



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer: 998 333 679  
Organisasjonsform: Norskreg. utenlandsk foretak  
Foretaksnavn: STOREBRAND INTERNATIONAL PRIVATE EQUITY XII LIMITED  
Forretningsadresse: c/o Maples Corporate Services Limited  
P.O. Box 309 Ugland House  
Grand Cayman

### Regnskapsår

Årsregnskapets periode: 01.01.2022 - 31.12.2022

### Konsern

Morselskap i konsern: Nei

### Regnskapsregler

Regler for små foretak benyttet: Nei  
Benyttet ved utarbeidelsen av årsregnskapet til selskapet: Regnskapslovens alminnelige regler

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Anne-Kristine Baltzersen  
Dato for fastsettelse av årsregnskapet: 29.06.2023

### Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert  
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

*Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.*

Brønnøysundregistrene, 16.08.2024



## Resultatregnskap

Beløp i: NOK	Note	2022	2021
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Sum inntekter		0	
<b>Kostnader</b>			
Annen driftskostnad		18 526 961	39 426 846
Sum kostnader		18 526 961	39 426 846
<b>Driftsresultat</b>		<b>-18 526 961</b>	<b>-39 426 846</b>
<b>Finansinntekter og finanskostnader</b>			
Annen renteinntekt		463 548	564 746
Annen finansinntekt		102 733 288	152 926 800
Verdiøkning finansielle instrumenter vurdert til virkelig verdi			139 165 170
Sum finansinntekter		103 196 836	292 656 716
Verdireduksjon finansielle instrumenter vurdert til virkelig verdi		193 418 849	
Annen rentekostnad		79 970	58 817
Annen finanskostnad		344 531	950 350
Sum finanskostnader		193 843 350	1 009 167
<b>Netto finans</b>		<b>-90 646 514</b>	<b>291 647 549</b>
<b>Ordinært resultat før skattekostnad</b>		<b>-109 173 475</b>	<b>252 220 703</b>
Skattekostnad		-19 069 240	-1 898 576
<b>Ordinært resultat etter skattekostnad</b>		<b>-90 104 235</b>	<b>254 119 279</b>
<b>Årsresultat</b>		<b>-90 104 235</b>	<b>254 119 279</b>
<b>Overføringer og disponeringer</b>			
Overføring til/fra annen egenkapital		90 104 235	-254 119 279
Sum overføringer og disponeringer		90 104 235	-254 119 279



### Balanse

Beløp i: NOK	Note	2022	2021
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Sum immaterielle eiendeler		0	
Sum anleggsmidler		0	0
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Andre fordringer		2 439	141 469
Sum fordringer		2 439	141 469
<b>Investeringer</b>			
Markedsbaserte aksjer		690 454 623	895 504 414
Sum investeringer		690 454 623	895 504 414
<b>Bankinnskudd, kontanter og lignende</b>			
Bankinnskudd, kontanter og lignende		30 191 611	57 700 351
Sum bankinnskudd, kontanter og lignende		30 191 611	57 700 351
Sum omløpsmidler		720 648 673	953 346 234
SUM EIENDELER		720 648 673	953 346 234
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Aksjekapital		142 252	168 245
Overkurs		-238 399 399	-110 175 392
Sum innskutt egenkapital		-238 257 147	-110 007 147
<b>Opptjent egenkapital</b>			



### Balanse

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2022</b>	<b>2021</b>
Annen egenkapital		916 005 352	1 006 109 587
<b>Sum opptjent egenkapital</b>		<b>916 005 352</b>	<b>1 006 109 587</b>
<b>Sum egenkapital</b>		<b>677 748 205</b>	<b>896 102 440</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
<b>Annen langsiktig gjeld</b>			
Øvrig langsiktig gjeld		36 001 258	47 836 737
<b>Sum annen langsiktig gjeld</b>		<b>36 001 258</b>	<b>47 836 737</b>
<b>Sum langsiktig gjeld</b>		<b>36 001 258</b>	<b>47 836 737</b>
<b>Kortsiktig gjeld</b>			
Betalbar skatt		6 416 711	8 852 550
Annen kortsiktig gjeld		482 499	554 507
<b>Sum kortsiktig gjeld</b>		<b>6 899 210</b>	<b>9 407 057</b>
<b>Sum gjeld</b>		<b>42 900 468</b>	<b>57 243 794</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>720 648 673</b>	<b>953 346 234</b>



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Journalnummer: 2023 612230

**Enheten**

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Foretaksnavn: STOREBRAND INTERNATIONAL PRIVATE  
EQUITY XII LIMITED  
Forretningsadresse: c/o Maples Corporate  
Services Limited  
P.O. Box 309 Ugland House  
Grand Cayman

**Regnskapsår**

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Morselskap i konsern: Nei

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årsregnskapet til selskapet: Regnskapslovens alminnelige regler

**Årsregnskapet fastsatt av kompetent organ**

Bekreftet av representant for selskapet: Anne-Kristine Baltzersen  
Dato for fastsettelse av årsregnskapet: 29.06.2023

**Grunnlag for avgivelse**

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Brønnøysundregistrene, 26.07.2023



