

# VENDEP CAPITAL FUND IV KY

## DISCLOSURES TO PROSPECTIVE INVESTORS IN ACCORDANCE WITH AIFMD ARTICLE 23 AND EUVECA REGULATION ARTICLE 13

MARCH 2025

This document (together with the documents attached or referred to herein) sets forth certain information that is required to be disclosed to prospective investors of Vendep Capital Fund IV Ky (the “**Fund**”) pursuant to (i) Article 23 of the EU Alternative Investment Fund Managers Directive (2011/61/EU; the “**AIFMD**”), (ii) the Finnish Act on Alternative Investment Fund Managers 162/2014 and the Decree of the Ministry of Finance 1040/2021 (which implements the requirements of Article 23(1) and Article 23(2) of the AIFMD), (iii) Article 13 of the Regulation of the European Parliament and of the Council on European venture capital funds (345/2013; the “**EuVECA Regulation**”), (iv) Article 14 of the EU Securities Financing Transaction Regulation (2015/2365/EU; the “**SFTR**”), (v) Articles 6 and 8 of the Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (“**SFDR**”) and (vi) Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment (the “**EU Taxonomy**”). In respect of the SFDR, please see in particular the Disclosures Pursuant to Articles 6 And 8 of the SFDR attached hereto as **Annex I**.

The alternative investment fund manager (“**AIFM**”) of the Fund is Vendep Capital Oy.

This document is supplemental to and should be read in conjunction with the fund agreement relating to the Fund (the “**Fund Agreement**” or “**FA**”). All information set forth herein is confidential. Any investment in the Fund will be subject to the final terms of the agreements governing the Fund. In the case of any discrepancy, the final and more detailed terms of the Fund Agreement will have priority over the information set forth below.

# 1 DISCLOSURES PURSUANT TO ART. 23 OF THE AIFMD AND ART. 13 OF THE EUVECA REGULATION

#	REF.		DESCRIPTION	INFORMATION / EXPLANATION
	(Subparagraph of the AIFMD Art. 23 (1))	(Subparagraph of EuVECA-Regulation Art. 13 (1))	(Requirement set forth in AIFMD Article 23(1); "AIF" referring to the Fund and "AIFM" to Vendep Capital Oy as the alternative investment fund manager of the Fund)	(Unless otherwise indicated, references are made to the Fund Agreement ("FA") which each investor will be provided with and which should be reviewed for more details)
1.	(a)	(c) and (d)	Description of the investment strategy and objectives of the AIF.	<p>The Fund will make, manage and dispose of equity and equity-related investments in unlisted early stage companies engaged primarily in software business.</p> <p>The investment strategy is presented in more detail in FA 4.1. The investment strategy will be in compliance with the requirements of the EuVECA Regulation.</p>
			<p>Information on where any master AIF is established and where the underlying funds are established if the AIF is a fund of funds.</p> <p>Description of any other "qualifying venture capital funds" (as defined in the EuVECA Regulation) in which the AIF intends to invest.</p>	Not applicable, the Fund is not a fund of funds or a feeder fund (and accordingly is not intended to invest in any other qualifying venture capital fund).
			<p>A description of the types of assets in which the AIF may invest.</p> <p>Types of "qualifying portfolio undertakings" (as defined in the EuVECA Regulation) in which the AIF intends to invest and the non-qualifying investments which the AIF intends to make.</p>	<p>See section 1 above.</p> <p>Investments are generally intended to meet the requirements of "qualifying investments" under the EuVECA Regulation (being certain types of instruments originally issued by "qualifying portfolio undertakings").</p> <p>Types of "qualifying portfolio undertakings" are not restricted (but investments are otherwise subject to the restrictions set out in the FA, particularly section 4.1 thereof).</p>
			A description of the techniques it may employ, all associated risks and the risk profile of the AIF.	<p>As presented in section 1 above, the Fund will invest in unlisted early stage companies engaged primarily in software business. The techniques are described in FA 4.1.</p> <p>The risks and investment considerations related to the Fund are described in the adherence agreement delivered to all investors.</p>

