



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	831 615 222
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	VERDIS ENVIRONMENT MIDCO AS
Forretningsadresse:	c/o NordRen AS Haldenveien 321 1923 SØRUM

Regnskapsår

Årsregnskapets periode:	01.01.2023 - 31.12.2023
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Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	IFRS
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Svein Tore Aurland
Dato for fastsettelse av årsregnskapet:	25.07.2024

Grunnlag for avgivelse

År 2023: Årsregnskapet er elektronisk innlevert

År 2022: Tall er hentet fra elektronisk innlevert årsregnskap fra 2023

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, 21.08.2025



Resultatregnskap

Beløp i: EUR	Note	2023	2022
RESULTATREGNSKAP			
Kostnader			
Annen driftskostnad	4	126 000	
Sum kostnader		126 000	
Driftsresultat		-126 000	
Finansinntekter og finanskostnader			
Annen finansinntekt	5	1 028 000	
Sum finansinntekter		1 028 000	
Annen rentekostnad	5	1 161 000	
Sum finanskostnader		1 161 000	
Netto finans		-133 000	
Ordinært resultat før skattekostnad		-259 000	0
Ordinært resultat etter skattekostnad		-259 000	0
Årsresultat		-259 000	0
Andre resultatkomponenter for IFRS-foretak	9.3	-2 304 000	
Sum resultatkomponenter for IFRS-foretak		-2 304 000	
Totalresultat		-2 563 000	



Balanse

Beløp i: EUR	Note	2023	2022
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BALANSE - EIENDELER

Anleggsmidler

Immaterielle eiendeler

Finansielle anleggsmidler

Investering i datterselskap	7	67 110 000	
Lån til tilknyttet selskap og felles kontrollert virksomhet	10	113 378 000	
Utsatt skatt	8	650 000	
Sum finansielle anleggsmidler		181 138 000	

Sum anleggsmidler		181 138 000	0
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Omløpsmidler

Varer

Fordringer

Andre fordringer	10	81 000	
Konsernfordringer	10	930 000	
Sum fordringer		1 011 000	

Bankinnskudd, kontanter og lignende

Bankinnskudd, kontanter og lignende	9.1, 10	6 857 000	
Sum bankinnskudd, kontanter og lignende		6 857 000	

Sum omløpsmidler		7 868 000	0
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SUM EIENDELER		189 006 000	0
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BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital

Selskapskapital	11	3 000	
Overkurs		53 883 000	
Sum innskutt egenkapital		53 886 000	



Balanse

Beløp i: EUR	Note	2023	2022
Opptjent egenkapital			
Annen egenkapital		-2 304 000	
Udekket tap		259 000	
Sum opptjent egenkapital		-2 563 000	
Sum egenkapital		51 323 000	0
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	3	119 630 000	
Langsiktig konserngjeld	12	13 243 000	
Rente Swap	12	2 953 000	
Sum annen langsiktig gjeld		135 826 000	
Sum langsiktig gjeld		135 826 000	0
Kortsiktig gjeld			
Leverandørgjeld		1 794 000	
Annen kortsiktig gjeld		63 000	
Sum kortsiktig gjeld		1 857 000	
Sum gjeld		137 683 000	0
SUM EGENKAPITAL OG GJELD		189 006 000	0



Konsernets resultatregnskap

Beløp i: EUR	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	5	23 110 000	
Annen driftsinntekt		85 000	
Sum inntekter		23 195 000	
Kostnader			
Varekostnad	6.1	2 987 000	
Lønnskostnad	6.3	12 184 000	
Avskrivning på varige driftsmidler og immaterielle eiendeler	9, 10	3 113 000	
Annen driftskostnad	6.2, 6.4	8 568 000	
Sum kostnader		26 852 000	
Driftsresultat		-3 657 000	
Finansinntekter og finanskostnader			
Annen finansinntekt	7	9 000	
Sum finansinntekter		9 000	
Annen rentekostnad	7	3 122 000	
Kursdifferanser	7	291 000	
Sum finanskostnader		3 413 000	
Netto finans		-3 404 000	
Ordinært resultat før skattekostnad		-7 061 000	0
Skattekostnad på ordinært resultat	8	932 000	
Ordinært resultat etter skattekostnad		-7 993 000	0
Årsresultat		-7 993 000	0
Andre resultatkomponenter for IFRS-foretak		903 000	
Sum resultatkomponenter for IFRS-foretak		903 000	
Totalresultat		-7 090 000	



Konsernets balanse

Beløp i: EUR	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	9	148 571 000	
Goodwill	9	126 503 000	
Sum immaterielle eiendeler		275 074 000	
Varige driftsmidler			
Tomter, bygninger og annen fast eiendom	10	10 034 000	
Maskiner og anlegg	10	129 823 000	
Driftsløsøre, inventar, verktøy, kontormaskiner og lignende	10	14 190 000	
Sum varige driftsmidler		154 047 000	
Finansielle anleggsmidler			
Utsatt skatt	12	22 638 000	
Depositum o.l	14	738 000	
Sum finansielle anleggsmidler		23 376 000	
Sum anleggsmidler		452 497 000	0
Omløpsmidler			
Varer			
Varer		811 000	
Sum varer		811 000	
Fordringer			
Kundefordringer	13	51 075 000	
Andre fordringer	14	12 076 000	
Sum fordringer		63 151 000	
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	11.1	26 118 000	
Sum bankinnskudd, kontanter og lignende		26 118 000	
Sum omløpsmidler		90 080 000	0



Konsernets balanse

Beløp i: EUR	Note	2023	2022
SUM EIENDELER		542 577 000	0
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	15	3 000	
Overkurs		53 883 000	
Annen innskutt egenkapital		903 000	
Sum innskutt egenkapital		54 789 000	
Opptjent egenkapital			
Udekket tap		7 993 000	
Sum opptjent egenkapital		-7 993 000	
Sum egenkapital		46 796 000	0
Gjeld			
Langsiktig gjeld			
Utsatt skatt	12	52 929 000	
Sum avsetninger for forpliktelser		52 929 000	
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	3	188 772 000	
Øvrig langsiktig gjeld	17	175 802 000	
Sum annen langsiktig gjeld		364 574 000	
Sum langsiktig gjeld		417 503 000	0
Kortsiktig gjeld			
Gjeld til kredittinstitusjoner	3	21 702 000	
Leverandørgjeld		18 916 000	
Betalbar skatt		4 873 000	
Annen kortsiktig gjeld	17	32 787 000	
Sum kortsiktig gjeld		78 278 000	
Sum gjeld		495 781 000	0



Konsernets balanse

Beløp i: EUR	Note	2023	2022
SUM EGENKAPITAL OG GJELD		542 577 000	0



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Journalnummer: 2024 737179

Enheten

Organisasjonsnummer: 831 615 222
Organisasjonsform: Aksjeselskap
Foretaksnavn: CUBE III ENVIRONMENT NORD MIDCO AS
Forretningsadresse: c/o NordRen AS
Haldenveien 321
1923 SØRUM

Regnskapsår

Årsregnskapets periode: 01.01.2023 - 31.12.2023

Konsern

Morselskap i konsern: Ja
Konsernregnskap lagt ved: Ja

Regnskapsregler

Regler for små foretak benyttet: Nei
Benyttet ved utarbeidelsen av
årsregnskapet til selskapet: IFRS
Benyttet ved utarbeidelsen av
årsregnskapet til konsernet: IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Svein Tore Aurland
Dato for fastsettelse av årsregnskapet: 25.07.2024

Revisjon

Årsregnskapet er utarbeidet av ekstern
autorisert regnskapsfører: Ja
Ekstern autorisert regnskapsfører har i
løpet av regnskapsåret bistått ved den
løpende regnskapsføringen eller utført
andre tjenester for selskapet enn å
utarbeide årsregnskapet: Ja

Grunnlag for avgivelse

År 2023: Årsregnskap er elektronisk innlevert.
År 2022: Tall er hentet fra elektronisk innlevert årsregnskap fra 2023.

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, 03.09.2024

Brønnøysundregistrene
Postadresse: Postboks 900, 8910 Brønnøysund
Telefon: 75 00 75 00
E-post: firmapost@brreg.no Internett: www.brreg.no
Organisasjonsnummer: 974 760 673



Organisasjonsnr: 831 615 222
CUBE III ENVIRONMENT NORD MIDCO AS

RESULTATREGNSKAP

Beløp i: EUR	Note	2023	2022
RESULTATREGNSKAP			
Kostnader			
Annen driftskostnad	4	126 000	
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Netto finans		-133 000	
Ordinært resultat før skattekostnad		-259 000	0
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Organisasjonsnr: 831 615 222
CUBE III ENVIRONMENT NORD MIDCO AS

BALANSE

Beløp i: EUR	Note	2023	2022
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BALANSE - EIENDELER

Anleggsmidler Immaterielle eiendeler

Finansielle anleggsmidler

Investering i datterselskap	7	67 110 000	
Lån til tilknyttet selskap og felles kontrollert virksomhet	10	113 378 000	
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Omløpsmidler Varer

Fordringer

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Sum bankinnskudd, kontanter og lignende		6 857 000	

Sum omløpsmidler		7 868 000	0
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SUM EIENDELER		189 006 000	0
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BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital

Selskapskapital	11	3 000	
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Sum langsiktig gjeld		135 826 000	0
Kortsiktig gjeld			
Leverandørgjeld		1 794 000	
Annen kortsiktig gjeld		63 000	
Sum kortsiktig gjeld		1 857 000	
Sum gjeld		137 683 000	0
SUM EGENKAPITAL OG GJELD		189 006 000	0



Organisasjonsnr: 831 615 222
CUBE III ENVIRONMENT NORD MIDCO AS

KONSERNRESULTATREGNSKAP

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RESULTATREGNSKAP			
Inntekter			
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Driftsresultat		-3 657 000	
Finansinntekter og finanskostnader			
Annen finansinntekt	7	9 000	
Sum finansinntekter		9 000	
Annen rentekostnad	7	3 122 000	
Kursdifferanser	7	291 000	
Sum finanskostnader		3 413 000	
Netto finans		-3 404 000	
Ordinært resultat før skattekostnad		-7 061 000	0
Skattekostnad på ordinært resultat	8	932 000	
Ordinært resultat etter skattekostnad		-7 993 000	0
Årsresultat		-7 993 000	0
Andre resultatkomponenter for IFRS-foretak		903 000	
Sum resultatkomponenter for IFRS-foretak		903 000	
Totalresultat		-7 090 000	