Organisasjonsnr: 998 333 679  
STOREBRAND INTERNATIONAL PRIVATE  
EQUITY XII LIMITED

## RESULTATREGNSKAP

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2022</b>	<b>2021</b>
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Sum inntekter		0	
<b>Kostnader</b>			
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Organisasjonsnr: 998 333 679  
STOREBRAND INTERNATIONAL PRIVATE  
EQUITY XII LIMITED

## BALANSE

Beløp i: NOK Note 2022 2021

### BALANSE - EIENDELER

<b>Anleggsmidler</b>		
Immaterielle eiendeler		
Sum immaterielle eiendeler	0	
<b>Sum anleggsmidler</b>	0	0
<b>Omløpsmidler</b>		
<b>Varer</b>		
<b>Fordringer</b>		
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Sum fordringer	2 439	141 469
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<b>SUM EIENDELER</b>	720 648 673	953 346 234

### BALANSE - EGENKAPITAL OG GJELD

<b>Egenkapital</b>		
<b>Innskutt egenkapital</b>		
Aksjekapital	142 252	168 245
Overkurs	-238 399 399	-110 175 392
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Sum opptjent egenkapital	916 005 352	1 006 109 587
<b>Sum egenkapital</b>	677 748 205	896 102 440
<b>Gjeld</b>		
Langsiktig gjeld		
Annen langsiktig gjeld		



Øvrig langsiktig gjeld	36 001 258	47 836 737
<b>Sum annen langsiktig gjeld</b>	<b>36 001 258</b>	<b>47 836 737</b>
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Organisasjonsnr: 998 333 679  
STOREBRAND INTERNATIONAL PRIVATE  
EQUITY XII LIMITED

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note  
1

**Regnskapsprinsipper**  
Årsregnskapet er satt opp etter regnskapsloven. Regnskapsreglene for små foretak er fulgt.

Note

Antall aksjer og aksjeeiere

Note

Antall årsverk i regnskapsåret

Virksomheten har hatt følgende antall årsverk:  
0.00

Note

Lån og sikkerhetsstillelse til ledende personer og aksjeeiere

Er det gitt lån eller sikkerhetsstillelse til ledende personer: Nei

Omløpsmidler                      Startdato      Sluttdato      Endring

Skattemessig fremf.undersk. Startdato      Sluttdato      Endring

Kortsiktig gjeld                      Startdato      Sluttdato      Endring



Skatteetaten

Vår dato  
09.12.2019

Din/Deres dato  
22.10.2019

Saksbehandler  
Joakim Engebretsen

800 80 000  
Skatteetaten.no

Din/Deres referanse

Telefon  
92251412

Org.nr  
974761076

Vår referanse  
2019/6651507

Postadresse  
Postboks 9200 Grønland  
0134 OSLO

U.off. offl. § 13, sctfv. § 3-1

STOREBRAND ASA  
Postboks 500  
1327 LYSAKER

## Dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk

Vi viser til Storebrands søknad om dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på vegne av følgende alternative investeringsfond:

Storebrand International Private Equity IV Limited, org.nr. 987 414 057  
Storebrand International Private Equity V Limited, org.nr. 988 210 277  
Storebrand International Private Equity VI Limited, org.nr 989 573 128  
Storebrand International Private Equity VII Limited, org.nr 890 743 862  
Storebrand International Private Equity VIII Limited, org.nr 992 696 931  
Storebrand International Private Equity IX Limited, org.nr 994 065 742  
Storebrand International Private Equity X Limited, org.nr 995 551438  
Storebrand International Private Equity XI Limited, org.nr 996 700 828  
Storebrand International Private Equity XII Limited, org.nr 998 333 679  
Storebrand International Private Equity 13 Limited, org.nr 911 917 831  
Storebrand International Private Equity 14 Limited, org.nr 994 281 151  
Storebrand International Private Equity 15 Limited, org.nr 986 313 737  
Storebrand International Private Equity 16 Limited, org.nr 916 788 223  
Storebrand International Private Equity 17 Limited, org.nr 988 210 684  
Storebrand International Private Equity 18 Limited, org.nr 920 329 152  
Storebrand International Private Equity 19 Limited, org.nr 989 871 862  
Storebrand Emerging Private Equity Markets 2006 Limited, org.nr 989 974 971  
Storebrand Emerging Private Equity Markets 2007 Limited, org.nr 990 743 606  
Storebrand Norwegian Private Equity 2006 Limited, org.nr 989 974 874  
Storebrand Norwegian Private Equity 2007 Limited, org.nr 991 186 433  
Storebrand Norwegian Private Equity III Limited, org.nr 996 096 939

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering selskapene nevnt ovenfor dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen forutsetter at engelsk språk benyttes i stedet ved utarbeidelsen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.



Kopi av dette brevet må sendes Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Det påligger den regnskapspliktige å dokumentere ved dette brev at tillatelsen er gitt.

