ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2024 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	932 525 038
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	SAFEROAD HOLDCO AS
Forretningsadresse:	Ruseløkkveien 30
	0251 OSLO

Regnskapsår

Årsregnskapets periode:	01.11.2023 - 31.12.2024

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:	Frode Langeland
Dato for fastsettelse av årsregnskapet:	04.07.2025

Grunnlag for avgivelse

År 2024: Årsregnskapet er elektronisk innlevert
År 2023: Tall er hentet fra elektronisk innlevert årsregnskap fra 2024

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, 10.08.2025

Resultatregnskap

Beløp i: NOK	Note	2024	2023
RESULTATREGNSKAP			
Driftsresultat			
Finansinntekter og finanskostnader			
Annen finansinntekt	3	1 000	
Sum finansinntekter		**1 000**	
Annen finanskostnad	3	2 000	
Sum finanskostnader		**2 000**	
Netto finans		**-1 000**	
Resultat før skattekostnad		**-1 000**	**0**
Årsresultat		**-1 000**	**0**

Balanse

Beløp i: NOK	Note	2024	2023
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Finansielle anleggsmidler			
Investering i datterselskap	5	1 660 574 000	
Sum finansielle anleggsmidler		**1 660 574 000**	
Sum anleggsmidler		**1 660 574 000**	**0**
Omløpsmidler			
Varer			
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	6	23 000	
Sum bankinnskudd, kontanter og lignende		**23 000**	
Sum omløpsmidler		**23 000**	**0**
SUM EIENDELER		**1 660 597 000**	**0**
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital		90 000	
Overkurs		1 660 514 000	
Sum innskutt egenkapital		**1 660 604 000**	
Opptjent egenkapital			
Annen egenkapital		-7 000	
Sum opptjent egenkapital		**-7 000**	
Sum egenkapital		**1 660 597 000**	**0**

Balanse

Beløp i: NOK	Note	2024	2023
Sum langsiktig gjeld		**0**	**0**
Sum gjeld		**0**	**0**
SUM EGENKAPITAL OG GJELD		**1 660 597 000**	**0**

Konsernets resultatregnskap

Beløp i: NOK	Note	2024	2023
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt		3 726 485 000	
Annen driftsinntekt		17 317 000	
Sum inntekter	5,6	**3 743 802 000**	
Kostnader			
Varekostnad	7	1 927 093 000	
Lønnskostnad	8,9	875 058 000	
Depreciation and impairment property, plant and equipment	15	78 008 000	
Depreciation and impairment right of use assets	16	67 152 000	
Amortisation and impairment	14	82 123 000	
Annen driftskostnad	10	511 302 000	
Sum kostnader		**3 540 736 000**	
Driftsresultat		**203 066 000**	
Finansinntekter og finanskostnader			
Inntekt på investering i datterselskap og tilknyttet selskap	11	297 000	
Annen finansinntekt	11	5 584 000	
Sum finansinntekter		**5 881 000**	
Annen finanskostnad	11	148 403 000	
Net exchange rate gain/(loss)	11	5 105 000	
Sum finanskostnader		**153 508 000**	
Netto finans		**-147 627 000**	
Resultat før skattekostnad		**55 439 000**	**0**
Skattekostnad	12	79 432 000	
Årsresultat		**-23 993 000**	**0**
Exchange differences on translation of foreign operations		5 373 000	
Exchange differences on loans treated as net investments		-823 000	
Hedge accounting		-15 209 000	

Konsernets resultatregnskap

Beløp i: NOK	Note	2024	2023
Remeasurement of net defined benefit liability		-5 807 000	
Sum resultatkomponenter for IFRS-foretak		-16 466 000	
Totalresultat		**-40 459 000**	

Konsernets balanse

Beløp i: NOK	Note	2024	2023
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	12	10 068 000	
Goodwill	14	1 641 788 000	
Customer relationships	14	948 383 000	
Other intangible assets	14	518 707 000	
Sum immaterielle eiendeler		**3 118 946 000**	
Varige driftsmidler			
Land	15	38 907 000	
Buildings	15	492 784 000	
Machines and equipment	15	444 941 000	
Construction in progress	15	34 743 000	
Rental equipment, furniture and vehicles	15	204 927 000	
Right-of-use assets	16	438 389 000	
Sum varige driftsmidler		**1 654 691 000**	
Finansielle anleggsmidler			
Lån til tilknyttet selskap og felles kontrollert virksomhet		3 337 000	
Other investments		749 000	
Non-current receivables		28 171 000	
Financial derivaties	24	61 339 000	
Sum finansielle anleggsmidler		**93 596 000**	
Sum anleggsmidler		**4 867 233 000**	**0**
Omløpsmidler			
Varer			
Inventories	7	1 126 312 000	
Sum varer		**1 126 312 000**	
Fordringer			
Trade receivables	19	892 346 000	
Other receivables	7,17	395 269 000	
Sum fordringer		**1 287 615 000**	

Konsernets balanse

Beløp i: NOK	Note	2024	2023
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents	18	403 902 000	
Sum bankinnskudd, kontanter og lignende		**403 902 000**	
Sum omløpsmidler		**2 817 829 000**	**0**
SUM EIENDELER		**7 685 062 000**	**0**

BALANSE - EGENKAPITAL OG GJELD

Egenkapital			
Innskutt egenkapital			
Selskapskapital	27	90 000	
Overkurs	27	1 660 514 000	
Sum innskutt egenkapital		**1 660 604 000**	
Opptjent egenkapital			
Hedge reserve		-15 209 000	
Currency translation reserve		4 564 000	
Annen egenkapital		-106 506 000	
Sum opptjent egenkapital		**-117 151 000**	
Minoritetsinteresser		6 902 000	
Sum egenkapital		**1 550 355 000**	**0**
Gjeld			
Langsiktig gjeld			
Pensjonsforpliktelser	9	37 495 000	
Utsatt skatt	12	267 399 000	
Other non-current liabilities	19,20, 22,25, 28	415 450 000	
Other provisions	21	4 460 000	
Sum avsetninger for forpliktelser		**724 804 000**	
Annen langsiktig gjeld			

Konsernets balanse

Beløp i: NOK	Note	2024	2023
Gjeld til kredittinstitusjoner	19,20,25,28	2 679 354 000	
Sum annen langsiktig gjeld		**2 679 354 000**	
Sum langsiktig gjeld		**3 404 158 000**	**0**
Kortsiktig gjeld			
Leverandørgjeld		650 799 000	
Betalbar skatt	12	40 241 000	
Public duties (VAT, social benefits etc.)		172 809 000	
Other current liabilities	4,22,23	1 734 472 000	
Current portion of non-current liabilities	20	132 229 000	
Sum kortsiktig gjeld		**2 730 550 000**	
Sum gjeld		**6 134 708 000**	**0**
SUM EGENKAPITAL OG GJELD		**7 685 063 000**	**0**

Skatteetaten

Vår dato	Din/Deres dato	Saksbehandler
06.06.2025		Robin Ingebrigtsen
800 80 000 Skatteetaten.no	Din/Deres referanse	Telefon 99778267
Org.nr 974761076	Vår referanse 2025/5179081	Postadresse Postboks 9200 Grønland 0134 OSLO

SAFEROAD HOLDCO AS

Postboks 1597 Vika
0118 OSLO
Norge

Dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk

Vi viser til søknad om dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk for følgende selskaper:

Saferoad HoldCo AS org. nr. 932 525 038
Saferoad MidCo AS org. nr. 933 338 681

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

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

Bakgrunn
Fra søknaden siteres:

> *Saferoadkonsernet har selskaper i over 13 land. Ledelsen i utenlandske datterselskaper og store deler av konsernledelsen består av personer som ikke er norskspråklige. Arbeidsspråk og rapportering er derfor i all hovedsak på engelsk. En stor del av kommunikasjonen med konsernets kunder, leverandører og kreditorer foregår på engelsk. Det er heller ingen forhold rundt selskapets finansiering eller eierstruktur som skulle tilsi behov for regnskap på norsk. Bankforbindelser etterspør informasjon på engelsk. Markedsmateriale utgis på engelsk. Alle sentrale aktører og samarbeidspartnere innen bransjen til*

Saferoadkonsernet behersker og benytter engelsk. En norsk oversettelse vil kun ha til formål å oppfylle regnskapslovens språkkrav.

For mer informasjon om selskapets virksomhet viser vi til selskapets webside www.saferoad.com.

I lys av argumentene fremført over, søker Saferoad HoldCo AS og Saferoad MidCo AS med dette om å utarbeide selskapenes årsregnskap og årsberetning på engelsk for regnskapsåret 2024 og fremover.

Skattekontorets vurdering

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

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

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

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

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

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I dette tilfellet er det opplyst at kommunikasjon med de fleste av kunder og leverandører skjer på engelsk. Skattekontoret finner at disse forholdene samlet tilsier at dispensasjon fra kravet om å utarbeide årsregnskap og årsberetning på norsk kan gis.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Magrit Kilen Stoebner
underdirektør
Innsats, storbedrift
Skatteetaten

Robin Ingebrigtsen

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.

Financial Statements 2024
Saferoad HoldCo AS

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Saferoad HoldCo in Brief

Saferoad HoldCo Group's business

Saferoad New BidCo AS acquired the shares in SRH BridgeCo AS on 29 July 2024. SRH BridgeCo AS was until then the ultimate parent of Saferoad Holding AS. Following the acquisition, a restructuring of the Group took place. Firstly, SRH BridgeCo AS and its two direct and indirect subsidiaries, SRH Holding AS and SRH Investco AS merged into Saferoad New BidCo AS as of 12 December 2024, making Saferoad New BidCo AS the direct parent of Saferoad Holding AS. Subsequently to this, Saferoad New BidCo AS was merged into Saferoad Holding AS in a downstream merger with Saferoad Holding AS as the surviving entity. The new ultimate parent is now Saferoad HoldCo AS.

The Group, through the ownership of Saferoad Holding and its subsidiaries, is a leading supplier, advancing road safety and steel solutions across Europe and beyond. With a rich history spanning 100+ years in the industry, we take pride in being at the forefront of innovation, quality, and expertise in the realm of road safety solutions. We are steadfast in our commitment to enhancing safety on the roads and contributing positively to the future of road safety and infrastructure.

Board of Directors' Report

Saferoad HoldCo Group was established July 2024, when funds managed by FSN Capital Confluence GP Limited acquired 100 per cent of the shares in the Saferoad Holding AS through the holding company Saferoad New BidCo As which was later merged with Saferoad Holding AS.

In the following, the comments related to operations is from end of July 2024 until 31 December 2024, unless otherwise stated. For full year 2024 performance, please see Integrated Annual report for Saferoad Group. Furthermore, Saferoad HoldCo will be referred to as Saferoad for the rest of the report.

Corporate strategy

Saferoad's corporate strategy is designed to position the company at the forefront of the European road safety and steel solutions industries, aiming to achieve Vision Zero, contribute to the green transition, and enhance urban liveability. This strategy pursues profitable organic and inorganic growth enabled by people, ESG (Environmental, Social, and Governance), innovation, and performance excellence.

Our business model supports infrastructure needs with a comprehensive range of high-quality road safety equipment and steel-based solutions such as masts for power transmission and distribution, telecom, and railways as well as structures for solar and marina applications and rockbolts. We also offer services including traffic control, work zone protection, road marking, and road maintenance. Our portfolio ensures we can grow our market presence in regions with significant infrastructure potential, serving a wide array of customers across Europe and beyond.

With an extensive geographical footprint and broad offering, Saferoad is well-positioned to benefit from favorable market trends and deliver on its ambitions. Our leadership in the Nordic region and strong presence in Europe position us for further profitable growth in our core markets. This growth will be complemented by expanding into adjacent products and services as well as further geographic expansion.

Market Outlook

The markets addressed by Saferoad are typically characterised by steady growth with high resilience with respect to cyclic volatility. Despite broader economic uncertainties, particularly in Europe, the market trend is expected to remain positive in most countries in the Saferoad portfolio. At the same time, addressed markets also include regions with dynamics above European average and intensive infrastructure investment activities providing attractive growth opportunities.

Sustainability and regulatory alignment
Saferoad is proactively positioning itself to meet the increasing market demand for low-carbon and more responsible products, central to our ESG strategic priorities. The EU's Green Deal and Fit for 55 package, alongside National Action Plans on Climate Change, are important drivers for low-carbon products. Other regulatory drivers include the Norwegian Transparency Act and the Corporate Sustainability Reporting Directive (CSRD). The Nordic market is leading this trend, setting requirements, and incentivising low-carbon operations and products, with other European markets expected to follow in the next 1-3 years.

Regulatory developments, particularly in sustainability and supply chain transparency, are shaping Saferoad's strategy. The CSRD will introduce stricter reporting requirements, and while its application to Saferoad may be delayed by up to two years, the company continues to strengthen data quality, reporting consistency, and sustainability impact assessments. Beyond CSRD, Saferoad is also preparing for new regulations impacting material sourcing, emissions, and supply chain due diligence. The Carbon Border Adjustment Mechanism (CBAM) will affect the cost and availability of steel and aluminium, reinforcing the need for sustainable procurement strategies. Additionally, growing public procurement requirements favoring low-emission and circular economy solutions present both challenges and opportunities, especially in Scandinavia.

By aligning operations with these evolving standards, Saferoad strengthens its competitive edge, secures long-term compliance, and positions itself as a responsible leader in the industry.

Our customers in focus
At Saferoad, our customers are central to our operations. We are committed to understanding their needs and providing tailored solutions that enhance road safety and infrastructure. By seeking customer feedback, offering customised solutions, and ensuring high-quality standards, we aim to deliver exceptional service and build strong, long-term relationships. Our network of local sales offices allows us to provide responsive service with local expertise, ensuring customer satisfaction.

Securing talent and capabilities

To achieve our growth goals, having the right talent is essential. We focus on creating an inclusive work environment that values diversity and teamwork. By investing in leadership development and our internal talent, we ensure we have the expertise needed to innovate, build our internal capabilities, and meet future infrastructure demands.

Business Areas

Through the strategy of our core Business Areas - Infrastructure, Restraint Systems, Services, and Traffic - we seek to positively impact the quality of life by advancing infrastructure.

Infrastructure
Europe's urbanisation is expected to reach nearly 84 per cent by 2050, driving substantial infrastructure development. This growth necessitates robust and scalable road safety solutions to handle increased traffic. This presents a key opportunity for us to deploy resilient and modular safety products effectively.

With a strong market share in the Nordics, the Business Area is well-positioned for growth across the broader European market. The organic growth is achieved by ensuring timely and customer centric deliveries of high-quality equipment that meets stringent safety standards. By leveraging our longstanding manufacturing tradition and efficient automation, we offer customised solutions that address market demands.

The market has seen steady growth despite pressure from local government finances, with opportunities for further expansion driven by favorable interest rates and improving economic conditions. The Business Area has strengthened its market position, particularly within the energy and railway sectors, which present substantial growth potential. The outlook for key product areas such as light poles, railway masts, and energy masts remains strong, with increasing demand in these segments.

With sustained efforts, the Group is optimistic about its growth prospects in both established and emerging markets within the Infrastructure Business Area.

Services
Expanding urban areas and advancing infrastructure projects are driving the rising demand for road marking and maintenance services. Stricter regulatory standards and a heightened focus on road safety are further fueling market growth. Saferoad is strategically positioned to leverage these trends.

The market outlook for the Services Business Area is positive, with a growth trend observed in 2024, driven by price inflation and favourable weather conditions in the Nordic countries, which allowed for increased horisontal marking maintenance work. Despite restrictions on road maintenance spending in Poland due to a change in government and a tight state budget, the overall market showed resilience.

Restraint Systems
Under the EU Road Safety Policy Framework 20212030, the European Commission has reaffirmed its ambitious target of achieving zero fatalities and serious injuries on EU roads by 2050 - a vision known as Vision Zero. This commitment establishes a definitive direction for the advancement of road safety measures within the EU.

The Business Area spans 13 countries with diverging market outlooks, however all influenced by the same macro conditions. Restraint Systems is strategically positioned to navigate the market shifts and capitalise on emerging opportunities in this volatile market.

Investments in product development, production, and installation services will drive profitability and maintain our market leadership in Restraint Systems.

Traffic

The rise of emerging technologies, such as autonomous vehicles, highlights the need for smart traffic management and responsive infrastructure to enhance road safety. Saferoad's Traffic Business Area is focused on creating solutions to meet these evolving demands.

The overall Scandinavian market for Traffic is considered strong, with sustained spending on new construction and road maintenance. The business is well-positioned to compete effectively and capitalise on market opportunities in the region. The Traffic Business Area is also faced with Norway's heightened environmental requirements in public tenders. This will drive sustainable procurement of materials and will necessitate increased capital expenditures for the replacement of vehicles.

Financial development

Saferoad had underlying revenues of NOK 3 744 million for the period 29.07.2024 to 31.12.2024, while underlying EBITDA was NOK 461 million. The underlying EBITDA margin was 12.3 per cent.