Organisasjonsnr: 831 615 222
CUBE III ENVIRONMENT NORD MIDCO AS

KONSERNBALANSE

Beløp i: EUR	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter	9	148 571 000	
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Varer			
Varer		811 000	
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Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	11.1	26 118 000	
Sum bankinnskudd, kontanter og lignende		26 118 000	
Sum omløpsmidler		90 080 000	0
SUM EIENDELER		542 577 000	0
BALANSE - EGENKAPITAL OG GJELD			



Egenkapital			
Innskutt egenkapital			
Selskapskapital	15	3 000	
Overkurs		53 883 000	
Annen innskutt egenkapital		903 000	
Sum innskutt egenkapital		54 789 000	
Opptjent egenkapital			
Udekket tap		7 993 000	
Sum opptjent egenkapital		-7 993 000	
Sum egenkapital		46 796 000	0
Gjeld			
Langsiktig gjeld			
Utsatt skatt	12	52 929 000	
Sum avsetninger for forpliktelses		52 929 000	
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	3	188 772 000	
Øvrig langsiktig gjeld	17	175 802 000	
Sum annen langsiktig gjeld		364 574 000	
Sum langsiktig gjeld		417 503 000	0
Kortsiktig gjeld			
Gjeld til kredittinstitusjoner	3	21 702 000	
Leverandørgjeld		18 916 000	
Betalbar skatt		4 873 000	
Annen kortsiktig gjeld	17	32 787 000	
Sum kortsiktig gjeld		78 278 000	
Sum gjeld		495 781 000	0
SUM EGENKAPITAL OG GJELD		542 577 000	0



Organisasjonsnr: 831 615 222
CUBE III ENVIRONMENT NORD MIDCO AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note
1

Note

Antall årsverk i regnskapsåret
0.00

Sum	Beløp
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Balanseført verdi 31.12.	Varige driftsmidler	Immaterielle eiend.
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Konsernregnskap

Morselskapet sitt navn

Forretningskontor for morselskapet

Begrunnelse for at datterselskap er utelatt fra konsolideringen

Samlet beløp - tilknyttet selskap	Årets	Fjorårets
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Samlet beløp - foretak i samme konsern	Årets	Fjorårets
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Samlet beløp - foretak i samme konsern	Årets	Fjorårets
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Samlet beløp - felles kontrollert virksomhet	Årets	Fjorårets
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Pantstillelse	Beløp
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<u>Beholdning av egne aksjer</u>	<u>Antall</u>	<u>Pålydende</u>	<u>Andel av aksjek.</u>
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Organisasjonsnr: 831 615 222
CUBE III ENVIRONMENT NORD MIDCO AS

NOTEOPPLYSNINGER - KONSERN

- alle poster oppgitt i hele tall



Vår dato
30.07.2024

Din/Deres dato
12.07.2024

Saksbehandler
Lars Waalorp

800 80 000
Skatteetaten.no

Din/Deres referanse

Telefon
90833418

Org.nr
974761076

Vår referanse
2024/5335897

Postadresse
Postboks 9200 Grønland
0134 OSLO

CUBE III ENVIRONMENT NORD MIDCO AS
Att.Svein Tore Aurland
c/o NordRen AS, Postboks 84
1924 SØRUM
Norge

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk for Cube III Environment Nord MidCo AS, org.nr. 831 615 222

Vi viser til deres brev av 12. juli 2024 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap (inkl. konsernregnskap) og årsberetning på norsk for Cube III Environment Nord MidCo AS.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering Cube III Environment Nord MidCo AS dispensasjon fra kravet til å utarbeide årsregnskap (inkl. konsernregnskap) og årsberetning på norsk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen gjelder så lenge opplysningene som danner grunnlaget for vedtaket ikke endres vesentlig.

Kopi av dette brevet må sendes til Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Den regnskapspliktige må selv dokumentere ved dette brev at tillatelse er gitt.

Bakgrunn

Cube III Environment Nord MidCo AS er eid av et utenlandsk selskap og er en del av et internasjonalt konsern.

Selskapet er et holdingselskap med formål " Direkte eller indirekte, eie og forvalte aksjer og forøvrig deltakelse i datterselskaper samt alt som står i naturlig forbindelse med dette". Konsernets arbeidsspråk er engelsk, og selskapets styreleder er utenlandsk.

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 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.

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har skattekontoret lagt særlig vekt på at selskapet er direkte eid av et utenlandsk selskap og er en del av et internasjonalt konsern. Videre er det vektlagt at alle sentrale aktører og samarbeidspartnere behersker og benytter engelsk.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Lars Waaltorp
Skatteetaten

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.



Docusign Envelope ID: 292507A1-0629-4941-ACB0-6EF3E0B93141

Cube III Environment Nord Midco AS
Annual Report 2023

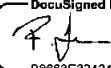
Cube III Environment Nord Midco AS

Haldenveien 321, 1923 Sørumsund

Org nr 831 615 222

Annual Report 2023

Approved at the Company's annual general meeting on 25th of July 2024.
Chair of the meeting

DocuSigned by:

B8683E3242474B0...

Freddy Jensen



Docusign Envelope ID: 292507A1-0629-4941-ACB0-6EF3E0B93141

Cube III Environment Nord Midco AS
Annual Report 2023

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Management's review

The board of directors' report for Cube III Environment MidCo AS

Operations and locations

Cube III Environment MidCo collects and sorts waste under the brand names Verdis, Nordren.

The Group includes, in addition to Cube III Environment MidCo, the following subsidiaries:

Cube III Environment BidCo AB
Verdis Nordic AS
Nordren AS
Nordren AB
Verdis OY
Verdis AB
Craft Tech Sverige AB
Verdis Holding ApS
Verdis A/S
Verdis Recycling ApS

The collection of waste takes place in Finland, Norway, Sweden and Denmark.

During the year, the group has expanded its collection activities in Finland and Denmark. In Sweden and Norway the group has maintained its market position. The prices on labor is increasing in all markets, and the costs for spare part in connection with maintenance on trucks is also increasing.

Comments related to the financial statements

The Group's revenues amounted to TEUR 23.110 in 2023. Net income in 2023 was TEUR (7.993). The Net Income was impacted by both transaction costs in relation to the acquisition of Verdis group in the Nordics. The Parents revenues amounted to TEUR 0 (nil) in 2023. The Net Income in 2023 was TEUR (259).

For the Group total cash flow from operating activities was EUR 7.541 in 2023, and the operating profit constituted EUR (3.657). The difference mainly concerns ordinary depreciation. The Group's capital investments during 2023 amounted to EUR (100.641), of which EUR (98.726) has been invested in subsidiaries. For the Parent total cash flow from operating activities was EUR (119.798) in 2023, and the operating profit constituted EUR (126). The difference mainly concerns investments and loans to the Group.

The Group's liquidity reserve as of 31.12.23 amounted to EUR 26.118. The Group's ability to self-finance investments is good. The Parent's liquidity reserve as of 31.12.23 amounted to TEUR 1.527.

The Group's short-term debt as of 31.12.2023 constituted 15 % of the Group's total debt. The Group's financial position is sound and adequate enough to settle short-term debt as of 31.12.2023 with the Group's most liquid assets. The Parents short-term debt as of 31.12.2023 constituted 1,3 % of the Parent's total debt.



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For the Group Total assets at year end amounted to EUR 542.577. The equity ratio was 9% as of 31.12.2023. For the Parent Total assets at year end amounted to EUR 189.006. The equity ratio was 27% as of 31.12.2023.

Treasury stock

Refer to note 2 for further information on changes in the holdings of treasury stock..

Future challenges

The market expectations over the next few years are stable. The markets continue to start sorting in different fractions. This can have a positive impact on the performance of The Group. The Group's operations are also affected by increased competition. New alliances and partnerships being established within the industry have contributed to increased competition. Our forecasts are subject to the normal uncertainty that characterizes considerations of future events. In the short term, the Group will focus on the impact of the rising costs and evaluate steps towards maintaining the profitability for the Group next year. The Group has established a strategy towards the year 2027, which is expected to provide a basis for continued growth and income development.

Financial risk

Overall view on objectives and strategy

The company is exposed to financial risk in different areas, especially exchange rate risk. The goal is to reduce the financial risk as much as possible. The company's current strategy does not include the use of financial instruments. This is however, continuously being assessed by the Board of Directors. In 2023 the exchange rate risk was primarily reduced by ensuring that most of the company's debt was in foreign currencies (Euro).

Market risk

The Group is exposed to exchange rate risk, especially SEK and NOK, as a substantial part of the Group's revenue is in foreign currency. The Group has not entered into derivative or other agreements to reduce the exchange rate risk and the related market risk. The Group is also exposed to changes in the interest rate, as the company debt has a floating interest rate. To mitigate the risk The Group have entered into agreements to avoid the risk of a floating interest rate.

Credit risk

The risk for losses on receivables is considered to be low, as the major part of Trade Receivables is with municipalities. The Group has not yet experienced significant losses on receivables,

Liquidity risk

The Group's liquidity is still good, but with an increased focus on overdue receivables. The credit periods for sales will not be changed.

Going concern

In accordance with the Accounting Act § 3-3a, we confirm that the financial statements have been prepared under the assumption of going concern. This assumption is based on profit forecasts for the year 2024 and the Group's long-term strategic forecasts. The Group's economic and financial position is sound.

Allocation of net income

The Board of Directors has proposed the net income of Cube III Environment Nord MidCo AS to be attributed to:



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Retained Earnings	(7.993)
Net income allocated	(7.993)

The proposal reflects the owners' desire to strengthen the equity position of the company. **The working environment and the employees**

Leave of absence due to illness totaled 189,350 hours in 2023, which equals approximately 6,3 % of the total working hours in the Group. Hence, the Group has seen positive results from the initiatives taken to reduce this kind of absence. The Group will continue its efforts to reduce the number of sick days, and has started additional initiatives such as offering gym memberships and physical therapy as well as a plan to rotate tasks between the employees.

