



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 913 499 654
Organisasjonsform: Aksjeselskap
Foretaksnavn: SOLENIS NORWAY AS
Forretningsadresse: c/o Intertrust (Norway) AS
Wergelandsveien 7
0167 OSLO

Regnskapsår

Årsregnskapets periode: 01.10.2022 - 30.09.2023

Konsern

Morselskap i konsern: Nei

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Cornelis Floor Saarloos
Dato for fastsettelse av årsregnskapet: 27.03.2024

Grunnlag for avgivelse

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

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

Brønnøysundregistrene, 02.07.2025



Resultatregnskap

Beløp i: NOK	Note	2023	2022
RESULTATREGNSKAP			
Inntekter			
Salgsinntekt	1,2	97 259 174	72 575 610
Sum inntekter		97 259 174	72 575 610
Kostnader			
Varekostnad	2	89 976 659	68 261 645
Lønnskostnad	3,4	2 796 674	2 915 978
Annen driftskostnad	2,5	1 969 526	1 274 446
Sum kostnader		94 742 859	72 452 069
Driftsresultat		2 516 315	123 541
Finansinntekter og finanskostnader			
Renteinntekt fra foretak i samme konsern		11 219 127	8 105 795
Annen finansinntekt		9 967	93 235 008
Sum finansinntekter		11 229 094	101 340 803
Rentekostnad til foretak i samme konsern		9 510 844	9 512 436
Annen rentekostnad			234
Annen finanskostnad		356 285	4 461 624
Sum finanskostnader		9 867 129	13 974 294
Netto finans		1 361 965	87 366 509
Ordinært resultat før skattekostnad		3 878 280	87 490 050
Ordinært resultat etter skattekostnad		3 878 280	87 490 050
Årsresultat		3 878 280	87 490 050
Overføringer og disponeringer			
Overføring til/fra fond		3 878 280	66 377 350
Ordinært utbytte			21 112 700
Sum overføringer og disponeringer		3 878 280	87 490 050



Balanse

Beløp i: NOK	Note	2023	2022
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Sum anleggsmidler		0	0
Omløpsmidler			
Varer			
Fordringer			
Other receivables	9	14 611 911	11 293 047
Prepayments		145 401	295 877
Konsernfordringer	8	203 582 637	195 094 010
Sum fordringer		218 339 949	206 682 934
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter og lignende	10	1 839 948	2 384 953
Sum bankinnskudd, kontanter og lignende		1 839 948	2 384 953
Sum omløpsmidler		220 179 897	209 067 887
SUM EIENDELER		220 179 897	209 067 887
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Selskapskapital	11,12	30 030	30 030
Sum innskutt egenkapital		30 030	30 030
Opptjent egenkapital			
Fond	11	85 671 609	80 256 355
Sum opptjent egenkapital		85 671 609	80 256 355
Sum egenkapital		85 701 639	80 286 385



Balanse

Beløp i: NOK	Note	2023	2022
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Langsiktig konserngjeld	8,9	116 984 553	116 984 553
Sum annen langsiktig gjeld		116 984 553	116 984 553
Sum langsiktig gjeld		116 984 553	116 984 553
Kortsiktig gjeld			
Leverandørgjeld		951 556	238 412
Other taxes and withholdings		2 878 276	2 191 890
Kortsiktig konserngjeld	8	12 675 924	8 137 463
Annen kortsiktig gjeld		987 948	1 229 184
Sum kortsiktig gjeld		17 493 704	11 796 949
Sum gjeld		134 478 257	128 781 502
SUM EGENKAPITAL OG GJELD		220 179 896	209 067 887
POSTER UTENOM BALANSEN			
Garantistillelser	10	230 000	165 000



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2023 - GENERELL INFORMASJON

Journalnummer: 2024 364225

Enheten

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Organisasjonsform: Aksjeselskap
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Bekreftet av representant for selskapet: Cornelis Floor Saarloos
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Brønnøysundregistrene, 08.05.2024



Organisasjonsnr: 913 499 654
SOLENIS NORWAY AS

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Organisasjonsnr: 913 499 654
SOLENIS NORWAY AS

