Brønnøysundregistrene

ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2020 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	922 363 315
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	PARTNERS GROUP SWAN AS
Forretningsadresse:	c/o CapeOmega AS Solheimsgaten 7E 5058 BERGEN

Regnskapsår

Årsregnskapets periode:	01.01.2020 - 31.12.2020

Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Carl August Blydt
Dato for fastsettelse av årsregnskapet:	18.03.2021

Grunnlag for avgivelse

År 2020: Årsregnskapet er elektronisk innlevert

År 2019: Tall er hentet fra elektronisk innlevert årsregnskap fra 2020

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, 21.07.2022

Resultatregnskap

Beløp i: NOK	Note	2020	2019
RESULTATREGNSKAP			
Kostnader			
Other general and administrative expense	4	11 782 000	264 000
Change in estimate provisions	13	-174 375 000	22 980 000
Sum kostnader		**-162 593 000**	**23 244 000**
Driftsresultat		**162 593 000**	**-23 244 000**
Finansinntekter og finanskostnader			
Finance income	5	76 035 000	13 124 000
Sum finansinntekter		**76 035 000**	**13 124 000**
Finance expense	5	54 134 000	39 918 000
Sum finanskostnader		**54 134 000**	**39 918 000**
Netto finans		**21 901 000**	**-26 794 000**
Ordinært resultat før skattekostnad		**184 494 000**	**-50 038 000**
Income tax	6	-4 346 000	0
Ordinært resultat etter skattekostnad		**188 840 000**	**-50 038 000**
Årsresultat		**188 840 000**	**-50 038 000**
Overføringer og disponeringer			
Udekket tap		50 038 000	-50 038 000
Total comprehensive income / loss (-)		138 802 000	
Sum overføringer og disponeringer		**188 840 000**	**-50 038 000**

Balanse

Beløp i: NOK	Note	2020	2019
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	6	4 346 000	0
Sum immaterielle eiendeler		**4 346 000**	**0**
Finansielle anleggsmidler			
Investering i datterselskap	8	1 670 778 000	2 915 565 000
Investering i annet foretak i samme konsern	7, 14	204 839 000	520 064 000
Sum finansielle anleggsmidler		**1 875 617 000**	**3 435 629 000**
Sum anleggsmidler		**1 879 963 000**	**3 435 629 000**
Omløpsmidler			
Varer			
Fordringer			
Trade and other receivables	9, 14	0	1 270 000
Konsernfordringer	14, 15	31 272 000	0
Sum fordringer		**31 272 000**	**1 270 000**
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	14	9 617 000	75 253 000
Sum bankinnskudd, kontanter og lignende		**9 617 000**	**75 253 000**
Sum omløpsmidler		**40 889 000**	**76 523 000**
SUM EIENDELER		**1 920 852 000**	**3 512 152 000**
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital	10	1 133 000	1 030 000
Overkurs		1 421 769 000	952 780 000

Balanse

Beløp i: NOK	Note	2020	2019
Sum innskutt egenkapital		**1 422 902 000**	**953 810 000**
Opptjent egenkapital			
Retained earnings		149 680 000	0
Udekket tap			39 160 000
Sum opptjent egenkapital		**149 680 000**	**-39 160 000**
Sum egenkapital		**1 572 582 000**	**914 650 000**
Gjeld			
Langsiktig gjeld			
Provisions for other liabilities and charges	13	54 280 000	311 693 000
Sum avsetninger for forpliktelser		**54 280 000**	**311 693 000**
Annen langsiktig gjeld			
Langsiktig konserngjeld	11, 14	292 955 000	2 265 406 000
Sum annen langsiktig gjeld		**292 955 000**	**2 265 406 000**
Sum langsiktig gjeld		**347 235 000**	**2 577 099 000**
Kortsiktig gjeld			
Leverandørgjeld	12, 14	1 035 000	20 403 000
Sum kortsiktig gjeld		**1 035 000**	**20 403 000**
Sum gjeld		**348 270 000**	**2 597 502 000**
SUM EGENKAPITAL OG GJELD		**1 920 852 000**	**3 512 152 000**

Konsernets resultatregnskap

Beløp i: NOK	Note	2020	2019
RESULTATREGNSKAP			
Inntekter			
Revenues from crude oil and gas sales		0	11 147 000
Transportation and processing revenue		8 062 090 000	2 687 384 000
Other revenue	4	111 341 000	
Sum inntekter		**8 173 431 000**	**2 698 531 000**
Kostnader			
Production expense		0	78 359 000
Transportation and processing expense		1 248 554 000	492 110 000
Personnel expense	7, 23	56 742 000	83 390 000
Depreciation and amortization	12	1 062 035 000	341 754 000
Other general and administrative expense	9, 23	120 567 000	134 026 000
Change in estimate provisions	18	-14 876 000	33 054 000
Sum kostnader		**2 473 022 000**	**1 162 693 000**
Driftsresultat		**5 700 409 000**	**1 535 838 000**
Finansinntekter og finanskostnader			
Finance income	10	60 923 000	4 446 000
Sum finansinntekter		**60 923 000**	**4 446 000**
Finance expense	10	644 007 000	135 566 000
Sum finanskostnader		**644 007 000**	**135 566 000**
Netto finans		**-583 084 000**	**-131 120 000**
Ordinært resultat før skattekostnad		**5 117 325 000**	**1 404 718 000**
Income tax	11	3 690 436 000	990 535 000
Ordinært resultat etter skattekostnad		**1 426 889 000**	**414 183 000**
Årsresultat		**1 426 889 000**	**414 183 000**
Overføringer og disponeringer			
Total comprehensive income / loss (-)		1 426 889 000	414 182 000
Sum overføringer og disponeringer		**1 426 889 000**	**414 182 000**

Konsernets resultatregnskap

Beløp i: NOK	Note	2020	2019

Konsernets balanse

Beløp i: NOK	Note	2020	2019
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Goodwill	6, 12	4 392 908 000	4 392 908 000
Sum immaterielle eiendeler		**4 392 908 000**	**4 392 908 000**
Varige driftsmidler			
Gas transportation and processing facilities	12, 20	14 015 115 000	14 949 111 000
Other fixed assets	12	22 996 000	6 045 000
Sum varige driftsmidler		**14 038 111 000**	**14 955 156 000**
Finansielle anleggsmidler			
Investeringer i tilknyttet selskap	13	6 119 000	6 788 000
Obligasjoner	14	208 841 000	0
Sum finansielle anleggsmidler		**214 960 000**	**6 788 000**
Sum anleggsmidler		**18 645 979 000**	**19 354 852 000**
Omløpsmidler			
Varer			
Fordringer			
Trade and other receivables	15, 22	977 589 000	745 929 000
Sum fordringer		**977 589 000**	**745 929 000**
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	16, 22	635 202 000	325 686 000
Sum bankinnskudd, kontanter og lignende		**635 202 000**	**325 686 000**
Sum omløpsmidler		**1 612 791 000**	**1 071 615 000**
SUM EIENDELER		**20 258 770 000**	**20 426 467 000**
BALANSE - EGENKAPITAL OG GJELD			

Konsernets balanse

Beløp i: NOK	Note	2020	2019
Egenkapital			
Innskutt egenkapital			
Share capital	17	1 133 000	1 030 000
Overkurs		1 421 769 000	952 780 000
Sum innskutt egenkapital		**1 422 902 000**	**953 810 000**
Opptjent egenkapital			
Retained earnings		1 836 724 000	414 182 000
Sum opptjent egenkapital		**1 836 724 000**	**414 182 000**
Sum egenkapital		**3 259 626 000**	**1 367 992 000**
Gjeld			
Langsiktig gjeld			
Utsatt skatt	11	5 668 471 000	4 875 446 000
Provisions for other liabilities and charges	18	433 056 000	924 446 000
Sum avsetninger for forpliktelser		**6 101 527 000**	**5 799 892 000**
Annen langsiktig gjeld			
Gjeld til kredittinstitusjoner	20, 22	7 382 127 000	7 181 289 000
Langsiktig konserngjeld	21, 22	292 955 000	2 265 406 000
Sum annen langsiktig gjeld		**7 675 082 000**	**9 446 695 000**
Sum langsiktig gjeld		**13 776 609 000**	**15 246 587 000**
Kortsiktig gjeld			
Interest-bearing loans and borrowings, current	20, 22	1 088 000 000	1 320 000 000
Leverandørgjeld	19, 22	501 322 000	459 303 000
Current taxes payable	11	1 633 212 000	2 032 586 000
Sum kortsiktig gjeld		**3 222 534 000**	**3 811 889 000**
Sum gjeld		**16 999 143 000**	**19 058 476 000**
SUM EGENKAPITAL OG GJELD		**20 258 769 000**	**20 426 468 000**

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Signers:

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Igor Makar	One-Time-Password	2021-03-19 20:39 GMT+1

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CAPE OMEGA

Annual accounts 2020

Partners Group Swan AS

Business registration number 922 363 315

Group accounts

18.03.2021

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FY 2020 summarized

Year-over-year revenue growth of **203%** to total revenue of **NOK 8,173m** in FY 2020

Maturing accretive business opportunities in the **energy transition sphere**.

FY 2020 EBITDA of **NOK 6,748m** resulting in a margin of **82.6%**.

Fully divested from producing O&G licenses in FY 2020

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CAPE OMEGA

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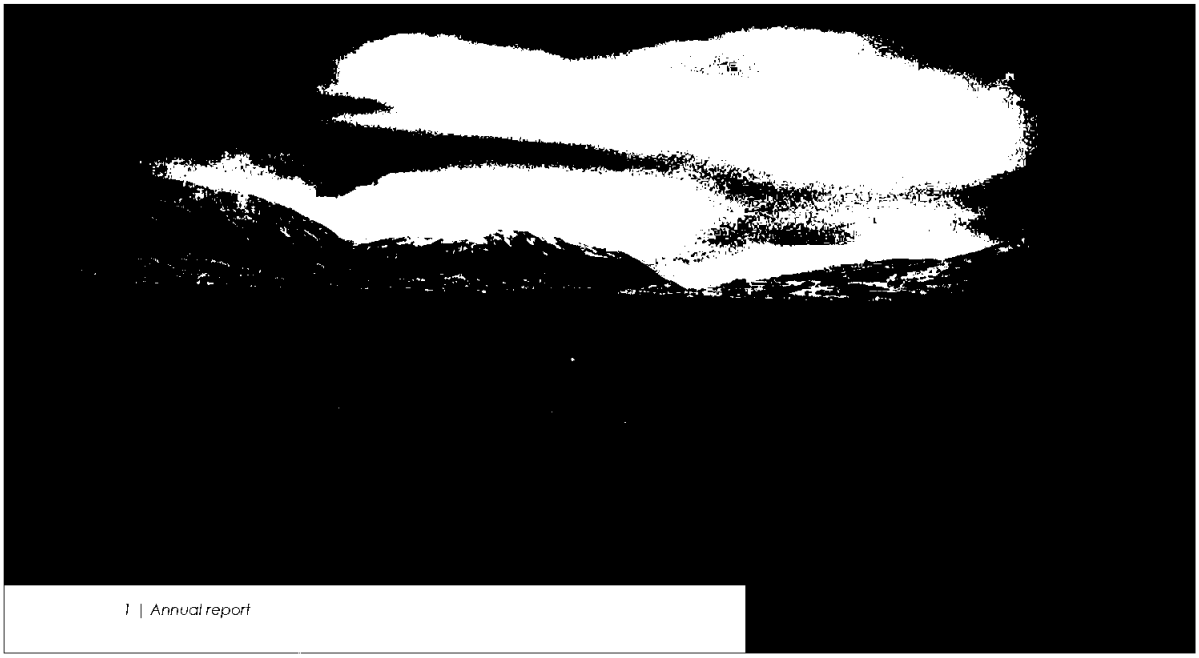

Directors' report 2020

Partners Group Swan AS ('the Group", "PG Swan") was incorporated 1 February 2019.

The Group accounts comprise consolidated accounts from CapeOmega AS and PG Swan. The consolidated accounts are presented from 1 January 2020 to 31 December 2020. The 2019 consolidated accounts are presented from 1 July 2019 to 31 December 2019 as a result of the acquisition of Partners Group Invest Swan AS (previously HV VII Invest Tango AS) made by Partners Group Swan AS on 26 June 2019.

The Group is based in Bergen, Norway.

The Group is an energy group focusing on effective infrastructure solutions that enable transitioning into low carbon-emitting energy solutions. The Group owns 26.322% in Gassled JV, which is the world's largest offshore gas transmission system. The Group also owns 28.271% in the Polarled JV and 18.209% in the Nyhamna JV. Polarled is the pipeline from the Aasta Hansteen field to the Nyhamna Terminal. The gas from Aasta Hansteen and Ormen Lange is processed at the Nyhamna Terminal. The Group seeks actively to develop these assets by improving their performance and to facilitate a transitioning into sustainable energy solutions. Furthermore, the Group holds ownership in two decommissioning assets: 49% in the Brynhild JV and 45% in the Oselvar JV. The subsea installation of Brynhild will be removed in 2021, and the Oselvar wells will be plugged in 2021 and subsea installations will be removed in 2022.

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2020 transactions

During 2020, the Group carried out several new transactions.

In May 2020, the Group divested its 4.36% participating interest in the Enoch JV to Petrolia NOCO AS. By way of this divestment, the Group no longer holds participating interests in oil & gas producing assets.

In May 2020, CapeOmega AS, through its then fully owned subsidiary CapeOmega Gas Transportation AS, entered into partnership with Knutsen LNG AS to invest in two LNG vessels under construction. The newbuilds are expected to be up to 40% more fuel efficient than traditional LNG tankers. The vessels are on long term charters with energy majors. The investment was initially carried out by CapeOmega, and subsequently applied as contribution in kind to capitalize CapeOmega Gas Transportation AS.

In May 2020, the Group, through its participating interest in Gassled JV, stepped into an investment in the Kvitebjørn Gas Pipeline. By way of this transaction, the Group increased its exposure to the Kollsnes gas processing plant.