## Bakgrunn

Fra søknaden siteres:

Storebrand har etablert en rekke selskaper som alternative investeringsfond på Caymen Island. Oversikt over de aktuelle selskapene følger av vedlegg. Samtlige foretak er skattepliktige til Norge og således også regnskapspliktige til Norge, jf regnskapsloven § 2-1 nr. 13. Det følger av regnskapsloven § 3-4 første ledd at årsregnskapet og årsberetningen skal utarbeides og leveres på norsk. Skattedirektoratet via delegasjon fra Finansdepartementet kan imidlertid gjøre unntak fra dette språkkravet.

Myndighetene på Caymen Island krever at selskapene avleverer regnskap på engelsk. Storebrand Asset Management AS som forvalter av de aktuelle selskapene utarbeider derfor årlig regnskap både på norsk og engelsk. Dette oppleves som både uforholdsmessig tid- og kostnadskrevende. Investorene i de aktuelle selskapene er delvis norske og delvis utenlandske. Felles for dem alle er imidlertid at de er institusjonelle og profesjonelle investorer som ikke vil ha problemer knyttet til å få tilgjengeliggjort selskapsregnskapene utelukkende på engelsk.

Det er truffet styrevedtak i samtlige selskaper om at det er ønskelig å begrense utarbeidelsen av regnskapene til engelsk. Kopi av protokoll fra felles styremøte fra de relevante selskapene følger vedlagt.

På bakgrunn av dette søkes det om tillatelse til å utarbeide årsregnskap og årsberetning på engelsk for selskapene som fremkommer i vedlegget til denne søknaden.

## Skattekontorets vurdering

Etter regnskapsloven § 3-4 tredje ledd skal *”årsregnskapet og årsberetningen ... være på norsk. Departementet kan ved ... enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk.”*

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap mv., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon.



Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til *“informative regnskaper for ulike grupper av regnskapsbrukere”*. Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte, kunder og lokalsamfunnet.

Det er etter skattekontorets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I dette tilfellet er det opplyst at investorene i fondene er delvis norske og delvis utenlandske og at alle er profesjonelle investorer som behersker engelsk. Fondene er etablert på Cayman Island. Myndighetene der krever at selskapene leverer regnskap på engelsk. Skattekontoret finner at disse forholdene samlet tilsier at dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk kan gis.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Roar Thorbjørnsen  
Underdirektør  
Innsats, storbedrift  
Skatteetaten

Joakim Engebretsen

*Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.*



To the General Meeting of Storebrand International Private Equity XII Limited

## Independent Auditor's Report

### Opinion

We have audited the financial statements of Storebrand International Private Equity XII Limited (the Company), which comprise the balance sheet as at 31 December 2022, the Profit and Loss for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and its financial performance for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Other Information

The Board of Directors (management) is responsible for the other information accompanying the financial statements. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information accompanying the financial statements.

In connection with our audit of the financial statements, our responsibility is to read the other information. The purpose is to consider if there is material inconsistency between the other information and the financial statements or our knowledge obtained in the audit, or whether the other information appears to be materially misstated. We are required to report if there is a material misstatement in the other information. We have nothing to report in this regard.

### Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, 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.

PricewaterhouseCoopers AS, Dronning Eufemias gate 71, Postboks 748 Sentrum, NO-0106 Oslo  
T: 02316, org. no.: 987 009 713 MVA, [www.pwc.no](http://www.pwc.no)  
Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

#### **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 will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisjonsberetninger>

Oslo, 29 June 2023

**PricewaterhouseCoopers AS**

Thomas Steffensen  
State Authorised Public Accountant  
(This document is signed electronically)



 Securely signed with Brevio

Revisjonsberetning

**Signers:**

<b>Name</b>	<b>Method</b>	<b>Date</b>
Steffensen, Thomas	BANKID	2023-06-29 14:08

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of the document.



# Storebrand International Private Equity XII Limited

Cayman Islands Exempted Limited Company (Regulated Mutual Fund)

*Financial Statements and Independent Auditor's Report  
For the year ended December 31, 2022*



## Report of the Board of Directors

Storebrand International Private Equity XII Limited

Storebrand International Private Equity XII Limited ("SIPE XII" or the "Fund") was incorporated in 2012 as a Cayman Islands exempted company (regulated mutual fund) with the purpose of investing in private equity funds. SIPE XII is also registered at the Central Coordinating Register for Legal Entities in Norway (Enhetsregisteret), with the shares of the Fund kept at the Norwegian Registry of Securities (Verdipapirsentralen).

### Financial information

SIPE XII ended the period with a loss of NOK 90 million.

### Financial risk

The risk connected to the Fund's investment portfolio is associated with the progress of the underlying portfolio companies, as well as the progress of the private equity market and the stock market in general. The Fund does not hedge this risk exposure. Investments are made in foreign currencies. The Fund does not hedge currency exposure. The underlying private equity funds are exposed to the risk of being unable to dispose of their investments at attractive prices. The investments of the Fund as well as the investment portfolios for each of the underlying funds will consist of investments for which no public market exists. Liquidity will stem from realizations of investments in portfolio companies made by the underlying funds.

### Investment portfolio

The Fund has committed approx. NOK 1,067 million to nine private equity funds, making investments within growth and buyout capital, as well as debt instruments, globally. Share class returns are summarized in the table below.