NOK 1000	29.07-31.12 2024
Underlying operating revenue	**3 743 802**
Reported operating revenue	**3 743 802**
Underlying EBITDA	**461 318**
Reported EBITDA	**430 348**
Underlying EBITDA margin %	**12.3 %**
Reported EBITDA margin %	**11.5 %**

Revenues in Saferoad were driven by good underlying growth and strong order intake in all Business Areas, as well as general price inflation. Restraint Systems experienced strong revenue growth driven by strategic execution and market expansion. Services experienced double digit growth in their markets, where both favorable weather conditions and volume increase considered main factors. Traffic, driven by notable contributions from the two business lines signs and work zone protection, also managed to grow topline in 2024. Infrastructure continued its momentum, particularly driven by increased demand in the Romanian and Norwegian markets. Underlying EBITDA was NOK 461 million supported by improved operational performance from all Business Areas except Traffic.

The reported EBITDA of NOK 430 million includes non-operational costs of NOK 31 million. This reflects a portion of costs associated with ongoing M&A activities, costs related to changes in group management, group wide strategic improvement projects, and discontinued business. These costs are categorised under the principles of Alternative performance measures (APMs), which are used by Saferoad to provide a better understanding of the company's underlying financial performance. These measures are adjusted IFRS measures defined, calculated and used in a consistent and transparent manner.

Saferoad operating profit (EBIT) for the 5 month period amounted to NOK 203 million. The Group had a net currency loss of NOK (5) million, financial income of NOK 6 million and financial expenses of NOK (148) million. The financial expenses consist of interest expenses to financial institutions of NOK (107) million, interest expenses on lease liabilities of NOK (12) million and other financial expenses of NOK (29) million.

A net tax cost of NOK (79) million was reported in 2024.

The Group reported a loss of NOK (24) million.

Parent company
Saferoad HoldCo AS is the parent company in the Saferoad HoldCo Group. Saferoad HoldCo AS reported a net loss of NOK (1) thousand for the period 29.07-31.12.2024. At year-end 2024, Saferoad HoldCo AS had total assets of NOK 1 660 574 thousand.

The loss for the year for Saferoad HoldCo AS of NOK (1) thousand is transferred from other equity.

Holding costs
Holding costs consist of the unallocated costs associated with the Group's corporate administration, financial management and the elimination of inter-segment sales. The underlying EBITDA in the period was NOK (40) million.

Financial situation and capital structure
Saferoad aims to maintain a strong financial position, with emphasis on good operational management and controlling of financial risk.

In November 2021 Saferoad renewed and extended its Term Facilities with several funds managed by Blackstone Alternative Credit as Original Lenders and the Revolving Credit Facility with DNB, all Facilities maturing in 2028, and structurally matching the currencies in the loan obligations to the Group's cash flow.

Moreover, Saferoad Group has a Revolving Credit Facility (RCF) of NOK 510 million and a EUR 7 million overdraft facility ensure sufficient financial capacity to sustain seasonal working capital fluctuations.

Saferoad has bought interest rate caps to protect against rising interest rates for the Senior Term Facilities Agreement with the GSO-funds. Protection is bought for the full exposure in NOK, EUR and SEK until the maturity of the Senior Term Facilities in 2028.

The overall financial situation of the Group is projected to remain stable with a continued acceptable level of liquidity. The situation is being monitored through structured forecast and management processes. The Group's total assets at year-end 2024 was NOK 7 685 million. The Confluence transaction is a main factor and as part of Saferoad New BidCo AS' acquisition of SRH BridgeCo AS on the 29th of July 2024, a purchase price allocation (PPA) has been prepared and excess values including buildings and goodwill are measured. Total equity ended at NOK 1 550 million year-end 2024.

The Group's financial position is sound, with more than sufficient financial capacity to execute current projects and initiatives. In accordance with §4-5 of the Norwegian Accounting Act, the Board of Directors confirms that the financial statements have been prepared on the assumption of going concern.

Cash flow
The cash flow for the Group was NOK 399 million for the period in 2024. Net cash flow from Operations for the Group was NOK 748 million explained by favorable movements in working capital the last 5 months of the year.

Net cash flow from investment activities was NOK (138) million for the year mostly related to investments in fixed assets.

Net cash flow from financing activities was NOK (211) million for the period in 2024, mostly explained by interest payments related to loans and leasing.

Equity and dividends
Total equity was NOK 1 550 million at the end of 2024. The Group's financial position is sound, with sufficient financial capacity to execute current projects and initiatives.

Freely negotiable shares
All shares in the company are freely negotiable.

Risk management

How we manage risk
Saferoad has established a structured approach to risk management that enables the company to systematically assess, and mitigate risks that could impact its operations, financial position, and regulatory compliance. The company's risk management framework is integrated into regular processes to ensure that risks are monitored and addressed in alignment with strategic objectives and legal obligations.

The Board of Directors holds overall responsibility for overseeing risk management at the Group level, ensuring that risks are appropriately identified, assessed, and mitigated. Group Management is responsible for the implementation of risk controls and mitigation measures, while the leadership teams in the Business Areas manage operational risk and ensure that business activities are conducted in compliance with internal policies and external regulations.

Risk assessments are performed on a regular basis to evaluate the effectiveness of existing mitigation measures. The company considers various internal and external factors, including changes in economic conditions, regulatory developments, supply chain dependencies, and technological advancements that may introduce new risks or amplify existing ones.

In 2024, Saferoad continued to refine its risk management framework to enhance resilience across key areas. The company strengthened its cybersecurity measures by implementing additional security protocols and increasing IT system monitoring. Supply chain contingency planning was reinforced to mitigate risks related to material availability and logistics. Regulatory compliance efforts were expanded in response to evolving sustainability reporting requirements under the EU CSRD, ensuring we meet new disclosure obligations. The company also conducted targeted risk assessments at both the Group and Business Area levels to better anticipate and address emerging risks.

How we assess risk

Risk assessment is a fundamental component of Saferoad's risk management framework. The company applies a structured methodology to evaluate risks based on their potential impact and likelihood, ensuring that decisions are made with a comprehensive understanding of risk exposure. Risks are categorised into key areas, including strategic, operational, financial, and compliance risks.

The assessment process involves assessing risks that could have a material effect on the company's operations or financial performance. Each risk is evaluated based on its potential financial, consequences. Mitigation strategies are then reviewed and updated to align with the company's overall risk tolerance and external regulatory requirements.

In 2024, risk assessments highlighted the need for increased focus on economic fluctuations, regulatory changes, and cybersecurity threats. Market demand variations and public budget constraints were identified as factors influencing strategic risk. Supply chain dependencies, particularly concerning raw materials, remained a critical area of operational risk, leading to expanded supplier evaluation processes. Financial risk management efforts included adjustments to currency hedging strategies in response to exchange rate fluctuations. Compliance risk mitigation involved further integration of sustainability metrics into reporting frameworks to ensure adherence to the latest EU and Norwegian regulations.

Key risk categories

Strategic risks

Saferoad operates in a market that is heavily influenced by public sector investment in road infrastructure and traffic safety solutions. Economic fluctuations, shifts in government funding priorities, and regulatory changes affecting road safety standards can all have an impact on the company's business operations. The ability to anticipate and respond to changes in market conditions is essential to maintaining stable business performance.

The company continuously monitors economic developments and public investment trends to assess potential changes in demand for its products and services. By maintaining a strong local presence across multiple European markets, the company aims to reduce dependency on any single market and diversify its risk exposure. In addition, ongoing product development and innovation efforts help to ensure that offerings remain aligned with evolving market needs and regulatory requirements.

The competitive landscape within the industry presents an additional strategic risk. The entry of new competitors, technological advancements, and changing customer preferences may influence the company's market position. To mitigate these risks, Saferoad invests in research and development to enhance product performance and maintain a competitive edge in the market. The company also engages in close dialogue with customers to anticipate future demands and adapt its product portfolio accordingly.

Operational risks

The company's operations involve the production and delivery of road safety products and solutions, requiring efficient supply chain management, project execution capabilities, and quality assurance processes. The company is exposed to risks related to supply chain disruptions, manufacturing constraints, and project execution challenges, all of which could impact business operations.

Supply chain dependencies present a key operational risk, particularly in the sourcing of raw materials. Disruptions and price volatility in the supply of materials such as steel and zinc can affect production schedules and delivery timelines. To mitigate this risk, the company works with multiple suppliers and continuously evaluates sourcing strategies to ensure supply chain resilience.

In 2024, operational risk management efforts included an expanded supplier evaluation process to further strengthen supply chain resilience. The company also reinforced contingency planning measures to mitigate risks associated with logistics and material shortages.

Cybersecurity and IT risk management remain a priority, with continued investment in security protocols and system monitoring to protect against emerging cyber threats.

Financial risks

Saferoad is exposed to financial risks associated with currency fluctuations, interest rate changes, and liquidity management. As an international company operating in multiple markets, foreign exchange risk is a consideration due to the exposure to fluctuations in key currencies. The company monitors currency risks and applies financial instruments where necessary to mitigate potential impacts.

In response to market fluctuations, financial risk management efforts in 2024 included adjustments to currency hedging strategies to enhance financial stability. The company maintains structured financing arrangements to manage interest rate exposure and ensure liquidity.

Compliance risks

Regulatory compliance is a core component of the company's risk management framework. The company is subject to various legal and regulatory requirements, including financial reporting standards, industry-specific regulations, and evolving sustainability disclosure obligations. Compliance with these requirements is essential to maintaining the company's market position and reputation.

In 2024, compliance risk mitigation efforts focused on further integration of sustainability metrics into reporting frameworks to ensure full adherence to the latest EU and Norwegian regulatory requirements. The company also strengthened internal compliance monitoring processes to ensure continued alignment with industry standards and best practices.

The company remains committed to upholding high standards of corporate governance and regulatory compliance. Risk management processes are regularly reviewed to ensure that they align with both internal policies and external legal requirements.

Sustainability risks

Saferoad is subject to sustainability-related risks, including environmental, social, and governance (ESG) risks, which can impact business operations and regulatory compliance. Under environmental factors, there are risks related to the impact of energy shortages and energy price volatilities in our supply chain. In the upstream value chain, increasing costs and/or limited access to energy due to shortages or evolving regulations may affect the supply of critical materials and services. For Saferoad, suppliers involved in energy-intensive production processes, such as the manufacturing of steel components, could experience disruptions or increased costs. This could result in higher procurement costs for materials and potential delays in production, impacting the overall supply chain efficiency and the timely availability of essential inputs. Energy shortage is affected by geopolitical tensions, which are difficult to control. To mitigate this risk, the company works with multiple suppliers and continuously evaluates sourcing strategies to ensure supply chain resilience.

Social risks include talent acquisition and retention. For our operations, more challenging talent acquisition and retention means that we face difficulties attracting and keeping skilled employees, especially for restraint systems installations, welding and other technical skills. This can be due to factors such as increased competition for talent, changing workforce expectations, and evolving job market conditions. This risk implies potentially higher recruitment costs, longer hiring processes, and challenges in maintaining a stable and experienced workforce. To address this risk, several entities are stepping up apprenticeship efforts and our collaboration with technical high schools in Germany and Poland.

In 2024, Saferoad strengthened its approach to sustainability risk management by integrating ESG factors into its broader risk assessment framework. The company continues to monitor regulatory developments, implement sustainability initiatives, and enhance reporting processes to ensure alignment with industry standards and legal requirements.

In addition, there are risks of Saferoad's operations negatively impacting environmental, social and governance issues, including health and safety and labour rights for own workers and workers in the supply chain, local biodiversity and climate change. These could potentially turn into legal, financial, regulatory or reputational risks for Saferoad. These risks are considered limited for now.

Legal
From time to time, companies in the Group may be involved in litigation, disputes and other legal proceedings arising in the normal course of their business. For more detailed information, please refer to note 29 in the 2024 financial statements. For 2024, there are no material contingencies.

People and organisation

At Saferoad, our people are the foundation of our success. Their skills, dedication, and collaboration drive our mission to create safer roads and infrastructure. We are committed to fostering an inclusive, engaging, and high-performing work environment where employees have opportunities to grow, develop, and contribute to our shared goals.

By investing in leadership, learning, and well-being, we ensure that our organisation is equipped for the future.

Developing strong leaders

Leadership is essential to Saferoad's long-term success. We invest in leadership development to equip employees with the skills, mindset, and confidence to take on greater responsibilities.

Our Leadership Development Program plays a key role in strengthening our leadership pipeline. It provides structured learning, mentorship, and hands-on experience, ensuring that we develop leaders who can drive innovation and execution.

In addition, we bring our leaders together at LEAD – our leadership conference. This annual gathering enables strategic alignment, knowledge-sharing, and cross-functional collaboration, reinforcing our culture of leadership and accountability.

Investing in growth and engagement
At Saferoad, we believe in continuous learning. We offer targeted training and professional development opportunities to support employees in building expertise and advancing their careers.

We measure workplace satisfaction through our annual Employee Net Promoter Score (eNPS) survey. In 2024, our eNPS score was 33. The results guide specific action plans to improve engagement and ensure that Saferoad remains a great place to work.

Talent acquisition and retention
Attracting and retaining talent is a key focus for Saferoad. In some areas, recruiting employees with the right skills can be challenging due to labour market shortages. To strengthen recruitment efforts, several entities have expanded apprenticeship programs and partnerships with technical schools, helping to develop skilled professionals for future needs.

We also focus on creating a positive and supportive work environment where employees can develop and thrive. Leadership development is an important part of this, with group-wide programs providing opportunities for employees to build their skills and take on greater responsibilities. In addition, employee well-being remains a priority, supported through policies and initiatives that promote a safe, inclusive, and engaging workplace. By combining skills development, leadership training, and a strong focus on well-being, Saferoad aims to attract and retain a competent and motivated workforce.

Prioritising health, safety, and well-being
A safe and healthy working environment is a fundamental priority at Saferoad. Our group-wide Health & Safety programme provides employees and managers with the tools to identify risks, implement preventive measures, and continuously improve workplace safety.

In 2024, our lost time injury (LTI) rate was 66. Our H1 rate (absence related to actual work hours) was 14.

We also work actively to support employee wellbeing. In 2024, our sick leave rate was 5 per cent. Through structured follow-ups and workplace adjustments, we aim to create a sustainable and supportive work environment.

Supporting equal opportunities
We are committed to providing equal opportunities for all employees. The road safety industry has traditionally been male-dominated, and at the end of 2024, 18 per cent of our workforce was, or

identified as women. We recognise the need to increase diversity and inclusion, and continue working to attract, retain, and develop a diverse workforce.

Building for the future
By investing in leadership, professional development, safety, and inclusion, we create an environment where employees can thrive and contribute to our long-term success. Saferoad's commitment to its people remains strong—we are building an organisation that is ready for the future, powered by engaged and capable employees.

Corporate governance at Saferoad

Saferoad HoldCo AS is headquartered in Oslo, Norway and is the parent company of the Saferoad Group, with subsidiaries in 13 countries. The Group has about 2 700 employees.

The way we work – our values
We aim to provide a better quality of life through infrastructure. As part of this purpose, our primary goal is to enhance road safety and urban livability, committing Saferoad to take a leading role in raising the quality standards for safer, better infrastructure.

To achieve these ambitions, it is essential for us to build strong foundations through our organisational values: Care, Drive and Integrity. Saferoad places increasing emphasis on leadership, good corporate governance and transparent sustainability governance to anchor and embed these values.

Governance structure and oversight
Governance and oversight are fundamental to our operations and strategic direction. Our governance structure exists to ensure accountability, transparency, and integrity across all levels of the organisation.

Corporate governance within Saferoad is based on external rules such as the Norwegian Transparency Act, and other applicable Norwegian laws and regulations.