During the summer of 2020, the Group executed the settlement of the deferment claim related to the Nyhamna Expansion project. The settlement was made at close to record-low gas and condensate prices which resulted in a gain on the accrual expensed for the year ended 31 December 2019.

In November 2020, the Group divested a 5.000% participating interest in the Polarled JV to M Vest Energy AS, reducing the Group's ownership from 33.271% to 28.271%. The transaction was financed partially through a bond issue from M Vest Energy AS. This sale aligns the ownership in Polarled with ownership in Gassled and Nyhamna.

In November 2020, the Group was subject to a restructuring. Previous to the restructuring, CapeOmega Gas Transportation AS was a fully owned subsidiary to CapeOmega AS. By way of the restructuring, CapeOmega Gas Transportation AS became a fully owned subsidiary to Partners Group Swan Transportation AS. Partners Group Swan Transportation AS was established as a fully owned subsidiary to Partners Group Swan Holding AS. Further, Partners Group Swan Holding AS' shares in Partners Group Swan AS was applied as contribution in kind to capitalize Partners Group Swan Infrastructure AS. Partners Group Swan Infrastructure AS was established as a fully owned subsidiary to Partners Group Swan Holding AS. PG Swan remains the sole shareholder in CapeOmega AS. The restructuring ensures the streamlining of CapeOmega AS' investments in pipeline infrastructure and CapeOmega Gas Transportation AS' shipping investments.

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Profit and loss (group accounts)

In the accounts, the full year income and expenses for assets owned by the Group as of 1 January 2020 are shown. For assets acquired or divested during 2020 income and expenses are shown from the transaction date, whilst the effective date for tax purposes was 1 January 2020.

The Group's revenue from operations amounted to NOK 8 173.4 million (2019 – NOK 2 698.5 million). Production, transportation and processing expense was NOK 1 248.6 million (2019 – NOK 570.5 million). Hence, gross profit for the year amounted to NOK 6 924.9 million (2019 – NOK 2 128.1 million). Other operating expenses were NOK 1 224.5 million (2019 – NOK 592.2 million), which includes general and administrative expenses, depreciation and change in asset retirement obligation. Profit from operating activities was NOK 5 700.4 million (2019 – NOK 1 535.8 million).

The Group's net financial expenses were NOK 583.1 million (2019 – NOK 131.1 million). This is mainly due to interest expense on financial liabilities and negative MTM effects of interest rate swaps as a result of declining interest rates throughout the year. Income tax expenses amounted to NOK 3 690.4 million (2019 – NOK 990.5 million), of which NOK 2 650.1 million in taxes payable (2019 – NOK 17.9 million). The effective tax rate is 72.1%.

Net profit for the year amounted to NOK 1 426.9 million (2019 – NOK 414.2 million).

Equity and allocations (group accounts)

The board of directors proposes that the accounting profit for 2020 of NOK 1 426.9 is transferred to retained earnings. The Group's equity after allocations amounts to NOK 3 259.6 million (2019 – NOK 1 368.0 million).

As at 31 December 2020 the shareholder loan between PG Swan as the borrower and Partners Group Swan Infrastructure AS as the lender was NOK 293.0 million (2019 – NOK 2 265.4 million to Partners Group Swan Holding AS as the lender).

In January 2020, NOK 668.5 million of shareholder loan was converted to equity resulting in a shareholder loan principal totaling NOK 1 557.0 million.

Cash flow statement (group accounts)

The Group's cash flow from operating activities was NOK 2 394.5 million (2019 – NOK 1 448.7 million). Cash flow from investing activities was negative by NOK 687.2 million (2019 – NOK 5 655.5 million).

Net cash flow from financing activities was negative by NOK 1 397.8 million (2019 – positive by NOK 4 532.5 million), mainly related to the repayment of shareholder loan.

Cash and cash equivalents at the beginning of the year was NOK 325.7 million (2019 – NOK 0). At 31 December 2020 cash and cash equivalents amounted to NOK 635.2 million (2019 – NOK 325.7 million), giving a net increase of cash during the year of NOK 309.5 million (2019 – increase of NOK 325.7 million).

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Profit and loss (statutory accounts)

In the accounts, the full year income and expenses for assets owned by PG Swan as of 1 January 2020 are shown. For assets acquired or divested during 2020 income and expenses are shown from the transaction date, whilst the effective date for tax purposes was 1 January 2020.

Other operating expenses were negative by NOK 162.6 million (2019 – NOK 23.2 million), which includes general and administrative expenses and change in estimate provisions. Profit from operating activities was NOK 162.6 million (2019 – loss of NOK 23.2 million).

PG Swan's net financial income was NOK 21.9 million (2019 – net financial expense of NOK 26.8 million). This is mainly due to interest income on financial assets. Income tax income amounted to NOK 4.3 million (2019 – NOK nil), of which NOK nil in taxes payable (2019 – NOK nil).

Net profit for the year amounted to NOK 188.8 million (2019 – loss of NOK 50.0 million).

Equity and allocations (statutory accounts)

The board of directors proposes that the accounting profit for 2020 of NOK 188.8 is transferred to retained earnings. PG Swan's equity after allocations amounts to NOK 1 572.6 million (2019 – NOK 914.7 million).

As at 31 December 2020 the shareholder loan between PG Swan as the borrower and Partners Group Swan Infrastructure AS as the lender was NOK 293.0 million (2019 – NOK 2 265.4 million to Partners Group Swan Holding AS as the lender).

In January 2020, NOK 668.5 million of shareholder loan was converted to equity resulting in a shareholder loan principal totaling NOK 1 557.0 million.

Cash flow statement (statutory accounts)

PG Swan's cash flow from operating activities was negative by NOK 26.8 million (2019 – negative by NOK 0.2 million). Cash flow from investing activities was NOK 1 319.3 million (2019 – negative by NOK 3 103.9 million).

Net cash flow from financing activities was negative by NOK 1 358.1 million (2019 – positive by NOK 3 179.3 million), mainly related to the repayment of shareholder loan.

Cash and cash equivalents at the beginning of the year was NOK 75.3 million (2019 – NOK 0). At 31 December 2020 cash and cash equivalents amounted to NOK 9.6 million (2019 – NOK 75.3 million), giving a net decrease in cash during the year of NOK 65.6 million (2019 – increase of NOK 75.3 million).

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Going concern

In accordance with the Norwegian Accounting Act section 3-3, the Board confirms that the conditions for continued operations as a going concern are present and that the annual financial statements have been prepared under these assumptions.

COVID-19 impact to the Group

The outbreak of the COVID-19 virus combined with the price war between Saudi Arabia and Russia has had a profound impact to the oil & gas business. The impact to the Group is limited as most revenues are booked revenues under the "ship or pay" principle. The key revenue risk is associated with unbooked volumes, which represented less than 20% of the Group revenues in FY 2020. In the contracts with shippers, the assertion of force majeure may only be made after 24 months following the triggering incident. Any shutdown of producing fields due to the COVID-19 virus is not considered a force majeure event. Further, the credit risk to contractual counterparties is considered very low as any shipper with a credit rating lower than BBB rating is required to have in place a bank guarantee covering 24 months of booked reservations. Neither is closure of the operational system for gas transportation due to outbreak of COVID-19 considered a significant risk, as Gassco has operational procedures to mitigate such risks (e.g., dual operational control center).

Throughout 2020, actual gas volumes flowing through the Gassled, Polarled and Nyhamna infrastructure have exceeded budgets set prior to the outbreak of COVID-19. Further, the infrastructure has demonstrated its robustness and ability to reroute gas volumes to optimize supply and demand for natural gas. Despite a challenging operational environment, deliverabilities and processing availability has exceeded budgets.

Subsequent events

Following the balance sheet date, the Group has continued to mature projects that are structured to capitalize on the Group's key position in energy transitioning such as offshore wind, offshore power cables, hydrogen and ammonia production coupled with carbon capture and storage, CO2 transportation, and further increasing the Group's exposure to LNG shipping. The company is currently in a recruitment process to secure the organizational requirements to facilitate the company's transition to capture the abovementioned business opportunities.

Risk assessment

The board of directors is dedicated to handling risks in all parts of the business. Risk assessments are being made both by management and the board of directors on a regular basis. The board believes this is a prerequisite for long-term value creation.

The Group is dependent on reliable operations of its asset portfolio and is exposed to increased cost and production delays in the event that temporary shutdowns are required to restore safe operations. The Group also depends on its employees and their competence to manage the asset portfolio, the organization, internal processes and controls, as well as keeping a sound working environment. In this respect, it's important to remain competitive in terms of attracting new employees as well as retaining the existing organization to keep turnover low. Finally, the Group is exposed to risks related to financial markets as well as any changes in fiscal frameworks.

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The value of the Group's investments is exposed to changes in the consumer price index. The Group's revenue is predominantly generated from Gassled and Nyhamna tariffs, which are NOK based and adjusted yearly according to changes in the consumer price index. The Group has entered into CPI swap agreements to reduce the CPI exposure.

In June 2019, the Group refinanced its external debt facilities. As a result of the refinancing, debt facilities totaling approximately NOK 12 000 million are committed by the syndicate led by Danske Bank A/S.

All of the Group's loans are in NOK with floating interest. However, approximately 73% of the interest is fixed through swap contracts. The foreign exchange rate risk is limited as the majority of revenue and cost are in NOK.

The board finds the liquidity of the Group to be sound. The Group aims to have sufficient cash, cash equivalents and loan facilities to be able to finance the daily operations and investments in accordance with its business plan.

ESG synopsis

The operations of the Group could potentially pollute the external environment and the Group together with its joint venture partners work actively on measures that can reduce any negative impact on the environment. The board of directors emphasizes the importance of understanding factors that create risks to the environment.

During 2019 the Group entered into a joint venture with BKK to incorporate Serene Onshore AS, a company that will serve as a platform for the electrification of the Norwegian continental shelf. The project has the potential to significantly reduce carbon footprint associated with the Norwegian oil & gas production.

During 2020, CapeOmega Gas Transportation AS entered into partnership with Knutsen LNG to finance four LNG vessels under construction that are set to be up to 40% more fuel efficient than traditional LNG tankers.

The Group is continuing its process to support and mature projects and initiatives into energy transition as described under "Subsequent events".

Corporate social responsibility is an integral part of the Group's business activities. Environmental, Social and Governance (ESG) performance indicators are adopted by the Group and are measured both internally for the organization and for the activities of the Group with external stakeholders. This applies to the investment decisions, counterparties, and the company's own verification scheme of operations.

Monitoring activities

In 2020, many of the Group's planned verification activities were initially hampered by the COVID-19 restrictions. Despite the pandemic, the Group managed to perform several audits and inspections by using handheld video cameras on site and using videoconference instead of being at site.

In May 2020, the Petroleum Safety Authority (PSA) carried out an audit of CapeOmega AS' see to duty in Gassled. The objective of the audit was to follow up CapeOmega AS' own assessment of the management of major accident risk. The audit identified no non-conformities or improvement points.

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Cyber Security Project

During 2020, a cyber security consulting company conducted a comprehensive cyber security assessment of CapeOmega. The consultancy firm noted strong prevention measures and during the penetration test they were not able to compromise systems and escalate and elevate gained privileges.

HR & Admin

CapeOmega AS has an experienced management team and employees with many years of industry experience. The board of directors feels confident that the Group has the necessary resources to succeed.

In the Group there are 19 employees at year end, with 18,6 FTE. In 2020, the Group had zero turnover and no new employees hired.

Female employees accounted for 16% of the total workforce at year end 2020 with two different nationalities represented. The Group does not accept any kind of discrimination and supports equal opportunities for all current and prospective employees.

The accumulated sickness absence in 2020 was 0.12% (2019: 1.19%). There were no reported injuries or accidents involving the Group's employees during 2020.

Shareholders

All shares in PG Swan are owned by the parent company Partners Group Swan Infrastructure AS (reg. no. 925 808 989).

In November 2020, the shares in PG Swan were applied as contribution in kind to capitalize Partners Group Swan Infrastructure AS, making Partners Group Swan Infrastructure AS the new sole owner of PG Swan (previous sole owner was Partners Group Swan Holding AS).

Corporate Governance

The board of directors is focused on maintaining high standards for corporate governance and believes that this is essential to the long-term value creation for the shareholders of the Group. Our work is based on a defined separation of roles, where the responsibilities between the shareholders, the board of directors and the Group's management are clearly defined.

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Outlook

The Board believes the Group is well positioned to take advantage of the opportunities facing the industry. The Group has an attractive asset portfolio providing a reliable cash flow, a strong balance sheet and an experienced organization with the right technical and commercial competence to pursue and secure value adding investments. The Group has established a strong platform for further growth and value creation, and the Board will support company management's efforts to pursue value adding organic and inorganic investments. The Group has a robust balance sheet with available liquidity and committed equity, providing the Group with significant financial flexibility. The Group will continue its efforts to improve the efficiency of its capital and debt structure.