### Returns

Class	2022	Since inception*
Class B-0	-12.2 %	16.4 %
Class B-1	-12.0 %	17.2 %
Class B-2	-11.9 %	17.1 %
Class B-3	-11.7 %	17.5 %
Class B-4	-11.5 %	17.7 %
Class B-5	-11.9 %	17.3 %
Sum	-11.6 %	17.5 %

\*IRR

SIPE XII's cash flows invested in MSCI World Net (NOK) would have given a return of 14.1 % p.a.

since inception. The return since inception is satisfactory so far.

### Shareholder information

The Fund's 22 investors have committed NOK 782.7 million to SIPE XII, of which 80 % is paid in at yearend 2022. According to the Offering Memorandum, SIPE XII cannot call new capital from the shareholders after yearend 2018.

### Operations

The Fund has no employees. The Fund has a management agreement with Storebrand Asset Management AS (the "Investment Manager"), an investment management company within the Storebrand Group based at Lysaker.

The board members are three men and one woman, and the investment committee of the Investment Manager consist of six men. The Board of Directors are conscious of the society expectations of efforts to promote gender equality within the business and the board.

The board members have not received any remuneration from the Fund.

### Environment

SIPE XII as such has no own employees, and the Board is not aware of any aspects of the Fund's activities that pollute the external environment.

### Ukraine/Russian war

2022 started with the Russian invasion of Ukraine, causing uncertainty in the market and rising inflation. The end of the year was influenced by monetary tightening by rapidly increasing interest rates. Overall, the MSCI reported a negative return of 18% and Global M&A activity declined compared to the previous year.

### Future prospects

The underlying funds of SIPE XII are in the realization phase, and an increasing positive cash flow to investors is expected in the coming years. The net return for the Fund is clearly positive so far, and the Board expects a good net return for investors over the lifetime of the fund.

### Allocation of the profit for the period

The accounts have been prepared under continued operating assumption. The Board proposes to allocate the loss for the period of NOK 90 million to retained earnings.

Lysaker, June 29, 2023

Storebrand International Private Equity XII Limited

Per Gunnar Taalesen  
Director

Dagfin Norum  
Director

Anne-Kristine Baltzersen  
Director

Bård Bringedal  
Director



Profit and Loss		Storebrand International Private Equity XII Limited	
For the year ended December 31, 2022			
All numbers in NOK	Note	2022	2021
<b>Portfolio gains and losses</b>			
Interest income		383,578	505,929
Dividends		102,733,288	152,926,800
Net realized gains (losses) from securities		-344,531	-950,350
Net change in unrealized gains (losses) on securities		-193,418,849	139,165,170
<b>Net portfolio gains</b>		<b>-90,646,515</b>	<b>291,647,549</b>
<b>Operating income and expenses</b>			
Management fee	3, 10	-1,770,115	-1,966,791
Performance fee	3	5,085,481	-14,048,062
Other expenses	4	-21,842,325	-23,411,993
<b>Operating result</b>		<b>-18,526,960</b>	<b>-39,426,846</b>
<b>Profit (loss)</b>			
Profit before tax		-109,173,475	252,220,703
Tax	5	19,069,240	1,898,576
<b>Profit for the year</b>		<b>-90,104,235</b>	<b>254,119,279</b>
<b>Allocation of profit for the year</b>			
Allocated to retained earnings	6	-90,104,235	254,119,279
<b>Total allocated</b>		<b>-90,104,235</b>	<b>254,119,279</b>

Notes are an integral part of these financial statements

Numbers may not add up due to rounding



## Balance Sheet Storebrand International Private Equity XII Limited

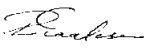
As at December 31, 2022

All numbers in NOK

	Note	31.12.2022	31.12.2021
<b>Assets</b>			
Investments in private equity funds	7	690,454,623	895,504,414
Prepaid expenses		0	139,045
Accrued income		2,439	2,425
Cash		30,191,611	57,700,351
<b>Total assets</b>		<b>720,648,672</b>	<b>953,346,235</b>
<b>Contributed equity</b>			
Par value		142,252	168,245
Share premium reserve		-238,399,399	-110,175,392
<b>Total contributed equity</b>		<b>-238,257,146</b>	<b>-110,007,147</b>
<b>Retained earnings</b>			
Retained earnings		916,005,352	1,006,109,587
<b>Total Retained earnings</b>		<b>916,005,352</b>	<b>1,006,109,587</b>
<b>Total equity</b>	6, 8	<b>677,748,206</b>	<b>896,102,440</b>
<b>Liabilities</b>			
Income tax payable	5	6,416,711	8,852,550
Other liabilities		36,483,755	48,391,245
<b>Total liabilities</b>		<b>42,900,466</b>	<b>57,243,795</b>
<b>Total equity and liabilities</b>		<b>720,648,672</b>	<b>953,346,235</b>
<b>Remaining Commitment to Underlying Private Equity Funds</b>		<b>99,262,801</b>	<b>96,178,799</b>

Notes are an integral part of these financial statements  
Numbers may not add up due to rounding

Lysaker, June 29, 2023

  
Per Gunnar Taalesen  
Director

  
Dagfin Norum  
Director

  
Anne-Kristine Baltzersen  
Director

  
Bård Bringedal  
Director



## Investment Manager's Comment\*

Storebrand International Private Equity XII Limited ("SIPE XII" or the "Fund") had its first closing on May 11, 2012 and its second closing on June 29, 2012. The Fund received commitments from 22 Norwegian and Swedish investors of NOK 782.7 million, with 80 percent contributed as of December 31, 2022. According to the Offering Memorandum, SIPE XII cannot call new capital after year-end 2018. Since inception the Fund has returned NOK 1.370 million to the investors by way of redeeming shares on a pro rata basis.