#20103459v9

			<p>A description of any applicable investment restrictions.</p>	<p>Please see the investment restrictions set forth in FA 4.1.3, including</p> <ul style="list-style-type: none"> <li>- the maximum amount to be invested in a target company;</li> <li>- restriction on investments in other funds; and</li> <li>- restrictions on publicly listed securities.</li> </ul> <p>The Fund has an investment period that commences on the commencement date (which date is the later of (i) the total commitments reaching at least EUR 50 million and (ii) the day on which the investment period of Vendep Capital Fund III Ky terminates). Such investment period ends on the 4<sup>th</sup> anniversary of the commencement date, subject to a one-year extension or earlier termination in certain circumstances. After the end of the investment period the Fund shall make no further investments other than follow-on investments and investments which were pending before the end of the investment period (see FA 4.2 for further details).</p> <p>FA 4.3 sets out restrictions concerning re-investing proceeds received from investments.</p> <p>The investment restrictions are further described in FA 4.1 and schedule 4.1.2 to the FA.</p>
			<p>A description of the circumstances in which the AIF may use leverage, the types and sources of leverage permitted and the associated risks, any restrictions on the use of leverage and any collateral and asset reuse arrangements, and the maximum level of leverage which the manager of the AIF (the “AIFM”) are entitled to employ on behalf of the AIF.</p>	<p>The Fund shall not borrow money in order to leverage its investment activities.</p> <p>The Fund shall be allowed to borrow money in certain limited circumstances described in FA 3.3.</p>
2.	(b)	(j)	<p>A description of the procedures by which the AIF may change its investment strategy or investment policy, or both.</p>	<p>An amendment to the investment strategy requires an amendment of the FA, which may be made by the written consent of the general partner and by the consent of 75% of the investors. Certain deviations from investment restrictions (FA 4.1.3) may be made with the consent of the advisory board. As to changes to the EuVECA regulation, see FA 4.1.2.</p>
3.	(c)		<p>A description of the main legal implications of the contractual relationship entered into for the purpose of investment, including information on jurisdiction, on the applicable law and on the existence or not of any legal instruments providing for the recognition and enforcement of judgments in the territory where the AIF is established.</p>	<p>Investors investing in the Fund will become limited partners in a Finnish partnership (<i>kommandiittiyhtiö</i> in Finnish), i.e., the Fund. An investor's interest in the Fund will accordingly be an interest of a limited partner in a Finnish limited partnership. A Finnish partnership is a legal entity but subject to such tax rules that are often described as “tax transparent”. The public records available at the Finnish trade register will show the identities of all partners of a Finnish limited partnership (together with the euro amounts of their capital contributions).</p> <p>Each investor will have a capital commitment that will be drawn to the Fund in instalments (FA 3.1).</p> <p>The liability of the investors has been limited to their commitments. However, the investors may have liabilities arising from the FA or the Finnish Partnerships Act (389/1988) to return assets already received from the Fund back to the Fund or for the benefit of creditors of the Fund (see FA 7.3). Such obligations may also apply after the dissolution of the Fund. In addition distributed amounts may be redrawn as provided in FA 4.3. Further, an investor</p>