18 March 2021

Gisle Eriksen
Chairman of the Board
of Directors

Igor Makar
Board member

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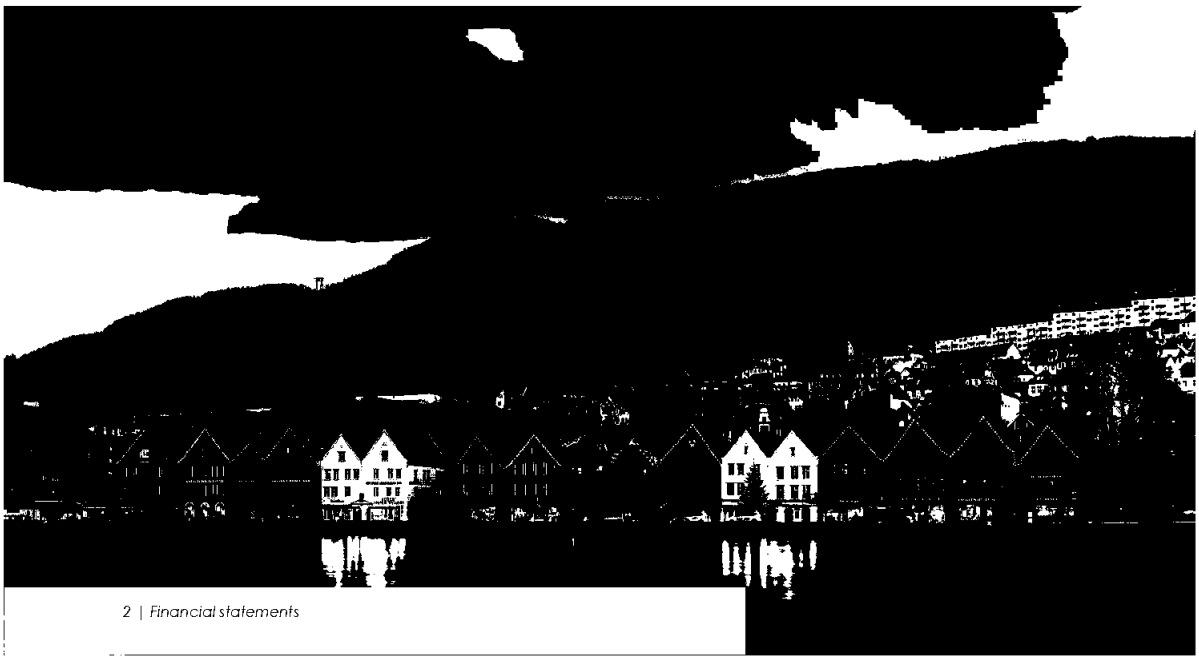

Financial statements

Key financial metrics			
		2020	2019
Revenues	NOKm	8,173.4	2,698.5
Gross profit	NOKm	6,924.9	2,128.1
EBITDA	NOKm	6,747.6	1,910.6
EBIT	NOKm	5,700.4	1,535.8
Net profit	NOKm	1,426.9	414.2
Revenue growth	%	202.9%	n.a.
Gross profit margin	%	84.7%	78.9%
EBITDA margin	%	82.6%	70.8%
EBIT margin	%	69.7%	56.9%
Net profit margin	%	17.5%	15.3%
Total assets	NOKm	20,258.8	20,426.5
Total equity	NOKm	3,259.6	1,368.0
Equity ratio	%	16.1%	6.7%

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Income Statement

Amounts in NOK `000	Note	2020	2019
Transportation and processing revenue		8,062,090	2,687,384
Other revenue	4	111,341	11,147
Total revenue		**8,173,431**	**2,698,531**
Transportation and processing expense	4	-1,248,554	-570,468
Personnel expense	7, 23	-56,742	-83,390
Other general and administrative expense	9, 23	-120,567	-134,026
Depreciation and amortization	12	-1,062,035	-341,754
Change in estimate provisions	18	14,876	-33,054
Profit / loss (-) from operating activities		**5,700,409**	**1,535,838**
Finance income	10	60,923	4,446
Finance expense	10	-644,007	-135,566
Net financial items		**-583,083**	**-131,120**
Profit / loss (-) before income tax		**5,117,325**	**1,404,717**
Income tax	11	-3,690,436	-990,535
Net profit / loss (-)		**1,426,889**	**414,182**

Statement of Comprehensive Income

Amounts in NOK `000	2020	2019
Net profit / loss (-)	1,426,889	414,182
Total comprehensive income / loss (-)	**1,426,889**	**414,182**

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Balance Sheet at 31 December

Amounts in NOK `000	Note	2020	2019
ASSETS			
Non-current assets			
Goodwill	6, 12	4,392,908	4,392,908
Gas transportation and processing facilities	12, 20	14,015,115	14,949,111
Other fixed assets	12	22,996	6,045
Other financial assets	14	208,841	-
Investments in associates	13	6,119	6,788
Total non-current assets		**18,645,979**	**19,354,852**
Current assets			
Trade and other receivables	15, 22	977,589	745,929
Cash and cash equivalents	16, 20, 22	635,202	325,686
Total current assets		**1,612,790**	**1,071,615**
TOTAL ASSETS		**20,258,769**	**20,426,467**
EQUITY AND LIABILITIES			
Paid-in capital			
Share capital	17	1,133	1,030
Share premium		1,421,769	952,780
Retained earnings		1,836,724	414,182
Total equity		**3,259,626**	**1,367,993**
Non-current liabilities			
Deferred tax liabilities	11	5,668,471	4,875,446
Provisions for other liabilities and charges	18	433,056	924,446
Shareholder loans	21, 22	292,955	2,265,406
Interest-bearing loans and borrowings	20, 22	7,382,127	7,181,289
Total non-current liabilities		**13,776,610**	**15,246,586**
Current liabilities			
Current taxes payable	11	1,633,212	2,032,586
Trade and other payables	19, 22	501,322	459,303
Interest-bearing loans and borrowings, current	20, 22	1,088,000	1,320,000
Total current liabilities		**3,222,534**	**3,811,888**
Total liabilities		**16,999,144**	**19,058,475**
TOTAL EQUITY AND LIABILITIES		**20,258,769**	**20,426,467**

Bergen, 18 March 2021

Gisle Eriksen

Chairman of the Board of Directors

Igor Makar

Board member

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Statement of Changes in Equity

Amounts in NOK `000	Note	Share capital	Share premium	Retained earnings	Total equity
Equity at 1 February 2019		**30**	**-**	**-**	**30**
Total comprehensive income / loss (-) for the year				414,182	414,182
Share issues	17	1,000	952,780		953,780
Equity at 31 December 2019		**1,030**	**952,780**	**414,182**	**1,367,993**
Equity at 1 January 2020		**1,030**	**952,780**	**414,182**	**1,367,993**
Total comprehensive income / loss (-) for the year				1,426,889	1,426,889
Share issues, conversion shareholder loan	17	103	668,385		668,488
Paid dividend	17		-199,396		-199,396
Group contribution given, net after tax				-4,347	-4,347
Equity at 31 December 2020		**1,133**	**1,421,769**	**1,836,724**	**3,259,626**

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Statement of Cash Flow

Amounts in NOK `000	Note	2020	2019
Cash flow from operating activities			
Profit / loss (-) before income tax		5,117,325	1,404,717
Income taxes paid/received		-3,045,049	-418,241
Depreciation and amortization	12	1,062,035	341,754
Change in estimate provisions	18	-14,876	33,054
Interest expenses and finance expenses not paid		62,716	50,482
Gain from sales of licenses	4	-111,279	-
Change in trade and other receivables		-231,660	-127,579
Change in trade and other payables		27,697	168,014
Change in non-current items, incl. asset retirement costs from billing		-472,390	-3,509
Net cash flow from / used in (-) operating activities		**2,394,521**	**1,448,694**
Cash flow from investing activities			
Investment in gas transportation and processing facilities	12	-518,758	-3,213,443
Proceeds from sales of licences		237,239	-
Investment in other financial assets	14	-206,250	-
Investment in shares	17	-199,396	-
Investment in subsidiary, net of cash acquired	6	-	-2,442,019
Net cash flow from / used in (-) investing activities		**-687,164**	**-5,655,463**
Cash flow from financing activities			
Net proceeds from new borrowings	20	1,280,246	4,087,724
Repayment of amounts borrowed	20	-1,320,000	-2,734,568
Dividend payments		-	-
Net proceeds from share issues		-	953,810
Shareholder loan	21	-1,358,087	2,225,488
Net cash flow from / used in (-) financing activities		**-1,397,841**	**4,532,454**
Net increase/ decrease (-) in cash and cash equivalents		**309,516**	**325,686**
Cash and cash equivalents at the beginning of the period		325,686	-
Cash and cash equivalents at the end of the period	16	**635,202**	**325,686**

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Notes

NOTE 1. CORPORATE INFORMATION

Partners Group Swan AS ("Partners Group" or "the Company") was established 1 February 2019. The Company is a holding company primarily involved in investments in energy companies operating on the Norwegian Continental Shelf. Jointly, the Company and its subsidiaries is described under the term "Partners Group" or "the Group".

On 26 June 2019 the Company completed the acquisition of 100% of the shares in CapeOmega AS. CapeOmega is an energy company operating on the Norwegian Continental Shelf and subsequent to the acquisition the Group holds interests in the following assets at year-end 2020:

- 26.32200% interest in the gas transport system Gassled
- 28.27100% interest in the gas transport system Polarled
- 18.20900% interest in the gas processing facility Nyhamna
- 49% interest in the oil field Brynhild
- 45% interest in the oil and gas field Oselvar

Partners Group is a limited liability company incorporated and domiciled in Norway. Its registered office is in Bergen, Norway.

The consolidated financial statements of Partners Group for the year ended 31 December 2020 were authorized for issue in accordance with a resolution of the Board of Directors on 18 March 2021.

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NOTE 2. ACCOUNTING PRINCIPLES

Basis of Preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and in accordance with the additional requirements following the Norwegian Accounting Act.

The financial statements have been prepared under the assumption of going concern and on a historical cost basis, with some exceptions as detailed in the accounting policies set out below.

Basis of consolidation

The Consolidated financial statements include the accounts of Partners Group and its subsidiaries and include CapeOmega's interests in jointly controlled and equity accounted investments.

The income statement of the Group includes the operations of the subsidiary CapeOmega from 26 June 2019.

Subsidiaries

Entities are determined to be controlled by the Company, and are consolidated in the Group's financial statements, when the Company has power over the entity, ability to use that power to affect the entity's returns, and exposure to, or rights to, variable returns from its involvement with the entity. All intercompany balances and transactions have been eliminated in full.

Balance Sheet Classification

Current assets and current liabilities include items due less than a year from the balance sheet date, and items related to the operating cycle, if longer. Other assets and liabilities are classified as non-current. The current portion of non-current debt is included under current liabilities. Financially motivated investments in shares are classified as current assets, while strategic investments are classified as non-current assets.

Segment reporting

The Group has identified its reportable segments based on the nature of the risk and return within its business. The Group's only business segment is transportation and processing of natural gas on the Norwegian Continental Shelf.

Interest in joint ventures

Acquisitions of interests in producing oil and gas licenses or similar joint ventures where the interest is deemed to be an interest in joint operation (as defined in IFRS 11) and the joint venture constitutes a business, are accounted for in accordance with the principles in IFRS 3 Business Combinations. This means that the acquisition method of accounting is used to account for such acquisitions.

Identifiable assets acquired and liabilities and contingent liabilities assumed are measured initially at their fair values at the acquisition date. Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, and the fair value of the net identifiable assets acquired is recorded as goodwill. If, following careful consideration, the consideration transferred is less than the fair value of the net identifiable assets of the joint operation acquired, such difference is recognized directly in profit or loss as a bargain purchase.

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Acquisitions of interests in producing oil and gas licenses or similar joint ventures where the interest is not deemed to be an interest in joint operations due to lack of joint control, or the joint venture is not considered to be a business, are accounted for as acquisitions of assets. The consideration for the interest is allocated to individual assets and liabilities acquired.

Subsequent to acquisition, the Group accounts for its interest in Gassled, Polarled and Nyhamna and in oil and gas licenses by proportionate consolidation, i.e., by recording its share of the licenses' individual income, expenses, assets, liabilities and cash flows, on a line-by-line basis with similar items in the Group's financial statements.

FOREIGN CURRENCY TRANSLATION AND TRANSACTIONS

Transactions and Balances

The functional currency and the reporting currency of the Group is Norwegian Kroner (NOK). Foreign currency transactions are translated into NOK using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated into functional currency at the balance sheet date exchange rates. Non-monetary items are translated at the historical exchange rate on the transaction date and non-monetary items that are measured at fair value are translated at the exchange rate on the date when the fair value was determined. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement net as a financial item.

PROPERTY, PLANT AND EQUIPMENT, INCLUDING GAS TRANSPORTATION AND PROCESSING FACILITIES AND OIL AND GAS PROPERTIES

General

Property, plant and equipment acquired by the Group are stated at historical cost, less accumulated depreciation and any impairment charges. Depreciation of other assets than oil and gas properties are calculated on a straight-line basis and adjusted for residual values and impairment charges, if any. Expected useful lives of long-lived assets are reviewed at each balance sheet date and, where they differ significantly from previous estimates, depreciation periods are changed accordingly. Any change is accounted for prospectively.

Ordinary repairs and maintenance costs, defined as day-to-day servicing costs, are charged to the income statement during the financial period in which they are incurred. The cost of major overhauls is included in the asset's carrying amount when it is probable that the Group will derive future economic benefits in excess of the originally assessed standard of performance of the existing asset. Major overhauls are depreciated over the period to the next major overhaul.

Gains and losses on disposals are determined by comparing the disposal proceeds with the carrying amount and are included in operating profit.

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INVESTMENTS IN ASSOCIATES

Investments in companies in which the Group has neither control nor joint control but has the ability to exercise significant influence over operating and financial policies, are classified as associates and are accounted for using the equity method.

IMPAIRMENT OF ASSETS

Property, plant and equipment and other non-current assets are subject to impairment testing when there is an indication that the assets may be impaired. At each reporting date the Group assess whether there is any indication that the assets may be impaired. If any indications exist, an impairment test is performed, i.e., the Group estimates the recoverable amount of the asset. Goodwill is tested on an annual basis, as set out by IFRS.

The recoverable amount is the higher of fair value less expected cost to sell and value in use (present value based on the future use of the asset). If the carrying amount of an asset is higher than the recoverable amount, an impairment loss is recognized in the income statement. The impairment loss is the amount by which the carrying amount of the asset exceeds the recoverable amount.

The fair value less cost of disposal is determined by reference to the fair value definition as set out by IFRS. Cash flows are discounted using a pre-tax discount rate that reflects current market assessments of the time-value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows.

A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount. It is not reversed to a higher amount than if no impairment loss had been recognized. Such reversal is recognized in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

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FINANCIAL INSTRUMENTS

General

Financial instruments include trade receivables and other receivables, cash and cash equivalents, loans, trade payables and other payables. These are initially recognized at fair value adjusted for directly attributable transaction costs. After initial recognition, the measurement and accounting treatment depend on the type of instrument and classification. Investments classified as loans and receivables are measured at amortized cost using the effective interest rate method. Gains and losses are recognized in income when the loans and receivables are derecognized or impaired, as well as through the amortization process.