SIPE XII has committed approx. NOK 1,067 million to nine international private equity funds, of which six are organized as limited partnerships and three as a limited company. As of December 31, 2022, SIPE XII has paid in approx. 91 percent of committed capital. The underlying funds have made investments in 209 companies, of which 107 are fully or partially realized.

At year-end the net internal rate of return stands at 17.5 percent p.a. for the investors on an aggregated level, corresponding to a total profit of NOK 1.295 million. The internal rate of return for 2022 was -11.6 percent for the Fund as a whole.

## Return per share class (internal rate of return p.a.)\*

Share class	2022	Since inception
Storebrand International Private Equity XII Limited - class B-0	-12.2 %	16.4 %
Storebrand International Private Equity XII Limited - class B-1	-12.0 %	17.2 %
Storebrand International Private Equity XII Limited - class B-2	-11.9 %	17.1 %
Storebrand International Private Equity XII Limited - class B-3	-11.7 %	17.5 %
Storebrand International Private Equity XII Limited - class B-4	-11.5 %	17.7 %
Storebrand International Private Equity XII Limited - class B-5	-11.9 %	17.3 %
Aggregated for all share classes	-11.6 %	17.5 %

\* Unaudited

## Notes to Financial Statements

## Storebrand International Private Equity XII Limited

For the year ended December 31, 2022

All numbers in NOK

### NOTE 1 – ACCOUNTING PRINCIPLES

#### General accounting principles

Storebrand International Private Equity XII Limited ("SIPE XII" or the "Fund") is a Cayman Islands exempted limited company, incorporated on April 24, 2012. SIPE XII is a Regulated Mutual Fund according to the Cayman Islands Mutual Funds Law. The principal place of business for the Fund is Norway, and the financial statements have been prepared in accordance with the Norwegian accounting law and accounting principles generally accepted in Norway (Norwegian GAAP) and in accordance with the specific rules for Norwegian mutual funds. The Fund is not registered in Norway as a Norwegian mutual fund. Estimates and judgements are continually evaluated on the basis of historical experience and anticipated future events. In the future, actual experience may deviate from these accounting estimates, but the estimates are based on best judgement at the time the accounts are produced. The estimates and assumptions that have a significant risk of causing a material adjustment to the balance sheet values of assets and liabilities are discussed below.

#### Market value

The financial statements are based on the value of the investments at year-end. The Fund values investments in private investment funds at the net asset values of the underlying investee funds. Investments held by these underlying funds are valued at prices which approximate fair value. The fair value of certain investments in the underlying funds, which include private placements and other securities for which fair values are not readily available, are determined in good faith by the respective underlying fund and its administrator, typically in accordance with either *International Financial Reporting Standard 13 Fair Value Measurement* or *Accounting Standards Codification 820 Fair Value Measurement*, all of which are subject to a third party annual audit. The underlying funds and their administrators have used their best estimates in determining the fair value of investments. The estimated fair values may differ from the values that would have been used had a ready market existed for these investments. Net asset valuations are provided monthly or quarterly by these funds.



## Notes to Financial Statements

## Storebrand International Private Equity XII Limited

For the year ended December 31, 2022

All numbers in NOK

(NOTE 1 cont.)

### Liquidity

In accordance with the terms of the OM, the Fund's commitment to portfolio funds will exceed committed capital from investors by up to 110%. The portfolio funds will normally deploy its capital to portfolio investments over the course of 3-5 years with an expected holding period of around 4 years. Some of the capital that is distributed to the fund from early realisations may be redeployed to finance later investments. Portfolio funds will normally not call 100% of committed capital over the course of the lifetime of the fund. In addition, the Fund has a drawing facility that may be utilised to bridge short term liquidity needs. Over time the experience is that the Fund will call around 80% of committed capital from the investors.

### Foreign exchange

Assets and liabilities denominated in foreign currencies are not hedged against currency fluctuations. Monetary items and investments in underlying funds are translated at the exchange rate at the balance sheet date. Any other balance sheet items are recorded at the exchange rate prevailing at the acquisition date.

### Cash and equivalents

Cash and equivalents consist only of bank accounts.

### Net realized gains/(losses) from securities

Net realized gains/losses from securities consist of gain/losses related to investments that are sold or closed including FX-gain/losses.