Oslo, 04 July 2025
The Board of Saferoad HoldCo AS

DocuSigned by:	Signiert von: Kristina Eugenia Margaretha	DocuSigned by: Gunilla Spongh
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Ulrik Smith	Kristina Wiren	Gunilla Spongh
Chairman of the Board	Board member	Board member

Financial statements Saferoad HoldCo Group

Consolidated statement of comprehensive income

NOK 1000	Notes	29.07.2024-31.12.2024
PROFIT AND LOSS		
Revenue		**3 726 485**
Other operating revenue		**17 317**
Total operating revenue	5, 6	**3 743 802**
Cost of goods sold	7	**1 927 093**
Personnel costs	8, 9	**875 058**
Depreciation and impairment property, plant and equipment	15	**78 008**
Depreciation and impairment right of use assets	16	**67 152**
Amortisation and impairment	14	**82 123**
Other operating costs	10	**511 302**
Total operating costs		**3 540 735**
Operating profit/(loss)		**203 066**
Financial income	11	**5 584**
Financial expenses	11	**148 403**
Net exchange rate gain/(loss)	11	**(5 105)**
Share of profit/(loss) of associated companies	11	**297**
Net financial income/(expenses)		**(147 627)**
Profit/(loss) before tax		**55 440**
Tax	12	**(79 433)**
Profit/(loss) for the year		**(23 993)**

NOK 1000	Notes	2024
OTHER COMPREHENSIVE INCOME		
Items to be reclassified to profit/loss in subsequent periods		
Exchange differences on translation of foreign operations		**5 373**
Exchange differences on loans treated as net investments		**(823)**
Hedge accounting	24	**(15 209)**
Items not to be reclassified to profit/loss in subsequent periods		
Remeasurement of net defined benefit liability	9, 12	**(5 807)**
Other comprehensive income for the year, net of tax		**(16 467)**
Total comprehensive income for the year		**(40 460)**
Profit/(loss) for the year attributable to:		
Equity holders of the parent company		**(24 188)**
Non-controlling interests		**195**
		(23 993)
Total comprehensive income attributable to:		
Equity holders of the parent company		**(40 641)**
Non-controlling interests		**181**
		(40 460)

Consolidated statement of financial position (assets)

NOK 1000		Notes	31.12.2024
ASSETS			
NON-CURRENT ASSETS			
Intangible assets			
Goodwill		14	**1 641 788**
Customer relationships		14	**948 383**
Other intangible assets		14	**518 706**
Total intangible assets			**3 108 878**
Tangible assets			
Land		15	**38 907**
Buildings		15	**492 784**
Machines and equipment		15	**444 941**
Construction in progress		15	**34 743**
Rental equipment, furniture and vehicles		15	**204 927**
Right-of-use assets		16	**438 389**
Total fixed assets			**1 654 691**
Financial non-current assets			
Shares in subsidiaries			
Investment in associated companies			**3 337**
Other investments			**749**
Non-current receivables			**28 171**
Financial derivaties		24	**61 339**
Total financial assets			**93 596**
Deferred tax assets		12	**10 068**
Total non-current assets			**4 867 234**
CURRENT ASSETS			
Inventories		7	**1 126 312**
Receivables			
Trade receivables		19	**892 346**
Other receivables	7, 17		**395 269**
Total receivables			**1 287 615**
Cash and cash equivalents		18	**403 902**
Total current assets			**2 817 829**
Total assets			**7 685 063**

Consolidated statement of financial position (shareholders' equity and liabilities)

NOK 1000	Notes	31.12.2024
SHAREHOLDERS' EQUITY AND LIABILITIES		
SHAREHOLDERS' EQUITY		
Share capital	27	**90**
Share premium	27	**1 660 514**
Hedge reserve		**(15 209)**
Currency translation reserve		**4 564**
Other equity		**(106 506)**
Total shareholders' equity attributable to the shareholders of the parent company		**1 543 452**
Non-controlling interests	27	**6 902**
Total equity		**1 550 355**
LIABILITIES		
Non-current liabilities		
Liabilities to credit institutions	19, 20, 25, 28	**2 679 355**
Other non-current liabilities	19, 20, 22, 25, 28	**415 450**
Pension obligations	9	**37 495**
Deferred tax liabilities	12	**267 399**
Other provisions	21	**4 460**
Total non-current liabilities		**3 404 158**
Current liabilities		
Accounts payables		**650 799**
Current tax liabilities	12	**40 241**
Public duties (VAT, social benefits etc.)		**172 809**
Other current liabilities	4, 22, 23	**1 734 472**
Current portion of non-current liabilities	20	**132 229**
Total current liabilities		**2 730 550**
Total liabilities		**6 134 708**
Total shareholders' equity and liabilities		**7 685 063**

Oslo, 04 July 2025

The Board of Saferoad HoldCo AS

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Ulrik Smith	Kristina Wiren	Gunilla Spongh
Chairman of the Board	Board member	Board member

Consolidated statement of changes in equity

NOK 1000	Share capital	Share premium	Hedge reserve	Currency translation reserve	Other equity	Total	Non-controlling interests	Total equity
Note	27	27					27	
Opening balance of the Group establishment 29.07.2024	**90**	**1 660 514**	**0**	**0**	**(76 511)**	**1 584 094**	**6 721**	**1 590 815**
Profit/(loss) for the year 29.07.2024 - 31.12.2024					(24 188)	(24 188)	194.842	(23 993)
Other comprehensive income net of tax:								
Actuarial gain/(loss)					(5 807)	(5 807)		(5 807)
Hedge accounting			(15 209)			(15 209)		(15 209)
Exchange differences on translation of foreign operations				5 387		5 387	(14)	5 373
Exchange differences on loans treated as net investments				(823)		(823)		(823)
Total other comprehensive income net of tax	0	0	(15 209)	4 564	(5 807)	(16 453)	(14)	(16 467)
Total comprehensive income	0	0	(15 209)	4 564	(29 995)	(40 641)	181	(40 460)
Equity at 31.12.2024	**90**	**1 660 514**	**(15 209)**	**4 564**	**(106 506)**	**1 543 452**	**6 902**	**1 550 355**

The share capital of NOK 90 thousand in Saferoad HoldCo AS as of 31 December 2024 consists of 150 000 ordinary shares with nominal value of NOK 0.60 per share.

Consolidated cash flow statement

NOK 1000	Notes	2024
Cash flow from operations		
Profit/(loss) before tax		**55 440**
Income tax paid	14	**(15 390)**
Profit from sale and disposal of tangible assets		**(3 846)**
Loss on sale of tangible assets		**2 127**
Net depreciation, amortisation and impairment	16, 17, 18	**227 282**
Impairment of inventory	8	**180**
Net currency (gains)/losses not relating to operating activities		**13 196**
Interest income and other financial income	12	**(5 584)**
Interest costs and other financial expenses	12	**148 401**
Changes in inventory	8	**199 514**
Changes in trade receivable	4	**(9 972)**
Changes in accounts payable		**(45 970)**
Income from using equity method	13	**(297)**
Changes in other current receivables and liabilities		**183 253**
Net cash flow from operations		**748 334**
Cash flow from investment activities		
Interest received	12	**5 584**
Purchase/production of fixed and intangible assets	16, 17, 18	**(151 396)**
Proceeds from sale of fixed assets		**7 829**
Other changes		**(324)**
Net cash flow from investment activities		**(138 307)**
Cash flow from financing activities		
Proceeds from borrowings		**23 313**
Repayment of borrowings		**(405 759)**
Acquisition of business	4	**418 458**
Repayment of financial lease liabilities		**(80 391)**
Interest paid		**(166 612)**
Net cash flow from financing activities	27	**(210 990)**
Net increase/(decrease) in cash and cash equivalents		**399 037**
Effect of exchange rate differences on cash and cash equivalents		**4 865**
Cash and cash equivalents at beginning of the period		**0**
Cash and cash equivalents at the end of the period		**403 902**

Notes to the consolidated financial statements

Note 1 Corporate information

Saferoad HoldCo AS is a limited liability company and the ultimate parent company of Saferoad Group. The Company is incorporated and domiciled in Oslo with its registered office Ruseløkkveien 30, 0251 Oslo, Norway.

Saferoad HoldCo Group was established July 2024, when funds managed by FSN Capital Confluence GP Limited acquired 100 per cent of the shares in the parent company of Saferoad Holding AS (SRH BridgeCo AS) through the holding company Saferoad New BidCo AS. Both Saferoad New Bidco AS and SRH BridgeCo AS with its two subsidiaries, SRH Holding AS and SRH Investco AS, were merged with Saferoad Holding AS during 2024.

Saferoad HoldCo AS owns 100. per cent of the shares in Saferoad MidCo AS, which directly and indirectly owns 100 per cent of the shares in Saferoad Holding AS. The Group conducts its business through subsidiaries in the Nordic countries, Germany, Poland, the Baltic countries and other European countries. In addition, the Group executes projects in, as well as export and sale of products to, non-European countries. See note 5 in Saferoad HoldCo AS separate financial statement for a list of companies that belong to the Group. For additional information regarding the Group, please visit www.Saferoad.com.

These consolidated financial statements have been approved for publication by the Board of Directors on 04 July 2025 and are to be approved at the annual general meeting.

Note 2 Basis for preparing the consolidated financial statements

Compliance

The consolidated annual accounts for the Group have been prepared in accordance with IFRS Accounting Standards, issued by the International Accounting Standards Board (IASB), as well as the Interpretations of the International Financial Reporting Interpretation Committee (IFRIC), which have been approved by the European Commission for application within the European Union. In addition, the Group applies additional information requirements in accordance with the Norwegian Accounting Act of 1998.

The consolidated statements have been prepared on a historical cost basis, except for certain financial instruments when applicable and contingent consideration that have been measured at fair value. The financial statements have been prepared based on the going concern principle.

The consolidated financial statements provide comparative information in respect of the previous period.

All values are rounded to the nearest thousand, unless when indicated otherwise. As a result of rounding differences numbers or percentages may not add up to the total. The financial statements have been prepared based on the going concern principle.

Preparation of consolidated financial statements

The consolidated financial statements include Saferoad Holdco AS and all companies in which Saferoad Holdco AS exercises control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through it power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. Subsidiaries are deconsolidated from the date that control ceases.

Non-controlling interests, which consist of the share of the profits or losses and the part of the net assets of group companies that do not belong to the shareholders of the parent company, are reported as a separate item in the consolidated shareholders' equity. The statement of comprehensive income includes the non-controlling share of the reported profit or loss.

Transactions between group companies, balance sheet items and unrealised profits on transactions between group companies are eliminated in full. Unrealised losses are also eliminated, unless the transaction shows a need to write down the transferred asset.

If the terms of the transaction provide the parent with a present ownership interest in the shares subject to the put, the shares are accounted for as acquired and no non-controlling interest remains.

Acquisition-related costs are expensed as incurred.

Goodwill is determined as the difference between the cost of an acquisition and the fair value of net identifiable assets on the acquisition date. Goodwill is allocated to cash-generating units or Groups of cash-generating units that are expected to benefit from synergies from the business combination and is recognised at cost in the balance sheet, less any accumulated impairment losses. Goodwill is not amortised but is tested for impairment at least annually.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance. The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals without loss of control to non-controlling interests are also recorded in equity.

Financial Instruments

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

Financial assets

The Group´s financial assets mainly consist of trade receivables, other receivables and cash and cash equivalents. Assets are classified to the different measurement categories based on the business model and the characteristics of the contractual terms applying to cash flows.

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

The four measurement categories are described below. The Group has normally financial assets entirely measured at amortised cost. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under IFRS 15 Revenue from contracts with customers. The Group normally does not invest in financial assets.

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and,
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

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

Financial assets at fair value through OCI (debt instruments)

The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling, and,
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by instrument basis. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

Derecognition of financial assets

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

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

a. the Group has transferred substantially all the risks and rewards of the asset, or

b. the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

Financial liabilities

The Group's financial liabilities mainly consist of loans and borrowings, trade and other payables, and other current liabilities.

The Group's financial liabilities are classified, at initial recognition, as loans, borrowings and payables, or financial liabilities at fair value through profit or loss. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The subsequent measurement of financial liabilities depends on their classification, as described below. The Group normally only hold instruments that are recognised at amortised cost, with the exemption of contingent considerations measured at fair value.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Payables are measured at their nominal amount when the effect of discounting is not material.

Financial liabilities are measured at fair value through profit or loss when they meet the definition of held for trading, or when they are designated as such on initial recognition.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, which are the main part of the Group's financial assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group's provisions are based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Foreign currency

The Group's presentation currency is NOK, which is also the presentation and functional currency of the parent company.

Transactions in currencies different from the functional currency

Transactions in non-functional currencies are translated at the rate in effect on the transaction date. Monetary assets and liabilities that are expressed in non-functional currencies are reported on the balance sheet date, translated to the rate in effect on that date. Non-monetary assets and liabilities that are reported at their fair value in non-functional currency are translated at the rate in effect on the balance sheet date. All other non-monetary items are translated at historical foreign exchange rates. All exchange rate differences are reported in profit or loss, with the exception of exchange differences on intercompany loans treated as net investments, which are recognised in other comprehensive income.

Currency effects in the consolidation

The statement of financial position of subsidiaries with a different functional currency, including goodwill and adjustments for fair value made in connection with consolidation, is translated at the exchange rate at the end of the reporting period, while the profit or loss is translated at an average of the year's exchange rates. The exchange rate differences that arise as a result of the translation are reported directly in other comprehensive income. In the event of a sale or other disposal of a foreign company, the accrued accumulated translation difference is recognised in profit or loss together with the gain or loss resulting from the sale or disposal.

Classification of current and non-current assets and liabilities

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period

Or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading

- It is due to be settled within twelve months after the reporting period

or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. Grants received that relate to an acquisition or development of assets has been presented "gross" in the consolidated financial statements. A gross presentation entails that the grant received is presented separately as deferred income. The deferred income is presented as other non-current liability and is amortised over the useful life of the related asset. The amortised part of the deferred income is presented as other operating income in the financial statements.

Cash flow statement

The cash flow statement is presented using the indirect method. Cash and cash equivalents include cash, bank deposits and other short-term, highly liquid financial assets with maturities of three months or less.

Note 3 Significant accounting judgements, estimates and assumptions, and future IFRS amendments

The preparation of the Group's consolidated financial statements in accordance with IFRS Accounting Standards as adopted by the EU (IFRS) and applying the chosen accounting policies requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these judgements, estimates and assumptions could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements, estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. Judgements, estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting judgements or estimates are recognised in the period in which the judgement or estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The accounting policies applied by the Group in which judgements, estimates and assumptions are material are indicated in the table below and disclosed in the respective notes:

Judgements, estimates and assumptions	Note	
Business combinations	4	Estimate
Revenue	6	Judgement
Income tax	12	Estimate
Impairment	13	Estimate
Intangible assets	14	Estimate
Property, plant and equipment	15	Estimate
Leases	16	Judgement / Estimate
Other provisions	21	Estimate

New and revised standards – adopted

A few amendments to IFRS have been issued and effective January 1, 2024. These are implemented for the first time in the current year:

Amendments to IFRS 16 Leases— Lease liability in a sale-and leaseback

The amendments to IFRS 16 require a seller-lessee to account for variable lease payments that arise in a sale-and-leaseback transaction. Seller-lessees are required to reassess and potentially restate sale-and-leaseback transactions entered into since the implementation of IFRS 16 in 2019. The adoption of the amendments to IFRS 16 did not have any material impact in the group consolidated financial statements.

Amendments to IAS 1 Presentation of Financial Statements — Classification of liabilities as current or non-current and non-current liabilities with covenants

The group has adopted the amendments to IAS 1 for the first time in the current year. The group does have a leverage covenant in connection to the revolving facility, however the adoption of this definition did not have any material impact in the group consolidated financial statements.

Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial instruments: Disclosures — Supplier Finance Arrangements

The group has no supplier finance arrangements and therefore, the amendments to IAS 7 and IFRS 7 did not have any material impact in the group consolidated financial statements.

The amendments have had an impact on the group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the consolidated financial statements.

New standards, interpretations and amendments - not yet effective

The consolidated financial statements will be affected by future changes in IFRS. No standards, interpretations or amendments published at the balance sheet date are expected to have significant effect on the group.

Note 4 Business Combinations

Accounting policies

The acquisition method is applied when accounting for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred, and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The acquisition of Saferoad Holding AS (Saferoad)

As part of Saferoad New BidCo AS' acquisition of SRH BridgeCo AS on 29 July 2024, a new purchase price allocation (PPA) has been prepared, and excess values incl. buildings and goodwill are remeasured. The new valuation is carried over to the Saferoad Group as part of the merger between Saferoad New BidCo AS and Saferoad Holding AS. The total consideration for 100 per cent of the shares amounts to NOK 2 830.0 million consisting of two instalments, NOK 1 660.6 payable at closing and NOK 1 262.9 payable 12 months after closing. The deferred payment have been discounted and the present value of the payment is calculated to NOK 1 169.4.

The purchase price allocation was performed with the assistance of third-party valuation specialists and is determined provisional pending upon the final assessment of identifiable assets. The fair values of the identifiable assets and liabilities of the business as at the date of acquisition were as follows:

NOK 1000	Fair values as of acquisition date
Customer relationships	989 356
Other intangible assets	542 245
Total intangible assets	**1 531 601**
Buildings and land	450 551
Other tangible fixed assets	713 031
Right of use assets	394 896
Total tangible assets	**1 558 478**
Total financial assets	114 272
Deferred tax asset	109 068
Total non-current assets	**3 313 419**
Inventory	1 328 195
Trade receivables	881 104
Other current receivables	520 439
Cash and cash equivalents	418 444
Total current assets	**3 148 183**
Total assets	**6 461 602**
Liabilities to credit institutions	3 095 899
Other non-current liabilities and provisions	431 058
Deferred tax liabilities	314 172
Total non-current liabilities	**3 841 128**
Liabilities to credit institutions	37 049
Accounts payables	696 467
Other current liabilities	688 994
Total current liabilities	**1 422 511**
Net identifiable assets at fair value	**1 197 963**
Non-controlling interests measured at share of identifiable net assets	(9 800)
Goodwill arising on acquisition	1 641 790
Purchase consideration transferred	**2 829 952**

The Group has chosen to measure the non-controlling interests in subsidiaries at the proportionate share of the subsidiary's identifiable net assets. Non-controlling interests at the acquisition date amounts to NOK 9.8 million. Saferoad has one subsidiary with a majority stake which are included in Restraint Systems.

Total goodwill recognised based on the acquisition is NOK 1 641.8 million. The goodwill comprises of the value of expected synergies from the combination of entities in the Group, the value of assembled workforce and organisation, customer service capability and presence in geographic markets and locations. None of the goodwill is expected to be deductible for income tax purposes.

The fair value of the trade receivables amounts to NOK 881.1 million, and the amount is expected to be fully collected. The gross amount of trade receivables is NOK 914.8 million.