No incidences or reporting of work related accidents resulting in significant material damage or personal injury occurred during the year.

The working environment is considered to be good, and efforts for improvements are made on an ongoing basis. During 2023, a Group climate survey was conducted. The Group's various working environment committees held regular meetings in 2023. A number of issues have been discussed in the committees, which have resulted in recommendations of improvements to the related departments.

The cooperation with employee trade unions has been constructive and contributed positively to operations.

Equal opportunities and discrimination

The Group is focused on opportunities for all genders and nationalities.

Remuneration, loans and guarantees to executives

Refer to note 6.3 for remuneration of executives. No loans or guarantees have been issued to executives.

Environmental report

Waste from production facilities, including waste considered harmful to the environment, is within regulatory limitations. The Group's operations are only limited regulated by rules on environment. A significant portion of the environmental work is concentrated on establishing systems for measuring CO2 and pollution from trucks.

Emphasis in 2023 has been placed on converting to more environmentally friendly fuel products. The Group will continue to strengthen the focus on improved environmental fuel solutions.

Insurance for board members and general manager

An insurance for board members and general manager is in place.

The company shall, in accordance with Section 5 of the Transparency Act, account for the due diligence assessments that are conducted. The report is published on the company's website.



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Management Statement

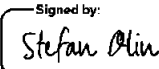
Sørums, July 25'th 2024

Signed by:


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Svein Tore Aurland

CEO (This document is signed electronically)

Signed by:


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Stefan Kenny Olin

Chairman (This document is signed electronically)



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Medlemmer av Den norske Revisorforening

INDEPENDENT AUDITOR'S REPORT

To the Annual Shareholders' Meeting of Cube III Environment Nord Midco AS

Opinion

We have audited the financial statements of Cube III Environment Nord Midco AS (the Company), which comprise the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries (the Group). The financial statements of the Company and the Group comprise the balance sheet as at 31 December 2023, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion the financial statements comply with applicable legal requirements and give a true and fair view of the financial position of the Company and the Group as at 31 December 2023 and their financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

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 and the Group in accordance with the requirements of the 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

Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. Management (the board of directors and the general manager) is responsible for the other information. 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, and, in doing so, consider whether the board of directors' report contains the information required by legal requirements and 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 or that the information required by legal requirements is not included, we are required to report that fact.

We have nothing to report in this regard, and in our opinion, the board of directors' report is consistent with the financial statements and contains the information required by applicable legal requirements.

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 IFRS Accounting Standards as adopted by the EU, 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.

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In preparing the financial statements, management is responsible for assessing the Company's and the Group'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 Company or the Group, 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 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 Company's and the Group'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 Company's and the Group'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 Company and the Group to cease to continue as a going concern.
- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the board of directors 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.

Independent auditor's report - Cube Iii Environment Nord Midco AS 2023

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Other circumstances

The financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries (the Group) were submitted after the legal deadline for filing annual financial statements.

Oslo, 25 July 2024
ERNST & YOUNG AS

The auditor's report is signed electronically

Håvard Norstrøm
State Authorised Public Accountant (Norway)

Ernst & Young Global Limited, 25 July 2024, 14:22:11, 14:22:11

Independent auditor's report - Cube III Environment Nord Midco AS 2023

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'Med min signatur bekrefter jeg alle dataer og innholdet i dette dokument.'

Norstrøm, Håvard

Oppdragsansvarlig partner

På vegne av: Ernst & Young AS

Serienummer: no_bankid:9578-5997-4-227067

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Consolidated Financial Statements

Consolidated Income Statement

<i>(in EUR thousand)</i>	Note	For the period ended December 31, 2023
Revenue	5	23,110
Other income		85
Supplies and inventories	6.1	(2,987)
Service costs	6.2	(8,361)
Personnel costs	6.3	(12,184)
Other operating expenses	6.4	(207)
EBITDA		(544)
Amortisation and depreciation	9 - 10	(3,113)
Operating income / (loss) (EBIT)		(3,657)
Net financial expenses	7	(3,404)
Profit before income tax		(7,061)
Income taxes	8	(932)
Income / (loss) for the period		(7,993)
The income / (loss) for the period is attributable to:		
Owners of Cube III Environment Nord MidCo AS		(7,993)

As of December 31, 2023, there are no non-controlling interests within the group.

The above consolidated income statement should be read in conjunction with the accompanying notes.



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Consolidated Statement of Other Comprehensive Income

<i>(in EUR thousand)</i>	Note	For the period ended December 31, 2023
Income / (loss) for the period		(7,993)
Exchange differences on translation of foreign operations		3,207
Effective portion of the cash flow hedges, net of tax	11.3	(2,304)
Net other comprehensive income / (loss) that may be reclassified to profit or loss in subsequent periods		903
Other comprehensive income / (loss) for the period		903
Total comprehensive income / (loss) for the period		(7,090)
The total comprehensive income / (loss) for the period is attributable to:		
Owners of Cube III Environment Nord MidCo AS		(7,090)

As of December 31, 2023, there are no non-controlling interests within the group.

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.



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Consolidated Statement of Financial Position

		As of December 31,
(in EUR thousand)	Note	2023
ASSETS		
Non-current assets		
Goodwill	9	126,503
Other intangible assets	9	148,571
Property, machinery and equipment	10	154,047
Deferred tax assets	12	22,638
Other non-current assets	14	738
Total non-current assets		452,497
Current assets		
Inventories		811
Trade receivables	13	51,075
Income tax assets		602
Other current assets	14	11,474
Cash	11.1	26,118
Total current assets		90,080
Total assets		542,577
EQUITY AND LIABILITIES		
Equity		
Share capital	15	3
Share premium		53,883
Other reserves		903
Retained earnings		(7,993)
Total equity		46,796
Non-current liabilities		
Non-current borrowings	3	188,772
Deferred tax liabilities	12	52,929
Other non-current liabilities	17	175,802
Total non-current liabilities		417,503
Current liabilities		
Current borrowings	3	21,702
Trade payables		18,916
Income tax payables		4,873
Other current liabilities	17	32,787
Total current liabilities		78,278
Total liabilities		495,781
Total equity and liabilities		542,577

As of December 31, 2023, there are no non-controlling interests within the group.

Signed by:


30DF022AE8234F8...
Svein Tore Aurland

CEO (This document is signed electronically)

Signed by:


91E8B31C75F5472...
Stefan Kenny Olin

Chairman (This document is signed electronically)

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.



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Consolidated Statement of Changes in Equity

(in EUR thousand)	Note	Share Capital	Share premium	Foreign flow currency translation	Cash hedge reserve	Retained earnings	Total equity
Equity at May 1, 2023		3	-	-	-	-	3
Income / (Loss) for the year		-	-	-	-	(7,993)	(7,993)
Other comprehensive income / (Loss) for the year		-	-	3,207	(2,304)	-	903
Total Comprehensive income / (Loss) for the year		3	-	3,207	(2,304)	(7,993)	(7,090)
Capital increase	15	-	53,883	-	-	-	53,883
Equity at December 31, 2023		3	53,883	3,207	(2,304)	(7,993)	46,796

As of December 31, 2023, there are no non-controlling interests within the group.

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.



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Consolidated Cash Flow Statement

<i>(in EUR thousand)</i>	Note	For the period ended December 31, 2023
Profit / (loss) before income tax		(7,061)
Non-cash adjustments:		
Amortisation and depreciation	9-10	3,113
Net financial expenses	7	3,404
Working capital adjustments:		
Changes in inventories		19
Change in trade receivables		(4,580)
Change in trade payables		4,915
Change in other assets and liabilities		9,519
Interest paid		(1,788)
Net cash inflow from operating activities		7,541
Acquisitions of subsidiaries, net of cash acquired	4	(98,726)
Purchase of property, machinery and equipment	10	(1,893)
Purchase of intangible assets	9	(22)
Net cash outflow from investing activities		(100,641)
Proceeds from borrowings	11.2	121,322
Payment of principal portion of lease liabilities	11.2	(2,335)
Net cash flows from financing activities		118,987
Net increase in cash		25,887
Net foreign exchange difference		228
Cash and cash equivalent at the beginning of the period		3
Cash and cash equivalents at the end of the period		26,118

The above consolidated statement of cash flow should be read in conjunction with the accompanying notes.



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Notes to the Consolidated Financial Statements

1. Corporate and Group information

The annual consolidated financial statements of Cube III Environment Nord MidCo AS ("**Cube III**" or the "**Company**") and its subsidiaries (collectively, the "**Group**") for the year ended December 31, 2023, (the "**Consolidated Financial Statements**") were authorized for issue in accordance with a resolution of the Directors on July 25th 2024.

The Company is a limited liability company incorporated and domiciled in Norway. The Company's registered office address is Haldenveien 321, 1923 Sørums, Norway.

The Group, through its subsidiaries, operates in the cleaning of public roads and collection of urban waste and collection and treatment of industrial and commercial waste. The Group was established through the incorporation of Cube III and subsequent acquisition of the subsidiaries from Urbaser, S.A.U. For more information about the business combination, see Note 4 (Business combination).

The consolidated financial statements were audited by EY, who was appointed as independent auditor of the Company and its most significant subsidiaries.

2. Material accounting policy information

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards - IFRS® (hereinafter "**IFRS Accounting Standards**" or "**IFRS**") as adopted by the European Union (EU).

The Group has prepared the consolidated financial statements on the basis that it will continue to operate as a going concern.

The consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments that have been measured at fair value, where application of the fair value measurement is required.

The consolidated financial statements are presented in euros (EUR) to Group's international relations and aligned with the preferences of the Investor Cube III Co-Investment NO S.á.r.l and lenders (refer to note 11.2). All values are rounded to the nearest thousand (€000), except when otherwise indicated.

The consolidated financial statements do not provide comparative information in respect of the previous period since the Company was established on May 1, 2023, and the period ended December 31, 2023, is less than twelve months.

Defining materiality

The consolidated financial statements are a result of processing large numbers of transactions and aggregating those transactions into classes according to their nature or function. When aggregated, the transactions are presented in classes of similar items in the consolidated financial statements. If a line item is not individually material, it is aggregated with other items of a similar nature in the consolidated financial statements or in the notes. There are substantial disclosure requirements throughout IFRS.

