)</u>
Total staff costs and administrative expenses	<u>(36,609,031)</u>	<u>(32,000,330)</u>
Average number of employees	<u>18</u>	<u>16</u>

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

	2023 DKK	2022 DKK
Finn Louis Meyer	250,000	250,000
Martin Nørkjær Larsen	250,000	250,000
Jesper Langmack	250,000	250,000
Kirstine Damkjær	<u>250,000</u>	<u>250,000</u>
Total	<u>1,000,000</u>	<u>1,000,000</u>

No variable director's fee has been paid in the period 2022-2023 to members of the Board of Directors.

Notes

4. Staff and administrative expenses (continued)

Executive Board, fixed fee

	2023	2022
	DKK	DKK
Henrik Ramskov	3,000,000	3,000,000
Lars Bagge Christensen	2,650,000	2,650,000
Stig Duus Enslev	2,650,000	2,650,000
John Peter Boesen	2,650,000	2,650,000
Total	10,950,000	10,950,000

No variable fee has been paid in the period 2022-2023 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. The remuneration policy can be found at 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.

	2023	2022
	DKK	DKK
5. Fees paid to auditors appointed at the annual general meeting		
Fee regarding statutory audit	(43,563)	(43,563)
Assurance engagements	(28,803)	(23,390)
Tax assistance	(66,195)	(5,125)
Other assistance	(74,409)	(83,025)
	(212,970)	(155,687)

Notes

	2023	2022
	DKK	DKK
6. Financial expenses		
Other financial expenses	(192,700)	(200,991)
	(192,700)	(200,991)
	2023	2022
	DKK	DKK
7. Tax on profit/loss for the year		
Profit/loss for the year	1,568,408	15,350,838
Current tax	135,662	(4,299,565)
Changes in deferred tax	(96,628)	112,626
	1,607,442	11,163,899
Effective tax rate	25,2%	27%

The effective tax rate reflect the factor increase in the tax rate for financial companies that come into effect in 2023.

8. Property, plant and equipment

	2023	2022
	DKK	DKK
Owner occupied property		
Cost beginning of the year	3,064,059	3,064,059
Additions	2,621,298	0
Cost end of the year	5,685,357	3,064,059
Depreciation beginning of year	(2,170,376)	(1,404,361)
Depreciation for the year	(766,015)	(766,015)
Carrying amount end of year	2,748,966	893,683

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

Notes

8. Property, plant and equipment (continued)

	2023	2022
	DKK	DKK
Other fixtures and fittings, tools and equipment		
Cost beginning of the year	643,783	643,783
Cost end of the year	643,783	643,783
Depreciation beginning of year	(386,183)	(257,426)
Depreciation for the year	(128,757)	(128,757)
Carrying amount end of year	128,843	257,600

	2023	2022
	DKK	DKK
9. Trade receivables		
Amounts fall due in:		
0-3 months	7,804,821	1,778,255
3-12 months	1,268,705	2,909,690
1-5 years	3,785,229	2,965,034
Over 5 years	746,650	1,907,876
	13,605,405	9,560,855

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.

	2023	2022
	DKK	DKK
10. Investments in subsidiaries		
Equity value at 01.01.2023	153,514	152,695
Additions	80,000	0
Value adjustment	(14,932)	819
Equity value at 31.12.2023	218,582	153,514

Notes

10. Investments in subsidiaries (continued)

Name and registered office	Activity	Ownership	Equity	Profit/loss
Maritime GP F I ApS, Strandvejen 70, 2900 Hellerup, Denmark	General Partner in limited partnership	100%	44,131	(7,144)
Maritime GP F II ApS, Strandvejen 70, 2900 Hellerup, Denmark	General Partner in limited partnership	100%	108,732	6,493
MIF III GP APS, Strandvejen 70, 2900 Hellerup, Denmark	General Partner in limited partnership	100%	25,718	(14,282)
Navigare Renewables I GP ApS, Strandvejen 70, 2900 Hellerup, Denmark	General Partner in limited partnership	100%	40,000	N/A

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.

12. Deferred Tax

	2023 DKK	2022 DKK
Deferred tax on other fixtures and fittings, tools and equipment	37,060	24,261
Deferred tax on placement agent fee	(1,200,136)	(1,088,092)
Deferred tax on leasing	2,618	0
	(1,160,458)	(1,063,831)

13. Other debt

Amounts fall due in:

	2023 DKK	2022 DKK
0-3 months	5,951,811	5,664,310
3-12 months	1,135,179	1,101,339
1-5 years	2,007,854	137,681
More than 5 years	0	0
	9,094,844	6,903,330

Notes

13. Other debt (continued)

Other debt relates to the Company's ordinary business activities, incl. staff-related payables, payroll tax and various creditors. Furthermore leasing debt amounts to DKK 2,759,352 (2022: DKK 949,005).

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.

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	2023
Maritime Investment Fund I K/S	Management fee	Note 3
Maritime Investment Fund II K/S	Management fee	Note 3
MIF I no. 1-4, 10-11, 14-16 and 20 K/S	Management fee	Note 3
MIF II no. 2-4, 7-15 K/S	Management fee	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.

Notes

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

	2023	2022	2021	2020	2019
	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>	<u>DKK'000</u>
Management fee	39,272	47,894	58,334	44,169	38,236
Staff and administrative expenses	(36,609)	(32,000)	(27,507)	(25,246)	(21,727)
Profit/loss from operations before financial income/expenses	1,768	14,999	29,932	17,976	16,509
Profit/loss for the year	1,568	11,164	24,217	13,668	13,198
Equity	12,594	23,435	17,716	14,574	16,688
Total assets	22,604	32,702	33,744	26,256	25,115
Solvency ratio (%)*	224,5%	205,4%	163,4%	294,5%	316,9%
Return on equity before tax (%)	8,7%	98,6%	189,2%	112,1%	138,4%
Return on equity after tax (%)	8,7%	71,7%	150,0%	87,4%	138,4%
Average number of full-time employees	18	16	15	15	12
Number of managed funds under administration	4	3	3	2	2
Number of divisions in managed funds under administration	4	3	3	2	2
Capital/assets under administration	<u>6,503,251</u>	<u>7,677,080</u>	<u>8,605,357</u>	<u>6,801,427</u>	<u>1,653,131</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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<p>Michael Thorø Larsen Revisor Serienummer: 8b040c92-2b9c-4f39-bb64-44c2876c41d1 IP: 163.116.xxx.xxx 2024-04-05 13:24:53 UTC</p> <p>Mit  </p>	<p>Jesper Langmack Bestyrelsesmedlem Serienummer: fc57714a-39c7-46ad-bdbd-efb0fa11655c IP: 188.120.xxx.xxx 2024-04-05 14:38:34 UTC</p> <p>Mit  </p>

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Stig Duus Enslev

Direktionsmedlem

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Kirstine Damkjær

Bestyrelsesmedlem

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2024-04-08 05:40:18 UTC



John Peter Boesen

Direktionsmedlem

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