Trade Receivables

Trade receivables are recognized and carried at their anticipated realizable value, which is the original invoice amount less an estimated valuation allowance for any uncollectible amounts. A provision is made when there is objective evidence that the Group will not be able to collect the debts. Bad debts are written off when identified.

Other financial assets (bonds)

Other financial assets consisting of bonds is classified as financial assets at Fair Value Through Profit or Loss (FVTPL). The carrying value of the financial asset represents the asset's estimated fair market value.

Derivative financial instruments

Derivative instruments are classified as financial assets or liabilities at Fair Value Through Profit or Loss (FVTPL). The carrying value of derivative instruments at FVTPL represents the instrument's fair market value. Any gains or losses arising on re-measurement are recognized in the income statement as incurred. The net gain or loss recognized in profit or loss incorporates transaction cost and interest incurred.

INTEREST-BEARING LIABILITIES

All loans and borrowings are initially recognized at cost, being the fair value of the consideration received net of issue costs and transaction costs associated with the borrowing.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest method, with the difference between net proceeds received and the redemption value being recognized in the income statement over the term of the loan. Amortized cost is calculated by taking into account any issue costs and any discount or premium on settlement.

Gains and losses are recognized in net profit or loss when the liabilities are derecognized, as well as through the amortization process.

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DERECOGNITION OF FINANCIAL ASSETS AND LIABILITIES

A financial asset is derecognized when:

- the contractual rights to the cash flows from the financial asset expire, or
- the Company transfers the financial asset, and the transfer qualifies for derecognition.

A financial liability is derecognized when, and only when, it is extinguished, i.e., when the obligation in the contract is discharged, cancelled or expires.

COST OF EQUITY TRANSACTIONS

Transaction costs directly attributable to an equity transaction are recognized directly in equity, net of taxes.

REVENUE RECOGNITION

Tariff revenue from gas transportation and gas processing is recognized when the Group's contractual performance obligation has been fulfilled, which is when the gas has been transported or processed. The Group's main sources of revenue are the tariff and processing revenue from Gassled and Polarled, in addition to the processing revenue from Nyhamna. The revenue is invoiced to the shippers on a monthly basis through the operator Gassco. The cash receipt is usually within the month subsequent to the month the actual transportation and/or processing took place. The customers are large international oil companies. The pricing of the transportation and processing revenue is regulated by the Norwegian authorities.

There is no significant judgement related to applying IFRS 15 to the Company's contracts.

Gain on disposal of participating interests in producing licenses and gas transportation licenses is presented net after tax.

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INCOME TAXES

The income tax expense consists of current income tax (taxes payable) and changes in deferred income tax.

Current Income Tax

Current income tax liabilities for the current and prior periods are measured at the amount expected to be paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted by the balance sheet date.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the income statement.

Deferred Income Tax

Deferred income tax is provided using the liability method on temporary differences at the balance sheet date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that the taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Companies operating on the Norwegian Continental Shelf under the offshore tax regime can claim the tax value of any unused tax losses or other tax credits related to its offshore activities to be paid in cash (including interest) from the tax authorities when operations cease. Deferred tax assets that are based on offshore tax losses carry forward are therefore normally recognized in full. The carrying amount of deferred income tax assets related to onshore activities are reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets related to onshore activities are reassessed at each balance sheet date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the income statement.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority/tax regime. Timing differences are considered.

Uplift

Uplift is a special allowance in the basis for petroleum surtax in Norway. The uplift is computed on the basis of the original capitalized cost of offshore production installations, and amount to 5.2% of the investment per year (for investment year 2019). The uplift may be deducted from taxable income for a period of four years (i.e., totals 20.8% over four years), starting in the year in which the capital expenditures are incurred. Uplift benefit is recorded when the deduction is included in the current year tax return and impacts taxes payable. Unused uplift may be carried forward indefinitely.

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Temporary change to the tax regime for oil and gas companies

In June 2020 the Norwegian Parliament enacted a temporary change to the tax regime for oil and gas companies for the income years 2020 and 2021. The cost of offshore production installations can be deducted in the 56% special tax base in the investment year. Further, uplift of 24% on these investments can be deducted in the 56% special tax base in the investment year.

EMPLOYEE BENEFITS

Pensions

According to Norwegian law employees are mandatory members of the Group's Pension Scheme ("obligatorisk tjeneste pensjon"). The scheme is based on a contribution plan. Contributions are paid to pension insurance plans and charged to the income statement in the period to which the contributions relate. Once the contributions have been paid, there are no further payment obligations.

PROVISIONS AND CONTINGENT LIABILITIES

General

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

The amount of the provision is the present value of the risk adjusted expenditures expected to be required to settle the obligation, determined using the estimated risk-free interest rate as discount rate. Where discounting is used, the carrying amount of provision increases in each period to reflect the unwinding of the discount by the passage of time. This increase is recognized as finance cost.

Contingent liabilities are not recognized apart from contingent liabilities which are acquired through a business combination. Significant contingent liabilities are disclosed, with the exception of contingent liabilities where the probability of the liability occurring is remote.

Asset Retirement Obligations

The Group recognizes the estimated fair value of asset retirement obligations in the period in which it is incurred.

The amount recognized is the present value of the estimated future expenditure determined in accordance with local conditions and requirements. This cost includes the cost of dismantlement or removal of oil and gas installations. The present value of the obligations is recognized when the assets are constructed and ready for production, or at the later date when the obligation is incurred.

Related asset retirement costs are capitalized as part of the carrying value of the tangible fixed asset and are depreciated over the useful life of the asset, i.e., unit-of-production method. The liability is accreted for the change in its present value each reporting period. Accretion expense related to the time value of money is classified as part of financial expense.

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The Group has not recorded any decommissioning liability related to the Infrastructure assets as the decommissioning cost will be paid and passed on to the shippers through Gassco. This excepts the part that followed the acquisition of a portion of Norsea Gas' interest in Gassled in 2017.

The provision and the discount rate are reviewed at each balance sheet date.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise of cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are included within borrowings in current liabilities in the balance sheet.

CASH FLOW STATEMENT

The cash flow statement is prepared using the indirect method.

RELATED PARTIES

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the party in making financial or operational decisions. Parties are also related if they are subject to common control.

Transactions between related parties are transfers of resources, services or obligations, regardless of whether a price is charged. All transactions between related parties are made based on the principle of 'arm's length', which is the estimated market price.

LEASES (AS LESSEE)

The Group adopted IFRS 16 – Leases from 1 January 2019. IFRS 16 defines a lease as a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration. For each contract that meets this definition, IFRS 16 requires lessees to recognize a right-of-use asset and a lease liability in the balance sheet with certain exemptions for short term and low value leases. Lease payments are to be reflected as interest expense and a reduction of lease liabilities, while the right-of-use assets are to be depreciated over the shorter of the lease term and the assets' useful life. Lease liabilities are measured at the present value of remaining lease payments, discounted using the company's calculated borrowing rate.

EVENTS AFTER THE BALANCE SHEET DATE

The financial statements are adjusted to reflect events after the balance sheet date that provide evidence of conditions that existed at the balance sheet date (adjusting events). The financial statements are not adjusted to reflect events after the balance sheet date that are indicative of conditions that arose after the balance sheet date (non-adjusting events). Non-adjusting events are disclosed if significant.

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CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

New and amended standards and interpretations adopted by the Group

New standards and amendments to standards and interpretations effective from 1 January 2020 did not have any significant impact on the financial statements.

New and amended standards and interpretations issued but not adopted by the Group

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2021 and have not been applied in preparing these financial statements. None of these new standards and amendments to standards and interpretations are expected to have any significant impact on the Group's financial statements.

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NOTE 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements requires management to make judgments, use estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses.

Although these estimates are based on management's best knowledge of historical experience and current events, actual results may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis. Changes in estimates will be recognized when new estimates can be determined with certainty.

Currently, the Group's most important accounting estimates are related to the following items:

Impairment

The Group reviews whether its non-financial assets have suffered any impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset is written down to its recoverable amount when the recoverable amount is lower than the carrying value of the asset. The recoverable amount is the higher of fair value less expected cost to sell and value in use (present value based on the future use of the asset). Calculation of the recoverable amount requires the use of estimates.

The non-financial assets tested for impairment are defined as the entire investment in the Gas transportation and processing facilities, which consists of Gassled, Polarled and Nyhamna. This asset investment group is defined as a single cash-generating unit (CGU) for purposes of impairment testing.

Calculating the recoverable amount of the CGU is based on estimated discounted cash flows. All impairment assessment calculations require a high degree of estimation, including assessments of the expected cash flows from the CGU and the estimation of applicable discount rates. Impairment testing requires long-term assumptions to be made concerning a number of economic factors such as future production levels, market conditions, transportation and processing expense, discount rates and political risk among others, in order to establish relevant future cash flows. There is a high degree of reasoned judgement involved in establishing these assumptions, and in determining other relevant factors.

Goodwill is tested for impairment annually. For the purpose of impairment testing, goodwill is allocated to cash-generating unit (CGU), or groups of cash-generating units, that are expected to benefit from the synergies of the business combination from which it arose. The appropriate allocation of goodwill requires management's judgment and may impact the subsequent impairment charge significantly. The term "technical goodwill" is used to describe a category of goodwill arising as an offsetting account to deferred tax recognized in business combinations. There are no specific IFRS guidelines pertaining the allocation of technical goodwill, and management has therefore applied the general guidelines for allocating goodwill for the purpose of impairment testing. In general, technical goodwill is allocated to CGU level for impairment testing purposes, while residual goodwill may be allocated across all CGUs based on facts and circumstances in the business combination. When performing the impairment test for technical goodwill, deferred tax recognized in relation to the acquired assets reduces the net carrying value prior to the impairment charges. This is done to avoid an immediate impairment of all technical goodwill. When deferred tax from the initial recognition decreases, more goodwill is as such exposed for impairment. Going forward, depreciation of values calculated in the purchase price allocation will result in decreased deferred tax liability.

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Fair value measurement

From time to time, the fair values of non-financial assets and liabilities are required to be determined, e.g., when the entity acquires a business, determines allocation of purchase price in an asset deal or where an entity measures the recoverable amount of an asset or CGU at fair value less cost to sell. 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 of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability. A 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 Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The fair value of gas transportation and processing facilities is normally based on discounted cash flow models, where the determination of the different input in the model requires significant judgment from management, as described in the section below regarding impairment.

Depreciation

The depreciation expense recognized depends on the estimated useful life of the assets, the usage pattern of the assets within individual periods and the residual values at the end of the useful life. The estimated useful lives are based on contractual periods of the agreements governing the use and operation of the assets and the assets are considered to be consumed linearly over their lives. This is based on current practice on the Norwegian Continental Shelf, together with previous experience and knowledge of the manner in which those assets will be used and retired from use. Changes in the pattern of use or other variations from the pattern of expected use from these estimates would significantly impact such conclusions and the amounts recognized in these financial statements, and future changes may lead to adjustments in the carrying value or estimated lives of the assets.

The majority of the acquired infrastructure assets are under a license agreement expiring in 2028 and 2041. The license agreement may or may not be extended beyond this period. The Company has decided to depreciate all of the infrastructure assets on a straight-line basis over the concession period to 2028 taking into account any expected residual value. Capitalized expenditures are depreciated over the expected useful life of the assets acquired.

Asset Retirement Obligations

Production of oil and gas is subject to statutory requirements relating to decommissioning and removal once production has ceased. Provisions to cover these future asset retirement obligations must be accrued for at the time the statutory requirement arises. The ultimate asset retirement obligations are uncertain and cost estimates can vary in response to many factors including changes to relevant legal requirements, the emergence of new restoration techniques or experience at other production sites. The expected timing and amount of expenditure can also change, for example, in response the changes in reserves or changes in laws and regulations or their interpretation.

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Note 4. Other revenue

Specification of other revenue

Amounts in NOK `000	2020	2019
Gain from sale of interest in Polarled	99,548	-
Gain from sale of interest in Enoch	11,730	-
Other operating income	63	11,147
Total other revenue	**111,329**	**-**

During 2020 the Company completed the sale of 5.0% interest in Polarled to M Vest Energy AS, and the sale of it's entire 4.36% interest in Enoch to Petrolia NOCO AS. The amounts are presented net of taxes.

* As the Company no longer holds participating interest in producing assets, the revenues from crude oil and gas sales from 2020 and 2019 have been reclassified as "Other revenue". Correspondingly, expenses classified as "Production expense" in 2019 (NOK 78,359 thousand) has been reclassified as "Transportation and processing expense".

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Note 5. Financial Risk Management

Overview
The Group is exposed to a variety of risks, including credit risk, liquidity risk, interest rate risk and currency risk. This note presents information about the Group's exposure to each of the above-mentioned risks, and the Group's objectives, policies and processes for managing such risks. The note also presents the Group's objectives, policies and processes for managing capital.

Credit risk
The Group has no significant credit risk. The Group is exposed to credit risk related to trade receivables, bonds, derivative instruments (swap contracts) and cash and cash equivalents. Sales are only made to customers that have not experienced any significant payment problems. The counterparty to derivative instruments (swap contracts) and cash and cash equivalents are large banks with solid credit ratings.

Liquidity risk
Liquidity risk is the risk of being unable to pay financial liabilities as they fall due. The Group's approach to managing liquidity risk is to ensure that it will always have sufficient liquidity to meet its financial liabilities as they fall due, under normal as well as extraordinary circumstances, without incurring unacceptable losses or risking damage to the Group's reputation. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group aims to maintain flexibility in funding by keeping both committed and uncommitted credit lines available.

The table below shows a maturity analysis for financial liabilities:
The cash flows below assumes repayment on the latest date available, even if expected repayment may be earlier.