Management provides specific disclosures required by IFRS unless the information is considered immaterial to the economic decision-making of the intended users of the consolidated financial statements or not applicable.



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2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as of December 31, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The Company controls its subsidiaries, directly or indirectly, through majority voting interests.

The consolidated financial statements of the Group include:

Entity	Country of incorporation	Office	Currency	Shareholding	Group's voting ownership share
Cube III Environment Nord Bidco AB	Sweden	Stockholm	SEK	100%	100%
Verdis Nordic AS	Norway	Sørum	NOK	100%	100%
Nordren AS	Norway	Sørum	NOK	100%	100%
Nordren AB	Sweden	Stockholm	SEK	100%	100%
Verdis OY	Finland	Helsinki	EUR	100%	100%
Verdis AB	Sweden	Stockholm	SEK	100%	100%
Craft Tech Sverige AB	Sweden	Stockholm	SEK	100%	100%
Verdis Holding ApS	Denmark	Gadstrup	DKK	100%	100%
Verdis A/S	Denmark	Gadstrup	DKK	100%	100%
Verdis Recycling ApS	Denmark	Gadstrup	DKK	100%	100%

2.3 Accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements.

a) Revenue

The Group, through its subsidiaries, earns substantially all of its revenues from providing waste collection services to local municipalities, governmental entities and private enterprises. This includes collection of waste, providing waste management services to comply with regulations and waste handling for specific types of waste.

The Group considers its contracts with customers primarily comprise performance obligations to provide services. Revenue is recognized overtime upon fulfilment of the services. As a practical expedient, the Group recognizes revenue in the amount to which it has a "right to invoice". The Group considers it appropriate considering the nature of the contracts being provision of services and that the amount the Group invoices to the customer corresponds directly with the value to the customer on the services completed to a specific date.

The Group's revenue is influenced by factors such as collection frequency, type of collection equipment furnished, type and volume or weight of the waste collected, distance to the disposal facility or material recovery facility and our disposal costs.

Contract assets relate to revenue earned for services completed at the end of the year but is not invoiced yet to customer. As such, the balances of this account vary and depend on the number of ongoing services at the end of the year. Contract liabilities include customer advances received to render services.

b) Financial income and expenses

Financial income and expenses comprise interest income from bank deposits and interest expenses from the borrowings and leases. It also includes foreign exchange rate differences related to items denominated in foreign currencies.



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c) Current and deferred tax

Current tax liabilities and receivables are recognized in the balance sheet at the amounts calculated on the taxable income for the year, adjusted for tax on taxable income for prior years and for taxes paid on account.

Deferred taxes are measured using the balance sheet liability method and comprises all temporary differences between the carrying amount and tax base of assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date.

When the computation of the tax base may be performed according to different tax rules, deferred tax is measured on the basis of Management's intended use of the asset or settlement of the liability.

d) Goodwill

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, an element of goodwill is included in the carrying amount of the disposed operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

e) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Amortisation is carried out systematically over the expected useful lives of the assets.

Customer relationships	13 – 15 years
Software	5 years
Development costs	5 years
Other intangible assets	3 years

No other Intangible assets, besides goodwill, has indefinite lives.

No impairment indicators were identified as of December 31, 2023.



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f) Property, machinery and equipment

Property, machinery and equipment comprises land and buildings, plant and machinery, fixtures and fittings, tools and equipment and tangible assets in progress and prepayments.

Property, machinery and equipment are measured at cost less accumulated depreciation and any impairment losses. Cost comprises the purchase price any costs directly attributable to the acquisition until the date on which the assets is ready for use.

The basis of depreciation is calculated considering the asset's residual value less any impairment losses. The residual value and expected useful lives of assets are determined at the date of acquisition and reassessed annually. If the depreciation period or the residual value is changed, the changes are accounted for as accounting estimates, and the effect on depreciation is recognised prospectively.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Land and buildings 5 – 10 years

Machinery 3 – 8 years

Other equipment 3 – 5 years

Gains and losses on the disposal of property, machinery and equipment are stated as the difference between the selling price and the carrying amount at the date of disposal and they are recognised in the consolidated income statement as other income or other operating expenses in the period of disposal.

The carrying amounts of property, machinery and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by depreciation. No impairment indicators were identified as of December 31, 2023.

g) Right-of-use assets

Leases is a contract or part of a contract that conveys the lessee's right of use an asset for a period of time. Right-of-use assets are initially measured as the present value of future fixed lease payments, as well as upfront payments and other initial direct costs incurred, less any lease incentives received. If, at the inception of the lease, it is reasonably certain that an extension or purchase option will be exercised, future lease payments will be included.

Right-of-use assets are depreciated using the straight-line method over the lease term.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease terms of the following leased assets:

Building 5 – 11 years

Cars 3 – 5 years

Machinery (including leased trucks) 3 – 5 years

The Group also has certain contracts with lease terms of 12 months or less and leases of low value assets. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases where the lease payments are recognized as expense on a straight-line basis over the lease term.

Right-of-use assets are tested when there is an indication of impairment.



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h) Inventories

Inventories are valued at the lower of cost or net realizable value. Net realizable value is based on the replacement costs.

i) Trade receivables

A trade receivable is recognised if an amount of consideration (e.g. invoice amount) that is unconditional is due from the customer (i.e., only the passage of time is required before payment of the consideration is due).

Trade receivables held by Group with the purpose of collecting contractual cashflows are recognized initially at fair value (i.e., invoice amount) and subsequently measured at amortized cost less allowances for lifetime expected credit losses. The Group has limited exposure to credit risk for which allowances for expected credit losses are included in other operating expenses.

j) Financial assets and liabilities

Financial assets

A financial instrument is any contract that gives rise to a financial asset in one entity and a financial liability or equity instrument in another entity.

Initial recognition and measurement

Financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attribute able to the acquisition of the financial asset.

Financial assets are subsequently measured at amortized cost.

Financial asset at amortized cost

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment testing. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

Group's financial assets at amortized cost mainly include trade and other receivables.



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Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Financial liabilities are recognized at fair value and subsequently measured at amortized cost using the effective interest rate method, while contingent consideration resulting from business combinations has been subsequently remeasured at fair value at each reporting date.

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. The Group's lease liabilities are included in borrowings.

Hedging derivatives

The Group uses derivative financial instruments for cash flow hedges, such as interest rate swap, to hedge its interest rate risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item. For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

The amounts accumulated in OCI are accounted for depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability.



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k) Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in the operating expenses.

In applying the acquisition method, the Group determines the fair value of the assets and liabilities acquired. As an exception, the Group measures existing leases of the acquired business at the present value of the lease payments as of the acquisition date as if the lease commenced on that date. Goodwill is determined as the excess of the aggregate consideration transferred and the aggregate of the fair value of the net acquisition-date amounts of the identifiable assets acquired and liabilities assumed.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

l) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Derivatives have been measured at fair value at the inception of the contract and at year end. The determination of the fair value is based on significant observable inputs (Level 2).



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m) Cash flow statement

The Group presents its cash flows from operating activities using the indirect method.

The Group has elected to classify interest received and interest paid (including interest on lease liabilities and interest arising from revenue contracts, if there is any) as cash flows from operating activities.

n) Foreign currencies

The functional currency of the Company is the Euro (EUR) and for each of the reporting entities in the Group, a functional currency is determined. The functional currency is the currency used in the primary financial environment in which the reporting entity operates. Transactions denominated in other currencies than the functional currency are foreign currency transactions. At initial recognition, foreign currency transactions are translated into the functional currency using the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables, and other monetary items denominated in foreign currencies are translated into the functional currency using the spot exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and at the date at which the receivable or payable arose or the exchange rates in the latest annual report is recognised in the income statement as financial income or financial expenses.

On consolidation, the assets and the liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into EUR at the exchange rates at the reporting date. The income statements and statement of cash flows of foreign operations are translated into EUR at average exchange rates for the period, unless such average exchange rates are unrepresentative of the exchange rates prevailing at the transaction dates, in which case the transaction date exchange rates are applied.

The translation differences for consolidation are recognized in other comprehensive income. On disposal of a foreign operation, the component other comprehensive income relating to that particular foreign operation is reclassified to profit or loss.

The following table sets forth the main exchange rates used to translate the foreign operations:

	Average (*)	At December 31,
Danish Krone	7,4556	7,4529
Swedish Krona	11,2028	11,0960
Norwegian Krone	11,5333	11,2405

(*) Average exchange rate is referred to the period from 1/12/2023 to 31/12/2023.

o) Alternative performance measures and other definitions

The Group presents certain financial measures of the Group's financial performance, financial position and cash flows that are not defined according to IFRS.

These non-IFRS financial measures may not be defined and calculated by other companies using the same method and may not be comparable.

The financial measures should not be considered as a replacement for performance measures as defined under IFRS, but rather as supplementary information.

EBITDA	Operating income/(loss) adjusted for amortisation, depreciation, impairment losses
EBIT	Operating income / (loss)



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2.4 New and amended standards and interpretations

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

New standards issued by the International Accounting Standards Board (IASB) and endorsed by the European union (EU) but not yet effective

- Amendments to IAS 1 Presentation of Financial Statements related to the classification of liabilities as current or non-current (endorsed on December 20, 2023). These amendments are effective on or after January 1, 2024.
- Amendments to IFRS 16 Leases: Lease liability in Sale and Lease back (endorsed on November 21, 2023). These amendments are effective on or after January 1, 2024.
- Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements (endorsed on May 16, 2024). These amendments are effective on or after January 1, 2024.

The Group does not expect any material impact from the adoption of these amendments.

New standards, amendments, clarifications and interpretations issued by IASB but not yet endorsed by EU

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability (issued on August 15, 2023).
- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) (issued on May 30, 2024).
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (issued on May 9, 2024).
- IFRS 18 Presentation and Disclosure in Financial Statements (issued on April 9, 2024).

The Group is yet to assess the impact of adopting these amendments and new standards.