### Taxes

There are no income, profit and capital gains taxes in effect in the Cayman Islands on the basis of present legislation. The Fund has received an undertaking from the Cayman Islands Government exempting it from all taxes for a period of 20 years from the date of the incorporation. In the opinion of the Investment Manager, the Fund will be subject to taxation in Norway and treated as a Norwegian mutual fund. In September 2019, the Norwegian Supreme Court concluded that a Storebrand fund similar to the Fund is a mutual fund according to the Norwegian Tax Act (see Note 5 – Tax). Hence, the financial statements are based on the assumption that the Fund is subject to taxation in Norway as a mutual fund ("verdi papirfond"), in line with Investment Manager's view. Deferred tax assets is not recognized in the balance sheet.

### Transaction costs

Any transaction cost will be included in the cost value of the respective investment.

### Dividends

According to its Articles of Association, the Fund cannot pay dividends.

## NOTE 2 - FINANCIAL MARKET RISK

The balance sheet of SIPE XII reflects the Fund's market value at the end of the year as measured in NOK. SIPE XII is a fund-of-funds investing in a portfolio of private equity funds making active investments in companies through venture capital or buyout capital. An investment in the Fund carries substantial risks. The risks inherent to an investment in private equity funds are of a nature and degree not typically encountered in investments in securities of companies listed on major securities markets worldwide. There can be no assurance that the Fund's investment objective will be achieved and investment results may vary substantially over time.

However, Storebrand Asset Management AS (the "Investment Manager") and the directors of the Fund will endeavour to monitor risks through the selection of the Fund's investments based on a due diligence procedure. The underlying private equity funds are exposed to the risk of being unable to dispose of their investments at attractive prices. The investments of the Fund as well as the investment portfolios for each of the underlying funds will consist of investments for which no public market exists. Liquidity will stem from realizations of portfolio companies made by the underlying funds.

The Fund will invest in a mix of currencies and will not be hedged against currency fluctuations measured in NOK.

The underlying funds invest primarily in growth companies or mature companies. With the funds being fully invested, except for follow on investments in the current portfolio, one can expect substantial realizations for the years to come.



## Notes to Financial Statements

## Storebrand International Private Equity XII Limited

For the year ended December 31, 2022

All numbers in NOK

### NOTE 3 - FEE STRUCTURE

#### Management fee

SIPE XII will pay to the Investment Manager a management fee yearly in advance on the committed amount in each of the share classes up to 1,25 percent p.a., during the first five years after April 24, 2012. After the first five years, the management fee will be reduced each year by 0,10 percent.

#### Performance fee

A performance fee to the Investment Manager will apply if and when the Fund has redeemed and paid out all paid-in capital to a shareholder, including a 5 percent p.a. preferred return on such capital, and no further subscriptions will be made in the Fund by the shareholder. The performance fee will from then on amount to a 5/95 fraction of all future paid out capital through redemptions to such shareholder. The performance fee will be paid at the same time as the redemptions.

However, the Fund accrues performance fees that would have been payable, if SIPE XII realised and paid out the proceeds on the date of these financial statements. Any changes in the accrued performance fee will be reflected in the Profit and Loss accounts on an ongoing basis.

#### Commitment fee

A compensation will be made for the commitment Storebrand Livsforsikring AS ("SBL") has to subscribe for redeemable shares according to clause 3.3.2, in the Offering Memorandum. An annual commitment fee in advance will apply in the amount of 0,1 percent p.a. of the sum of net asset value for issued shares (except to SBL) plus outstanding commitments at future subsequent offerings for same shareholders.

#### Subscription and redemption fees

The directors may engage distributors for the Fund that may charge a subscription fee of up to 3 percent on subscribed amounts. No redemption fees will apply. A fixed transaction fee will be charged from the share register account operator for all share transactions.

#### Management fees in the underlying funds

The underlying funds will typically charge a yearly management fee of 0.75 – 2 percent of committed capital and also a performance fee of typically 20 percent of net profits, often after a preferred return to the investors.

#### Organizational expenses

The Fund will compensate the Investment Manager with an arrangement fee of 0,25 percent of committed capital for all internal and external expenses such as all legal costs, incurred in connection with the organization of the Fund and the offer and sale of the shares, as described in the Offering Memorandum (article 3.3.7).

### NOTE 4 - OTHER EXPENSES

	2022	2020
Audit fee	-169,053	-138,688
Tax advice Deloitte (including technical assistance with tax returns)	-567,198	-563,500
Management fees paid at the underlying funds level	-3,530,380	-1,858,648
Other cost paid at the underlying funds level	-1,846,645	-303,324
Carried interest paid at the underlying funds level	-15,298,953	-20,126,738
Commitment fee	-123,328	-110,815
Other expenses	-306,769	-310,280
<b>Sum of other expenses</b>	<b>-21,842,325</b>	<b>-23,411,993</b>

PricewaterhouseCoopers are appointed as external auditors. All amounts include VAT.