2020

Amounts in NOK `000	Note	Carrying amount	Cash Flow	< 1 year	1-5 years	>5 years
Derivative financial instruments	22	135,098	135,098	135,098		
Trade and other payables	22	317,332	317,332	317,332		
Shareholder loans	22	292,955	390,100	10,790	43,161	336,150
Other interest-bearing loans and borrowings	22	8,470,127	9,417,555	1,256,885	6,527,362	1,633,309
Total financial liabilities		**9,215,512**	**10,260,086**	**1,720,105**	**6,570,522**	**1,969,458**

2019

Amounts in NOK `000		Carrying amount	Cash Flow	< 1 year	1-5 years	>5 years
Derivative financial instruments		0	-	0		
Trade and other payables	22	310,808	310,808	310,808		
Shareholder loans	22	2,265,406	3,223,337	110,535	442,141	2,670,661
Other interest-bearing loans and borrowings	22	8,501,289	9,717,630	1,601,566	7,280,088	835,976
Total financial liabilities		**11,077,503**	**13,251,775**	**2,022,910**	**7,722,230**	**3,506,636**

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Note 5. Financial Risk Management (Continued)

The table below shows a maturity analysis for financial assets:

2020

Amounts in NOK `000	Note	Carrying amount	Cash Flow	< 1 year	1-5 years	>5 years
Other financial instruments	22	208,841	313,950	16,454	120,554	176,941
Derivative financial instruments	22	31,491	31,491	31,491		
Trade and other receivables	22	903,975	903,975	903,975		
Cash and cash equivalents	22	635,202	635,202	635,202		
Total financial assets		**1,779,508**	**1,884,617**	**1,587,122**	**120,554**	**176,941**

2019

Amounts in NOK `000		Carrying amount	Cash Flow	< 1 year	1-5 years	>5 years
Derivative financial instruments	22	11,471	11,471	11,471		
Trade and other receivables	22	701,274	701,274	701,274		
Cash and cash equivalents	22	325,686	325,686	325,686		
Total financial assets		**1,038,430**	**1,038,430**	**1,038,430**	**-**	**-**

Interest rate risk
The Group's interest rate risk arises from its interest-bearing borrowings with floating interest rate conditions. The Group has entered into interest rate swap agreements to reduce the interest rate risk (see note 20).

If interest levels had been 0.5% higher/lower for loans at 31.12.2020 and all other variables remained constant, this would have caused a reduction/increase in profit after tax of NOK 10.3 million (2019: NOK 29.8 million).

Consumer price index risk
The Group is exposed to Consumer price index (CPI) risk related to the tariffs from Gassled, Nyhamna and Polarled, which are NOK based and adjusted yearly according to changes in the consumer price index. The Group has entered into CPI swap agreements to reduce the CPI risk.

Currency risk
The Group is exposed to foreign exchange rate risk related to the value of NOK relative to other currencies, mainly due to transportation and processing revenue from Dunkerque and Zeepipe in EUR, and operational costs in NOK, USD, GBP and EUR. The Group may seek to reduce the currency risk by entering into foreign currency instruments.

At 31 December 2020 the Group is not exposed to any material exchange rate risk as the interest-bearing debt and the vast majority of revenue and expenses are in NOK, and fluctuations in currencies would not have any material impact at year end.

Capital management
The overall objective of the Group is to ensure that it maintains a strong financial position and healthy capital ratios in order to support its business and maximize shareholder value.

The Group manages its capital structure, and makes adjustments to it, in light of changes in economic conditions.

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Note 6. Significant transactions

2020:

Sale of assets
In 2020 the Group completed the following sales of assets;
- Sale of 5.0% interest in Polarled to M Vest Energy AS
- Sale of it's entire 4.36% interest in Enoch to Petrolia NOCO AS

2019:

Business combination - acquisition of CapeOmega AS
On 26 June 2019 the Company completed the acquisition of 100% of the shares in the holding company structure of CapeOmega AS. CapeOmega is an oil and gas company operating on the Norwegian Continental Shelf and holds interests in the following assets at year end 2019:
- 26.32200% interest in the gas transport system Gassled
- 33.27100% interest in the gas transport system Polarled
- 18.20900% interest in the gas processing facility Nyhamna
- 49% interest in the oil field Brynhild
- 45% interest in the oil and gas field Oselvar
- 4.36% interest in the Enoch field

The transaction has been determined to constitute a business combination and has been accounted for using the acquisition method of accounting as required by IFRS 3.

A purchase price allocation (PPA) has been performed and all identified assets and liabilities have been measured at their acquisition date fair values in accordance with the requirements of IFRS 3.

The fair values of the identifiable assets and liabilities in the transaction as at the date of the acquisition have been estimated as follows:

Amounts in NOK `000	
Assets	
Gas transportation and processing facilities	10,394,597
Other non-current assets	6,916
Net working capital	334,060
Cash	124,023
Total assets	**10,859,596**
Liabilities	
Deferred tax liability	3,909,546
Asset retirement obligation	605,944
Tax payable	744,691
Interest bearing debt	7,137,568
Total liabilities	**12,397,749**
Total identifiable net assets at fair value	-1,538,153
Total consideration	2,854,755
Goodwill	**4,392,908**
Goodwill consist of:	
"Ordinary" goodwill	-5,257
"Technical" goodwill	4,398,165
Total goodwill	**4,392,908**

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Note 6. Significant transactions (Continued)

The technical goodwill arises as a consequence of the requirement to recognize deferred tax for the differences between the assigned fair values (which have been based on a post-tax market for such transactions) and the tax basis of assets acquired, and liabilities assumed.

From the date of acquisition (26 June 2019), CapeOmega contributed with NOK 1 620 million of operating income and NOK 1 516 million to the profit before tax. An estimation of the impact from the transaction indicates that if the acquisition had taken place at the beginning of the year, total revenues for the year would have been approximately NOK 2.7 billion higher and profit before tax would have been approximately NOK 1.4 billion higher.

Asset acquisitions

In 2019 the Group also made the following asset acquisitions;
- Acquisition of 10.0% interest in Gassled, 6.5% interest in Dunkerque and 4.9% interest in Zeepipe from Sval Energi AS
- Acquisition of 5.0304% interest in Nyhamna from Wintershall Dea Norge AS

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Note 7. Personnel Expenses

Specification of personnel expenses

Amounts in NOK `000	2020	2019
Salary expenses	45,181	62,814
Employer's payroll tax expenses	6,098	17,699
Pensions	3,105	1,502
Other personnel expenses	2,358	1,374
Total personnel expenses	**56,742**	**83,390**
Number of man-years during the year	19	10

Pensions

The Group has a defined contribution pension plan for its employees which satisfies the statutory requirements in the Norwegian law on required occupational pension ("lov om obligatorisk tjenestepensjon").

See note 23 for information about compensation to CEO and Board of Directors.

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Note 8. Leases

The Group leases office facilities. The Group's right-of-use assets related to leasing of offices are presented in note 12.

Lease liability

Amounts in NOK `000	2020	2019
Lease liability 1 January	5,707	-
Additions through business combination, see note 6	-	4,603
Additions lease contracts	19,736	2,291
Accretion lease liability, included in finance cost	69	28
Payments of lease liability	-2,825	-1,215
Total lease liability	**22,687**	**5,707**

The lease liability is included in Trade and other payables. See note 19.

Future minimum lease payments under non-cancellable lease agreements (undiscounted)

Amounts in NOK `000	2020	2019
Within 1 year	4,321	2,825
1 to 5 years	12,852	3,047
After 5 years	9,172	-
Total	**26,345**	**5,872**

In addition, the Group is participating as a non-operator in some licenses with lease commitments.

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Note 9. General and Administrative Expenses

Specification of general and administrative expenses

Amounts in NOK `000	2020	2019
Consulting, legal and audit fees	17,795	32,584
Insurance	98,208	30,356
IT expenses	2,377	995
Transaction costs	-2,456	60,810
Other operating expenses	4,642	9,281
Total other operating expenses	**120,567**	**134,026**

Auditor's fees - expensed

Amounts in NOK `000	2020	2019
Auditor's fee	667	734
Tax advisory services	135	86
Attestation services	120	-
Other services	350	-
Total	**1,273**	**820**

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Note 10. Net Financial Items

Amounts in NOK `000	2020	2019
Interest income on bonds	1,513	-
Other interest income	8,758	3,720
Change in fair value bonds	2,591	-
Net gain on derivative instruments (FX swaps)	38,003	-
Net currency translation effects	9,267	-
Other financial income	791	726
Total financial income	**60,923**	**4,446**
Interest expense on financial liabilities	(287,657)	(124,519)
Net loss on derivative instruments (interest swaps)	(276,373)	37,440
Interest expense on financial liabilities to group companies	(54,124)	(39,918)
Net currency translation effects	-	(3,813)
Accretion asset retirement obligation	(17,477)	(8,668)
Other financial expenses	(8,375)	3,912
Total financial expense	**(644,007)**	**(135,566)**

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Note 11. Taxes

Income taxes recognised in the income statement

Amounts in NOK `000	2020	2019
Income tax payable	-2,650,081	-17,878
Adjustment previous year	4,405	-6,757
Tax effect of group contribution, recognized net after tax	-1,226	-
Change in deferred tax	-1,043,535	-965,900
Total income taxes recognised in the income statement	**-3,690,436**	**-990,535**

Reconciliation of income taxes

Amounts in NOK `000	2020	2019
Profit / loss (-) before income taxes	**5,117,325**	**1,404,717**
Expected income tax at nominal tax rate 22%	-1,125,812	-309,038
Expected petroleum tax 56%	-2,865,702	-786,642
Permanent differences and effect from acquisitions and sales	-13,317	-12,398
Financial items	-300,447	-19,191
Onshore items	475,880	33,315
Uplift	127,976	110,411
Changes related to prior years	3,898	96
Valuation allowance, deferred tax asset	7,088	-7,088
Total income taxes recognised in the income statement	**-3,690,436**	**-990,535**
Effective income tax rate	**-72.1 %**	**-70.5 %**

Specification of tax effects on temporary differences, tax losses and uplift carried forward

Amounts in NOK `000	2020	2019
Tangible non-current assets	-5,941,124	-5,276,482
Asset retirement obligation	276,091	446,698
Loans and swap contracts	7,490	-28,153
Over/underlift oil and NGL	-	874
Gain/loss account, onshore	-14,705	-18,381
Other non-current financial assets	-570	-
Tax losses and interest carried forward, onshore 22%	4,346	8,537
Valuation allowance, deferred tax asset	-	-8,537
Total deferred tax assets / liabilities (-) recognized	**-5,668,471**	**-4,875,446**

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Note 11. Taxes (continued)

Change in deferred taxes

Amounts in NOK `000	2020	2019
Deferred tax expense (-)/income	-1,043,535	-965,900
Deferred tax liability (-)/asset recognized on acquisitions and sales	250,509	-3,909,546
Taxes charged to equity	-	-
Total change in deferred taxes	**-793,026**	**-4,875,446**

Deferred tax is calculated based on tax rates applicable on the balance sheet date. Ordinary income tax is 22%, to which is added a special tax for oil and gas companies at the rate of 56%, giving a total tax rate of 78%.

Companies operating on the NCS under the offshore tax regime can claim the tax value of any unused tax losses or other tax credits related to its offshore activities to be paid in cash (including interest) from the tax authorities when operations cease. Deferred tax assets that are based on offshore tax losses carried forward are therefore normally recognized in full.

Current taxes receivable / payable

Amounts in NOK `000	2020	2019
Tax payable expense (-)/income	-2,650,081	-17,878
Tax payable recognized on acquisitions (see note 6)	-125,000	-1,981,762
Tax paid for current year	1,174,814	
Tax payable, adjustment previous years not yet assessed	-32,945	-32,945
Total current taxes receivable/payable (-)	**-1,633,212**	**-2,032,586**

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Note 12. Tangible Assets and Goodwill

Amounts in NOK `000	Gas trans-portation and processing facilities	Furniture, fixtures and office machines	Right-of-use assets	Total other fixed assets	Goodwill
2020					
Cost at 1 January 2020	15,289,540	477	6,894	7,371	4,392,908
Additions through business combination				-	
Other additions	507,540	230	19,736	19,967	
Removal and decommissioning asset	1,506			-	
Disposals	(419,419)			-	
Cost at 31 December 2020	**15,379,166**	**707**	**26,630**	**27,337**	**4,392,908**
Accumulated depreciation and impairment at 1 January 2020	(340,429)	(139)	(1,187)	(1,326)	-
Depreciation for the year	(1,059,020)	(259)	(2,756)	(3,015)	
Disposals	35,397			-	
Accumulated depreciation at 31 December 2020	**(1,364,052)**	**(398)**	**(3,943)**	**(4,341)**	**-**
Carrying amount at 31 December 2020	**14,015,115**	**309**	**22,687**	**22,997**	**4,392,908**
2019					
Cost at 1 February 2019	-	-	-	-	-
Additions through business combination	10,394,597	416	4,603	5,019	4,392,908
Other additions	4,894,943	61	2,291	2,352	-
Cost at 31 December 2019	**15,289,540**	**477**	**6,894**	**7,371**	**4,392,908**
Accumulated depreciation and impairment at 1 February 2019	-	-	-	-	-
Depreciation for the year	(340,429)	(139)	(1,187)	(1,326)	-
Accumulated depreciation at 31 December 2019	**(340,429)**	**(139)**	**(1,187)**	**(1,326)**	**-**
Carrying amount at 31 December 2019	**14,949,111**	**338**	**5,707**	**6,045**	**4,392,908**
Depreciation plan	Linear	Linear	Linear		
Estimated useful life (years)	9 – 22	3 – 5	2-8		

Amounts in NOK `000	2021	2022	2023
Planned capital expenditure for existing licenses	592,393	579,386	957,919

Goodwill
Goodwill represents the excess purchase price of the shares in CapeOmega AS in 2019. See note 6.

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Note 13. Investments in associates

Amounts in NOK `000	Ownership share	2020	Net book value 2019
Shares in Norsea Gas GmbH	20.960 %	6,069	6,738
Shares in Serene Onshore AS	50.000 %	50	50
Total investment in associates		**6,119**	**6,788**

Summarized financial information Norsea Gas GmbH (100%):

Amounts in NOK `000	2020	2019
Total assets		18,682
Total liabilities		82
Revenue		5,102
Profit and loss		3,468

Note: The 2020 financial information is not available as per date of report.