2.5 Significant accounting estimates and judgments

In preparation of the consolidated financial statements, Management makes various accounting estimates and judgments that form the basis of presentation, recognition and measurement of the Group's assets, liabilities, income and expenses. The key accounting estimates identified are those that have a significant risk of resulting in a material adjustment to the carrying amounts of assets or liabilities within the next financial year.

The application of the Group's accounting policies may require Management to make judgments that can have a significant effect on the amounts recognized in the consolidated financial statements. Management judgment is required in particular when assessing the substance of transactions that have a complicated structure or legal form.

The accounting estimates and judgments made are based on historical experience and other factors that Management assesses to be reliable, but that, by nature, are associated with uncertainty and unpredictability and may therefore prove incomplete or incorrect, and unexpected events or circumstances may arise.

The Group is also subject to risks and uncertainties that may lead to actual results differing from these estimates, either positively or negatively.

Assumptions about the future and the estimation of uncertainties at the balance sheet date are described in the notes when there is a significant risk of changes that could result in a material adjustment to the carrying amounts of assets or liabilities within the next financial year.



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Management considers the key accounting estimates and judgements used in the preparation of the consolidated financial statements relating to the list below.

- Application of "right to invoice" practical expedient for waste collection services

The Group has determined that substantially all its contracts with customers in providing waste collection services revenue are satisfied overtime. The Group considers that its right to consideration (the invoice amount) corresponds directly with the value transferred to its customers. Majority of the Group's contracts bill customers based on the fees charged per collection and varies depends on other factors such as type of collection equipment furnished, type and volume or weight of the waste collected, distance to the disposal facility or material recovery facility and our disposal costs. The fees are subject to price adjustments to reflect the current price levels and other factors that influences pricing.

The Group determines that it can apply "right to invoice" practical expedient of IFRS 15 and recognizes revenue based on invoice amounts or its right to consideration as services are performed.

- Impairment of goodwill and non-financial assets

Goodwill and the related carrying value of assets within the CGUs are tested for impairment yearly and when indicators of impairment exist. Impairment exists when carrying value of the asset or the cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less cost to sell or value in use. The Group uses discounted cashflow model (DCF) to determine the value in use. The cash flows are derived from the budget for the next five years and does not include significant future investments that will enhance the performance of the assets of the CGU being tested. Assumptions used in the DCF include estimated revenue growth, EBITDA, working capital, CAPEX, and the discount rate applied (WACC).

In accordance with IAS 36 "Impairment of Assets," the Group is required to test goodwill for impairment on an annual basis. Due to the proximity of the acquisition date to the end of the reporting period, the Group has determined that the recoverable amount (fair value less cost to sell) of the Urbaser Group is substantially unchanged.

The Company has assessed that the period between the acquisition date (November 21, 2023) and the reporting period end (December 31, 2023) does not allow for the completion of the necessary steps to integrate Urbaser Group. Further, the business case used for the acquisition is considered unchanged at the end of the reporting period. The Company will perform the first impairment test of the goodwill from the acquisition of Urbaser Group in the next reporting period, in line with the annual testing requirement.

- Identification and fair values of acquired intangible assets

The most significant assets acquired generally comprise goodwill and customer list. No active market exists for the majority of the acquired assets and liabilities, in particular in respect of acquired intangible assets. Accordingly, Management makes estimates of the fair value of acquired assets, and liabilities. Depending on the nature of the item, the determined fair value of an item may be associated with uncertainty and possibly adjusted subsequently. The fair value of acquisition-related intangible assets acquired in business combinations is based on an evaluation of the conditions relating to the acquired portfolio and related customer relations. Measurement is based on a discounted cash flow model on key assumptions about the estimated split of the acquired and expected revenue, the related churn rates and the expected profitability of the revenue at the time of the acquisition.



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3. Financial risk management, financial assets and financial liabilities

The Group is exposed to certain market risks, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by the local finance organization in each country in the execution of necessary risk management measure.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group is primarily exposed to market risks such as changes in interest rate risks, and fluctuation of foreign exchange rates.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by entering into interest rate swap to fix the interest cash flows against the floating rates CIBOR, NIBOR and EURIBOR.

The following sensitivity demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. An increase or reduction of 10 basis points in the interest rates of the borrowings would result in increase/decrease of financial expenses of € 0.1 million.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency) and the Group's net investments in foreign subsidiaries.

The Group manages its foreign currency risk based on their cash flows at risk and as needed. Currently, the foreign currency risk exposure is limited since the majority of their revenue and expenditures are based on domestic transactions and the respective subsidiary's functional currency.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables), including deposits with banks and financial institutions, and other financial assets.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management.

Credit risk from trade receivables is considered limited as most of receivables arises from contracts with local municipalities and governmental entities where the Group considers default risk as very low.

The carrying values of trade receivables and other amortized cost financial assets represents the maximum credit exposure.

Credit risk from balances with banks and financial institutions is managed by each business unit. The Group's bank deposits are held in financial institution with high credit rating (over [BBB+]) and therefore the Group considers default risk as very low.



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Liquidity risk

The Group monitors its risk of a shortage of funds using a liquidity planning tool. The Group's objective is to maintain a balance between continuity of funding and flexibility through entering into financing facilities when necessary. The Group has access to a sufficient variety of sources of funding and debt to carry out its operations.

The table below summarises the maturity profile of the Groups financial liabilities based on contractual undiscounted payments:

	Within 12 months	From 1 to 5 years	More than 5 years	Carrying amount
<i>(in EUR thousand)</i>				
2023				
Financial liabilities				
Loans and borrowings	37,808	105,735	156,262	210,474
<i>Lease liabilities*</i>	27,759	65,540	16,535	90,845
<i>Bank borrowings*</i>	10,049	40,195	139,727	119,629
Trade payables	18,916	-	-	18,916
Total	56,724	105,735	156,262	229,390

* The contractual undiscounted payments include the interest payments portion of the lease liabilities and bank borrowings.



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4. Business combinations

Acquisition of Urbaser Group

Background

On November 21, 2023, the Group acquired the entire issued capital of Urbaser Nordic AS ("Urbaser") a non-listed entity controlling a group of entities operating in Norway, Sweden, Finland and Denmark (altogether "Urbaser Group"), operates in providing waste collection services to local municipalities, governmental entities and private enterprises (the "Acquisition"). The Group acquired Urbaser to bolster its growth in the Nordic waste collection industry, enhance operational efficiency, and further the use of green technologies within its fleet. The investment is intended to capitalize on favourable market conditions and regulatory support for sustainable waste management in the region. Additionally, Cube plans to leverage its expertise and resources to expand Urbaser Nordic's services, including into the Danish waste treatment sector, while facilitating the sharing of best practices across its European portfolio.

There are no material non-controlling interests in the acquisition.

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Urbaser Group as of the date of acquisition were:

<i>(in EUR thousand)</i>	FV recognised on acquisition
Description	
Intangible assets	147,566
Property, machinery and equipment	152,992
Deferred tax assets	22,114
Other current and non-current assets	22,525
Inventories	812
Trade receivables	46,006
Cash	21,551
Loans and borrowings	(91,381)
Deferred tax liabilities	(52,631)
Trade payables	(13,858)
Other current and non-current liabilities	(90,917)
Total identifiable net assets fair value	164,779
Goodwill arising on acquisition	125,239
Purchase consideration transferred	290,018
Purchase consideration	
Cash paid	120,277
Cube III Environment Co-Investment NO S.å.r.l payment of behalf of the acquirer	169,741
Total consideration	290,018
Analysis of cash flows on acquisition:	
Consideration paid	120,277
Net cash acquired with the subsidiary (included in cash flows from investing activities)	(21,551)
Net cash flow on acquisition	98,726

The net assets recognised in as of December 31, 2023, are based on a provisional assessment of their fair values. The provisional goodwill which mainly reflects to future customer contracts and workforce has been allocated to one single cash generating unit encompassing all the companies within the markets of Denmark, Sweden, Finland and Norway.



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Consideration

The fair value of the consideration for the acquisition of Urbaser amounted to € 290,018 thousand. As part of the purchase agreement the consideration includes cash consideration and payment carried out by the Cube III Environment Co-Investment NO S.å.r.l payment amounting to € 169,741.

Separately recognized transactions

The Company recognized transaction costs amounting to €3,062 thousand, included in "Consultant and IT expenses" (Note 6.2).

Revenue and results of the acquired entities and the combined entity

From the date of the Acquisition, Urbaser contributed €23,110 thousand and €(2,308) thousand to the revenue and profit or (loss) of the Group, respectively.

5. Revenue

5.1 Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue:

Types of services

<i>(in EUR thousand)</i>	2023
Waste collection and handling	21,814
Rental income	156
Other services	1,140
Total	23,110

Geographical markets

<i>(in EUR thousand)</i>	2023
Denmark	9,610
Norway	4,090
Sweden	4,557
Finland	4,853
Total	23,110

5.2 Contract balances

Set out below is the breakdown of the Group's revenue contract balances:

<i>(in EUR thousand)</i>	2023
Contract balances	
Trade receivables	51,075
Contract assets	2,781
Contract liabilities	1,098
Total	54,954

Contract assets relate to revenue earned from ongoing services. As such, the balances of this account vary and depend on the number of ongoing services at the end of the period.

Contract liabilities include advances received advances received to render services.



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6. Operating expenses

6.1 Supplies and inventories

Set out below is the breakdown of the Group's supplies and inventories:

<i>(in EUR thousand)</i>	2023
Supplies and inventories	
Purchase of supplies and inventories	2,934
Change in inventories	53
Total	2,987

6.2 Service costs

Set out below is the breakdown of the Group's services costs:

<i>(in EUR thousand)</i>	2023
Service costs	
Consultant and IT expenses	3,614
Maintenance and repairs	2,762
Subcontracting services	991
Insurance costs	294
Utilities	76
Other service costs	624
Total	8,361

Consultant and IT expenses include transactions cost incurred in the context of the business combination. For further details, refer to Note 4.

6.3 Personnel costs

Set out below is the breakdown of the Group's personnel costs:

<i>(in EUR thousand)</i>	2023
Personnel costs	
Wages and salaries	9,294
Pensions and social security costs	1,742
Other personnel costs	1,148
Total	12,184

Average number of full time-employees:	1,973
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Remuneration to the management team

The Board determines the principles applicable to the Group's policy for compensation to the management team. The Board is directly responsible for determining the CEO's salary and other benefits. The Group's management team includes the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") of the Company, and the respective CEO of operating companies in Denmark, Sweden, Norway and Finland.