				<p>admitted to the Fund after its “first closing” will be required to pay (in addition to its commitment) an additional amount as set out in FA 3.2.</p> <p>A failure to comply with a capital call may result in the investor being subject to significant harmful consequences (see FA 12.1).</p> <p>An investor may assign its interest in the Fund only with the permission of the general partner of the Fund (see FA 9.2) and is not entitled to request the redemption of its interest in the Fund (see also item 8 below). Accordingly, an investment in the Fund is illiquid and investors may have to remain as limited partners of the Fund for the entire term of the Fund. However, in certain circumstances an investor may be expelled from the Fund (see FA 10.5).</p> <p>The investors of the Fund are subject to a confidentiality obligation (see FA 12.2).</p> <p>The Fund and the FA are governed by Finnish law. Any disputes concerning the Fund are resolved in arbitration (see FA 12.9). Finland has ratified the Convention on the Recognition and Enforcement of Foreign Arbitral Awards, adopted on 10 June 1958 and also known as the New York Convention that applies to the recognition and enforcement of foreign arbitral awards. The prerequisites and procedure for the recognition and enforcement of arbitral awards have been embedded in the Finnish Arbitration Act (967/1992).</p>
4.	(d)	(a) and (i)	<p>Information on the identity of the AIFM, the AIF's depositary, auditor and any other service providers and a description of their duties and the investors' rights.</p> <p>The business support services and the other support activities provided by the AIFM or arranged through third parties in order to facilitate the development, growth or in some other respect the ongoing operations of the investee companies, or, where these services or activities are not provided, an explanation of that fact.</p>	<p>(A) The AIFM of the Fund is Vendep Capital Oy (a Finnish limited liability company, business ID 2725296-1). Its tasks consist of i.a. portfolio management and substantially all of the functions of the general partner under the FA are intended to be delegated to Vendep Capital Oy as the AIFM of the Fund (see FA 5.6). Vendep Capital Oy is only a registered (but not fully licensed) alternative investment fund manager.</p> <p>(B) The requirement concerning a depositary is not applicable as Vendep Capital Oy is not an authorized AIFM.</p> <p>(C) Ernst &amp; Young (Toni Halonen as the responsible auditor) audits the Fund.</p>
5.	(e)	(b)	<p>A description of how the AIFM is complying with the requirements of Article 9(7)<sup>1</sup>.</p> <p>The amount of own funds available to the AIFM for maintaining the adequate human and technical resources necessary for the proper management of the AIF.</p>	<p>Not applicable, as Vendep Capital Oy is not an authorized AIFM.</p> <p>The own funds of Vendep Capital Oy currently amount to EUR 632,937.92 (as at 30 September 2024). Vendep Capital Oy is intended to cover its operational expenses from the management fees received or to be received from the Fund and other managed funds (and as the case may be, other funds established in the future). These management fees will be sufficient to ensure the continuity of operations of Vendep Capital Oy. As Vendep Capital Oy is currently operating other funds in materially same manner (and by the same personnel) as</p>

<sup>1</sup> Article 9(7) provides for requirements to cover professional liability risks.

				the Fund will be operated, Vendep Capital Oy has adequate resources as an EuVECA manager of the Fund.
6.	(f)	(a)	<p>A description of any delegated management function by the AIFM and of any safe-keeping function delegated by the depositary, the identification of the delegate and any conflicts of interest that may arise from such delegations.</p> <p>The identity of any other service providers contracted by the AIFM in relation to its management of the AIF, and a description of their duties.</p>	<p>Not applicable, as Vendep Capital Oy is not an authorized AIFM (and it is not intended to outsource its activities as an AIFM).</p> <p>The Fund does not have a depositary as the requirement to appoint a depositary does not apply to Vendep Capital Oy.</p>
7.	(g)	(e)	A description of the AIF's valuation procedure and of the pricing methodology for valuing assets including the methods used in valuing hard-to-value assets in accordance with AIFMD Article 19 (and for the valuation of "qualifying portfolio undertakings")..	<p>The Fund will report to the investors on a quarterly basis, such reports containing information i.a. on valuation of the assets. The valuation of the Fund will be made in accordance with guidelines issued or endorsed by Invest Europe (see FA 11.2).</p> <p>The Fund will also comply with reporting requirements derived from EuVECA regulation. See FA 11.</p>
8.	(h)		A description of the AIF's liquidity risk management, including the redemption rights both in normal and in exceptional circumstances, and the existing redemption arrangements with investors.	<p>As the Fund does not generally redeem partnership interests from its investors, generally speaking there should be no liquidity risk related thereto (see section 13 below). The Fund Agreement allows the general partner to draw down amounts and/or withhold distributions that would otherwise be made in order to create reserves for anticipated expenses etc. (see FA 4.3.3 and 8.2).</p> <p>An investor is not entitled to demand for redemption of interest from the Fund in any situation save for, as the case may be, situations based on compulsory legislation (there are however some circumstances where an investor may be forced to withdraw from the Fund through the redemption of its interest in the Fund at a valuation and on terms specified in the FA; see FA 10.5).</p> <p>The default of an investor will, unless remedied with interest, entitle the general partner to apply certain remedies, including charging default interest, forced sale of the partnership interest of such partner and forfeiture of certain financial rights (see FA 12.1).</p>
9.	(i)	(f) and (g)	A description of all fees, charges and expenses and of the maximum amounts thereof which are directly or indirectly borne by investors.	<p>The general partner of the Fund shall be entitled to charge a management fee from the Fund quarterly. The management fee shall be determined as described in more detail in FA 6.2.</p> <p>Other expenses of the Fund are described in FA 6.1 and 6.3.</p> <p>The maximum amount of the management fee during the investment period depends on the amount of the total commitments. The maximum amount of the management fee after the</p>