Summarized financial information Serene Onshore AS (100%):

Amounts in NOK `000	2020	2019
Total assets		100
Total liabilities		-
Revenue		-
Profit and loss		-

Note: The 2020 financial information is not available as per date of report.

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Note 14. Other financial assets

Amounts in NOK `000	2020	2019
Bonds M Vest Energy AS, nominal amount	206,250	-
Bonds M Vest Energy AS, change in fair value	2,591	-
Total other financial assets	**208,841**	**-**

M Vest Energy AS financed its acquisition of 5% interest in Polarled acquired from CapeOmega with a NOK 275 million bond issue. CapeOmega subscribed for 75% of the bond issue equivalent with NOK 206.25 million. Interest rate is fixed at 8%.

Maturity profile of the bonds based on contractual undiscounted cash flows:

Amounts in NOK `000	2020	2019
Less than 12 months	-	-
1 to 5 years	59,100	-
Over 5 years	147,150	-
Total	**206,250**	**-**

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Note 15. Trade and Other Receivables

Amounts in NOK `000	2020	2019
Trade receivables	653,914	481,078
Working capital and overcall, joint venture	249,996	219,871
Prepayments	21,192	21,234
VAT receivable	1,589	554
Incurred interest income on bonds	1,513	-
Interest rate and CPI swap contracts *	-	11,471
FX swap contracts	31,491	-
Receivable from CapeOmega Gas Transportation AS	65	-
Receivable from Partners Group Swan Holding AS	-	325
Other receivables	17,830	11,397
Total trade and other receivables	**977,589**	**745,929**

The receivables all mature within one year.

*) See note 19.

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Note 16. Cash and Cash Equivalents

Amounts in NOK `000	2020	2019
Bank deposits, unrestricted	633,002	323,452
Bank deposit, restricted, employee taxes	2,199	2,233
Total cash and cash equivalents	**635,202**	**325,686**

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Note 17. Share Capital and Shareholder Information

Number of shares issued and fully paid	Ordinary shares
Number of shares at 1 February 2019	**3,000**
Share issues in 2019	100,000
Number of shares at 31 December 2019	**103,000**
Number of shares at 1 January 2020	**103,000**
Share issues in 2020	-
Number of shares at 31 December 2020	**103,000**

Par value is NOK 11 per share.

In 2020 the Company's share capital has been increased by NOK 103 thousand, by increasing par value per share from NOK 10 to NOK 11. The increase was performed by converting shareholder loan of a total of NOK 668.5 million, of which NOK 668.4 million has been allocated to share premium.

Shareholder
At year end 2020 all the shares of the Company are owned by Partners Group Swan Infrastructure AS.

Dividends
Dividends of total NOK 199.4 million was paid during the year. The dividend has been paid by way of transferring shares in CapeOmega Gas Transportation AS to former shareholder Partners Group Swan Holding AS. No dividends are proposed for 2020.

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Note 18. Provisions for Liabilities and Charges

Asset retirement obligations

Amounts in NOK `000	2020	2019
Provisions 1 January	612,752	-
Increase from business combination (see note 6)	-	605,944
Asset retirement costs from billing	(403,149)	(11,934)
Accretion expense	17,477	8,668
Change in estimate, recognized in income statement	159,499	10,074
Change in estimate, removal and decommissioning asset	1,506	-
Disposals (Enoch)	(9,310)	-
Total provision for asset retirement obligation at 31 December	**378,776**	**612,752**

Provisions for asset retirement obligations represent the future expected costs for close-down and removal of oil equipment and production facilities. The provision is based on the Operator's best estimate. The net present value of the estimated obligation is calculated using a discount rate. The assumptions are based on the economic environment around the balance sheet date. Actual asset retirement costs will ultimately depend upon future market prices for the necessary works which will reflect market conditions at the relevant time. Furthermore, the timing of the close-down is likely to depend on when the field ceases to produce at economically viable rates. This in turn will depend upon future oil and gas prices, which are inherently uncertain.

The change in ARO estimate of NOK 159 million (2019: NOK 10 million) relates to PP&E assets without associated booked asset value, consequently the change in estimate is recognized in the income statement.

The Company has not recorded any decommissioning liability related to the Infrastructure assets in the balance sheet as the decommissioning cost will be paid and passed on to the shippers by Gassco. This excepts the part that followed the acquisition of a portion of Norsea Gas' interest in Gassled in 2017.

Earn-out in connection with acquisition

Amounts in NOK `000	2020	2019
Provisions 1 January	311,693	-
Increase from business combination (see note 6)	-	288,713
Payment to HitecVision	(83,039)	-
Change in estimate	(174,375)	22,980
Total provision for earn-out at 31 December	**54,280**	**311,693**

In the share purchase agreement between Partners Group and HitecVision, an earn-out fee agreement was entered into by the parties. The earn-out fee agreement states that Partners Group Swan AS is to pay HitecVision earn-out fees related to closed transactions and final investment decisions on specific project subsequent to the closing date 26 June 2019.

Total provisions for liabilities and charges

Amounts in NOK `000	2020	2019
Provision for asset retirement obligation	378,776	612,752
Provision for earn-out	54,280	311,693
Total provisions for liabilities and charges at 31 December	**433,056**	**924,446**

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3 | Notes

Note 19. Trade and Other Payables

Amounts in NOK `000	2020	2019
Trade creditors	8,653	12,445
Payable to Partners Group AG	11,648	-
Payable to group companies, group contribution	5,573	-
Payable related to acquisitions	0	10,987
Withholding payroll taxes and social security	3,649	8,707
Payable to Partners Group Swan Holding AS	3	260
Holiday pay and other accrued salaries	4,029	40,425
Overlift oil and NGL	-	1,986
Working capital and undercall, joint venture	291,455	286,020
Interest rate and CPI swap contracts *	135,098	-
Lease liability	22,687	5,707
Other accrued expenses	18,526	92,766
Total trade and other payables	**501,322**	**459,303**

*) The Interest Swap contracts include the paid amount to swap providers as security for the negative market to market of the derivatives. The total amount paid as margin calls is MNOK 117 (2019: MNOK 48), which implies a total negative value of the derivatives of MNOK 252 as of 31.12.2020 (2019: MNOK 37).

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Note 20. Interest-bearing loans and borrowings

Carrying amount other interest-bearing loans and borrowings, non-current:

Amounts in NOK `000	2020	2019
Term facility	2,295,000	3,383,000
Acquisition revolving facility	1,300,000	-
Capex facility	3,957,000	3,957,000
Capitalized fees	-169,873	-158,711
Total carrying amount other interest-bearing loans and borrowings, non-current	**7,382,127**	**7,181,289**

Carrying amount other interest-bearing loans and borrowings, current:

Amounts in NOK `000	2020	2019
Term facility, current portion	1,088,000	1,320,000
Total carrying amount other interest-bearing loans and borrowings, current	**1,088,000**	**1,320,000**

Maturity profile of the loans based on contractual undiscounted cash flows:

Amounts in NOK `000	2020	2019
Less than 12 months	1,088,000	1,320,000
1 to 5 years	5,941,000	6,533,000
Over 5 years	1,611,000	807,000
Total utilised amount	**8,640,000**	**8,660,000**

The Group refinanced its entire debt in 2019 and entered into a facility agreement for a term facility of NOK 5 479 million, an acquisition revolving facility of NOK 1 300 million and a capex facility of NOK 5 000 million, in addition to NOK 100 million in unused working capital facility. The interest rate for these loans is 3-month NIBOR plus a margin of 1.5% in 2019, increasing to a margin of 1.9% after 5 years and 2.25% after 7 years. Maturity for the acquisition term facility is 7 years, semi-annual payments. Maturity for the acquisition revolving facility is 7 years, bullet at maturity. Maturity for the capex facility is 5 years, bullet at maturity (with two 1-year extension options).

The financial covenants for the loans include the following; (i) lock-up: historic and forward Debt Service Coverage Ratio (DSCR) of minimum 1.15 and Concession Life Cover Ratio of minimum 1.2 and (ii) default: historic DSCR of minimum 1.05. In addition, there is a mandatory hedging requirement of 70% of the term loan for no less than 4 years. The Company is in compliance with all covenants at year end 2020.

The Group has entered into swap contracts to fix the interest rate for at least 70% of term loan drawn at year end 2019 with maturity reflecting the maturity of the term loan. 3-month NIBOR has been fixed at an interest rate of 1.775%. In addition, the combined CPI (consumer price index) and interest rate swap contracts entered into in 2017 has been continued.

Subsequent to 31 December 2020, the Company has entered into additional interest rate swap contracts to secure NIBOR exposure associated with a notional of NOK 1,500 million.

Carrying amount of assets provided as security for the loans:

Amounts in NOK `000	2020	2019
Gas transportation and processing facilities	14,015,115	14,949,111
Cash and cash equivalents	635,202	325,686
Total	**14,650,316**	**15,274,797**

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Note 21. Shareholder loans

Amounts in NOK `000	2020	2019
Shareholder loans	309,174	2,283,787
Capitalized fees	-16,219	-18,381
Total	**292,955**	**2,265,406**

Shareholder loan at 31 December 2020 is a loan from the parent company Partners Group Swan Infrastructure AS. Interest rate is 3-month NIBOR plus 3% margin and maturity is 26 June 2028.

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Note 22. Financial Instruments

Financial instruments by category
Amounts in NOK `000

Year ended 31 December 2020

Financial assets	Amortized cost	Fair value through profit or loss	Total carrying amount
Other financial assets		208,841	**208,841**
Derivative financial instruments		31,491	**31,491**
Trade and other receivables *)	903,975		**903,975**
Cash and cash equivalents	635,202	-	**635,202**
Total	**1,539,176**	**240,332**	**1,779,508**

Financial liabilities	Amortized cost	Fair value through profit or loss	Total carrying amount
Derivative financial instruments		135,098	**135,098**
Trade and other payables *)	317,332		**317,332**
Shareholder loans	292,955		**292,955**
Interest-bearing loans and borrowings	8,470,127		**8,470,127**
Total	**9,080,414**	**135,098**	**9,215,512**

*) Prepayments, accrued receivables, VAT, public duties payable and accrued expenses are not included.

Year ended 31 December 2019

	Amortized cost	Fair value through profit or loss	Total carrying amount
Derivative financial instruments		11,471	**11,471**
Trade and other receivables *)	701,274		**701,274**
Cash and cash equivalents	325,686	-	**325,686**
Total	**1,026,960**	**11,471**	**1,038,430**

Financial liabilities	Amortized cost	Fair value through profit or loss	Total carrying amount
Derivative financial instruments			**0**
Trade and other payables *)	310,808		**310,808**
Shareholder loans	2,265,406		**2,265,406**
Interest-bearing loans and borrowings	8,501,289		**8,501,289**
Total	**11,077,503**	-	**11,077,503**

*) Prepayments, accrued receivables, VAT, public duties payable and accrued expenses are not included.

Fair value of financial instruments
It is assessed that the carrying amounts of financial assets and liabilities, except for interest-bearing loans and borrowings, and for shareholder loans, is approximately equal to its fair values. For interest-bearing loans and borrowings, the fair value is estimated to be NOK 8,640,000 thousand at year end 2020 (2019: NOK 8,660,000 thousand). For shareholder loans, fair value is estimated to be NOK 309,174 thousand at year end 2020 (2019: NOK 2,283,787 thousand).

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Note 23. Related Party Transactions

Purchases of services from related parties:

Amounts in NOK `000	2020	2019
Partners Group AG, advisory fee	6,000	5,648
Takyra AS (owned by Chairman of the Board in CapeOmega AS), advisory fee	568	500

Outstanding balances with related parties:

Amounts in NOK `000	2020	2019
CapeOmega Gas Transportation AS - current receivable	65	-
Partners Group Swan Holding AS - current receivable	-	325
Partners Group Swan Holding AS - current payable	-3	-260
Partners Group AG - current payable	-11,648	-
Payable to group companies, group contribution	-5,573	-
Partners Group Holding AS - shareholder loans		-2,265,406
Partners Group Swan Infrastructure AS - shareholder loans	-292,955	-

Compensation to Chief Executive Officer (CEO) of subsidiary CapeOmega AS:

Amounts in NOK `000	2020	2019
Salary incl. bonus	13,511	34,531
Pension contribution	174	179
Other compensation	23	48
Total compensation to CEO	**13,709**	**34,758**

Compensation to Board of Directors of Partners Group Swan AS:

Amounts in NOK `000	2020	2019
Board remuneration	-	38
Total compensation to Board of Directors	**-**	**38**

Compensation to Board of Directors of subsidiary CapeOmega AS:

Amounts in NOK `000	2020	2019
Chairman of the Board	450	300
Board Members	619	565
Total compensation to Board of Directors	**1,069**	**865**

The CEO of CapeOmega is entitled severance pay in the event of termination. There is no agreement regarding severance pay to members of the Board of Directors. The CEO of CapeOmega may receive a discretionary annual bonus as decided by the Board of Directors.

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Note 24. Commitments and Contingencies

Minimum work programmes
The Company is required to participate in the approved work programmes for the licenses. See note 12 for a specification of future expected capital expenditure.

Liability for damages/insurance
The Company's operations involves risk for damages, including pollution. Installations and operations are covered by an operations insurance policy. The company has in place a 24 months business interruption coverage.

Earn-out commitment
In the share purchase agreement between Partners Group and HitecVision, an earn-out fee agreement was entered into by the parties. The earn-out fee agreement states that Partners Group Swan AS is to pay HitecVision earn-out fees related to closed transactions and final investment decisions on specific project subsequent to the closing date 26 June 2019. The Group has accrued for the estimated earn-out at year end 2020 and 2019.

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Note 25. Covid-19

The ongoing COVID-19 pandemic combined with the commodity price crash in the first quarter of 2020 has had a significant impact on the oil and gas industry throughout 2020. The impact of these events on the Group has been limited as most revenues are booked revenues under the "ship or pay" principle. In the contracts with shippers, the assertion of force majeure may only be made after 24 months following the triggering incident. Any shutdown of producing fields due to the COVID-19 virus is not considered a force majeure event. Further, the credit risk to contractual counterparties is very low as any shipper with a credit rating lower than BBB rating is required to have in place a bank guarantee covering 24 months of booked reservations. Neither is closure of the operational system for gas transportation due to outbreak of COVID-19 any significant risk, as Gassco has operational procedures to mitigate such risks (e.g., dual operational control center).