Significant accounting estimate

The business combinations are accounted for by applying the acquisition method, and a degree of estimate is used when establishing fair values of the identifiable assets and liabilities at the acquisition dates.

Note 5 Segment information

Saferoad HoldCo Group operates in the following business segments:

Restraint Systems

Restraint Systems offer a comprehensive and innovative range of road restraint systems (guardrails, bridge parapets, rails, energy absorbing systems) and noise protection barriers which covers all areas of use on roads, highways and along railways. Saferoad's offering includes design, manufacturing, delivery, installation and repair. Restraint Systems consists of legal entities in Norway, Sweden, Finland, United Kingdom, Germany, Poland, Romania, the Netherlands, Slovakia and Czech Republic.

Traffic

Traffic offer a complete range of traffic signs, technical solutions, variable message signs, LED, gantries, posts and work zone protection services. Traffic consists of legal entities in Norway, Sweden, Denmark and Germany.

Infrastructure

Infrastructure design and manufacture a complete range of light poles and masts for all application areas. The main purpose of street lighting is to improve the safety of the travelling public and to improve the sense of security in the areas where residents live and work. Rock Protection Equipment, Marina Products and Street Furniture are also included in the Infrastructure segment. Infrastructure consists of legal entities in Norway, Sweden and Romania.

Services

Services offer a wide range of road services, including application of road marking for guidance and safety and road maintenance services. Our road marking range is customised to meet customers' requirements concerning durability, quality and safety. Road maintenance services includes winter maintenance, greenery, road patrolling and traffic safety. Services consists of legal entities in Norway, Sweden, Denmark and Poland.

Holding/Eliminations

The Holding/Eliminations segment consists of the unallocated costs associated with the Group's corporate administration, financial management and the elimination of inter-segment sales.

Operating segment measure

Key measure for Group is EBITDA. The Group defines EBITDA as profit/(loss) for the year before financial income and expense, tax, depreciation, amortisation and write-downs, including depreciation, amortisation and impairment of excess values in equity accounted investments. The Group's definition of EBITDA may be different from other companies.

Segment performance is evaluated based on "Underlying EBITDA" which deviates from EBITDA derived from the consolidated financial statements. In the internal reporting revenues and expenses are adjusted for items which management believes to be non-recurring, such as restructuring expenses, gains and losses (including transactions costs) from disposals of business, transaction costs regarding refinancing, impairment charges and other non-recurring items. See APM table for a further description.

Accounting policies

Operating segments are reported in a manner consistent with the internal reporting provided to Group Management. We consider Group Management to be the operating decision-making body, as all significant decisions regarding business are taken in this forum.

Transactions between different segments are on an arm's length basis in a manner similar to transactions with third parties.

Underlying operating revenue

NOK 1000	2024
Restraint Systems	1 885 872
Traffic	807 258
Infrastructure	580 407
Services	565 992
Holding/Eliminations	(95 728)
Underlying operating revenue	**3 743 802**
Adjustments[1)]	0
Reported operating revenue	**3 743 802**

1) Items which management believes to be non-recurring. See APM table for further break-down.

Underlying personnel costs

NOK 1000	2024
Restraint Systems	310 170
Traffic	283 261
Infrastructure	151 657
Services	129 452
Holding/Eliminations	17 591
Underlying personnel costs	**892 130**
Classification adjustments[2)]	(25 961)
Adjustments[1)]	8 889
Reported personnel costs	**875 058**

1) Items which management believes to be non-recurring. See APM table for further break-down.
2) External labour services are classified as Other operating costs in IFRS, but as Personnel costs in

Underlying other operating costs

NOK 1000	2024
Restraint Systems	171 739
Traffic	91 439
Infrastructure	48 981
Services	61 752
Holding/Eliminations	16 140
Underlying other operating costs	**390 052**
Classification adjustments[2)]	99 170
Adjustments[1)]	22 081
Reported other operating costs	**511 302**

1) Items which management believes to be non-recurring. See APM table for further break-down.
2) Freight charges are classified as Other operating costs in IFRS, but as Cost of goods sold in underlying

Underlying EBITDA

NOK 1000	2024
Restraint Systems	**224 351**
Traffic	**95 172**
Infrastructure	**99 453**
Services	**81 878**
Holding/Eliminations	**(39 535)**
Underlying EBITDA	**461 318**
Adjustments[1)]	**(30 969)**
Reported EBITDA	**430 348**
Depreciation and impairment	**(145 159)**
Amortisation and impairment	**(82 123)**
Reported operating profit/(loss)	**203 066**

1) Items which management believes to be non-recurring. See APM table for further break-down.

Note 6 Revenue

Accounting policies

The Group offers a broad assortment of products and solutions to the road safety industry. The Group considers itself as principal in its revenue arrangements, hence revenue is recognised on a gross basis. The transaction price is recognised net of any expected variable consideration such as customer bonuses, cash discounts for early payment, penalties, refunds and returns.

For revenue recognition purposes, the Group divides its revenue contracts into three different categories:

(i) Sale of goods

Sale of goods comprise the sale of road work products to road authorities or other public and private contractors in the road and construction segments. Such products may include signs, barriers, and light poles etc., which the Group delivers without performing related installation.

Contracts containing the sale of multiple goods are separated into several performance obligations when they are capable of being distinct and are distinct within the context of the contract (e.g., the various goods are independent of each other).

Revenue from the sale of goods is recognised when control is transferred to the customer at a point in time, generally upon physical delivery.

(ii) Sale of services

The Group's service contracts consist of various services such as road marking, road maintenance and installation services.

In service contracts where delivering specified tasks, performance obligations may either consist of single tasks (e.g., a particular installation) or a series of distinct and repetitive tasks or services (e.g., repetitive services such as road marking).

Revenue from performing services is recognised over time, as the customers generally consume the benefits from the services as the Group performs. Units delivered (hours, metres etc.) are generally applied as progress measure.

For the Group's contracts with 'stand ready' obligations, as road maintenance projects where it receives a fixed fee for performing an unspecified quantity of services, the Group generally applies a time-based progress measure. If such services are expected to be performed continuously throughout the contract period, a straight-lined recognition method is applied.

(iii) Sale of goods/services combined and projects

Revenue of sale of goods/services combined and projects relates to contracts where the Group is selling products completely assembled and installed at the customer's premises as well as construction of customised assets for the customer. Examples of such contracts include guardrails, sale and installation of noise protection solutions.

The goods and services are combined into one performance obligation when the installation services are complex and modify or significantly customise the products and/or whether the Group is delivering goods and services which are highly integrated into one combined output. When this is not the case, the goods and services sold constitute separate performance obligations; e.g. goods and installation.

Revenue is recognised over time, provided that the Group's performance either creates or enhances an asset that the customer controls as the asset is created or enhanced, or the Group's performance does not create an asset with alternative use and the Group has an enforceable right to payment for performance completed to date, or the customer consumes the benefits of the work as the Group performs.

When the Group concludes that none of the criteria are met, revenue is recognised at the point in time when control is transferred, which generally is assessed to be upon physical delivery.

The Group generally applies cost incurred or units delivered (quantity, metres, square metres etc) as progress measures, depending on the nature of the delivered goods and services. Cost incurred is applied in projects where the Group is designing and producing a customised asset for the customer. Units delivered/installed are generally applied when the Group is installing several units, the total consideration typically consist of a fixed unit price times the number of units and control is transferred as we are installing the units.

Contract balances

Contract assets

A contract asset is initially recognised for revenue earned from installation because the receipt of consideration is conditional on completion of the installation. Upon completion of the installation and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.

Trade receivables

A trade receivable is recognised if an amount of consideration that is unconditional is due from the customer (i.e., only the passage of time is required before payment of the consideration is due). See note 2 section Financial instruments.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract.

Significant accounting judgement and assumptions

The Group applies judgements that affect the determination of the amount and timing of revenue from contracts with customers. The judgements include identifying performance obligations in sale of goods/services combined and projects and determining the timing of satisfaction of performance obligations.

Operating revenue split by geographical areas

The group receives most of its income from Northern and Eastern Europe. The Group have a diversified customer base and are not reliant on any single major customer.

NOK 1000	2024
Norway	**851 526**
Sweden	**591 309**
Denmark	**324 261**
Poland	**433 213**
Germany	**630 955**
United Kingdom	**120 466**
Other	**792 071**
Total operating revenue	**3 743 802**

Operating revenue split by nature

NOK 1000	2024
Sales revenue - products	2 762 728
Sales revenue - services	963 757
Total other revenue[1)]	17 317
Total operating revenue	**3 743 802**

1) Other revenue includes gain on sale of fixed assets, rental revenue and other operational revenue

Revenue from contracts with customers split by major product/service line and segments

Set out below is the disaggregation of the Group's revenue from contracts with customers into major product/service lines in accordance with segment reporting, see note 5.

NOK 1000	Restraint Systems	Traffic	Infrastructure	Services	Holding/ Eliminations	Total
Major product/service lines						
Road restraint systems	1 603 441	8 401	0	9 737	0	**1 621 579**
Signs & work zone protection	6 529	682 889	0	30 406	0	**719 824**
Light poles, masts & other	0	375	260 930	0	0	**261 304**
Road services	30 702	0	0	507 066	0	**537 768**
Other products/eliminations	245 066	116 217	319 374	18 778	(95 728)	**603 707**
Revenue from contracts with customers	1 885 738	807 882	580 303	565 987	(95 728)	**3 744 183**

Below are further description of the products and solutions within each major product/service line.

Road restraint systems products are designed to reduce the impact of an accident, and include guardrails, bridge parapets, crash cushions and end terminals.

Signs and work zone protection: The signs-category include fixed traffic signs, mechanical variable message signs and electronic variable message signs, along with safety posts and gantries. Work zone protection products are products of temporary and/or movable character, like barriers, truck mounted attenuators, traffic lights, signs and warning trailers.

Light poles are designed, developed, produced and distributed by Saferoad, mainly for use on the roads, but also for sport arenas, industrial areas, parks, residential areas and parking areas.

Road marking is application of road marking materials (lines and symbols) on roads, parking lots, airports and other paved areas, and also includes road maintenance.

Other products/eliminations: Other products include street furniture, rail and power poles, rock support products, marina systems and noise protection systems. Eliminations are revenue between the different segments and is applicable for all major product/service lines.

Below is the reconciliation of revenue from contracts with customers with the amounts disclosed in the segment information, see note 5, and with reported operating revenue:

NOK 1000	Restraint Systems	Traffic	Infrastructure	Services	Holding/ Eliminations	Total
Underlying operating revenue	1 885 872	807 258	580 407	565 992	(95 728)	**3 743 802**
Adjustments [1]	0	0	0	0	0	**0**
Reported operating revenue	1 885 872	807 258	580 407	565 992	(95 728)	**3 743 802**
Rental income	134	(623)	104	6	0	**(381)**
Revenue from contracts with customers	1 885 739	807 882	580 303	565 987	(95 728)	**3 744 183**

[1] Items which management believes to be non-recurring.

Balance sheet

Contract assets are included in balance sheet item other receivables and contract liabilities are included in balance sheet item other current liabilities.

Contract balances

NOK 1000	31.12.2024
Trade receivables	**937 425**
Contract assets	**244 870**
Contract liabilities	**89 408**

Performance obligations

For sale of goods the invoicing is generally done when the goods are delivered, i.e. at the same time revenue for each performance obligation is recognised. Sale of goods thus normally has no effect on the contract asset and the contract liability balances. Payment is normally due for the total consideration within two months after invoicing.

For sale of services invoicing is customarily done monthly, according to agreed fixed fees or work performed, and consideration is payable within two months after invoicing. Sale of services normally has no impact on the contract asset and the contract liability balances, as the invoicing normally coincides with the satisfaction of the performance obligations for the month. An exception is when invoicing has not yet been effectuated and the right to consideration is classified as unbilled revenue at reporting date.

Sale of goods/services combined and projects customers are generally invoiced on a monthly basis according to work performed or at agreed milestones. Payment is normally due within two months after invoicing. The sales often have no impact on the contract asset and the contract liability balances, as the invoicing often coincides with the satisfaction of the performance obligations for the month.

However, when sale is invoiced according to milestones, revenue can be recognised in excess of or below the amounts invoiced, leading to contract asset or the contract liability balances for the Group.

The Group uses the practical expedient not to disclose the amount of the remaining performance obligations for contracts with original expected duration of less than one year or for contracts with right to consideration from the customer in an amount that corresponds directly with the value to the customer of the entity's performance completed to date.

The aggregate amount of the transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied), for contracts with original expected duration of one year or more, with right to consideration from the customer at an amount independent of the entity's performance completed to date, as at 31 December 2024 the Group have no such performance obligations.

Note 7 Cost of goods sold and inventories

Accounting policies

Inventories are recognised at the lower of cost and net realisable value. The cost is arrived at using the FIFO method and includes the costs incurred in acquiring the goods and the costs of bringing the goods to their current state and location. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Cost of goods sold

NOK 1000	2024
Purchase of goods and changes in inventories	1 926 913
Write-down of inventories	180
Total cost of goods sold	1 927 093

Inventories

NOK 1000	Carrying value 31.12.2024
Raw materials	512 883
Work in progress	41 299
Own produced goods	406 819
Goods purchased for resale	165 311
Total inventories	1 126 312

Note 8 Personnel costs, employees, and management remunerations

Salaries and remuneration

NOK 1000	2024
Salary	**689 309**
Social security tax on salaries, pensions, bonuses etc.	**122 301**
Other personnel expenses	**13 685**
Pension expenses	**32 330**
Bonuses	**17 432**
Total salaries and remuneration	**875 058**

There are 2 495 employees in the Group per 31 December 2024.

Salaries and remuneration for Board of Directors and Group management Board of Directors

The Board of Directors in Saferoad HoldCo AS received no remuneration in 2024. None of the members of the Board of Directors owned shares in Saferoad HoldCo Group in 2024. The Chairman and the members of the Board have no agreements for further compensation due to termination or changes in the position. There are no loans or share-based payments from the company to the Board of Directors. None of the members of the Board has a service contract. The Chairman and the members of the Board are employed in FSN Capital Partners AS which is related to the FSN funds that owns Saferoad HoldCo AS.

There are no employees in Saferoad Holdco AS and the company does not have a CEO. The Saferoad Group CEO and management are employed by other group companies. For information about remuneration to the Saferoad Group CEO, see the consolidated financial statements for Saferoad Holding AS. The table below sets out the remuneration for the Saferoad Group management which consisted of nine persons. The figures are for the full year 2024.

NOK 1000	2024
Salary 1)	23 558
Bonus 2)	9 226
Other benefits 3)	770
Pension benefits	1 446
Total	**35 000**

1) Salary consists of base salary and holiday payment.

2) Bonus earned in 2022, paid in 2023.

3) Other benefits are the total of all other cash and non-cash related benefits received by the individual during the year presented and includes such items as the taxable portion of insurance premiums, company car, car allowances and electronic communication items

MgmtCo Saferoad AS is a holding company which owns shares in Saferoad Holding AS through a management incentive program in Saferoad Group.

The table below sets out the number of shares in subsidiaries owned by the Saferoad Group management per 31 December 2024.

	31.12.2024
MgmtCo Saferoad AS - Class A shares (common shares)	**200 475**
MgmtCo Saferoad AS - Class B1 shares (preference shares)	**94 221**
Total	**294 696**

Note 9 Pensions

Accounting policies

Defined contribution pension plan

In a defined contribution pension plan the Group is responsible for making an agreed contribution to the employee's pension assets. The future pension will be determined by the amount of the contributions and the return on the pension savings. Once the contributions have been paid, the Group has no further payment obligations. The pension contributions are charged to expenses as they are incurred.

Defined benefit pension plans

Defined benefit pension plans are recognised at the present value of the accrued future pension benefits at the end of the reporting period (balance sheet date), less the fair value of pension plan assets. Defined benefit obligations are presented net of plan assets in the balance sheet. Actuarial gains and losses are reported in other comprehensive income.

The Group policy is to offer a defined contribution pension plan to its employees.

For historical reasons there are still a limited number of defined benefit pension plans in place in Sweden, Norway and in Germany.

The Norwegian companies in the Group are required by law to have a pension scheme and this requirement is fulfilled.

The main financial and accounting impact of the remaining defined benefit pension plans have been summarised below, on the line "defined benefit expense" and under the heading "defined benefit assets and liabilities".

Actuarial loss of NOK (5.8) million in 2024 have been recognised in other comprehensive income.

Pension expense for the period

NOK 1000	29.07.2024-31.12.2024
Defined benefit expense	**119**
Defined contribution expense	**32 211**
Total pension expense	**32 330**
Defined benefit assets and liabilities	
Accrued pension obligations	**52 079**
Pension plan assets	**14 596**
Net benefit obligations	**37 484**
Plans with a surplus are recognised separately from plans with a deficit	
Recognised pension assets	**12**
Recognised pension obligations	**(37 495)**

Actuarial and financial assumptions (defined benefit plans):

	31.12.2024		
	Norway	**Sweden**	**Germany**
Discount rates	3.3 %	3.2 %	3.2 %
Salary increase	3.5 %	0.0 %	0.0 %

Note 10 Other operating costs

Other operating costs

NOK 1000	2024
Rent	**7 360**
Other costs related to premises	**40 807**
Leases of machinery, equipment, vehicles, fixtures and office machines [1)]	**7 769**
Direct operating costs (incl. repairs and maintenance)	**148 825**
Selling and distribution costs	**126 427**
Fees, external services, office & communication costs	**101 683**
Membership, insurance, license- and guarantee costs	**24 024**
Capital losses upon sales of fixed assets	**2 127**
Bad debts	**14 436**
Other operating costs	**37 845**
Total other operating costs	**511 302**

[1)] Lease expense for short-term leases, low value asset leases and variable lease payments not included in lease liabilities.