				<p>investment period cannot be determined in advance (depends on the invested capital). The maximum amount of expenses cannot be determined in advance.</p> <p>The general partner will also be entitled to a certain share of the distributions of the Fund (at maximum of 20% of the cumulative profits) (see FA 8).</p>
10.	(j)		A description of how the AIFM ensures a fair treatment of investors and, whenever an investor obtains preferential treatment or the right to obtain preferential treatment, a description of that preferential treatment, the type of investors who obtain such preferential treatment and, where relevant, their legal or economic links with the AIF or AIFM.	Subject to certain exceptions, if any specific agreement with an investor grants the investor terms that are more favorable than those set out in the Fund Agreement, then such terms shall be offered to all investors that have a commitment equaling or exceeding the commitment of the investor to whom such terms have been offered to (see FA 12.3).
11.	(k)		The latest annual report as referred to in AIFMD Article 22.	As Vendep Capital Oy is not an authorized AIFM, Chapter 11 of the AIFM Act does not apply. Furthermore, as long as the first financial period of the Fund has not ended, there is no annual report available.
12.	(l)		Information on the procedure and conditions for the issue and sale of units or shares.	<p>An investor subscribes for interests in the Fund by executing an adherence agreement through which the investor adheres (if the general partner accepts such adherence) to the FA and the partnership agreement of the Fund, thereby becoming a limited partner of the Fund. The Fund is offered privately by Vendep Capital Oy to selected investors only. Vendep Capital Oy does not use any third party agents in the marketing of the Fund.</p> <p>The minimum investment requirement will be as set forth in the FA being EUR 500,000 (provided that the general partner shall be entitled to agree on a lesser amount, however in any case not lesser than EUR 100,000).</p> <p>Any approval of subscriptions will be subject to the completion of appropriate "know your client" due diligence in relation to each investor.</p>
13.	(m)		The latest net asset value of the AIF or the latest market price of the unit or share of the AIF.	<p>As Vendep Capital Oy is not an authorized AIFM, valuation requirements of the AIFM Act do not apply to it. Furthermore, as long as the Fund has not commenced its investment activities or drawn any capital from its investors, there is no net asset value.</p> <p>Furthermore, it should be acknowledged that the Fund does not offer the investors the right to redeem their interests, and that it will make investments that are hard to value and realize, and accordingly the final value of the investments of the Fund will only be known after the realization thereof (which cannot be guaranteed).</p>