During 2020 the main financial effects of the pandemic for the Group has been some extra costs related to setting up home offices for employees and other costs related to measures directed at minimizing the risk of infection in the office.

In addition, some changes have been made to the tax system in order to aid the petroleum industry as it is considered to be of particular importance to the Norwegian economy. In June 2020, a temporary change to the tax regime for oil and gas companies for the income years 2020 and 2021 was enacted by the Norwegian Parliament. This change enables CapeOmega to deduct the cost of offshore production installations in the 56% special tax base in the investment year. Further, uplift of 24% on these investments can be deducted in the 56% special tax base in the investment year.

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Note 26. Events after the Balance Sheet Date

Subsequent to 31 December 2020, the Group has entered into additional interest rate swap contracts to secure NIBOR exposure associated with a notional of NOK 1,500 million.

18.03.2021 56

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To the General Meeting of Partners Group Swan AS

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Partners Group Swan AS, which comprise:

- The financial statements of the parent company Partners Group Swan AS (the Company), which comprise the balance sheet as at 31 December 2020, 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 a summary of significant accounting policies, and
- The consolidated financial statements of Partners Group Swan AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2020, the income statement, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion:

- The financial statements are prepared in accordance with the law and regulations.
- The accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with simplified application of internal accounting standards according to section 3-9 of the Norwegian Accounting Act.
- The accompanying consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Basis for Opinion

We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 as required by laws and regulations, 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

Management is responsible for the other information. The other information comprises the Board of Directors' report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Penneo Dokumentnøkkel: YVTLU-DP0PT-0JKP1-XA6EU-VOH3T-YX3S4

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Organisasjonsnummer: 980 211 282

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements
The Board of Directors and the Managing Director (Management) are responsible for the preparation in accordance with law and regulations, including a true and fair view of the financial statements in accordance with simplified application of international accounting standards to the Norwegian Accounting Act section 3-9, and for the preparation and fair presentation of the consolidated financial statements of the Group in accordance with International Financial Reporting 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.

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 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including 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. We 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 or 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 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 a true and fair view.
- 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.

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We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

Opinion on the Board of Directors' report

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors' report concerning the financial statements, the going concern assumption and the proposed allocation of the result is consistent with the financial statements and complies with the law and regulations.

Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements *(ISAE) 3000, Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the Company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Stavanger, 18 March 2021
Deloitte AS

Ommund Skailand
State Authorised Public Accountant (Norway)

Penneo Dokumentnøkkel: YVTLU-DP0PT-0JKP1-XA6EU-VOH3T-YX3S4

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Ommund Skailand
Statsautorisert revisor
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IP: 217.173.xxx.xxx
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Skatteetaten

Vår dato	Din/Deres dato	Saksbehandler
20.12.2019	29.10.2019	Nazneen Pervez Soltvedt
800 80 000	Din/Deres referanse	Telefon
Skatteetaten.no	AR341434474	
Org.nr	Vår referanse	Postadresse
974761076	2019/6648391	Postboks 9200 Grønland
		0134 OSLO

PARTNERS GROUP SWAN AS
c/o Intertrust (Norway) AS Postboks 2051 Vika
0125 OSLO

Att. Peter Matzen Drachmann

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk for Partners Group Swan AS, org.nr. 922 363 315

Vi viser til deres brev av 29. oktober 2019 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk for Partners Group Swan AS. Søknaden ble sendt til Skattedirektoratet. Skattedirektoratets myndighet til å treffe enkeltvedtak etter regnskapsloven § 3-4 tredje ledd ble delegert til skattekontoret med virkning fra 1. juni 2019.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering Partners Group Swan AS dispensasjon fra kravet til å utarbeide årsregnskap 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

Partners Group Swan AS er eid av Partners Group Swan Holding AS som igjen er eid av et utenlandsk selskap. Partners Group Swan AS er et nystiftet selskap som har som formål å eie aksjer i CapeOmega AS som driver virksomhet knyttet til oljebransjen. Engelsk er selskapets arbeidsspråk. Bransjespråket innen sektorene som selskapets kunder og kreditorer opererer i er også engelsk. Selskapet har et utenlandsk styremedlem.

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 selskapets morselskap er direkte eid av et utenlandsk selskap. Videre er det vektlagt at selskapet driver virksomhet i en internasjonal bransje der alle sentrale aktører behersker og benytter engelsk.

Vennligst oppgi vår referanse 2019/6648391 ved henvendelse i saken.

Med hilsen

Nazneen Pervez Soltvedt
skattejurist
Brukerdialog, brukerkontakt
Skatteetaten

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.

admincontrol

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Signers:

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Eriksen, Gisle	BANKID	2021-03-18 17:23 GMT+1
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CAPE OMEGA

Annual accounts 2020

Partners Group Swan AS

Business registration number 922 363 315

Statutory accounts

18.03.2021

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CAPE OMEGA

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Financial statements

Income Statement

Amounts in NOK `000	Note	2020	2019
Other general and administrative expense	4	-11,782	-264
Change in estimate provisions	13	174,375	-22,980
Total operating expenses		162,593	-23,244
Profit / loss (-) from operating activities		**162,593**	**-23,244**
Finance income	5	76,035	13,124
Finance expense	5	-54,134	-39,918
Net financial items		**21,901**	**-26,794**
Profit / loss (-) before income tax		**184,494**	**-50,038**
Income tax	6	4,346	-
Net profit / loss (-)		**188,840**	**-50,038**

Statement of Comprehensive Income

Amounts in NOK `000	2020	2019
Net profit / loss (-)	188,840	-50,038
Total comprehensive income / loss (-)	**188,840**	**-50,038**

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1 | Financial statements

Balance Sheet at 31 December

Amounts in NOK `000	Note	2020	2019
ASSETS			
Non-current assets			
Deferred tax assets	6	4,346	-
Shares in subsidiaries	8	1,670,778	2,915,565
Long term loan to subsidiary	7, 14	204,839	520,064
Total non-current assets		**1,879,963**	**3,435,629**
Current assets			
Trade and other receivables	9, 14	-	1,270
Receivable from group companies	14, 15	31,272	-
Cash and cash equivalents	14	9,617	75,253
Total current assets		**40,889**	**76,523**
TOTAL ASSETS		**1,920,852**	**3,512,152**
EQUITY AND LIABILITIES			
Equity			
Paid-in capital			
Share capital	10	1,133	1,030
Share premium		1,421,769	952,780
Retained earnings		149,680	-39,160
Total equity		**1,572,582**	**914,650**
Non-current liabilities			
Shareholder loan	11, 14	292,955	2,265,406
Provisions for other liabilities and charges	13	54,280	311,693
Total non-current liabilities		**347,235**	**2,577,099**
Current liabilities			
Trade and other payables	12, 14	1,035	20,403
Current taxes payable	6	-	-
Total current liabilities		**1,035**	**20,403**
Total liabilities		**348,270**	**2,597,502**
TOTAL EQUITY AND LIABILITIES		**1,920,852**	**3,512,152**

Bergen, 18 March 2021

Gisle Eriksen

Chairman of the Board of Directors

Igor Makar

Board member

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Statement of Changes in Equity

Amounts in NOK `000	Note	Share capital	Share premium	Retained earnings	Total equity
Equity at 1 February 2019		**30**	**-**	**-**	**30**
				-	-
Total comprehensive income / loss (-) for the year				50,038	50,038
Share issues, cash		1,000	952,780		953,780
Effect from merger with Partners Group Investment Swan AS	16			10,878	10,878
Equity at 31 December 2019		**1,030**	**952,780**	**-39,160**	**914,650**
Equity at 1 January 2020		**1,030**	**952,780**	**-39,160**	**914,650**
Total comprehensive income / loss (-) for the year				188,840	188,840
Share issues, conversion shareholder loan	10	103	668,385		668,488
Paid dividend	10		-199,396		-199,396
Equity at 31 December 2020		**1,133**	**1,421,769**	**149,680**	**1,572,582**

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1 | Financial statements

Statement of Cash Flow

Amounts in NOK `000	2020	2019
Cash flow from operating activities		
Profit / loss (-) before income tax	184,494	-50,038
Change in estimate earn-out purchase shares in subsidiaries	-174,375	22,980
Interest expense/income and finance expenses not paid/received	9,969	26,918
Group contribution in income statement not received	-31,272	-
Change in working capital	-15,643	-32
Net cash flow from / used in (-) operating activities	**-26,827**	**-172**
Cash flow from investing activities		
Investment in subsidiaries/cash from merger	0	-2,596,809
Loans to/from subsidiary	1,319,278	-507,064
Net cash flow from / used in (-) investing activities	**1,319,278**	**-3,103,873**
Cash flow from financing activities		
Dividend payments	-	-
Net proceeds from share issues	-	953,810
Shareholder loan	-1,358,087	2,225,488
Net cash flow from / used in (-) financing activities	**-1,358,087**	**3,179,298**
Net increase/ decrease (-) in cash and cash equivalents	**-65,636**	**75,253**
Cash and cash equivalents at the beginning of the period	75,253	-
Cash and cash equivalents at the end of the period	**9,617**	**75,253**

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Notes

NOTE 1. CORPORATE INFORMATION

Partners Group Swan AS ("Partners Group Swan" or "the Company") was established 1 February 2019. The Company is a holding company primarily involved in investments in energy companies operating on the Norwegian Continental Shelf.

Partners Group Swan is a limited liability company incorporated and domiciled in Norway. Its registered office is in Bergen, Norway. The Company does not have any employees.

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NOTE 2. ACCOUNTING PRINCIPLES

Basis of Preparation

The financial statements have been prepared based on "Simplified IFRS" in accordance with the Norwegian Accounting Act and accompanying regulations (FOR-2008-01-21-57) with the described basis for preparation. Simplified IFRS requires that most of the recognition and measurement principles are in accordance with IFRS as adopted by the EU.

Balance Sheet Classification

Current assets and current liabilities include items due less than a year from the balance sheet date, and items related to the operating cycle, if longer. Other assets and liabilities are classified as non-current. The current portion of non-current debt is included under current liabilities. Financially motivated investments in shares are classified as current assets, while strategic investments are classified as non-current assets.

Shares in subsidiaries

Investment in subsidiaries is recognized at cost, including transaction costs, less any necessary impairment. Impairment to recoverable amount will be carried out if impairment indicators are present and recoverable amount is less than book value. Recoverable amount is the higher of fair value and value in use. Impairments are reversed when the cause and basis of the initial impairment is no longer present.

FOREIGN CURRENCY TRANSLATION AND TRANSACTIONS

Transactions and Balances

The functional currency and the reporting currency of the Company is Norwegian Kroner (NOK). Foreign currency transactions are translated into NOK using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities in foreign currencies are translated into functional currency at the balance sheet date exchange rates. Non-monetary items are translated at the historical exchange rate on the transaction date and non-monetary items that are measured at fair value are translated at the exchange rate on the date when the fair value was determined. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement net as a financial item.

FINANCIAL INSTRUMENTS

General

Financial instruments include trade receivables and other receivables, cash and cash equivalents, loans, trade payables and other payables. These are initially recognized at fair value adjusted for directly attributable transaction costs. After initial recognition, the measurement and accounting treatment depend on the type of instrument and classification. Investments classified as loans and receivables are measured at amortized cost using the effective interest rate method. Gains and losses are recognized in income when the loans and receivables are derecognized or impaired, as well as through the amortization process.

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Trade Receivables

Trade receivables are recognized and carried at their anticipated realizable value, which is the original invoice amount less an estimated valuation allowance for any uncollectible amounts. A provision is made when there is objective evidence that the Company will not be able to collect the debts. Bad debts are written off when identified.

COST OF EQUITY TRANSACTIONS

Transaction costs directly attributable to an equity transaction are recognized directly in equity, net of taxes.

INCOME TAXES

The income tax expense consists of current income tax (taxes payable) and changes in deferred income tax.

Current Income Tax

Current income tax liabilities for the current and prior periods are measured at the amount expected to be paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted by the balance sheet date.

Current income tax relating to items recognized directly in equity is recognized in equity and not in the income statement.

Deferred Income Tax

Deferred income tax is provided using the liability method on temporary differences at the balance sheet date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that the taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the income statement.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority/tax regime. Timing differences are considered.

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PROVISIONS AND CONTINGENT LIABILITIES

A provision is recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

The amount of the provision is the present value of the risk adjusted expenditures expected to be required to settle the obligation, determined using the estimated risk-free interest rate as discount rate. Where discounting is used, the carrying amount of provision increases in each period to reflect the unwinding of the discount by the passage of time. This increase is recognized as finance cost.

Significant contingent liabilities are disclosed, with the exception of contingent liabilities where the probability of the liability occurring is remote.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise of cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are included within borrowings in current liabilities in the balance sheet.

CASH FLOW STATEMENT

The cash flow statement is prepared using the indirect method.

RELATED PARTIES

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the party in making financial or operational decisions. Parties are also related if they are subject to common control.

Transactions between related parties are transfers of resources, services or obligations, regardless of whether a price is charged. All transactions between related parties are made based on the principle of 'arm's length', which is the estimated market price.

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NOTE 3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements requires management to make judgments, use estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses.

Although these estimates are based on management's best knowledge of historical experience and current events, actual results may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis. Changes in estimates will be recognized when new estimates can be determined with certainty.