Bonus

The CEOs of the operating companies in Denmark, Sweden, Norway and Finland are entitled to a performance-based bonus, based on the Group's financial performance and achievement of KPIs.



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Pension

All members of the management team are part of the defined contribution pension scheme, refer to "Defined contributions plans" below for further information.

<i>(in EUR thousand)</i>	Base salary	Bonus	Pension	Total remuneration
Management team	66	609	8	683
<i>Of which that of CEO amounts to</i>	283	381	5	669

Remuneration to the Board of Directors

Remuneration for the members of the Board is determined by the Annual General Meeting (AGM).

(in EUR thousand) **2023**

Remuneration to the Board of Directors **5**

None of the Directors hold an indirect share investment in the Group as of December 31, 2023.

Defined contribution plans

The entities within the Group have a defined contribution pension plan for its employees which satisfies the statutory requirements law for each entity. The contributions are made to pension plans for full-time employees and once the contribution have been paid, there are no further payment obligations for the Group. The pension premium is expensed when it accrues. The period's net pension cost is classified as wages and personnel costs.

6.4 Other operating expenses

Set out below is the breakdown of the Group's other operating expenses:

<i>(in EUR thousand)</i>	2023
Other operating expenses	
Other taxes	96
Bad debt allowance	2
Other operating expenses	109
Total	207



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7. Net financial expenses

Set out below is the breakdown of the Group's financial income and expenses:

<i>(in EUR thousand)</i>	2023
Net financial expenses	
Interest expenses	3,122
<i>of which:</i>	
Interest expenses on long-term financing	2,495
Interest on lease liabilities	627
Foreign exchange rate differences	291
Other financial income	(9)
Total	3,404

8. Income taxes

Set out below is the breakdown of the Group's income taxes:

<i>(in EUR thousand)</i>	2023
Income taxes	
Current tax for the year	976
Change in deferred tax for the year	(14)
Prior year adjustment	(30)
Total	932

<i>(in EUR thousand)</i>	2023
Reconciliation of tax rate	
Tax based on Norwegian tax rate	(1,553)
Deviation in tax in foreign companies in relation to Norwegian tax rate	24
Other, including adjustments regarding previous years	(30)
Tax effect of permanent and other differences	2,491
Effective tax rate	13%
Income taxes	932



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9. Goodwill and other intangible assets

Set out below is the breakdown and movements of the Group's goodwill and other intangible assets:

<i>(in EUR thousand)</i>	Goodwill	Software	Customer list	Development costs	Other intangible assets	Total
Cost at May 1, 2023	-	-	-	-	-	-
Additions from acquisitions	125,239	21	147,200	277	68	272,805
Additions	-	-	-	22	-	22
Currency translation	1,264	-	1,747	-	-	3,011
Cost at December 31, 2023	126,503	21	148,947	299	68	275,838
Accumulated amortisation at May 1, 2023	-	-	-	-	-	-
Amortisation	-	(2)	(740)	(15)	(3)	(760)
Currency translation	-	-	(4)	-	-	(4)
Amortisation at December 31, 2023	-	(2)	(744)	(15)	(3)	(764)
Carrying amount at December 31, 2023	126,503	19	148,203	284	65	275,074

As of December 31, 2023, goodwill amounted to €126,503 thousand.

For the companies acquired in the Acquisition, the table above includes only the purchases and disposals of goodwill and other intangible assets starting from the acquisition date.

As of December 31, 2023, goodwill amounted to €126,503 thousand and it has been allocated to one single CGU encompassing all the companies within the Group.

In accordance with IAS 36 "Impairment of Assets," the Group is required to test goodwill for impairment on an annual basis. Due to the proximity of the acquisition date to the end of the reporting period, the Group has determined that the recoverable amount (fair value less cost to sell) of the Urbaser Group is substantially unchanged.

The Company has assessed that the period between the acquisition date (November 21, 2023) and the reporting period end (December 31, 2023) does not allow for the completion of the necessary steps to integrate Urbaser Group. Further, the business case used for the acquisition is considered unchanged at the end of the reporting period. The Company will perform the first impairment test of the goodwill from the acquisition of Urbaser Group in the next reporting period, in line with the annual testing requirement.



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10. Property, machinery and equipment

Set out below is the breakdown and movements of the Group's property, machinery and equipment:

<i>(in EUR thousand)</i>	Land and buildings	Machinery	Other equipment	Total
Cost at May 1, 2023	-	-	-	-
Additions from acquisitions	10,138	128,867	13,987	152,992
Additions	-	1,700	193	1,893
Disposals	-	(136)	-	(136)
Currency translation	90	1,299	140	1,529
Cost at December 31, 2023	10,228	131,730	14,320	156,278
Accumulated depreciation at May 1, 2023	-	-	-	-
Disposals	-	136	-	136
Depreciation	(193)	(2,031)	(129)	(2,353)
Currency translation	(1)	(12)	(1)	(14)
Depreciation at December 31, 2023	(194)	(1,907)	(130)	(2,231)
Carrying amount at December 31, 2023	10,034	129,823	14,190	154,047
<i>of which right-of-use assets under IFRS 16</i>	<i>10,034</i>	<i>81,425</i>	<i>1,118</i>	<i>92,577</i>

For the companies acquired in the Acquisition, the table above includes only the purchases and disposals of property, machinery and equipment starting from the acquisition date.

The fair value of PPE at year-end are not considered significantly different from their carrying values.



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10.1 Leases

Set out below are the carrying amounts of right-of-use assets included in property, machinery and equipment and the movements during the period:

<i>(in EUR thousand)</i>	Land and buildings	Machinery	Other equipment	Total
As of May 1, 2023	-	-	-	-
Additions from acquisitions	10,138	81,929	1,126	93,193
Depreciation	(193)	(1,316)	(18)	(1,527)
Currency translation	89	812	10	911
As of December 31, 2023	10,034	81,425	1,118	92,577

The following are the amounts recognised in profit or loss:

<i>(in EUR thousand)</i>	2023
Depreciation expense of right-of-use assets	1,527
Interest expense on lease liabilities	627
Expense relating to short-term leases	61
Expense relating to leases of low-value assets	3
Total amount recognised in profit or loss	2,219

Total cash outflows for leases amount to € 2,335 thousand for the period-ended December 31, 2023.



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11. Financial assets and liabilities

11.1 Financial assets

Set out below is the breakdown of the Group's financial assets:

<i>(in EUR thousand)</i>	2023
Trade receivables	51,075
Cash	26,118
Financial assets measured at amortised cost	77,193

11.2 Financial liabilities

Set out below is the breakdown of the Group's current and non-current financial liabilities at amortised cost included in current and non-current borrowings:

<i>(in EUR thousand)</i>	2023
Borrowings	210,474
Trade payables	18,916
Other liabilities	171,088
Financial liabilities measured at amortised cost	400,478

Derivatives designated as hedging instruments

Derivatives have been designated as cash flow hedges to hedge interest rate risk.

Measurement of financial instruments

All the financial assets and liabilities are measured at amortized cost, except for the derivatives designated for hedging measured at fair value.

Change in liabilities arising from financing activities

Set out below is the changes of the Group's current and non-current borrowings arising from financing activities:

<i>(in EUR thousand)</i>	May 1, 2023	Cash flows	Foreign exchange	New leases	Additions from acquisitions	Others	December 31, 2023
Lease liabilities	-	(2,335)	-	-	93,180	-	90,845
Bank borrowings	-	121,322	-	-	-	(1,693)	119,629
Total	-	118,987	-	-	93.180	(1,693)	210,474



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Senior term facility agreement

In November 2023, the Group through the Parent Company obtained a senior term facility (the "loan") from a pool of financial institutions to be utilised only on the closing date of the Acquisition and due on full in 2030.

The loan draw down amounts to EUR 125 million at utilization date and disbursed in different currency tranches – EUR, NOK and SEK.

The loan imposes certain financial covenants over the Group, including: (i) minimum amount of interest cover ratio; (ii) maximum amount of leverage; (ii) minimum amount of cash and (iv) minimum length of the weighted average life of operational phase contracts.

The loan provides an option to the Group to voluntary prepay at an amount equal to the sum of: (i) the nominal outstanding amount, (ii) the unpaid accrued interests and (iii) the prepayment fee calculated as amount equal to all the interest margin spread that would have otherwise accrued under the Senior Term Facility agreement.

As of December 31, 2023, the carrying value of the loan is € 119,629 thousand which is net of the unamortized transaction costs amounting to € 5,371.

11.3 Hedging activities and derivatives

The Group is exposed to certain risks relating to its ongoing business operations. The Group's risk management strategy and how it is applied to manage risk are explained in Note 3. As of 31 December 2023, the Group only manages interest rate risk related to the Senior term facility agreement described in Note 11.2.

Cash flow hedge

As December 31, 2023, the Group had the following interest rate swap (IRS) agreements in place expiring on November 16, 2027, that hedges the variable interest of the existing loan, i.e. cash flow hedge:

- IRS on the EUR portion of the loan, with a notional amount of EUR 69 million, whereby the Group pays a fixed rate interests of 3.087% and receive a variable rate equal to the three-months EUR-EURIBOR;
- IRS on the SEK portion of the loan, with a notional amount of SEK 244 million, whereby the Group pays a fixed rate interests of 3.328% and receive a variable rate equal to the three-months SEK-STIBOR;
- IRS on the NOK portion of the loan, with a notional amount of NOK 187 million, whereby the Group pays a fixed rate interests of 4.002% and receive a variable rate equal to the three-months NOK-NIBOR.

The hedge is considered effective at the end of the reporting period. The fair value of the interest rate swap as of December 31, 2023 amounted to € 2,953 thousand and recorded under "Other non-current liabilities" in statement of financial position. The change in the fair value of the interest rate swaps in 2023 amounted to € 2,953 thousand (€ 2,304 thousand, net of tax) is recognized in "Other comprehensive income" considering the hedge is effective.



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11.4 Fair values

Financial assets and liabilities carrying amounts are reasonable approximations of fair values.