				The investors will be provided with quarterly reports containing information on e.g. distributions, investments and their valuations, costs, and capital account of the partners (see FA 11.2). These reports will be made available also to each prospective investor before making an investment in the Fund.
14.	(n)	(h)	Where available, information on the historical performance of the AIF.	See section 13 above.
15.	(o)		Information on the identity of the prime broker and a description of any material arrangements of the AIF with its prime brokers and the way the conflicts of interest in relation thereto are managed and the provision in the contract with the depositary on the possibility of transfer and reuse of AIF assets, and information about any transfer of liability to the prime broker that may exist.	The Fund has not and is not expected to have any prime broker or a depositary. As Vendep Capital Oy is not an authorized AIFM, the requirements do not apply.
16.	(p)		A description of how and when the information required in paragraphs 4 and 5 of the AIFMD Art. 23 will be disclosed. <sup>2</sup>	The investors shall receive quarterly reports (within 45 days from the end of each quarter) and financial statements are made annually (see FA 11.1 and 11.2). Reporting (and valuations) will be prepared in accordance with the EuVECA Regulation and follow reporting guidelines endorsed by Invest Europe from time to time. The information required in paragraphs 4 and 5 of the AIFMD Art. 23 will be delivered as a part of the reports or separately.

<sup>2</sup> Paragraphs 4 and 5 of the AIFMD Article 23 read as follows:

4. AIFMs shall, for each of the EU AIFs that they manage and for each of the AIFs that they market in the Union, periodically disclose to investors:

- (a) the percentage of the AIF's assets which are subject to special arrangements arising from their illiquid nature;
- (b) any new arrangements for managing the liquidity of the AIF;
- (c) the current risk profile of the AIF and the risk management systems employed by the AIFM to manage those risks.

5. AIFMs managing EU AIFs employing leverage or marketing in the Union AIFs employing leverage shall, for each such AIF disclose, on a regular basis: [cont.]

- (a) any changes to the maximum level of leverage which the AIFM may employ on behalf of the AIF as well as any right of the reuse of collateral or any guarantee granted under the leveraging arrangement;
- (b) the total amount of leverage employed by that AIF.

## 2 DISCLOSURES PURSUANT TO ARTICLES 6 AND 8 OF THE SFDR

#	REF.	DISCLOSURE REQUIREMENT	INFORMATION / EXPLANATION
		("AIF" or "financial product" refers to the Fund)	(Unless otherwise indicated, references are made to the to the Fund Agreement)
1.	SFDR Article 4(1)(b) & 7(2)	Statement that the financial market participant does not consider the adverse impacts of investment decisions on sustainability factors and the reasons therefor.	<p>The AIFM does not currently explicitly consider the "adverse impacts of investments decisions on sustainability factors".</p> <p>This decision is due to the regulatory framework still being unclear and the complexity of reliably obtaining all necessary data from the minority investments in unlisted early-stage companies we manage.</p> <p>Our approach to ESG and sustainability is tailored to each portfolio company's specific circumstances. We actively participate in the governance of these companies, gaining insights through board positions and conducting annual ESG evaluations. This hands-on involvement allows us to understand and influence each company's unique ESG opportunities and risks effectively.</p> <p>We are closely monitoring developments in regulatory standards concerning the measurement, consideration, and reporting of adverse impacts on sustainability factors. We plan to reconsider our approach as soon as more detailed regulations become available, ensuring compliance and enhancing our contribution to sustainability and responsible investment practices.</p>
2.	SFDR Art. 6(1)(a)	The manner in which sustainability risks <sup>3</sup> are integrated into the investment decisions of the AIF.	<p>The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities.</p> <p>Vendep Capital's mission is to invest and support the development of its portfolio companies to build long-term value and generate superior returns for its investors. To accomplish its mission, Vendep Capital embraces its responsibility, not only to its investors and portfolio companies, but also to stakeholders in the environment and communities in which it and its portfolio companies operate. We believe that attention to ESG matters is a prerequisite for long-term value creation. Vendep Capital always aims to invest responsibly and take into consideration sustainability risks/opportunities as it executes the Fund's investment strategy.</p> <p>In the Fund's investment strategy, the Fund acts as a responsible owner promoting appropriate environmental, labour &amp; human rights and ethical standards in the Fund's portfolio companies. This is achieved through following Vendep Capital's</p>

<sup>3</sup> Pursuant to the SFDR, "sustainability risk" means an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investment.