Currently, the Company's most important accounting estimates are related to the following items:

Shares in subsidiaries

Investment in subsidiaries is recognized at cost, including transaction costs, less any necessary impairment. Impairment to recoverable amount will be carried out if impairment indicators are present and recoverable amount is lower than book value. Recoverable amount is the higher of fair value and value in use. The calculation of recoverable amount will require management to estimate future discounted cash flows from the subsidiaries' operations. Calculating the recoverable amount is based on estimated discounted cash flows, which mainly relate to the gas transportation and processing facilities held by the subsidiaries. The cash flow horizon is consistent with the license period for the investment. All impairment assessment calculations require a high degree of estimation, including assessments of the expected cash flows from the CGU and the estimation of applicable discount rates. Impairment testing requires long-term assumptions to be made concerning a number of economic factors such as future production levels, market conditions, transportation and processing expense, discount rates and political risk among others, in order to establish relevant future cash flows. There is a high degree of reasoned judgement involved in establishing these assumptions, and in determining other relevant factors.

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Note 4. General and Administrative Expenses

Specification of general and administrative expenses

Amounts in NOK `000	2020	2019
Consulting and legal fees	11,247	686
Other administrative expense	535	-422
Total other general and administrative expenses	**11,782**	**264**

Auditor's fees

Amounts in NOK `000	2020	2019
Auditor's fee	120	-
Tax advisory services	-	-
Attestation services	28	-
Other advisory services	-	-
Total auditor's fees	**148**	**-**

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Note 5. Net Financial Items

Amounts in NOK `000	2020	2019
Interest income	33	109
Interest income, group companies	44,155	13,000
Group contribution received	31,272	-
Net exchange rate gain	575	15
Total financial income	**76,035**	**13,124**
Interest expense on financial liabilities to group companies	-54,124	-39,918
Other interest expense	-11	-
Total financial expenses	**-54,134**	**-39,918**

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Note 6. Taxes

Income taxes recognised in the income statement

Amounts in NOK `000	2020	2019
Income tax payable	-	-
Change in deferred tax	4,346	-
Total income taxes recognised in the income statement	**4,346**	**-**

Reconciliation of income taxes

Amounts in NOK `000	2020	2019
Profit / loss (-) before income taxes	**184,494**	**-50,038**
Expected income tax at nominal tax rate (22%)	-40,589	11,008
Permanent differences	38,355	-5,062
Effect of merger	-	1,142
Changes previous year	-508	-
Valuation allowance, deferred tax asset	7,088	-7,088
Total income taxes recognised in the income statement	4,346	-

Specification of tax effects on temporary differences and tax losses carried forward

Amounts in NOK `000	2020	2019
Tax losses carried forward, onshore 22%	4,346	1,166
Interest carry forward and temporary differences intercompany loans, 22%	-	5,922
Valuation allowance, deferred tax asset	-	-7,088
Total deferred tax assets / liabilities (-) recognized	4,346	-

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Note 7. Long term loan to subsidiary

Amounts in NOK `000	2020	2019
Loan to CapeOmega AS	221,795	526,050
Capitalized fees	-16,957	-5,986
Total	**204,839**	**520,064**

Interest rate is 3-month NIBOR plus 3% margin and maturity is 26 June 2028.

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Note 8. Shares in subsidiaries

Subsidiary	Ownership and voting share	Registered office	Book value
CapeOmega AS	100.000 %	Bergen	1,670,778

See note 16.

The difference in book value from 2019 is a result of repatriation of paid-in equity from CapeOmega AS and the movements in the earn-out fee disclosed in note 13.

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Note 9. Trade and other receivables

Amounts in NOK `000	2020	2019
Prepayments	-	945
Receivable from Partners Group Swan Holding AS	-	325
Total trade and other receivables	**-**	**1,270**

The receivables all mature within one year.

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Note 10. Share Capital and Shareholder Information

Number of shares issued and fully paid	Ordinary shares
Number of shares at 1 February 2019	**3,000**
Share issues in 2019	100,000
Number of shares at 31 December 2019	**103,000**
Number of shares at 1 January 2020	**103,000**
Share issues in 2020	-
Number of shares at 31 December 2020	**103,000**

Par value is NOK 11 per share.

In 2020 the Company's share capital has been increased by NOK 103 thousand, by increasing par value per share from NOK 10 to NOK 11. The increase was performed by converting shareholder loan of a total of NOK 668.5 million, of which NOK 668.4 million has been allocated to share premium.

Shareholder
At year end 2020 all the shares of the Company are owned by Partners Group Swan Infrastructure AS.

Dividends
Dividends of total NOK 199.4 million was paid during the year. The dividend has been paid by way of transferring shares in CapeOmega Gas Transportation AS to former shareholder Partners Group Swan Holding AS. No dividends are proposed for 2020.

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Note 11. Shareholder loan

Amounts in NOK `000	2020	2019
Shareholder loans	309,174	2,283,787
Capitalized fees	-16,219	-18,381
Total	**292,955**	**2,265,406**

Shareholder loan at 31 December 2020 is a loan from the parent company Partners Group Swan Infrastructure AS. Interest rate is 3-month NIBOR plus 3% margin and maturity is 26 June 2028.

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Note 12. Trade and other payables

Amounts in NOK `000	2020	2019
Trade creditors	944	630
Payable to CapeOmega AS	1	595
Other accrued expenses	90	19,178
Total trade and other payables	**1,035**	**20,403**

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Note 13. Provisions

Amounts in NOK `000	2020
Provisions 1 January	311,693
Increase from business combination, see note 16	-
Payment to HitecVision	-83,039
Change in estimate	-174,375
Total provisions at 31 December	**54,280**

In the share purchase agreement between Partners Group and HitecVision, an earn-out fee agreement was entered into by the parties. The earn-out fee agreement states that Partners Group Swan AS is to pay HitecVision earn-out fees related to closed transactions and final investment decisions on specific project subsequent to the closing date 26 June 2019.

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Note 14. Financial Instruments

Financial instruments by category
Amounts in NOK `000

Year ended 31 December 2020

Financial assets	Amortized cost	Fair value through profit or loss	Total carrying amount
Trade and other receivables *	0	-	**0**
Loan to subsidiary	204,839	-	**204,839**
Receivable from group companies	31,272	-	**31,272**
Cash and cash equivalents	9,617	-	**9,617**
Total	**245,727**	**-**	**245,727**

Financial liabilities	Amortized cost	Fair value through profit or loss	Total carrying amount
Trade and other payables *	945	-	**945**
Shareholder loan	292,955	-	**292,955**
Total	**293,901**	**-**	**293,901**

* Prepayments, accrued receivables, VAT, public duties payable and accrued expenses are not included.

Year ended 31 December 2019

Financial assets	Amortized cost	Fair value through profit or loss	Total carrying amount
Trade and other receivables *	325	-	**325**
Loan to subsidiary	520,064	-	**520,064**
Cash and cash equivalents	75,253	-	**75,253**
Total	**595,642**	**-**	**595,642**

Financial liabilities	Amortized cost	Fair value through profit or loss	Total carrying amount
Trade and other payables *	1,225	-	**1,225**
Shareholder loan	2,265,406	-	**2,265,406**
Total	**2,266,631**	**-**	**2,266,631**

* Prepayments, accrued receivables, VAT, public duties payable and accrued expenses are not included.

Fair value of financial instruments
It is assessed that the carrying amounts of financial assets, except for loan to subsidiary, is approximately equal to its fair values. For loan to subsidiary, the fair value is estimated to be NOK 221,795 thousand at year end 2020 (2019: NOK 526,050 thousand).

It is further assessed that the carrying amounts of financial liabilities, except for shareholder loan, is approximately equal to its fair values. For shareholder loan, the fair value is estimated to be NOK 309,174 thousand at year end 2020 (2019: NOK 2,283,787 thousand).

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Note 15. Related Party Transactions

Finance items from related parties:

Amounts in NOK `000	2020	2019
Interest income, subsidiary CapeOmega AS	44,155	13,000
Group contribution received, subsidiary CapeOmega AS	31,272	-
Interest expense, former parent company Partners Group Swan Holding AS	-52,671	-39,918
Interest expense, parent company Partners Group Swan Infrastructure AS	-1,452	-

Outstanding balances with related parties:

Amounts in NOK `000	2020	2019
Receivable, parent company Partners Group Swan Holding AS	-	325
Payable, subsidiary CapeOmega AS	-1	-595
Long-term loan, subsidiary CapeOmega AS	204,839	520,064
Receivable from subsidiary CapeOmega AS, group contribution	31,272	-
Shareholder loan, Partners Group Swan Holding AS	-	-2,265,406
Shareholder loan, Partners Group Swan Infrastructure AS	-292,955	-

Compensation to Board of Directors:

Amounts in NOK `000	2020	2019
Board remuneration	-	38
Total compensation to Board of Directors	**-**	**38**

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Note 16. Significant transactions

2020

No significant transactions in 2020.

2019

Acquisition of CapeOmega AS
On 26 June 2019 the Company completed the acquisition of 100% of the shares in the holding company structure of CapeOmega AS; HV VII Invest Tango AS. CapeOmega is an energy company operating on the Norwegian Continental Shelf and held interests in the following assets at year end 2019:
- 26.32200% interest in the gas transport system Gassled
- 33.27100% interest in the gas transport system Polarled
- 18.20900% interest in the gas processing facility Nyhamna
- 49% interest in the oil field Brynhild
- 45% interest in the oil and gas field Oselvar
- 4.36% interest in the Enoch field

See note 8.

Merger with holding companies
Subsequent to the acquisition described above, HV VII Invest Tango AS changed its name to Partners Group Invest Swan AS ("PGIS") and its subsidiary HV VII Invest Tango II AS changed its name to Partners Group Invest Swan II AS ("PGIS II"). PGIS and PGIS II merged in September 2019. Following this merger, the Company merged with PGIS with accounting effect 30 September 2019.

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Note 17. Guarantees

The Company has guaranteed for the interest-bearing loans and borrowings from banks of its subsidiary CapeOmega AS. As of 31 December 2020, the guaranteed loans and borrowings drawn by CapeOmega amounts to NOK 11 879 million.

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Note 18. Events after the Balance Sheet Date

There are no subsequent events with significant accounting impacts that have occurred after the balance sheet date that are not already reflected or disclosed in these financial statements.

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To the General Meeting of Partners Group Swan AS

INDEPENDENT AUDITOR'S REPORT

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Partners Group Swan AS, which comprise:

- The financial statements of the parent company Partners Group Swan AS (the Company), which comprise the balance sheet as at 31 December 2020, 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 a summary of significant accounting policies, and
- The consolidated financial statements of Partners Group Swan AS and its subsidiaries (the Group), which comprise the balance sheet as at 31 December 2020, the income statement, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion:

- The financial statements are prepared in accordance with the law and regulations.
- The accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with simplified application of internal accounting standards according to section 3-9 of the Norwegian Accounting Act.
- The accompanying consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Basis for Opinion

We conducted our audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including 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 as required by laws and regulations, 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

Management is responsible for the other information. The other information comprises the Board of Directors' report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Penneo Dokumentnøkkel: YVTLU-DP0PT-0JKP1-XA6EU-VOH3T-YX3S4

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Organisasjonsnummer: 980 211 282

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and the Managing Director for the Financial Statements
The Board of Directors and the Managing Director (Management) are responsible for the preparation in accordance with law and regulations, including a true and fair view of the financial statements in accordance with simplified application of international accounting standards to the Norwegian Accounting Act section 3-9, and for the preparation and fair presentation of the consolidated financial statements of the Group in accordance with International Financial Reporting 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.

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 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with laws, regulations, and auditing standards and practices generally accepted in Norway, including 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. We 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 or 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 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 a true and fair view.
- 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.

Penneo Dokumentnøkkel: YVTLU-DP0PT-0JKP1-XA6EU-VOH3T-YX3S4

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We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

Opinion on the Board of Directors' report

Based on our audit of the financial statements as described above, it is our opinion that the information presented in the Board of Directors' report concerning the financial statements, the going concern assumption and the proposed allocation of the result is consistent with the financial statements and complies with the law and regulations.

Opinion on Registration and Documentation

Based on our audit of the financial statements as described above, and control procedures we have considered necessary in accordance with the International Standard on Assurance Engagements *(ISAE) 3000, Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, it is our opinion that management has fulfilled its duty to produce a proper and clearly set out registration and documentation of the Company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway.

Stavanger, 18 March 2021
Deloitte AS

Ommund Skailand
State Authorised Public Accountant (Norway)

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Ommund Skailand
Statsautorisert revisor
Serienummer: 9578-5999-4-1493317
IP: 217.173.xxx.xxx
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Skatteetaten

Vår dato	Din/Deres dato	Saksbehandler
20.12.2019	29.10.2019	Nazneen Pervez Soltvedt
800 80 000	Din/Deres referanse	Telefon
Skatteetaten.no	AR341434474	
Org.nr	Vår referanse	Postadresse
974761076	2019/6648391	Postboks 9200 Grønland
		0134 OSLO

PARTNERS GROUP SWAN AS
c/o Intertrust (Norway) AS Postboks 2051 Vika
0125 OSLO

Att. Peter Matzen Drachmann

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk for Partners Group Swan AS, org.nr. 922 363 315

Vi viser til deres brev av 29. oktober 2019 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk for Partners Group Swan AS. Søknaden ble sendt til Skattedirektoratet. Skattedirektoratets myndighet til å treffe enkeltvedtak etter regnskapsloven § 3-4 tredje ledd ble delegert til skattekontoret med virkning fra 1. juni 2019.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering Partners Group Swan AS dispensasjon fra kravet til å utarbeide årsregnskap 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

Partners Group Swan AS er eid av Partners Group Swan Holding AS som igjen er eid av et utenlandsk selskap. Partners Group Swan AS er et nystiftet selskap som har som formål å eie aksjer i CapeOmega AS som driver virksomhet knyttet til oljebransjen. Engelsk er selskapets arbeidsspråk. Bransjespråket innen sektorene som selskapets kunder og kreditorer opererer i er også engelsk. Selskapet har et utenlandsk styremedlem.

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 selskapets morselskap er direkte eid av et utenlandsk selskap. Videre er det vektlagt at selskapet driver virksomhet i en internasjonal bransje der alle sentrale aktører behersker og benytter engelsk.

Vennligst oppgi vår referanse 2019/6648391 ved henvendelse i saken.

Med hilsen

Nazneen Pervez Soltvedt
skattejurist
Brukerdialog, brukerkontakt
Skatteetaten

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.