Fees to auditors [1)]

NOK 1000	2024
Proposed fee for audit	**10 902**
Fees for audit previous year	**988**
Fees for attestation services	**472**
Fees for tax services	**2 339**
Fees for other services	**1 335**
Total fees	**16 036**
Of which is auditing fees to Ernst & Young	**7 422**
Of which is other fees to Ernst & Young	**4 146**

[1)] Figures for full year 2024

The amounts in the table above represent the fees for the audit of statutory financial statements for companies with statutory audit requirements, in addition to the audit of the consolidated financial statement.

Fees to auditors exclude VAT.

Note 11 Financial items

Other financial expenses consist of guarantee provisions, bank fees, and write-down of long-term receivables.

Currency exchange gains and losses arise from the Group's holding entities' internal and external monetary positions in currencies different from the entity's functional currency. The gains and losses arise from translation of monetary assets and liabilities expressed in non-functional currencies to the exchange rate in effect on the balance sheet date, and from transactions in non-functional currencies translated at the rate in effect on the transaction date.

NOK 1000	29.07.2024-31.12.2024
Interest income	5 584
Total financial income	**5 584**
Interest expenses	107 378
Interest expenses on lease liabilities	12 248
Other financial expenses	28 777
Total financial expenses	**148 403**
Currency exchange gain	32 547
Currency exchange loss	37 652
Net exchange rate gain/(loss)	**(5 105)**
Share of profit/(loss) of associated companies	297
Net financial income/(expenses)	**(147 627)**

Note 12 Income tax

Accounting policies

The tax expense consists of the tax payable and changes in deferred tax. Taxes payable are recognised on taxable profits at the current tax rate. Deferred tax/tax assets are calculated on all differences between the carrying value and tax value of assets and liabilities, with the exception of:

- Temporary differences linked to goodwill that are not tax deductible
- Temporary differences related to investments in subsidiaries or associates where the timing of reversal of temporary differences can be controlled and it is probable that temporary differences will not reverse

Deferred tax assets are recognised when it is probable that the company will have a sufficient profit for tax purposes in subsequent periods to utilise the tax asset. The companies recognise previously unrecognised deferred tax assets to the extent it has become probable that the company can utilise the deferred tax asset. Similarly, the company will reduce a deferred tax asset to the extent that the company no longer regards it as probable that it can utilise the deferred tax asset.

Deferred tax liabilities and deferred tax assets are measured on the basis of the enacted or substantially enacted tax rates on the balance sheet date applicable to the companies in the Group where temporary differences have arisen. Deferred tax liabilities and deferred tax assets are recognised at their nominal value.

Taxes payable and deferred taxes are recognised directly in other comprehensive income to the extent that they relate to items recognised in other comprehensive income.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Significant accounting estimates and assumptions

Deferred tax assets are recognised when it is probable that the company will have a sufficient profit for tax purposes in subsequent periods to utilise the tax asset. Assessment of future ability to utilise tax positions is based on judgements of the level on taxable profit, the expected timing of utilisation, expected temporary differences and strategies for tax planning. The judgements relate to a large extent to tax losses carried forward.

Tax income/(expense)

NOK 1000	2024
Tax payable	(20 457)
Changes in deferred tax	(58 976)
Tax income/(expense) recognised in the consolidated statement of comprehensive income	(79 433)
Prepaid tax (included in other receivables)	21 710
Current tax liabilities	(40 241)
Total (net) tax payable 31 December, receivable/(liability)	(18 531)

A reconciliation of the effective rate of tax and the tax rate in the Group's country of registration

NOK 1000	2024
Profit/(loss) before tax	55 440
Expected income taxes according to income tax rate in Norway 22%	12 197
Adjustment in respect of current income tax of previous years	137
Deferred tax assets not recognised current year [1]	(57 090)
Effect of redused valuation allowance regarding deferred tax asset [1]	(193)
Non deductible expenses [2]	(21 116)
Non-taxable income	1 987
Tax rate outside Norway other than 22 %	4 732
Change in deferred tax assets/liabilities due to change in tax rates	(5)
Other	(20 083)
Tax income/(expense) recognised in the consolidated statement of comprehensive income	(79 433)
Tax income/(expense) reported in other comprehensive income	
Pensions	1 538
Tax effect on hedging	8 473
Income tax on other comprehensive income	10 012

1.Assessments of whether tax loss carry forward and deferred tax on other temporary differences should be recognised, is done partly on country and partly on company level.

2.Non-deductible expenses mainly include non-deductible interest expenses.

Deferred tax liabilities/(deferred tax assets) NOK 1000	Statement of financial position 2024	Statement of profit or loss 2024
Non-current assets and liabilities		
Intangible assets	311 797	29 228
Tangible fixed assets	4 040	6 076
Pensions	(880)	(315)
Other non-current items	(19 121)	(15 753)
Total non-current assets and liabilities	295 836	19 236
Current assets and liabilities		
Inventory	(713)	(1 112)
Liabilities	962	(758)
Trade receivables	(2 893)	(83)
Other investments at fair value	0	0
Other current items	(11 162)	(216)
Total current assets and liabilities	(13 805)	(2 168)
Tax losses carried forward	(202 097)	(37 435)
Of which assets not recognised (valuation allowance)	(177 397)	39 996
Net recognised deferred tax liabilities/(deferred tax assets)	257 331	(60 363)
Of which deferred tax assets	10 068	
Of which deferred tax liabilities	(267 399)	

The Group has a total tax loss carried forward of NOK 926.4 million which expires as follows:

NOK 1000	Sweden	Norway	Other	2024
Current year + 1 year			0	0
Current year + 2 years			0	0
Current year + 3 years			2 175	2 175
Current year + 4 years			11 847	11 847
Current year + 5 years or later			5 017	5 017
No due date	(0)	741 370	34 428	907 334
Total tax loss carried forward	(0)	741 370	53 468	926 374
On which deferred tax assets have not been recognised	(0)	689 426	25 719	813 922
Total tax loss on which deferred tax assets have been recognised	0	51 943	27 749	112 451

Changes in net deferred tax liabilities/(deferred tax assets)

NOK 1000	2024
Opening balance of the Group establishment 29 July 2024	205 104
Recognised in profit and loss	58 140
Recognised as other comprehensive income	(8 136)
Acquistions and disposals	0
Translation differences	2 222
Closing balance as of 31 December	257 331
Of which deferred tax assets	10 068
Of which deferred tax liabilities	(267 399)

Note 13 Impairment

Accounting policies

Assets that have an indefinite useful life, for example goodwill or intangible assets not ready to use, are not subject to amortisation and are tested annually for impairment or if any impairment indicators exist.

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The recoverable amount of an asset or a cash-generating unit is the higher of fair value, less cost to sell, and value in use. Impairment is recognised when the carrying value exceeds the recoverable value of the asset or cash-generating unit.

Previously recognised impairments are reversed if the conditions on which the recognised impairments are based are no longer applicable. Impairments are reversed to the extent that the capitalised amount after reversal does not exceed the capitalised amount net of depreciation that would have been the carrying amount if no impairment had been recognised. Impairments are not reversed for goodwill.

Significant accounting estimates and assumptions

Determining whether goodwill is impaired requires an estimation of the recoverable amount. At year end 2024 the recoverable amounts are based on the value-in-use of the cash-generating units to which goodwill have been allocated. The value-in-use calculation requires management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. The carrying value of goodwill as of 31 December 2024 is NOK 1 641.8 million (NOK 425.5 million as of 31 December 2023). The Saferoad Group recognises no impairment of goodwill in 2024. No significant events or changes in business or market that potentially would change the conclusions were identified from 31 December 2024 until the reporting date.

Groups of cash-generating unit composition

When identifying the CGUs, various factors have been considered, including how Group management monitors operations by segments. The CGUs correspond to the operating segments, which are managed as separate and strategic business.

The table below shows the allocation of goodwill between the CGUs:

NOK 1000	31.12.2024
Restraint Systems	317 185
Traffic	436 232
Infrastructure	567 399
Services	320 973
Total	**1 641 788**

Impairment testing of goodwill

The Group tests goodwill for impairment annually or more frequently if there are indications that goodwill is impaired. The recoverable amounts of the CGUs have been determined based on value-in-use calculations.

Cash flow assumptions used in value-in-use calculations

Revenue is driven by public road spend budgets in relevant markets, adjusted for management's expectations for price development and market penetration. Baseline variable costs are assumed to be at a fixed level of revenue and fixed costs are expected to increase by inflation or expected salary growth. Capital expenditure is assumed to be at a fixed level of revenue and depreciation is assumed to be equal to capital expenditure. Net working capital levels are calculated backwards using inventory days, debtors days and supplier days based on historically reported values and expectations to ongoing initiatives to improve capital efficiency. In calculations of the terminal value the level of change in net working capital is assumed at a percentage of revenues based on long-term expectations. The tax rate applied is the weighted tax rate for the relevant countries. Cash flows after year 2029 have been extrapolated using a long-term growth rate that is similar to the expected long-term inflation.

Discount rates used in value-in-use calculations

The Group has applied a weighted average cost of capital (WACC) specific for each CGU. The value in use is the net present value of the estimated cash flow after tax, using a discount factor reflecting the timing of the cash flows and the expected risks. Discount rates reflect the current market assessment of the risks specific to each CGU. The discount rate is estimated based on the weighted average cost of capital (WACC) for the industry. This rate is further adjusted to reflect the market assessment of any risk specific to the CGU for which future estimates of cash-flows have not been adjusted. The market risk premium of equity is 6 per cent, at the same level as previous years.

The table below outlines the key assumptions for each CGU for the budget period.

	Expected compound annual growth rate (CAGR) of sales	EBITDA-margins	Change in net working capital as a percentage of revenues	Discount rate applied to cash-flow projections
Restraint Systems	2,9 %	11%-11%	(5.0%)-2.7%	9.52%
Traffic	5,1 %	12%-13%	0.2%-4.3%	9.21%
Infrastructure	4,4 %	15%-16%	(4.1%)-1.6%	9.80%
Services	2,9 %	12%-12%	(0.2%)-0.3%	10.22%

Sensitivity analysis

The calculation of recoverable amount is sensitive for changes in key assumptions. Sensitivity analysis have been performed on the most sensitive assumptions, which are changes in sales growth, changes in discount rates and changes in EBITDA-margins. The table below outlines the level of change in a single assumption that will lead to impairment charges.

The sensitivity analysis indicates that the conclusion is sensitive to changes in assumptions for all four segments. Decreased demand can lead to a decline in the expected compound annual growth rate (CAGR) or EBITDA-margin. The Group believes that no reasonably possible change in any of the key assumptions used for impairment testing would cause the recoverable amount to be lower than the carrying amount of the Cash Generating Units.

	Expected compound annual growth rate (CAGR) of sales	Discount rate applied to cash-flow projections	EBITDA-margins
Restraint Systems	(1.2%-points)	0.8%-points	(5.0%)
Traffic	(0.2%-points)	0.1%-points	(0.9%)
Infrastructure	(1.2%-points)	0.6%-points	(5.1%)
Services	(2.5%-points)	1.8%-points	(10.3%)

Climate-related risks

Saferoad is exposed to climate-related physical risks such as potential damage to infrastructure and production facilities through the impact of more extreme weather events and rising sea levels. Climate-related regulatory risks include potentially higher operational costs due to increasing carbon taxes and energy/fuel taxes, as well as risks of increased investment/capital expenditure due to regulatory changes. Climate-related risks are considered in the cash flow projections and in impairment indicators.

Note 14 Intangible assets

Accounting policies

Intangible assets that have been acquired separately are carried at cost. The cost of intangible assets acquired in a business combination is the fair value at the acquisition date. Capitalised intangible assets that are amortised are recognised at cost less any amortisation and impairment losses.

The economic life is either finite or indefinite. Intangible assets with a finite economic life are amortised on a linear basis and tested for impairment. The amortisation period is assessed annually. Changes to the amortisation period are accounted for as a change in estimate.

Intangible assets with an indefinite economic life are tested for impairment at least once a year, either individually or as a part of a cash generating unit. Intangible assets with an indefinite economic life are not amortised. The economic life is assessed annually with regard to whether the assumption of an indefinite economic life can be justified. If it cannot, the change to a finite economic life is made prospectively.

Research and development

Expenses relating to research activities are recognised in profit or loss as they incur. Development costs that are attributable to an individual project are reported as an asset on the balance sheet when the Group can demonstrate the following:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete the intangible asset and use or sell it
- how the intangible asset will generate probable future economic benefits
- the availability of resources to complete the asset
- its ability to measure reliably the expenditure during its development

Capitalised development cost is amortised over its expected useful life and tested for impairment annually. The expected useful life for development varies between three and fifteen years.

Licenses, product rights etc.

Expenditures for licenses, product rights etc. are capitalised and depreciated over their expected useful life. The expected useful life for patents and licenses varies between five and ten years.

Contractual customer relationships

Contractual customer relationships purchased or acquired in a business combination are recognised at fair value at the acquisition date. The contractual customer relations have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationship. The expected useful life varies between two and three years.

Non-contractual customer relationships

Non-contractual customer relationships acquired in a business combination are recognised at fair value separately from goodwill at the acquisition date, if they are capable of being separated or divided from the entity and sold, transferred, licensed, rented or exchanged, either individually or together with a related contract, identifiable asset or liability. Non-contractual customer relations have a finite useful life and are carried at cost less accumulated amortisation. Non-contractual customer relationships are depreciated over their expected useful life. The expected useful life varies between five and fifteen years.

Other intangible assets

Expenses linked to the purchase of new computer software are capitalised as an intangible asset provided these expenses do not form part of the hardware acquisition costs. Software is normally depreciated on a straight-line basis over three years. Costs incurred as a result of maintaining or upholding the future utility of software is expensed unless the changes in the software increase the future economic benefits from the software.

Significant accounting estimates and assumptions

Intangible assets and property plant and equipment

The Group has significant carrying amounts related to intangible assets and property, plant and equipment recognised in the consolidated statement of financial position. The value in use of some of these assets could be influenced by changes in market conditions where the Group carries out its business. Significant and prolonged adverse market conditions and/or lower market prices for products and services sold could lead to temporary or permanent reductions of value. Such events will be considered as an impairment indicator and an impairment test will be carried out. The outcome of such impairment tests may be that significant impairment losses are recognised in the statement of income.

A reduction of the expected useful life of the assets can also lead to periods with higher depreciation expense going forward.

NOK 1000	Licenses, product rights etc	Development	Brands	Goodwill	Customer relationships	Other intangible assets	Total
Opening balance from the Group establishment 29 July 2024	3 417	92 643	251 061	1 641 789	989 356	195 124	3 173 390
Reclassifications	0	0	0	0	0	533	533
Additions, acquisition of subsidiaries	0	0	(0)	(0)	(0)	(0)	(1)
Additions, other	6	12 536	0	0	0	4 334	16 876
Derecognition	0	(4 598)	0	(0)	(0)	0	(4 598)
Translation differences	(17)	229	0	0	309	172	693
Accumulated cost 31 December 2024	**3 406**	**100 810**	**251 061**	**1 641 788**	**989 666**	**200 162**	**3 186 893**

Amortisation method

Useful life

NOK 1000	Linear 5-10 years	Linear 3-15 years	No amortisation	No amortisation	Linear 5-10 years	Linear 3-15 years	Total
Reclassifications	0	0	0	0	0	0	0
Amortisations	342	13 178	0	0	41 321	27 282	82 123
Derecognition	0	(4 164)	0	0	(0)	0	(4 165)
Impairments	0	0	0	0	0	0	0
Translation differences	(18)	7	0	0	(38)	106	57
Accumulated amortisations and impairments 31 December 2024	**324**	**9 020**	**0**	**0**	**41 282**	**27 388**	**78 015**
Carrying value 31 December 2024	**3 082**	**91 790**	**251 061**	**1 641 788**	**948 383**	**172 774**	**3 108 878**

Note 15 Property, plant and equipment

Accounting policies

Property, plant and equipment are stated at their cost less accumulated depreciation and impairment losses, if any.

Acquisition costs include costs directly attributable to the acquisition of the asset. Subsequent costs, such as regular maintenance costs, are recognised in the profit or loss, while other costs that are expected to provide future financial benefits are capitalised. The assets are depreciated on a linear basis over the estimated useful life of the asset. Useful life, depreciation methods and the residual value are reviewed annually.

Depreciation commences when the assets are ready for their intended use.

When assets are sold or disposed of, the carrying amount is derecognised and any gain or loss is recognised in the profit or loss.

Significant accounting estimates and assumptions

There is no material capitalised interest cost on property, plant and equipment per 31 December 2024.

Climate changes can potentially lead to destruction of assets from flooding, fires or other natural disasters. As at 31 December 2024, it was deemed that climate risk will not have a material impact on the useful life of the group's property, plant or equipment.