			Responsible Investment Governance policy. When assessing potential investments, Vendep Capital considers sustainability issues such as environment, labour & human rights and ethical issues, as part of the due diligence.
3.	SFDR Art. 6(1)(b)	The results of the assessment of the likely impacts of sustainability risks on the returns of the AIF.	<p>Vendep Capital is aware that sustainability risks, if occurred, would lead to a negative impact in the value of the investment.</p> <p>From the perspective of an early-stage software (B2B SaaS) fund, the impact of sustainability risks on the returns of our funds is closely tied to the nature and strategic importance of sustainability in the technology sector.</p> <p>In B2B SaaS and in cloud business software in general, sustainability risks primarily manifest through energy consumption, data center efficiency, and regulatory compliance regarding environmental standards. Neglecting these risks can lead to higher operational costs, potential legal liabilities, and damage to brand reputation, which can adversely impact the growth and valuation of our portfolio companies.</p> <p>However, companies that proactively address sustainability risks by optimizing energy use, adopting green technologies, and adhering to stringent environmental regulations often position themselves as leaders in the market. This can result in stronger customer loyalty, lower operational risks, and access to new markets driven by the increasing demand for sustainable solutions. In turn, these factors can enhance company valuations and deliver better long-term returns for our fund.</p> <p>Although we don't systematically integrate sustainability risk management across all investments, we recognize its importance when relevant. Effective management protects our investments and positions our portfolio companies for success in a sustainability-conscious market, making it a strategic lever to potentially enhance returns in the B2B cloud business software sector</p>
4.	SFDR Art. 8(1) (and Art. 6 of the regulation 852/2020)	Information on how environmental and/or social characteristics promoted by the AIF, among other characteristics, are met.	The Fund promotes social characteristics as described below in more detail in <b>Annex I</b> hereto.

### 3 DISCLOSURES ON CERTAIN LOCAL FACILITIES AVAILABLE TO NON-PROFESSIONAL INVESTORS

DISCLOSURE REQUIREMENT	INFORMATION / EXPLANATION
<p>1. Processing of investors' subscription, payment, repurchase and redemption orders relating to the units or shares in the AIF.</p>	<p>Interests in the Fund are subscribed by delivering to the general partner of the Fund a signed adherence agreement. All subscriptions are subject to the approval of the general partner of the Fund.</p> <p>Payments to the Fund will be made to the bank account in the name of the Fund pursuant to a drawdown notice issued by the general partner.</p> <p>Payments to the investors (distributions) will be made to the bank account notified by the relevant investor to the general partner (in its adherence agreement or otherwise thereafter).</p> <p>An investor is not entitled to demand for redemption or repurchase of its interest from the Fund in any situation (save for, as the case may be, situations based on compulsory legislation).</p>
<p>2. A description on how orders referred to in item 1 can be made and how repurchase and redemption proceeds are paid.</p>	<p>Subscriptions shall be made as instructed in the beginning of the adherence agreement unless otherwise instructed by the general partner.</p> <p>Payments are processed (by issuing drawdown notices and making distributions) only by the general partner or the AIFM.</p> <p>Like noted above, interests will not be redeemed or repurchased upon the request of an investor.</p>
<p>3. Handling of information relating to the exercise of investors' rights arising from their investment in the AIF.</p>	<p>Investors have only limited rights under the FA. Certain decisions pertaining to the Fund require a resolution by a specified majority of the investors (see e.g. section 10.2 of the FA). Some of the investors will have the right to appoint a member to the Advisory Board of the Fund (see section 5.4 of the FA). Said Advisory Board will have certain functions set out in the FA, including addressing certain conflicts of interest.</p> <p>Pursuant to the FA, the general partner shall keep records of the contact information of the partners and shall upon request provide such information to any investor. The identities of the investors will be also publicly available at the Finnish Trade Register.</p>
<p>4. Making available the information and documents referred to in item 15 (arrangement relating to the depositary's liability), item 11 (annual report) and 16 (certain periodic disclosures and disclosure on leverage) and obtaining copies thereof.</p>	<p>As Vendep Capital Oy is not an authorized AIFM, there is no obligation to appoint a depositary.</p> <p>A copy of the annual report of the Fund will be provided to the investors by email within four months as from the end of its financial year.</p> <p>The quarterly reports (including certain specified periodic disclosures and disclosures on leverage) will be provided to the investors by email within 45 days from the end of each calendar quarter.</p>