## Notes to Financial Statements Storebrand International Private Equity XII Limited

For the year ended December 31, 2022

All numbers in NOK

### NOTE 5 - TAX

	2022	2021
Profit (loss) before tax	-109,173,475	252,220,703
Reversal of accounting loss (profit)	-42,756,550	-104,028,935
Reversal of change in accounting value	193,103,543	-139,712,203
Changes in accrued performance fee	-11,835,480	5,309,749
Share of taxable profit (loss) from Limited Partnerships	-357,751	26,403,116
Other non-deductible cost (income)	12,565	46,433
3 % of taxable dividend	102,356	0
<b>Taxable profit (loss)</b>	<b>29,095,209</b>	<b>40,238,862</b>

#### Basis for payable tax

Taxable profit (loss)	29,095,209	40,238,862
<b>Sum</b>	<b>29,095,209</b>	<b>40,238,862</b>

#### Specification of income tax expense:

Current income tax payable	-6,400,945	-8,852,549
Withholding tax	-705,805	-1,457,327
Adjustments related to prior years tax	26,175,990	12,208,451
<b>Tax on profit</b>	<b>19,069,240</b>	<b>1,898,576</b>

#### Specification of current income tax payable:

This year's payable income tax expense	-6,400,945	-8,852,549
Adjustments related to prior years tax	-15,766	-1
<b>Current income tax payable in the balance sheet</b>	<b>-6,416,711</b>	<b>-8,852,550</b>

Tax rate	22 %	22 %
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Specification of temporary differences	2022		2021	
	Asset	Liability	Asset	Liability
Loss carried forward	0	0	0	0
Accrued performance fee	36,001,258	0	47,836,737	0
<b>Total</b>	<b>36,001,258</b>	<b>0</b>	<b>47,836,737</b>	<b>0</b>
<b>Net temporary differences</b>	<b>36,001,258</b>	<b>0</b>	<b>47,836,737</b>	<b>0</b>
Tax rate	22 %		22 %	
<b>Net deferred tax asset/liability</b>	<b>7,920,277</b>	<b>0</b>	<b>10,524,082</b>	<b>0</b>
<b>Deferred tax assets not recognized</b>	<b>7,920,277</b>		<b>10,524,082</b>	



## Notes to Financial Statements

## Storebrand International Private Equity XII Limited

For the year ended December 31, 2022

All numbers in NOK

### NOTE 6 - EQUITY

Number of shares	Share class			
	B-0	B-1	B-2	B-3
Number of shares at 31.12.2021	757,743	10,566,832	13,849,973	37,257,612
Redemptions	-117,080	-1,632,540	-2,139,790	-5,756,000
<b>Number of shares at 31.12.2022</b>	<b>640,663</b>	<b>8,934,292</b>	<b>11,710,183</b>	<b>31,501,612</b>

Number of shares	Share class		
	B-4	B-5	SUM
Number of shares at 31.12.2021	94,783,440	11,029,326	168,244,926
Redemptions	-14,643,220	-1,704,030	-25,992,660
<b>Number of shares at 31.12.2022</b>	<b>80,140,220</b>	<b>9,325,296</b>	<b>142,252,266</b>

Change in equity	2022	2021
Equity at 01.01	896,102,440	808,244,847
Redemptions	-128,249,999	-166,261,686
Profit	-90,104,235	254,119,279
<b>Equity at 31.12</b>	<b>677,748,206</b>	<b>896,102,440</b>

Number of shareholders at 31.12	22	22
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### NOTE 7 - PRIVATE EQUITY FUNDS PORTFOLIO

FUNDS	FUND CURRENCY	% OF PORTF.	COMMITTED CAPITAL	REMAINING COMMITMENT	NOK		
					COST VALUE	MARKET VALUE	UNREALIZED GAIN / LOSS
Advent International GPE VII	EUR	6 %	153,114,574	8,989,043	50,475,698	43,953,075	-6,522,623
Apollo Overseas Partners VIII	USD	8 %	107,566,683	14,437,506	49,413,897	52,412,699	2,998,802
Arsenal Capital Partners III	USD	4 %	142,478,135	23,911,597	37,503,719	27,309,770	-10,193,949
Cerberus Institutional Overseas V	USD	9 %	91,930,305	5,281,377	0	60,168,036	60,168,036
FountainVest China Gr. Capital	USD	4 %	99,990,661	17,159,723	24,361,452	29,000,487	4,639,035
KKR 2006 Fund	USD	0 %	63,453,607	2,649,259	7,420,156	728,462	-6,691,694
KKR Asian Fund II	USD	10 %	123,933,335		94,999,552	67,856,308	-27,143,244
Silver Lake Partners IV	USD	44 %	159,100,520	5,796,447	110,188,357	303,727,805	193,539,448
Triton Fund IV	EUR	15 %	125,574,948	21,037,848	83,721,100	105,297,980	21,576,880
<b>TOTAL INVESTMENTS</b>		<b>100 %</b>	<b>1,067,142,767</b>	<b>99,262,801</b>	<b>458,083,931</b>	<b>690,454,622</b>	<b>232,370,691</b>

Numbers may not add up due to rounding



## Notes to Financial Statements

## Storebrand International Private Equity XII Limited

For the year ended December 31, 2022

All numbers in NOK

### NOTE 8 - SHARE CLASSES

Depending on the size of the shareholder's commitment, a shareholder may own shares of six classes, B-0, B-1, B-2, B-3, B-4 and B-5. Net asset value per share is calculated by dividing the Fund's net asset value per class by the number of outstanding shares in each class.