12. Deferred tax assets and liabilities

Set out below is the breakdown and movements of the Group's deferred tax assets and liabilities:

(in EUR thousand) **2023**

Deferred tax assets

Deferred tax at May 1, 2023	-
Additions from acquisitions	22,114
Change in deferred taxes – recognized in the income statement	(338)
Change in deferred taxes – recognized in comprehensive income	650
Currency translation	212
Deferred tax assets at December 31, 2023	22,638

(in EUR thousand) **2023**

Deferred tax liability

Deferred tax at May 1, 2023	-
Additions from acquisitions	52,631
Change in deferred taxes – recognized in the income statement	(352)
Currency translation	650
Deferred tax liability at December 31, 2023	52,929

(in EUR thousand) **2023**

Reflected in the statement of financial position as follows:

Deferred tax assets	22,638
Deferred tax liabilities	(52,929)
Net deferred tax assets / (liabilities)	(30,291)

(in EUR thousand) **2023**

Breakdown of deferred tax asset

Property, machinery and equipment	22,638
Deferred tax assets at December 31, 2023	22,638

(in EUR thousand) **2023**

Breakdown of deferred tax liability

Intangible assets	31,952
Property, machinery and equipment	20,977
Deferred tax liability at December 31, 2023	52,929



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13. Trade receivables

Set out below is the breakdown of the Group's trade receivables:

<i>(in EUR thousand)</i>	2023
Trade receivables	
Gross amount of trade receivables	51,451
Allowance for expected credit loss	(376)
Total	51,075

Trade receivables are generally on terms of 30 to 60 days. The Group's trade receivables and contract assets arise from contracts with local municipalities and governmental entities where credit risk is very limited.

In 2023, € 376 thousand was recognised as provision for expected credit losses on trade receivables.

14. Other current and non-current assets

Set out below is the breakdown of the Group's other current and non-current assets:

<i>(in EUR thousand)</i>	2023
Other current assets	
Restricted cash	5,330
Contract assets	2,781
Prepayments, assets	2,514
Other receivables	849
Total	11,474

<i>(in EUR thousand)</i>	2023
Other non-current assets	
Deposit	604
Other non-current receivables	134
Total	738

Other current assets include contract assets recognized in accordance with IFRS 15 (Note 6).



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15. Share capital and other reserves

As of December 31, 2023, issued and fully paid share capital of the Company amounted to NOK 30,600 (equivalent to €3 thousand) divided into 3,000 shares of NOK 10.2 each. The share capital is fully paid.

Number of shares	2023
Share capital at May 1, 2023 (NOK)	30,600
Capital Increase	-
Share capital at December 31, 2023 (NOK)	30,600

The share capital is subscribed for by the Cube III Environment Co-Investment No S.à r.l.'s sole shareholder, in connection with the share premium amount equivalent to €53 million.

16. Capital management

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade receivables and cash.

The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and short-term deposits.

(i n E U R t h o u s a n d)	2023
Capital Management	
Borrowings	210,474
Trade and other payables	198,483
Less: Cash	(26,118)
Net debt	382,839
(i n E U R t h o u s a n d)	2023
Equity	46,796
Total Capital	46,796
Capital and net debt	429,635
Gearing Ratio	89%

In order to achieve this overall objective, the Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. For further information refer to Note 11.2.



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17. Other current and non-current liabilities

Set out below is the breakdown of the Group's other current and non-current liabilities:

<i>(in EUR thousand)</i>	2023
Other current liabilities	
Salaries, social contributions and accrued holiday pay	17,706
VAT	4,682
Other tax payables	2,441
Debt v/Cube III Environment Co-Investment NO S.à.r.l.	1,334
Contract liabilities	1,098
Other	5,526
Total	32,787

<i>(in EUR thousand)</i>	2023
Other non-current liabilities	
Debt v/Cube III Environment Co-Investment NO S.à.r.l.	169,754
Interest rate swap	2,953
Other non-current liabilities	3,095
Total	175,802

18. Contingencies

The Group through Verdis AB is currently a defendant in a legal proceeding arising from a dispute with a subcontractor. The contingent liability is estimated at SEK 24,900 thousand (or €2,200 thousand), but the outcome is not presently determinable. Under an indemnification agreement with the previous Parent Company of the Group (the seller), the acquirer is indemnified for any losses resulting from this claim. No liability has been recognized in the financial statements for this contingent liability.

19. Guarantees

As of December 31, 2023, the Group has outstanding performance guarantees issued by various banks and financial institutions amounting to €19,809 thousand. These guarantees would only become payable in the event that the Group fails to perform its contractual obligations to its customers. The performance guarantees have various expiration dates.

20. Related party disclosures

Related parties are defined as parties with control or significant influence, including Group companies.

The Cube Salem Co-Investment, based in Luxembourg, is the ultimate parent of Cube III Environment Nord Midco AS. Cube III Environment Co-Investment NO S.à.r.l. holds the 100% of the share capital in the Company.

Other related parties include members of Board of Directors together with immediate families.

For compensation of key management personnel of the Group please refer to note 6.3.

Debt v/Cube III Environment Co-Investment NO S.à.r.l. amounts to € 171,088 thousand. Main terms and conditions are interest rate 6.9% and repayment date on 28 January 2026.

There were no significant transactions with related parties, including members of the Board of Directors or other key management personnel other than payment of remuneration.



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17. Fees to the Group auditor

Set out below is the breakdown of the Group's fees to the Group auditor:

<i>(in EUR thousand)</i>	2023
Remuneration to the auditor	
Statutory audit fee	237
Other assurance services	565
Tax consulting services	18
Other non-assurance services	17
Total	837

21. Events after the reporting period

The Group through Verdis A/S acquired group of assets from Nordværk I/S on January 1, 2024, for a total consideration of DKK 37,250 thousand (or €5,000 thousand). The acquisition is accounted for as acquisition of group of assets therefore the total consideration was allocated to the individual assets acquired.



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(Parent Company)

Approved at the Company's annual general meeting on 25th of July 2024.

Chair of the meeting

DocuSigned by:

B0663E3242474B0

Freddy Jensen



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Financial Statements (Parent Company)

Income Statement

<i>(in EUR thousand)</i>	Note	For the period ended December 31, 2023
Service costs	4	(126)
Operating income / (loss) (EBIT)		(126)
Net financial expenses	5	(133)
Profit before income tax		(259)
Income taxes	6	-
Income / (loss) for the period		(259)

The above income statement should be read in conjunction with the accompanying notes.



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Statement of Other Comprehensive Income

<i>(in EUR thousand)</i>	Note	For the period ended December 31, 2023
Income / (loss) for the period		(259)
Effective portion of the cash flow hedges, net of tax	9.3	(2,304)
Net other comprehensive income / (loss) that may be reclassified to profit or loss in subsequent periods		(2,304)
Other comprehensive income / (loss) for the period		(2,304)
Total comprehensive income / (loss) for the period		(2,563)

The above statement of comprehensive income should be read in conjunction with the accompanying notes.



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Statement of Financial Position

		As of December 31, 2023
(in EUR thousand)	Note	
ASSETS		
Non-current assets		
Investment in subsidiaries	7	67,110
Deferred tax assets	8	650
Other non-current assets	10	113,378
Total non-current assets		181,138
Current assets		
Other current assets	10	6,341
Cash	9.1	1,527
Total current assets		7,868
Total assets		189,006
EQUITY AND LIABILITIES		
Equity		
Share capital	11	3
Share premium		53,883
Other reserves		(2,304)
Retained earnings		(259)
Total equity		51,323
Non-current liabilities		
Non-current borrowings	3 – 9.2	119,630
Other non-current liabilities	12	16,196
Total non-current liabilities		135,826
Current liabilities		
Trade payables		1,794
Other current liabilities	12	63
Total current liabilities		1,857
Total liabilities		137,683
Total equity and liabilities		189,006

The above statement of financial position should be read in conjunction with the accompanying notes.



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Statement of Changes in Equity

Share (in EUR thousand) Note	Capital	Share premium	Cash flow hedge reserve	Retained earnings	Total equity
	3	-	-	-	3
Equity at May 1, 2023	-	-	-	(259)	(259)
Income / (Loss) for the year	-	-	-	-	-
Other comprehensive income / (Loss) for the year	-	-	(2,304)	-	(2,304)
Total Comprehensive income / (Loss) for the year	3	-	(2,304)	(259)	(2,563)
Capital increase	11	53,883	-	-	53,883
Equity at December 31, 2023	3	53,883	(2,304)	(259)	51,323

The above statement of changes in equity should be read in conjunction with the accompanying notes.



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Cash Flow Statement

<i>(in EUR thousand)</i>	Note	For the period ended December 31, 2023
Profit / (loss) before income tax		(259)
Non-cash adjustments:		
Net financial expenses	5	133
Working capital adjustments:		
Change in trade payables		1,794
Change in other assets and liabilities		(122,627)
Interest paid		1,161
Net cash inflow from operating activities		(119,798)
Net cash outflow from investing activities		-
Proceeds from borrowings	9.2	121,322
Net cash flows from financing activities		121,322
Net increase in cash		1,524
Cash and cash equivalent at the beginning of the period		3
Cash and cash equivalents at the end of the period		1,527

The above statement of cash flow should be read in conjunction with the accompanying notes.



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Notes to the Financial Statements

1. Material accounting policy information

The parent company financial statements of Cube III Environment Nord MidCo AS ("**Cube III**" or the "**Parent Company**") and together with its subsidiaries the "**Group**") for the year ended December 31, 2023, have been prepared in accordance with International Financial Reporting Standards - IFRS® (hereinafter "**IFRS Accounting Standards**" or "**IFRS**") as adopted by the European Union (EU) and additional requirements of the Norwegian Financial Statements Act.

The accounting policies applied by the Parent Company are the same as apply to the Cube III Environment Nord Midco AS, see the notes to the consolidated financial statements, with the exception of the following:

Investment in subsidiaries

The accounting policies for investment in subsidiaries and related transactions are presented in note 7.

2. Significant accounting estimates and judgments

In preparing the parent company financial statements, Management makes various accounting estimates and assumptions that form the basis of the recognition and measurement of the Parent Company's assets and liabilities.