2024

NOK 1000	Land	Buildings	Machines / equipment	Construction in progress	Rental equipment/ furniture/ vehicles [1]	Total
Opening balance from the Group establishment 29 July 2024	38 861	450 457	492 062	94	182 107	1 163 581
Reclassifications	0	30 159	(31 462)	0	5 356	4 053
Additions, acquisition of subsidiaries	0	(0)	0	0	0	(0)
Additions, other	0	22 904	60 376	0	49 918	133 198
Disposals	0	0	(16 521)	0	(9 465)	(25 985)
Translation differences	57	1 812	3 690	0	1 415	6 974
Accumulated cost 31 December 2024	**38 919**	**505 331**	**508 144**	**94**	**229 332**	**1 281 820**

Depreciation method
Useful life

NOK 1000	No depreciation	Linear 10-40 years	Linear 5-10 years	No depreciation	Linear 3-5 years	Total
Reclassifications	0	0	0	0	3 071	3 071
Disposals	0	0	(11 921)	0	(7 561)	(19 482)
Depreciations	0	12 133	38 050	0	27 732	77 916
Impairments	0	0	0	92	0	92
Translation differences	12	414	2 329	2	1 163	3 920
Accumulated depreciations and impairments 31 December 2024	**12**	**12 547**	**28 459**	**94**	**24 405**	**65 517**
Carrying value 31 December 2024	**38 907**	**492 784**	**479 686**	**0**	**204 927**	**1 216 303**

Note 16 Leasing

Leasing Accounting policies

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Rights-of-use assets

The Group recognises rights-of use assets at the commencement date of the lease i.e., the date the underlying asset is available for use. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

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

ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. See note 20 for leasing liabilities.

iii) Short-term leases and leases of low value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straightline basis over the lease term.

The Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Lease income from operating leases is recognised in income on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished. Costs, including depreciation, incurred in earning the lease income are recognised as an expense. Material initial direct costs incurred by lessors in negotiating and arranging an operating lease is added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as the lease income. The depreciation policy for depreciable leased assets is consistent with the Group`s normal depreciation policy for similar assets.

Significant accounting judgement and assumptions

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the noncancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Leases - Estimating the incremental borrowing rate (IBR)

When the Group cannot readily determine the interest rate implicit in the lease, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

The Group has leases for premises, machinery and equipment, vehicles, fixtures and office machines. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate are excluded from the initial measurement of the lease liability and asset.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. Leases are either noncancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to purchase the underlying leased asset outright at the end of the lease, or to extend the lease for a further term.

The tables below describe the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

2024

NOK 1000	**Leased premises**	**Leased machinery/ tools/ vehicles**	**Leased company cars**	**Leased furniture/ fixtures/ office machines**	**Total**
Opening balance from the Group establishment 29 July 2024	148 320	186 328	59 516	733	394 896
Reclassifications	0	0	(2 977)	0	(2 977)
Additions, acquisition of subsidiaries	0	0	0	0	0
Additions, other	57 041	32 038	20 516	164	109 758
Disposals	1 698	(12 014)	(12 693)	(525)	(23 534)
Translation differences	1 671	760	809	9	3 249
Accumulated cost 31 December 2024	**208 729**	**207 112**	**65 171**	**380**	**481 393**
Reclassifications	0	0	(2 962)	0	(2 962)
Disposals	1 698	(11 894)	(12 174)	(525)	(22 895)
Depreciations	30 449	22 395	14 128	180	67 152
Impairments	0	0	0	0	0
Translation differences	860	426	419	5	1 709
Accumulated depreciations and impairments 31 December 2024	**33 006**	**10 928**	**(590)**	**(341)**	**43 003**
Carrying value 31 December 2024	**175 723**	**196 185**	**65 760**	**721**	**438 389**

NOK 1000	**2024**
Lease expense for short-term leases	**43 547**
Lease expense for low value asset leases	**4 652**
Variable lease payments not included in lease liabilities	**4 214**

Note 17 Other current receivables

NOK 1000	**31.12.2024**
Unbilled revenue	**246 497**
Prepayments to suppliers	**14 348**
Prepaid taxes	**21 710**
Other prepayments	**48 596**
Receivables on employees, associated- and related parties	**2 378**
Other receivables	**61 740**
Total other current receivables	**395 269**

Note 18 Cash and cash equivalents

Accounting policies

Cash includes cash in hand and at bank. Cash equivalents are short-term liquid investments that can be immediately converted into a known amount of cash and have a maximum term to maturity of three months from the date of acquisition.

See note 19 for description of cash pool systems.

NOK 1000	**31.12.2024**
Cash and bank deposits	403 902
Restricted cash	0
Total cash and cash equivalents	**403 902**

Note 19 Financial strategy and financial risks

Capital management

Saferoad Group's capital management and financing strategy secures funding for all subsidiaries. The overriding goal is to provide the operating entities with financial capacity to perform their operational activities uninterrupted and to support Saferoad's business strategy.

Saferoad's long-term financing is secured through Saferoad Holding AS Senior Term Facilities Agreement with GSO ESDF II, GSO ESDF II Levered Holdco I S.a.r.l., GSO ESDF II Levered Holdco II S.a.r.l., G QCM Holdco S.a.r.l., Blackstone Oslo Holdings Co-Investment Fund LP, Blackstone Supplemental Account – PS (Private Credit Holdings) L.P. (all funds managed by Blackstone Alternative Credit Advisors LP), Stichting Depositary APG Developed Markets Active Credits Pool and Stichting Pensioenfonds ABP as original lenders. The Senior Term Facilities are for NOK 869.1 million, EUR 96.0 million and SEK 610.7 million which all mature in September 2028.

In addition, working capital financing is secured through a Revolving Credit Facility agreement between Saferoad Holding AS and DNB Bank ASA as Original Lender. The Revolving Facility Agreement commitment is NOK 510.0 million and matures in March 2028. By year end 2024, there was drawn NOK 110.0 million on the revolving facility.

Saferoad Holding AS entered during 2022 into a Frame Agreement for Receivables Purchase with DNB Bank with an uncommitted frame of NOK 250.0 million, where DNB Bank purchases receivables from the Saferoad subsidiaries. Moramast AB, Saferoad Traffic AS and Saferoad Traffic AB have acceded the Receivable Purchase Agreement during 2022 and 2023. By the end of 2024 DNB Bank had bought receivables for an aggregate amount of close to NOK 89.1 million from these three subsidiaries (NOK 77.5 million in 2022). The purchases of receivables are done on a non-recourse basis.

Saferoad subsidiary, Vik Ørsta AS, has entered into an Overdraft Facility Agreement with DNB Bank for EUR 7.0 million, a Facility that on a recurring basis will be automatically renewed for a 364-day period from December 2025. Vik Ørsta AS has signed a Mortgage Declaration where Vik Ørsta AS pledges its accounts receivables and inventories as security for the EUR 7.0 million Overdraft Facility Agreement.

Saferoad Group has sufficient financial capacity for current operations and further expansion.

There is a leverage covenant in the DNB Bank facility with which Saferoad Group must be compliant, in case 40 per cent or more of the revolving facility is drawn. As of 31 December 2024, there is sufficient headroom to the leverage covenant. The only financial covenant in the Senior Term Facility Agreements is a limitation on capital expenditure per annum. Saferoad's actual capital expenditure in 2024 is below the 2024 capex covenant level.

Net interest-bearing debt

NOK 1000	31.12.2024
Facility loans (including revolving credit facility)	**2 679 355**
Leasing	**462 028**
Other interest-bearing debt	**43 754**
Total interest-bearing debt (note 20)	**3 185 137**
Cash and cash equivalents (note 19)	**403 902**
Net interest-bearing debt	**2 781 235**

Financial risk management

Saferoad is exposed to several financial risks that are originated from the international operations and from the financing of the Group. Financial risk mitigation is managed according to Saferoad's financial strategy and policy. The major risks are related to liquidity, counterparts for receivables, foreign exchange, interest rates and commodities. Financial risks are monitored and managed on a consolidated level by Saferoad's Group Treasury.

Liquidity risk

Liquidity risk is the risk that the Group will be unable to perform its financial obligations as they fall due. Saferoad maintains a liquidity reserve as a buffer for extraordinary events. The liquidity reserve is cash and cash equivalents, with the addition of any unutilised commitments under the Revolving Credit Facility agreement and the Overdraft Facility Agreement between Vik Ørsta AS and DNB Bank. Saferoad is targeting a minimum liquidity reserve between 3 to 5 per cent of the annual turnover of the consolidated Group. The liquidity risk is closely monitored by Group Management and the Board of Directors.

Bank account balances, the Revolving Credit Facility of NOK 510.0 million, and the EUR 7.0 million Overdraft Facility in Vik Ørsta AS ensure sufficient financial capacity to sustain seasonal working capital fluctuations. The liquidity demand increases throughout the spring, and peak pressure is during early autumn when the operational activity is at the highest. Late autumn and during wintertime the commonly harsher weather conditions naturally reduces the operational activity, and thereby the working capital needs.

Saferoad operates two cash pools which facilitates an efficient exploitation of available cash within the Group. The cash pools help to reduce the utilisation of the Revolving Credit Facility and the EUR 7.0 million Overdraft Facility. In addition, continuous cash flow forecasting helps to reduce external debt financing and thereby financing cost.

Credit risk

The Group has guidelines to ensure that sales of products and services take place only to customers with a satisfactory credit history. Customer credit in the form of payment days is only granted after credit considerations are made. The average size of individual sales is low and there is no significant credit risk linked to individual customers, or customers that can be regarded as a Group due to similarities in their credit risk. The Group’s diversified customer base in different jurisdictions, and from various industries, also lowers the concentration of counterparty credit risk from accounts receivables. Bank and insurance guarantees are used if deemed necessary and cost effective.

Realised losses during the year are classified as other operating expenses in the profit or loss (see note 10). The Group’s aging structure for outstanding trade receivables has somewhat decreased during 2024, however bad debt losses recognised in 2024 significant up and totalled NOK 17.5 million. The total provision for bad debt is NOK 44.4 million as of 31 December 2024.

Aging analysis trade receivables, 31 December 2024

NOK 1000	Total	Not due	< 30d	30-60d	60-90d	>90d
Trade receivables	936 729	669 595	144 716	40 330	19 202	62 887
Provision for bad debt	(44 408)	(3 142)	(128)	(1 559)	(1 701)	(37 877)
Total trade receivables	892 322	666 452	144 588	38 771	17 501	25 009

NOK 1000	
Opening balance as of 29.07	**33 650**
Provision for bad debt during the period	**10 664**
Realized losses for the year	**(130)**
Reversed provision during the period	**(1 617)**
Changes due to business combinations	**0**
Translation differences	**1 842**
Provisions as of 31.12	**44 408**

Trade receivables and other receivables are recognised net of expected losses. The accrual for losses is based on an individual assessment of each receivable.

Foreign exchange rate risk

As a consequence of the international business activities, Saferoad is exposed to foreign exchange risks from the flow of goods (transaction exposure) and from assets and liabilities in currencies other than the reporting currency (translation exposure).

Saferoad aims to reduce these risks by creating natural hedges, to the extent possible. Natural hedges can be achieved by buying and selling goods and services in the same currency, and by borrowing in the same currency as the assets on the balance sheet.

All foreign exchange differences are reported in profit or loss, with the exception of foreign exchange differences on intercompany loans treated as net investments, which are recognised in other comprehensive income.

Transaction exposure

Saferoad shall reduce the impact from currency fluctuations by primarily creating natural hedges and thereafter hedge contracted transaction exposure by applying financial instruments. Hedging with financial instruments will only be done after a case-by-case cost benefit analysis.

Translation exposure

Translation exposure is an accounting risk arising when items denominated in foreign currencies in the balance sheet and income statement are revalued and consolidated. Saferoad continuously monitors, measures and follow-up the exposure to evaluate the effects on financial statements.

Foreign exchange sensitivities

The schedule below outlines the impact from a 10 per cent NOK appreciation against the main currencies:

Impacts from a 10 per cent NOK appreciation towards

NOK million	All currencies	SEK	EUR	PLN
One-off revaluation effects in financial items	175	62	115	1

The table above illustrates the one-off revaluation effects in financial items from a NOK appreciation against other currencies. Revaluation effects from intercompany positions are included. All sensitivities are estimated while keeping all other parameters constant.

Interest rate risk

The interest rates on the financing agreements are affected by changes in market rates, as Saferoad is being charged floating interest rates. Saferoad has bought interest rate caps to protect against rising interest rates for the Senior Term Facilities Agreement. Protection is bought for the full exposure in NOK, EUR and SEK until the maturity of the Senior Term Facilities in September 2028.

The sensitivity analysis illustrates the annual impact on financial expenses and after-tax result for an increase or decrease of 100 basis points in the interest rates (all other variables being unchanged). The interest rate caps bought are currently effective for all currencies, and we will therefore not experience any significant cost increase or cost decrease if the current interest rate levels increase or decrease by 100 basis points.

Sensitivity analysis interest rates, 31 December 2024

NOK million	Change Financial expences	Change after tax profit and loss
100 basis points increase	6.5	5.2
100 basis points decrease	(6.5)	(5.2)

An assumption of an effective tax rate of 20 per cent is applied to calculate the after-tax impact on P&L.

The interest rate cost is to some extend exposed to risk related to changes in the credit margin on the Revolving Facility Agreement with DNB Bank, because the credit margin is leverage dependent.

Commodity risk management

Saferoad is exposed to commodity price risks due to changes in commodity prices, which the Group is not directly able to transfer to external counterparties. Saferoad's main exposure derives from purchases of raw materials like steel, aluminium, zinc and plastics. In addition, Saferoad is exposed to fluctuations in the price of electricity and oil.

To secure cost-efficiency and large scale of operations, category teams have been established for the major commodities. The category teams closely monitor the risk related to changes in commodity prices and the Group use natural hedging to mitigate potential negative impact from increase in raw material prices on larger projects and orders with fixed prices.

Saferoad has during 2024 entered some smaller financial derivative contracts to mitigate the risk from rising steel prices.

Financial derivatives

Saferoad has bought interest rate options to cap the upside risk to market rates, as well as commodity swaps to mitigate the risk from rising steel prices. The Group may also from time to time use forward agreements or options to hedge selected currency exposures. Please see note 24 for further description.

Note 20 Interest-bearing liabilites

Saferoad's long-term financing is secured through Saferoad Holding AS Senior Term Facilities Agreement with GSO ESDF II, GSO ESDF II Levered Holdco I S.a.r.l., GSO ESDF II Levered Holdco II S.a.r.l., G QCM Holdco S.a.r.l., Blackstone Oslo Holdings Co-Investment Fund LP, Blackstone Supplemental Account – PS (Private Credit Holdings) L.P. (all funds managed by Blackstone Alternative Credit Advisors LP), Stichting Depositary APG Developed Markets Active Credits Pool and Stichting Pensioenfonds ABP as original lenders. The Senior Term Facilities are for NOK 869.1 million, EUR 96.0 million and SEK 610.7 million which all mature in September 2028.

In addition, working capital financing is secured through a Revolving Credit Facility agreement between Saferoad Holding AS and DNB Bank ASA as Original Lender. The Revolving Facility Agreement commitment is NOK 510.0 million and matures in March 2028. By year end 2024, there was drawn NOK 110.0 million on the revolving facility.

Saferoad subsidiary, Vik Ørsta AS, has entered into an Overdraft Facility Agreement with DNB Bank for EUR 7.0 million, a Facility that on a recurring basis will be automatically renewed for a 364-day period from December 2025. Vik Ørsta AS has signed a Mortgage Declaration where Vik Ørsta AS pledges its accounts receivables and inventories as security for the EUR 7.0 million Overdraft Facility Agreement.

Interest

Interest on the revolving facility agreement will accrue at a floating rate calculated as the sum of the applicable interbank market rate and a margin. The margin for the revolving facility varies with Saferoad's leverage ratio. There are interest rate floors in the financial agreements with DNB Bank and the Facilities originally lent by funds managed by Blackstone Alternative Credit Advisors LP. Saferoad has bought interest rate caps to protect against rising interest rates. For the Senior Term Facilities Agreement managed by Blackstone Alternative Credit Advisors, protection is bought for the full exposure in NOK, EUR and SEK until the maturity of the Senior Term Facilities in 2028. The protection has been effective for all currencies during 2024. There is not bought any protection against rising interbank market rates for the Revolving Credit Facility with DNB.

Security and pledge

See note 28 'Pledged assets and guarantees' regarding security and pledge.

Financial covenant

There is a leverage covenant in the DNB Bank facility with which Saferoad Group must be compliant, in case 40 per cent or more of the revolving facility is drawn. As of 31 December 2024, there is sufficient headroom to the leverage covenant. The only financial covenant in the Senior Term Facility Agreements is a limitation on capital expenditure per annum. Saferoad's actual capital expenditure in 2024 is below the 2024 capex covenant level.