	Share class			
	B-0	B-1	B-2	B-3
Committed capital	< MNOK 10	MNOK 10-25 >	MNOK 25-100	>MNOK 100
Management fee (per year)	0.62 %	0.50 %	0.35 %	0.25 %
Par value	0.001	0.001	0.001	0.001
Net asset value per share at 31.12.2022 *)	4.199	4.238	4.461	4.812
Committed capital	3,300,000	45,000,000	62,000,000	175,000,000
Remaining commitment at 31.12.2022	0	0	0	0

	Share class			Sum
	B-4	B-5		
Committed capital				
Management fee (per year)	0.10 %	0.50 %		
Par value	0.001	0.001		
Net asset value per share at 31.12.2022 *)	4.915	4.645		
Committed capital	446,400,000	51,000,000	782,700,000	
Remaining commitment at 31.12.2022	0	0	0	

According to the Offering Memorandum the board of directors hold the right to redeem shares in the Fund pro-rata among the shareholders when the liquidity situation in the Fund allows such redemptions at the discretion of the Board of Directors. Redemptions will be effected at the net asset value as of the close of the last business day of the preceding calendar quarter.

Each shareholder (except for Storebrand Livsforsikring AS and Storebrand employees) also holds the right to redeem at all times all their Shares at 75% of net asset value (with possible adjustments as further described in in the Offering Memorandum) as of the close of the last business day of the preceding quarter for receiving notice of such redemption. Further the board of directors hold the right to redeem at all times all the shares held by a shareholder that does not comply with the subscription agreement in a subsequent offering. Such redemption will take place at 75% of the net asset value (with possible adjustments) that will apply at such subsequent offering.

\*) the NAV per share as disclosed in the FS is calculated as at September 30, 2022.

### NOTE 9 - SHARES OWNED BY THE FUND'S DIRECTORS AND RELATED PARTIES

Investor	Share class	# of Shares	
		31.12.2022	31.12.2021
Storebrand Livsforsikring AS	B-4	79,708,847	94,273,246
SPP Livförsäkring AB	B-3	22,500,806	26,612,171
Euroben	B-2	6,905,490	8,167,322
Thomas Wold (Director)*	B-4	67,293	79,589
Jørgen Stevenbø (Director)*	B-4	2,876	3,401
Total		109,185,313	129,135,731

\* Via Jetfrig AS



## Notes to Financial Statements

## Storebrand International Private Equity XII Limited

For the year ended December 31, 2022

All numbers in NOK

### NOTE 10 - RELATED PARTY TRANSACTIONS

The Fund has a management agreement with the Investment Manager, a company within the Storebrand Group based at Lysaker. The management agreement provides for the payment of a management fee to the Investment Manager as described in Note 3. In addition, the Investment Manager receives an annual fee for preparation of financial and tax reports.

	<b>2022</b>
Mangement fee	1,770,115
Performance fee	(5,085,481)
Accounting fee	93,750

As described in Note 3, SBL, a life insurance company within the Storebrand Group based at Lysaker, received a total commitment fee. SBL has committed NOK 444 million to SIPE XII (share class B-4).

	<b>2022</b>
Commitment fee	123,328
Redemption from the fund (Class B-4)	73,606,924

SPP Livförsäkring AB has committed NOK 125 million to SIPE XII (shareclass B-3).

	<b>2022</b>
Redemption from the fund (Class B-3)	1,720,906

Euroben, a subsidiary of SPP has committed NOK 37 million to SIPE XII (shareclass B-2).

	<b>2022</b>
Redemption from the fund (Class B-2)	5,813,845



Report of Independent Auditors Storebrand International Private Equity XII Limited



### Independent auditor's report

To the Board of Directors of Storebrand International Private Equity XII Limited

#### Our opinion

In our opinion, the financial statements give a true and fair view of the financial position of Storebrand International Private Equity XII Limited (the Fund) as at December 31, 2022, and of its financial performance for the year then ended in accordance with accounting principles generally accepted in Norway.

#### What we have audited

The Fund's financial statements comprise:

- the balance sheet as at December 31, 2022;
- the profit and loss for the year then ended; and
- the notes to the financial statements, which include significant accounting policies and other explanatory information.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

We are independent of the Fund in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

#### Other information

Management is responsible for the other information. The other information comprises the Annual Report (but does not include the financial statements and our auditor's report thereon).

Our opinion on the financial statements does not cover the other information 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 other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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### Independent auditor's report (continued)

To the Board of Directors of Storebrand International Private Equity XII Limited

#### Responsibilities of management for the financial statements

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with accounting principles generally accepted in Norway, 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 Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund 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 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 in accordance with ISAs, we exercise professional judgment and maintain professional skepticism 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 Fund'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 and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund'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 Fund to cease to continue as a going concern.



**Independent auditor's report (continued)**

**To the Board of Directors of Storebrand International Private Equity XII Limited**

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

**Other matter**

This report, including the opinion, has been prepared for and only for the Fund in accordance with the terms of our engagement letter, for the purpose of filing with the Cayman Islands Monetary Authority, and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

June 29, 2023