The key accounting estimates and judgements for the Group are presented in the notes to the consolidated financial statements. Furthermore, management considers the significant accounting estimates and judgements used in the preparation of the Parent company financial statements in particular referring to the carrying amount of investments in subsidiaries.

Assumptions about the future and estimation uncertainty at the balance sheet date are described in the notes where there is a significant risk of changes that could result in material adjustments to the carrying amount of assets or liabilities within the next financial year.



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3. Financial risk management, financial assets and financial liabilities

The Parent Company is primarily exposed to market risks such as changes in interest rate risk and liquidity risk.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Parent Company's exposure to the risk of changes in market interest rates relates primarily to the Parent Company's long-term debt obligations with floating interest rates.

The Parent Company manages its interest rate risk by entering into interest rate swap to fix the interest cash flows against the floating rates CIBOR, NIBOR and EURIBOR.

The following sensitivity demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. An increase or reduction of 10 basis points in the interest rates of the borrowings would result in increase/decrease of financial expenses of € 0.1 million.

Liquidity risk

The Parent Company monitors its risk of a shortage of funds using a liquidity planning tool. The Parent Company's objective is to maintain a balance between continuity of funding and flexibility through entering into financing facilities when necessary. The Parent Company has access to a sufficient variety of sources of funding and debt to carry out its operations.

The table below summarises the maturity profile of the Parent Company's financial liabilities based on contractual undiscounted payments:

	Within 12 months	From 1 to 5 years	More than 5 years	Carrying amount
<i>(in EUR thousand)</i>				
2023				
Financial liabilities				
Loans and borrowings	10,049	40,196	139,728	119,630
<i>Bank borrowings</i>	10,049	40,196	139,728	119,630
Trade payables	1,794	-	-	1,794
Total	11,843	40,196	139,728	121,424



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4. Service costs

Set out below is the breakdown of the Group's services costs:

<i>(in EUR thousand)</i>	2023
Service costs	
Consultant and IT expenses	126
Total	126

5. Net financial expenses

Set out below is the breakdown of the Parent Company's financial income and expenses:

<i>(in EUR thousand)</i>	2023
Net financial expenses	
Interest expenses	1,161
<i>of which:</i>	
Interest expenses on long-term financing	1,161
Foreign exchange rate differences	(98)
Other financial income	(930)
Total	133

6. Income taxes

Set out below is the breakdown of the Parent Company's reconciliation of income taxes:

<i>(in EUR thousand)</i>	2023
Reconciliation of tax rate	
Tax based on Norwegian tax rate	(57)
Tax effect of permanent and other differences	57
Effective tax rate	0%
Income taxes	-

7. Investment in subsidiaries

<i>(in EUR thousand)</i>	2023
Investment in subsidiary (Cube III Environment Bidco AB)	
Cost at May 1, 2024	-
Additions	113,378
Total	113,378

Investment in subsidiary is measured at cost. If the cost exceeds the recoverable amount, it is written down.



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8. Deferred tax assets and liabilities

Set out below is the breakdown and movements of the Group's deferred tax assets and liabilities:

(in EUR thousand) **2023**

Deferred tax assets

Deferred tax at May 1, 2023 -

Change in deferred taxes – recognized in comprehensive income 650

Deferred tax assets at December 31, 2023 650

(in EUR thousand) **2023**

Reflected in the statement of financial position as follows:

Deferred tax assets 650

Deferred tax liabilities -

Net deferred tax assets / (liabilities) 650

(in EUR thousand) **2023**

Breakdown of deferred tax asset

Interest Rate Swap 650

Deferred tax assets at December 31, 2023 650



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9. Financial assets and liabilities

9.1 Financial assets

Set out below is the breakdown of the Parent Company's financial assets:

<i>(in EUR thousand)</i>	2023
Receivable v/Cube III Environment Nord Bidco AB	114,308
Restricted cash	5,330
Cash	1,527
Financial assets measured at amortised cost	121,165

9.2 Financial liabilities

Set out below is the breakdown of the Parent Company's current and non-current financial liabilities at amortised cost included in current and non-current borrowings:

<i>(in EUR thousand)</i>	2023
Borrowings	119,630
Trade payables	1,794
Other liabilities	13,243
Financial liabilities measured at amortised cost	134,667

Derivatives designated as hedging instruments

Derivatives have been designated as cash flow hedges to hedge interest rate risk.

Measurement of financial instruments

All the financial assets and liabilities are measured at amortized cost, except for the derivatives designated for hedging measured at fair value.

Change in liabilities arising from financing activities

Set out below is the changes of the Parent Company's current and non-current borrowings arising from financing activities:

<i>(in EUR thousand)</i>	May 1, 2023	Cash flows	Foreign exchange	New leases	Additions from acquisitions	Others	December 31, 2023
Bank borrowings	-	121,322	-	-	-	(1,692)	119,630
Total	-	121,322	-	-	-	(1,692)	119,630



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Senior term facility agreement

In November 2023, the Group through the Parent Company obtained a senior term facility (the "loan") from a pool of financial institutions to be utilised only on the closing date of the Acquisition and due on full in 2030.

The loan draw down amounts to EUR 125 million at utilization date and disbursed in different currency tranches – EUR, NOK and SEK.

The loan imposes certain financial covenants over the Group, including: (i) minimum amount of interest cover ratio; (ii) maximum amount of leverage; (ii) minimum amount of cash and (iv) minimum length of the weighted average life of operational phase contracts.

The loan provides an option to the Group to voluntary prepay at an amount equal to the sum of: (i) the nominal outstanding amount, (ii) the unpaid accrued interests and (iii) the prepayment fee calculated as amount equal to all the interest margin spread that would have otherwise accrued under the Senior Term Facility agreement.

As of December 31, 2023, the carrying value of the loan is € 119,629 thousand which is net of the unamortized transaction costs amounting to € 5,371.

9.3 Hedging activities and derivatives

The Group is exposed to certain risks relating to its ongoing business operations. The Group's risk management strategy and how it is applied to manage risk are explained in Note 3. As of 31 December 2023, the Group only manages interest rate risk related to the Senior term facility agreement described in Note 11.2.

Cash flow hedge

As December 31, 2023, the Group had the following interest rate swap (IRS) agreements in place expiring on November 16, 2027, that hedges the variable interest of the existing loan, i.e. cash flow hedge:

- IRS on the EUR portion of the loan, with a notional amount of EUR 69 million, whereby the Group pays a fixed rate interests of 3.087% and receive a variable rate equal to the three-months EUR-EURIBOR;
- IRS on the SEK portion of the loan, with a notional amount of SEK 244 million, whereby the Group pays a fixed rate interests of 3.328% and receive a variable rate equal to the three-months SEK-STIBOR;
- IRS on the NOK portion of the loan, with a notional amount of NOK 187 million, whereby the Group pays a fixed rate interests of 4.002% and receive a variable rate equal to the three-months NOK-NIBOR.

The hedge is considered effective at the end of the reporting period. The fair value of the interest rate swap as of December 31, 2023 amounted to € 2,953 thousand and recorded under "Other non-current liabilities" in statement of financial position. The change in the fair value of the interest rate swaps in 2023 amounted to € 2,953 thousand (€ 2,304 thousand, net of tax) is recognized in "Other comprehensive income" considering the hedge is effective.

9.4 Fair values

Financial assets and liabilities carrying amounts are reasonable approximations of fair values.



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10. Other current and non-current assets

Set out below is the breakdown of the Parent Company's other current and non-current assets:

<i>(in EUR thousand)</i>	2023
Other current assets	
Restricted cash	5,330
Current portion of receivable v/Cube III Environment Nord Bidco AB	930
Other receivables	81
Total	6,341
 <i>(in EUR thousand)</i>	 2023
Other non-current assets	
Receivable v/Cube III Environment Nord Bidco AB	113,378
Total	113,738

11. Share capital and other reserves

As of December 31, 2023, issued and fully paid share capital of the Parent Company amounted to NOK 30,600 (equivalent to €3 thousand) divided into 3,000 shares of NOK 10.2 each. The share capital is fully paid.

Number of shares	2023
Share capital at May 1, 2023 (NOK)	30,600
Capital Increase	-
Share capital at December 31, 2023 (NOK)	30,600

The share capital is subscribed for by the Cube III Environment Co-Investment No S.à r.l.'s sole shareholder, in connection with the share premium amount equivalent to €53 million.

13. Other current and non-current liabilities

Set out below is the breakdown of the Parent Company's other current and non-current liabilities:

<i>(in EUR thousand)</i>	2023
Other current liabilities	
Other payables	63
Total	63
 <i>(in EUR thousand)</i>	 2023
Other non-current liabilities	
Debt v/Nordren AS	13,243
Interest Rate Swap	2,953
Total	16,196



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13. Commitment and contingencies

Contingencies

The Group through the subsidiary Verdis AB is currently a defendant in a legal proceeding arising from a dispute with a subcontractor. The contingent liability is estimated at SEK 24,900 thousand (or €2,200 thousand), but the outcome is not presently determinable. Under an indemnification agreement with the previous Parent Company of the Group (the seller), the acquirer is indemnified for any losses resulting from this claim. No liability has been recognized in the financial statements for this contingent liability.

14. Related party disclosures

Related parties are defined as parties with control or significant influence, including Group companies.

The Cube Salem Co-Investment, based in Luxembourg, is the ultimate parent of Cube III Environment Nord Midco AS. Cube III Environment Co-Investment NO S.à.r.l. holds the 100% of the share capital in the Company.

Other related parties include members of Board of Directors together with immediate

families. The Parent Company recognizes the following transactions with subsidiaries:

- receivables and finance income v/Cube III Environment Nord Bidco AB amounting to EUR 114,308 thousand and EUR 930 thousand, respectively.
- payables v/Nordren AS amounting to EUR 13,243 thousand.

There were no significant transactions with other related parties, including members of the Board of Directors or other key management personnel other than payment of remuneration.

15. Fees to auditors

Set out below is the breakdown of the Parent Company's fees to auditors:

<i>(in EUR thousand)</i>	2023
Remuneration to the auditor	
Statutory audit fee	67
Other assurance services	537
Total	604

16. Events after the reporting period

Please refer to note 22 to the consolidated financial statements.