The Group has the following non-current interest-bearing liabilities to credit institutions:

Liabilities to credit institutions 31 December 2024

NOK 1000	Currency	Interest rate	Due date	Amount
Liabilites to credit institutions - Term loan	SEK	STIBOR + Margin	30/9/2028	616 906
Liabilites to credit institutions - Term loan	NOK	NIBOR + Margin	30/9/2028	852 982
Liabilites to credit institutions - Term loan	EUR	EURIBOR + Margin	30/9/2028	1 111 292
Liabilites to credit institutions - Revolving credit facility	NOK	NIBOR + Margin	31/3/2028	98 175
Total				2 679 355
Less current part				0
Non-current				2 679 355

The Group has the following current liabilities to credit institutions:

Carrying value (NOK 1000)	31.12.2024
Other current liabilities to credit institutions	0
Total current liabilities to credit institutions	**0**

The tables below, which include interests, summarise the maturity profile of current liabilities to credit institutions and non-current financial liabilities:

NOK 1000	Due within one year	Due within two years	Due within three years	Due within four years	Due within five years	Due after five years	Total interest-bearing liabilities
Liabilities to credit institutions - principal amount	9 778	2 525	3 429	2 634 214	6 292	6 292	**2 662 528**
Revolving credit facility	0	0	0	110 000	0	0	**110 000**
Liabilities to credit institutions - interest	206 648	206 750	206 642	154 796	(642)	0	**774 194**
Financial leasing	163 745	133 008	102 262	72 079	39 131	45 186	**555 412**
Estimated future payments for acquired shares (note 22)	60	6 701	0	0	0	0	**6 761**
Other loans	0	0	0	0	0	13 354	**13 354**
Total	380 231	348 984	312 333	2 971 089	44 781	64 831	**4 122 249**

Note 21 Other provisions

Accounting policies

A provision is recognised when the Group has a legal or constructive obligation because of a past event, it is probable (more likely than not) that a financial settlement will take place because of this obligation and the size of the amount can be measured reliably.

A provision for a warranty is recognised when the underlying products or services are sold. The provision is based on historical information on guarantees and a weighting of possible outcomes according to the likelihood of their occurrence.

Restructuring provisions are reported when the Group has approved a detailed and formal restructuring plan and the restructuring has either started or been publicly announced.

Provisions for loss-making contracts are recognised when the Group's estimated revenues from a contract are less than the lowest possible cost of meeting the contractual obligations.

Significant accounting estimates and assumptions

If the effect is material, the provision is calculated by discounting estimated future cash flows using a pre-tax discount rate that reflects the market's pricing of the time value of money and, if relevant, risks specifically linked to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Possible liabilities (obligations) that do not satisfy the three provision criterions are categorised as 'contingent' under IAS 37 and are not recognised in the financial statements. Significant contingent liabilities are disclosed, except for contingent liabilities that are unlikely to be incurred. In a business combination a contingent liability has to be recognised in a business acquisition regardless of probability.

Contingent assets are not recognised in the annual accounts but are disclosed if it is probable that an economic benefit will be received.

NON-CURRENT

NOK 1000	31.12.2024
Warranty provision	2 582
Other provisions	1 878
Total non-current provisions	4 460

CURRENT

NOK 1000	31.12.2024
Restructuring provisions	0
Total current provisions	0

Other provisions mainly include royalty provisions for suppliers and environmental liabilities. Restructuring provisions are mainly related to personnel costs.

CHANGES IN PROVISIONS FROM 29.07.2024 TO 31.12.2024

NOK 1000	Warranty provisions	Other provisions	Total non-current provisions	Restructuring provisions	Total current provisions
Opening balance 29.07.2024	3 148	2 052	5 200	0	0
Additions	0	787	787	0	0
Used (amount charged against provision)	(580)	151	(428)	(32)	(32)
Unused amounts reversed	0	(1 128)	(1 128)	0	0
Translation differences	13	16	29	32	32
Total provisions 31.12.2024	2 582	1 878	4 460	0	0

Note 22 Earn outs on acquired shares

Accounting principle

Any future payments for acquired shares gives rise to a financial liability for the present value of the redemption amount. The financial liability is subsequently re-measured at the end of each reporting period in accordance with IFRS 9.

Future payments for acquired shares

The Group has the following future payments (earn outs and seller credit) related to acquired subsidiaries:

NOK 1000	31.12.2024
Company	
AWK GmbH	**60**
Munck Asfalt A/S	**6 701**
Total estimated future payments	**6 761**
Classified as	
Other non-current liabilities	**6 701**
Other current liabilities	**60**
Total estimated future payments	**6 761**

Acquired shares in the reporting period

In January 2024, Saferoad Services A/S made an asset deal with Munck Asfalt A/S for acquiring their road marking division. Based on certian criterias, the seller is entitled to an yearly payment over a 5 year period if criteria's are met. The earn-out is based on best estimate as of 31 December 2024.

Note 23 Other current liabilities

NOK 1000	31.12.2024
Salary	**122 773**
Bonuses	**11 059**
Holiday pay	**102 820**
Other liabilities to employees	**11 222**
Prepayment from customers	**89 408**
Accrued interest	**1 787**
Estimated future payments acquired shares (note 22)	**60**
Deferred payment acquistion of shares (note 4)	**1 262 928**
Other current liabilities	**132 413**
Total other current liabilities	**1 734 472**

Note 24 Hedge accounting

Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its interest rate exposures. The Group has bought interest rate caps to mitigate cash flow risk linked to increasing NIBOR, EURIBOR AND STIBOR on its debt portfolio.

At the inception of the designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument.

Accounting policies

Saferoad accounts for a hedge of interest rate on loan with floating rate as a cash flow hedge. When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the hedging reserve. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item. Any ineffective portion of changes in the fair value of the derivative is recognised in the profit and loss statement.

The interest rate risk is mitigated by purchase of interest rate caps. The fair value of the interest rate caps' are booked as a financial asset.

On a monthly basis, the fair value of the interest rate caps is measured, and the value of the financial asset is adjusted to reflect the fair value. The change in fair value of the caps is recognised in OCI. As the interest rate caps matures, it might lead to an incoming payment recognised in the profit and loss. The value booked as an asset in the balance related to the matured cap will be transferred from the asset value and booked in the profit and loss as a financial expense. When all caps have matured, the asset value will be zero in the balance sheet, and all entries in the hedge reserve is transferred to profit and loss.

At each reporting date, the fair value is measured. The change in fair value of the swap are recognised in OCI and transferred to hedge reserve. When all payments of the swaps have matured, the liability are to be zero in the balance sheet, and all entries in the hedge reserve is transferred to the profit and loss.

As of 31 December 2024, the Group held the following instruments to hedge exposures to changes in interest rate on loan with floating rate:

Interest Rate Swaps with embedded option

Current amount	Maturity date	Strike rate	Rate index	Currency	Fair value	Fair value NOK
EUR 96 000 000	Sep 28	1,00 %	3M EURIBOR	EUR	2 205 583	26 014 851
NOK 869 000 000	Sep 28	2,50 %	3M NIBOR	NOK	25 747 485	25 747 485
SEK 610 000 000	Sep 28	1,50 %	3M STIBOR	SEK	9 304 420	9 577 040
					Asset	61 339 376

Note 25 Fair value financial instruments

Set out on the following tables is a comparison by class of the carrying amount and fair values that are recognised in the financial statements.

NOK 1000	Notes	Financial assets and liabilities at amortised cost	Financial assets and liabilities at fair value	Total
Non-current assets				
Non-current receivables		28 171		**28 171**
Other investments		749		**749**
Current assets				
Trade receivables	19	892 346		**892 346**
Other receivables	17	309 983		**309 983**
Financial derivatives	24		61 339	**61 339**
Total		1 231 249	61 339	**1 292 588**
Fair value		1 231 249	61 339	**1 292 588**
Unrecognised gain/(loss)		0	0	**0**
Non-current liabilities				
Non-current liabilities to credit institutions	20	2 679 355		**2 679 355**
Other non-current liabilities	20	415 450		**415 450**
Current liabilities				
Accounts payables		650 799		**650 799**
Current liabilities related to acquisitions	22, 23		6 761	**6 761**
Other current liabilities	23	1 727 711		**1 727 711**
Current portion of non-current liabilities	20	132 229		**132 229**
Total		5 605 542	6 761	**5 612 303**
Fair value		5 605 542	6 761	**5 612 303**
Unrecognised gain/(loss)		0	0	**0**

Note 26 Changes in liabilities arising from financing activities

				Non-cash changes			
NOK 1000	Notes	29.07.2024	Cash flows	Acquisition of subsidiaries and other businesses	Changes in foreign exchange rates	Other changes	31.12.2024
Non-current liabilities							
Non-current liabilities to credit institutions	20	3 067 141	(400 000)	0	4 924	7 290	**2 679 355**
Financial leasing	20	295 471	(79 857)	0	1 442	121 387	**338 442**
Future payments for acquired shares	20, 22	7 012		568	0	(879)	**6 701**
Other non-current liabilities	20	61 601	14 844	0	189	(6 328)	**70 306**
Total other non-current liabilities	20	364 083	(65 013)	568	1 631	114 180	**415 450**
			0				
Current liabilities							
Other current liabilities to credit institutions	20	0	(0)	0	0		**(0)**
Total current liabilities to credit institutions	20	0	(0)	0	0	0	**(0)**
Accrued interest		39 567	0			(37 780)	**1 787**
Options on shares and estimated future payments	17,22	0	(72)		72	60	**60**
Current portion of financial leasing	20	125 246	0		182	(1 842)	**123 586**
Current portion of other non-current liabilities	20	10 593	(1 950)	0	37	(37)	**8 643**
Other current liabilities		175 406	(2 022)	0	290	(39 599)	**134 076**
Total liabilities from financing activities		3 606 631	(467 035)	568	6 845	81 870	**3 228 880**

Note 27 Share capital, shareholders' equity and non-controlling interest

The share capital of Saferoad HoldCo AS on 31 December consists of the following shares:

		Number of shares	Share capital	Share premium
1.11.2023	Incorporation	150 000	30	
29.07.2024	Share capital increase, increased face value per share from NOK 0,2 to NOK 0,4		30	1 568 130
29.07.2024	Share capital increase, increased face value per share from NOK 0,4 to NOK 0,6		30	92 384
31.12.2024	Total	150 000	90	1 660 514

Number of shares are in full amount. Share capital and share premium are in NOK thousand.

Saferoad HoldCo AS was incorporated November 1, 2023. The share capital was NOK 30 000, with a face value per share of NOK 0.2.

On July 29, 2024, the share capital increased to NOK 60 000 by increasing the value per share. The subscription price was NOK 10 454.40054 per share, of which NOK 0.4 was share capital and NOK 10 454.20054 was share premium.

At the same day the share capital increased to NOK 90 000 by increasing the value per share. The subscription price was NOK 616.09574 per share, of which NOK 0.6 was share capital and NOK 615.89574 was share premium.

Number of shares and shareholders

Shareholders in Saferoad HoldCo AS 31 December 2024:

Shareholders	Number of shares	Percentage
FSN Capital Confluence L.P.	149 355	99,57 %
FSN Capital Confluence Invest L.P.	645	0,43 %
Total	150 000	100,00 %

Non-controlling interest

2024				Financial information (100% basis)			
NOK 1000	Accumulated non-controlling interests	Non-controlling interests share of profit/(loss)	Dividends to non-controlling interests	Assets	Liabilities	Revenue	Profit/(loss)
Brite Line Europe GmbH	6 902	195	0	40 193	13 023	25 613	773
Total non-controlling interests	6 902	195	0				

For an overview of non-controlling interest in ownership percentages and principal places of business, see note 5 in the parent company accounts.

Payment of dividend to minority shareholders shall be no greater than proportionate to their shareholding (unless the rights attaching to their shareholding entitle them to a greater proportion in which case not exceeding such greater proportion).

Note 28 Pledged assets and guarantees

Saferoad Holding AS refinanced in November 2021 by entering a Senior Term Facilities Agreement with GSO ESDF II (Luxembourg) Holdco S.à r.l., GSO ESDF II (Luxembourg) Levered Holdco I S.à r.l., GSO ESDF II (Luxembourg) Levered Holdco II S.à r.l., G QCM (Luxembourg) Holdco S.à r.l. as Original Lenders (all funds managed by Blackstone Alternative Credit Advisors LP) of NOK 869.1 million, EUR 96.0 million and SEK 610.7 million. The Facilities mature in September 2028.

In addition, working capital financing was secured through a revolving facility agreement between Saferoad Holding AS and DNB Bank ASA as Original Lender. The revolving facility agreement amounts to NOK 510.0 million and matures in March 2028.

Wilmington Trust (London) Limited is acting as Security Agent for all Facilities.

Security

The following Saferoad Group companies have acceded the Facility Agreements with DNB and the GSO Funds as Guarantors.

In addition to the guarantees, the following securities are given in favour of the Security Agent, acting in the interest of the lenders:

a) pledge granted by Saferoad Midco AS and MgmtCo Saferoad AS of all shares issued by Saferoad Holding AS and held by either Saferoad Midco AS or MgmtCo Saferoad AS
b) pledge granted by the Holding company of each guarantor listed above of all shares owned in the guarantor by the respective Holding company
c) pledge over all intra-group loan agreements exceeding a value of NOK 10.0 million, or similar value in other currencies
d) Saferoad Holding AS' bank accounts

Company	**Jurisdiction**	**Corporate Identity Number**
Bongard & Lind Noise Protection GmbH & Co KG	Germany	HRB 21196
Bongard & Lind Verwaltungs GmbH	Germany	HRB 21973
AWK GmbH	Germany	HRB 8839
Brødrene Berntsen AS	Norway	810547472
Hausneindorfer Metallbau und Montage GmbH	Germany	HRB 108088
Saferoad Services AB	Sweden	556520-7478
Saferoad Traffic AS	Norway	890729142
Saferoad Services AS	Norway	976962699
Saferoad Services A/S	Denmark	26994896
Inter Metal Sp. z o.o.	Poland	90428498
Moramast AB	Sweden	556179-2598
Saferoad Traffic A/S	Denmark	21778702
Saferoad Europe GmbH	Germany	HRB 22345
Saferoad Services Sp. z o.o.	Poland	0000152355
Saferoad Holding AB	Sweden	556753-5470
Saferoad Holding AS	Norway	917763909
Saferoad Holding Denmark ApS	Denmark	31589487
Saferoad Holding Germany GmbH	Germany	HRB 22343
Saferoad Pomerania Sp. z o.o.	Poland	0000154679
Saferoad RRS GmbH	Germany	HRB 22479
Saferoad Restraint Systems Sp. z o.o.	Poland	0000265582
Saferoad Smekab AB	Sweden	556099-6869
Saferoad Traffic AB	Sweden	556030-8073
Saferoad RRS Sverige AB	Sweden	556505-1413
Saferoad Treasury AB	Sweden	556493-1573
Vik Ørsta AS	Norway	985001952

Note 29 Other commitments and contingencies

Accounting policies

The Group may from time to time be involved in legal proceedings in various forms. While acknowledging the uncertainties of litigation, the Group is of the opinion that based on the information currently available, these matters will be resolved without any material adverse effect individually or in aggregate on the Group`s financial position. For legal disputes where the Group assesses it probable (more likely than not) that an economic outflow will be required to settle the obligation, provisions have been made based on management`s best estimate. For 2024, there are no material contingencies

Note 30 Transactions with related parties

An overview of subsidiaries is presented in note 10 for the parent company. Remunerations to the Board of Directors and Group Management are disclosed in note 8. Transactions with subsidiaries have been eliminated and do not represent related party transactions.

The Group has the following transactions with shareholders, associated companies, minority shareholders of subsidiaries or companies that can be considered related to members of the Board of Directors or leading executives.

NOK 1000	**2024**
Profit and loss	
Sales to related parties	861
Purchases from related parties [1]	62 778

NOK 1000	**31.12.2024**
Balance sheet	
Receivables [2]	75
Payables [3]	10 335
Other transactions with related parties	350

[1] Purchase from related parties mainly include purchase of goods from minority shareholder of subsidiaries and from companies which are related to leading executives in a company in the Group.
In addition, hire of employees from associated companies are included.
[2] Receivables mainly include receivables for trade of goods from companies which is related to leading executives in a company in the Group.
[3] Payables mainly include transactions for trade of goods with companies which are related to leading executives in a company in the Group.

Note 31 Events after the balance sheet date

Saferoad signed an agreement to acquire UAB GATAS in august 2024, with closing expected Q3 2025 subject to competition filing. With this deal, Saferoad and GATAS will form a joint service business strengthening road safety in the Baltics region.

In April 2025, Saferoad acquired Total Trafikkhjelp AS within the Business Area Traffic, marking a significant step in strengthening our presence in the northern Norwegian road traffic market and expanding our comprehensive range of road safety services. In 2023, the company had a revenue of NOK 35 million with a profit after tax of NOK 1.8 million.

In June 2025, Saferoad acquired PMF Stalen Masten within the Business Area Infrastructure. This acquisition will increase Saferoad's offerings and strengthen its position within the European infrastructure sector.

In June 2025, Saferoad signed an agreement to acquire Signalinea within the Business Area Restraint Systems. This acquisition will enhance Saferoad's local presence and strengthens its regional offerings and aligns with the commitment to delivering comprehensive road safety solutions across Europe.