5. Providing information on the facilities available to non-professional investors.	<p>The facilities available to the non-professional investors are described in these pre-contractual disclosures. These disclosures are provided by email to prospective investors. They are also downloadable for prospective investors in the data room set up for the purposes of the fundraising to the Fund.</p> <p>Vendep Capital Oy provides these facilities by itself and does not provide physical presence in any other country than Finland.</p>
6. Contact point for communicating with the Finnish Financial Supervisory Authority and the competent authorities in other EEA countries.	Juha-Pekka Arala (email: jupe@vendep.com, tel. +358 40 5649730) will act as the contact person between the Finnish Financial Supervisory Authority and other competent authorities, as needed.

#### 4 DISCLOSURES PURSUANT TO ART. 14 OF THE SFTR

REF.	DISCLOSURE REQUIREMENT	INFORMATION / EXPLANATION
SFTR Art. 14	Description of any securities financing transactions <sup>4</sup> or total return swaps which the AIFM is authorised to use.	Not applicable as the AIFM is not planning to use any such transactions.

<sup>4</sup> Pursuant to Article 3(11) of the SFTR 'securities financing transaction' or 'SFT' means (a) a repurchase transaction; (b) securities or commodities lending and securities or commodities borrowing; (c) a buy-sell back transaction or sell-buy back transaction; or (d) a margin lending transaction. Please see the SFTR for further definitions.

**ANNEX I TO THE REGULATORY DISCLOSURES OF VENDEP CAPITAL FUND IV KY**  
**DISCLOSURES PURSUANT TO ARTICLES 6 AND 8 OF THE SFDR**

**Sustainable investment** means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

**Product name:**  
Vendep Capital Fund IV Ky (the “Fund”)

**Legal entity identifier:** N/A  
not yet established

## Environmental and/or social characteristics

**Does this financial product have a sustainable investment objective?**

☒ ☒ ☐ **Yes**

☒ ☐ ☒ **No**

- ☐ It will make a minimum of **sustainable investments with an environmental objective**: \_\_%
- ☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy
- ☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
- ☐ It will make a minimum of **sustainable investments with a social objective**: \_\_%

- ☐ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of \_\_% of sustainable investments
- ☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
- ☐ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
- ☐ with a social objective
- ☒ It promotes E/S characteristics, but **will not make any sustainable investments**



**What environmental and/or social characteristics are promoted by this financial product?**

The Fund promotes the following social characteristics (through its investment and active ownership activities):

- **Diversity:** Gender and cultural diversity in leadership and recruitment within portfolio companies.
- **Employee Wellbeing:** Enhancing the welfare of employees in portfolio companies.

- **What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?**

The above social characteristics are measured by the following indicators:

**Sustainability indicators** measure how the environmental or social characteristics promoted by the financial product are attained.

- **Share of females in management teams and boards of investee companies:**
  - Number of FTE employees identifying as female.
  - Number of C-suite employees identifying as female.
  - Number of board members identifying as female.
- **Recruitment policies or guidelines in place that support diversity, and adherence to these policies in later-stage companies:**
  - Is there a diversity-enhancing recruitment policy or guidelines in place?
  - Is adherence to diversity-focused recruitment policies measured?
- **Regular employee well-being surveys conducted at least once a year:**
  - How frequently are employee well-being surveys conducted?
    - Once per year
    - Quarterly
    - More frequently
  - What is the latest eNPS (Employee Net Promoter Score)?