Alternative performance measures

Alternative performance measures (APMs)

APMs are used by Saferoad for financial reporting to provide a better understanding of the company's underlying financial performance for the period. Underlying operating revenue, underlying EBITDA and underlying EBITA is also used by management to drive performance in terms of target setting. These measures are adjusted IFRS measures defined, calculated and used in a consistent and transparent manner over time and across the Group where relevant.

Operational measures such as volumes, prices and currency effects are not defined as APMs. Saferoad focuses on underlying EBITDA and underlying EBITA in the discussions of periodic operating results for the segments and for the Group.

Each of the following APMs has been defined by the Group as follows:

Underlying operating revenue is defined as operating revenue reported adjusted for material items such as gains from divestments of businesses, as well as other major effects of a special nature.

EBITDA is defined as profit/(loss) for the year before financial income and expense, tax, depreciation, amortisation and write-downs, including depreciation, amortisation and impairment of excess values in equity accounted investments.

Underlying EBITDA is defined as EBITDA adjusted for material items which are not regarded as part of underlying business performance for the period, such as costs related to acquisitions and divestments, major restructuring costs and closure costs, major impairments of property, plant and equipment, gains and losses of disposals of businesses and operating assets, as well as other major effects of a special nature.

EBITA is defined as EBITDA after depreciation.

Underlying EBITA is defined as EBITA adjusted for material items which are not regarded as part of underlying business performance for the period, such as costs related to acquisitions and divestments, major restructuring costs and closure costs, major impairments of property, plant and equipment, gains and losses of disposals of businesses and operating assets, as well as other major effects of a special nature.

Underlying profit/(loss) for the year is defined as profit/(loss) for the year adjusted for material items which are not regarded as part of underlying business performance for the period, such as costs related to acquisitions and divestments, major restructuring costs and closure costs, major impairments of property, plant and equipment, gains and losses of disposals of businesses and operating assets, impairments of intangible assets, change in deferred tax, changes in earn outs and estimated future payments related to options on shares, and unrealised foreign exchange rate gains/(losses), as well as other major effects of a special nature.

NOK 1000	29.07.2024-31.12.2024
Reported operating revenue	**3 743 802**
Items excluded from underlying operating revenue	**0**
Underlying operating revenue	**3 743 802**
Reported profit/(loss) for the year	**(23 993)**
Net financial income and expenses	**147 627**
Tax	**79 433**
Depreciation and impairment	**145 159**
Amortisation and impairment	**82 123**
Reported EBITDA	**430 348**
Items excluded from underlying EBITDA	**30 969**
Underlying EBITDA	**461 318**
Depreciation and impairment	**(145 159)**
Underlying EBITA	**316 159**
Reported profit/(loss) for the year	**(23 993)**
Items excluded from underlying profit/(loss) for the year	**89 853**
Underlying profit/(loss) for the year	**65 860**

Items excluded from underlying revenue, underlying EBITDA and underlying profit/(loss) for the year

Restructuring charges and closure costs	**0**
Items excluded from underlying operating revenue	**0**
Transaction and financing costs 1)	**24 248**
Restructuring charges and closure costs 2)	**5 316**
Other effects 3)	**1 406**
Items excluded from underlying EBITDA	**30 969**
Net financial income/(expense) 4)	**(93)**
Tax 5)	**58 976**
Items excluded from underlying profit/(loss) for the year	**89 853**

Items excluded from underlying EBITDA, specified per operating segment

Restraint Systems	**6 163**
Traffic	**2 621**
Infrastructure	**0**
Services	**54**
Holding	**22 131**
Items excluded from underlying EBITDA	**30 969**

1) Transaction and financing costs relate to costs for external advisors in relation to financing of Saferoad Group and transaction costs in connection to acquisition of companies.

2) Restructuring charges and closure costs relate to redundancy and other restructuring cost/(income).

3) Other effects is related to different one-offs such as recruitment costs new VP procurement, logistics project in Restraint Systems and other less material non-recurring costs.

4) Net financial income/(expense) relates to unrealised foreign exchange rate gains/(losses), as well changes in earn outs and estimated future payments related to options on shares.

5)Tax relates to changes in deferred tax liabilities/assets.

Financial statements Saferoad HoldCo AS

Statement of comprehensive income

NOK 1000	Notes	01.11.2023 - 31.12.2024
Financial income	3	**0**
Financial expenses	3	**2**
Net financial income/(expenses)		**(1)**
Profit/(loss) before tax		**(1)**
Tax	4	**0**
Profit/(loss) for the year		**(1)**
Other comprehensive income for the year, net of tax		**0**
Total comprehensive income for the year		**(1)**

Statement of financial position (assets)

NOK 1000	Notes	31.12.2024
ASSETS		
NON-CURRENT ASSETS		
Financial non-current assets		
Shares in subsidiaries	5	**1 660 574**
Total financial assets		**1 660 574**
Deferred tax assets	4	**0**
Total non-current assets		**1 660 574**
CURRENT ASSETS		
Cash and cash equivalents	6	**23**
Total current assets		**23**
Total assets		**1 660 597**

Statement of financial position (shareholders' equity and liabilities)

NOK 1000	Notes	31.12.2024
SHAREHOLDERS' EQUITY AND LIABILITIES		
SHAREHOLDERS' EQUITY		
Share capital		**90**
Share premium		**1 660 514**
Other equity		**(7)**
Total equity		**1 660 597**
Total shareholders' equity and liabilities		**1 660 597**

Oslo, 04 July 2025

The Board of Saferoad HoldCo AS

DocuSigned by:	Signiert von: Kristina Eugenia Margaretha Wiren	DocuSigned by: Gunilla Spongh
F1C97198EE9D46A...	FA986947BA85434...	E5728957F376478
Ulrik Smith	Kristina Wiren	Gunilla Spongh
Chairman of the Board	Board member	Board member

Statement of changes in equity

NOK 1000	Share capital	Share premium	Other equity	Total equity
Incorporation 01.11.2023	**30**	**0**	**(6)**	**24**
Profit/(loss) for the year			0	0
Equity at 31.12.2023	**30**	**0**	**(6)**	**24**
Capital increase 29.07.2024	30	1 568 130	0	1 568 160
Capital increase 29.07.2024	30	92 384	0	92 414
Profit/(loss) for the year			(1)	(1)
Total comprehensive income	0	0	(1)	(1)
Equity at 31.12.2024	**90**	**1 660 514**	**(7)**	**1 660 597**

Saferoad HoldCo AS was incorporated November 1, 2023. The share capital was NOK 30 000, with a face value per share of NOK 0.2.

On July 29, 2024, the share capital increased to NOK 60 000 by increasing the value per share. The subscription price was NOK 10 454.40054 per share, of which NOK 0.4 was share capital and NOK 10 454.20054 was share premium.

At the same day the share capital increased to NOK 90 000 by increasing the value per share. The subscription price was NOK 616.09574 per share, of which NOK 0.6 was share capital and NOK 615.89574 was share premium.

Cash flow statement

NOK 1000	Notes	01.11.2023 - 31.12.2024
Cash flow from operations		
Profit/(loss) before tax		(1)
Interest income and other financial income		(0)
Interest costs and other financial expenses		(2)
Net cash flow from operations		(4)
Cash flow from investment activities		
Interest received		0
Net cash flow from investment activities		0
Cash flow from financing activities		
Proceeds from shareholders		24
Interest paid		2
Net cash flow from financing activities		26
Net increase/(decrease) in cash and cash equivalents		23
Cash and cash equivalents at beginning of the year		0
Cash and cash equivalents at the end of the year		23
Cash and cash equivalents at the end of the year in statement of financial position		23
Cash pool at the end of the year in statement of financial position		0
Cash and cash equivalents at the end of the year in statement of cash flow		23

Note 1 Corporate information

Saferoad HoldCo AS is a limited liability company and the ultimate parent company of Saferoad Group. The Company is incorporated and domiciled in Oslo with its registered office Ruseløkkveien 30, 0251 Oslo, Norway.

Saferoad HoldCo AS owns 100 per cent of the shares in Saferoad MidCoAS. The company had no other activities in 2024.

The financial statements of Saferoad HoldCo AS for the fiscal year 2024 were approved in the board meeting at 04 July 2025.

The Group's activities are described in note 1 of the consolidated financial statements.

Note 2 Accounting principles

Basis for preparation and statement of compliance

The annual accounts for Saferoad HoldCo AS have been prepared in accordance with the Norwegian Accounting Act § 3-9 and Regulations on Simplified IFRS as enacted by the Ministry of Finance 7 February 2022. In all material aspects, Norwegian Simplified IFRS requires that the IFRS recognition and measurement criteria (as adopted by the European Union) are complied with, but disclosure and presentation requirements (the notes) follow the Norwegian Accounting Act and Norwegian Generally Accepted Accounting Standards.

Saferoad HoldCo AS's significant accounting principles are consistent with the accounting principles for the Group, as described in notes to the consolidated financial statements. Where the notes for the parent company are substantially different from the notes for the Group, these are shown below. Otherwise, refer to the notes to the consolidated financial statements.

Subsidiaries

Investments in subsidiaries are recognised at cost. If the carrying value of a subsidiary is higher than the estimated fair value, the investment is written down. The write-down is shown in statement of comprehensive income. Previously recognised writedowns are reversed if the reason for write-downs no longer exists. Dividends, group contributions and other distributions from subsidiaries are recognised in the same year as they are recognised in the financial statement of the subsidiary according to the Norwegian Regulation of simplified IFRS § 3-1. If dividends or group contribution exceed withheld profits after acquisition, the excess amount represents repayment of invested capital, and the distribution will be deducted from the recorded value of the acquisition in the balance sheet statement for the parent company.

Income tax

The tax expense consists of the tax payable and changes in deferred tax. Taxes payable are recognised on taxable profits at the current tax rate. Deferred tax/tax assets are calculated on all differences between the carrying value and tax value of assets and liabilities, with the exception of temporary differences related to investments in subsidiaries where the timing of reversal of temporary differences can be controlled and it is probable that temporary differences will not reverse. Deferred tax assets are recognised when it is probable that the company will have a sufficient profit for tax purposes in subsequent periods to utilise the tax asset. The company recognises previously unrecognised deferred tax assets to the extent it has become probable that the company can utilise the deferred tax asset. Similarly, the company will reduce a deferred tax asset to the extent that the company no longer regards it as probable that it can utilise the deferred tax asset. Deferred tax liabilities and deferred tax assets are measured on the basis of the enacted or substantially enacted tax rates on the balance sheet date applicable to the company. Deferred tax liabilities and deferred tax assets are recognised at their nominal value.

Events after the balance sheet date

New information on the company's financial position after the end of the reporting period which becomes known after the reporting period is recorded in the annual accounts. Events after the reporting period that do not affect the company's financial position at the end of the reporting period, but which will affect the company's financial position in the future are disclosed if significant.

Note 3 Financial items

NOK 1000	01.11.2023 - 31.12.2024
Interest income	**0**
Total financial income	**0**
Other financial expenses	**2**
Total financial expenses	**2**
Net financial income/(expenses)	**(1)**

Note 4 Income tax

NOK 1000	01.11.2023 - 31.12.2024
Tax payable	**0**
Changes in deferred tax	**0**
Tax income/(expense) recognised in the statement of comprehensive income	**0**

NOK 1000	01.11.2023 - 31.12.2024
Profit/(loss) before tax	**(1)**
Expected income taxes according to income tax rate in Norway 22%	**0**
Deferred tax assets not recognised current year	**(0)**
Tax income/(expense) recognised in the statement of comprehensive income	**0**

NOK 1000	01.11.2023 - 31.12.2024
Profit/(loss) before tax	**(1)**
Use of tax loss carried forward/ Change in temporary differences	**1**
Tax payable basis	**0**
Tax payable (22% of tax payable basis)	**0**

Deferred tax liabilities/(deferred tax assets)

NOK 1000	31.12.2024
Tax losses carried forward	**(0)**
Of which assets not recognised (valuation allowance)	**(0)**
Net recognised deferred tax liabilities (deferred tax assets)	**0**

Note 5 Shares in subsidiaries

NOK 1000

Company	Time of acquisition /foundation	Land	Registered office	Ownership	Carrying value	Equity 31.12.2024	Profit/(loss) 2024
Saferoad MidCo AS	01.04.2024	Norway	Oslo	100,00 %	1 660 574	1 660 632	28
Total value					**1 660 574**		

The table below sets forth Saferoad HoldCo AS's ownership in subsidiaries through its ownership in Saferoad MidCo AS. Several of the subsidiary's own shares in other subsidiaries.

For the Saferoad HoldCo AS subsidiaries in the table where the indirect ownership interest is listed as less than 50 per cent, Saferoad HoldCo AS controls more than 50 per cent of the voting power via its voting power in the owner companies.

Shares in subsidiaries owned through subsidiaries	Country	Segment	Ownership
Saferoad MidCo AS	Norway	Other/Holding	100 %
MgmtCo Saferoad AS	Norway	Other/Holding	33.3 %
Saferoad Holding AS	Norway	Other/Holding	98.6 %
Saferoad Holding AB			
Saferoad Treasury AB	Sweden	Other/Holding	100 %
Saferoad Smekab AB			
Smekab Citylife Aps	Denmark	Infrastructure	100 %
Saferoad Holding Denmark Aps			
Saferoad Traffic A/S	Denmark	Traffic	100 %
Saferoad Services A/S	Denmark	Services	100 %
Saferoad Holding Germany GmbH			
Saferoad Europe GmbH Germany	Germany	Restraint Systems	100 %
Hausneindorfer Metallbau und Montage GmbH	Germany	Restraint Systems	100 %
Schalltec Beteiligungs GmbH	Germany	Restraint Systems	100 %
Schalltec GmbH & Co. KG	Germany	Restraint Systems	100 %
Saferoad Traffic GmbH	Germany	Traffic	100 %
Saferoad Noise Protection Verwaltungs GmbH	Germany	Restraint Systems	100 %
Saferoad Noise Protection GmbH & Co. KG	Germany	Restraint Systems	100 %
Saferoad Production Sp. z o.o.	Poland	Restraint Systems	100 %
Brite Line Europe GmbH	Germany	Restraint Systems	74.8 %
Saferoad Restraint Systems GmbH	Germany	Restraint Systems	100 %
Saferoad RRS Romania SRL	Romania	Restraint Systems	100 %
AWK GmbH	Germany	Restraint Systems	100 %
HMS Montage GmbH	Germany	Restraint Systems	100 %
Saferoad UK Limited			
Saferoad VRS Limited	United Kingdom	Restraint Systems	100 %
Saferoad Restraint Systems Sp. z o.o.			
Saferoad Services Gdansk Sp. z o.o.	Poland	Services	100 %
Saferoad Pomerania Sp. z o.o.	Poland	Restraint Systems	100 %
Saferoad Services Sp. z o.o.	Poland	Services	100 %
Vik Ørsta AS			
Saferoad Lightpoles Brasov S.R.L.	Romania	Infrastructure	100 %

Note 6 Cash and cash equivalents

NOK 1000	**31.12.2024**
Cash and bank deposits	**23**
Restricted cash	**0**
Total cash and cash equivalents	**23**

Note 7 Interest-bearing liabilities

Saferoad HoldCo AS had no interest-bearing liabilities in 2024.

Note 8 Pledged assets and guarantees

Saferoad HoldCo AS had no pledged assets or guarantees in 2024.

Note 9 Events after the balance sheet date

Refer to note 31 in the consolidated financial statements.

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Statsautoriserte revisorer
Ernst & Young AS

Stortorvet 7, 0155 Oslo
Postboks 1156 Sentrum, 0107 Oslo

Foretaksregisteret: NO 976 389 387 MVA
Tlf: +47 24 00 24 00

www.ey.no
Medlemmer av Den norske Revisorforening

To the General Meeting in Saferoad HoldCo AS

INDEPENDENT AUDITOR'S REPORT

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Saferoad HoldCo AS (the Company) which comprise:

- The financial statements of the Company, which comprise the statement of financial position as at 31 December 2024 and the statement of comprehensive income, statement of cash flows and the statement of changes in equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies, and
- The financial statements of the Group, which comprise the statement of financial position as at 31 December 2024, the income statement, statement of comprehensive income, statement of cash flows and the statement of changes in equity for the year then ended and notes to the financial statements, including material accounting policy information.

In our opinion:

- the financial statements comply with applicable statutory requirements,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024 and its financial performance and cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act, and
- the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2024 and its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as adopted by the EU.

Basis for opinion

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

Other information

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

In connection with our audit of the financial statements, our responsibility is to read the information in the Board of Directors' report and for the other information presented with the financial statements. The purpose is to consider if there is material inconsistency between the information in the Board of Directors' report and the other information presented with the financial statements and the financial statements or

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our knowledge obtained in the audit, or otherwise the information in the Board of Directors' report and for the other information presented with the financial statements otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report and the other information presented with the financial statements.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

Responsibilities of management for the financial statements

Management is responsible for the preparation of the financial statements of the Company that give a true and fair view in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act, and for the preparation of the consolidated financial statements of the Group that give a true and fair view in accordance with IFRS Accounting Standards as adopted by the EU. Management is responsible 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 Company or the Group, or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and the Group's ability to

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continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Oslo, 4 July 2025
ERNST & YOUNG AS

The auditor's report is signed electronically

Åshild Engen
State Authorised Public Accountant (Norway)

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Engen, Åshild
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