*The EU Taxonomy sets out a “do not significant harm” principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.*

The “do no significant harm” principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

*Any other sustainable investments must also not significantly harm any environmental or social objectives.*



**Does this financial product consider principal adverse impacts on sustainability factors?**

☐ Yes. \_\_\_\_\_

☒ No.

**Principal adverse impacts** are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.



**The investment strategy** guides investment decisions based on factors such as investment objectives and risk tolerance.

### What investment strategy does this financial product follow?

- The Fund will invest in, manage, and divest from equity, equity-related, and debt assets, predominantly in software-focused companies, especially those in their early stages.
- Initial investments will typically lead in early-stage ventures, while follow-on investments may include pro rata shares in later funding rounds (including secondary rounds).
- Through active ownership, including board membership, the Fund seeks to advance personnel diversity within portfolio companies. ESG issues, including diversity, are addressed by each company's board at least annually, and ESG performance is evaluated each year.

The investment strategy of the Fund is described in more detail in Section 4.1 of the fund agreement regarding the Fund.

- ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The AIFM's mission is to invest in and support the growth of portfolio companies to create long-term value and deliver superior returns for investors. Attention to ESG factors is essential for long-term value creation. The sustainability efforts will be integrated into the investment process and due diligence, active ownership as well as monitoring and reporting.

Before investing in a portfolio company, the AIFM conducts due diligence, including on ESG matters. The AIFM will require portfolio companies to develop a diversity-promoting recruitment policy in cooperation with the AIFM. Additionally, portfolio companies must commit to at least a regular annual employee wellbeing surveys and report key results to the board of directors.

- ***What is the policy to assess good governance practices of the investee companies?***

Good governance practices are evaluated during the due diligence process and play a role in investment decisions. The Fund promotes governance through active board involvement and annual reviews by the investment manager.

- ***What is the asset allocation planned for this financial product?***

At least 70% of the investments will be made into companies where the social characteristics described above will be promoted by the Fund. The attainment of these characteristics will be monitored using the sustainability indicators described above.

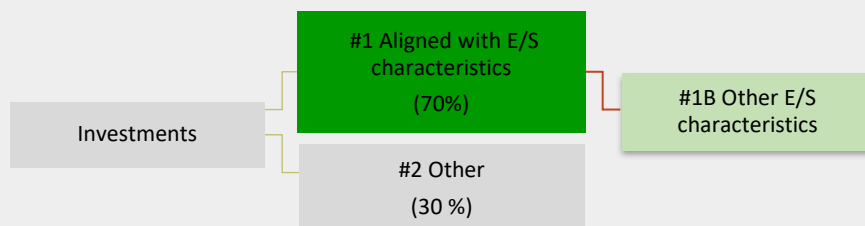
The Fund does not commit to make sustainable investments.

The Fund's planned asset allocation (in terms of environmental or social characteristics promoted by the Fund) is described in the picture below.

**Good governance** practices include sound management structures, employee relations, remuneration of staff and tax compliance



**Asset allocation** describes the share of investments in specific assets.



**#1 Aligned with E/S characteristics** includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

**#2 Other** includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.



**What investments are included under “#2 Other”, what is their purpose and are there any minimum environmental or social safeguards?**

The Fund aims to promote the selected social characteristics in most portfolio companies, but there might be individual portfolio companies, in relation to which the selected social characteristics are not deemed as relevant or where the promotion of the selected social characteristics cannot be measured on an adequate level.

However, the investment strategy of the AIFM and the Fund will be applied in relation to each portfolio company.



**Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?**

No.



**Where can I find more product specific information online?**

Further information regarding the AIFM's approach to ESG matters is available on request.