BALANSE

Beløp i: NOK	Note	2023	2022
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Immaterielle eiendeler			
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Varer			
Fordringer			
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Garantistillelser	10	230 000	165 000



Organisasjonsnr: 913 499 654
SOLENIS NORWAY AS

NOTEOPPLYSNINGER - SELSKAP - alle poster oppgitt i hele tall

Note
note 1

Regnskapsprinsipper

Note
4

Antall årsverk i regnskapsåret
3.00

Note
4

Spesifisering av resultatregnskapet

Lønnskostnader

Lønn	Årets	Fjorårets
	2113450.00	2338606.00
Folketrygdavgift	Årets	Fjorårets
	356573.00	341603.00
Pensjonskostnader	Årets	Fjorårets
	241869.00	170169.00
Andre ytelser	Årets	Fjorårets
	84782.00	65600.00
Sum lønnskostnader	Årets	Fjorårets
	2796674.00	2915978.00

Note

Ekstraordinære inntekter og kostnader

Sum Beløp

Balanseført verdi 31.12. Varige driftsmidler Immaterielle eiend.

Konsernregnskap



Morselskapet sitt navn

Forretningskontor for morselskapet

Begrunnelse for at datterselskap er utelatt fra konsolideringen

Konsern, tilknyttet selskap m.v. - fordringer og gjeld

Fordringer

<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
	203582637.00	195094010.00

<u>Samlet beløp - tilknyttet selskap</u>	<u>Årets</u>	<u>Fjorårets</u>
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Annen langsiktig gjeld

<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
	116984553.00	116984553.00

Kortsiktig gjeld

<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>
	12675924.00	8137463.00

<u>Samlet beløp - felles kontrollert virksomhet</u>	<u>Årets</u>	<u>Fjorårets</u>
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<u>Pantstillelse</u>	<u>Beløp</u>
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<u>Beholdning av egne aksjer</u>	<u>Antall</u>	<u>Pålydende</u>	<u>Andel av aksjek.</u>
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To the General Meeting of Solenis Norway AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Solenis Norway AS (the Company), which comprise the balance sheet as at 30 September 2023, the profit and loss statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the financial statements comply with applicable statutory requirements, and the financial statements give a true and fair view of the financial position of the Company as at 30 September 2023, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

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

Other Information

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

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

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 financial statements that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial

PricewaterhouseCoopers AS, Strømsø Torg 9, Postboks 2078 Strømsø, NO-3003 Drammen
T: 02316, org. no.: 987 009 713 MVA, www.pwc.no

Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisjonsberetninger>

Other Matters

The Company has failed to deposit employees' tax deductions in accordance with the Norwegian Tax Payment Act section 5-12.

Drammen, 27 March 2024
PricewaterhouseCoopers AS

Gorm F. Nymark
State Authorised Public Accountant
(This document is signed electronically)



 Securely signed with Brevio

Revisjonsberetning

Signers:

Name	Method	Date
Nymark, Gorm Frode	BANKID_MOBILE	2024-04-04 15:51

This document package contains:

- Closing page (this page)
- The original document(s)
- The electronic signatures. These are not visible in the document, but are electronically integrated.



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PROTOKOLL FOR SKRIFTLIG STYREBEHANDLING

I

SOLENIS NORWAY AS

(Org.nr. 913 499 654)

("Selskapet")

Tid: 3/27/2024

Behandlingsmåte: Sirkulasjon av skriftlig beslutning

Deltakere: Belkiz Bayryam Bayryam-Karadagli,
styrets leder

Cornelis Floor Saarloos,
styremedlem

Styret var beslutningsdyktig, jf. aksjeloven § 6-24.

Styrets medlemmer var i forkant av styrebehandlingen blitt tilstrekkelig informert om, samt mottatt relevant underlagsinformasjon tilknyttet, sakene som var til behandling. Etter styrets leders vurdering var det på denne bakgrunn og ut fra sakens karakter forsvarlig å behandle sakene skriftlig, jf. aksjeloven § 6-19 første ledd. Ingen av styremedlemmene hadde krevd møtebehandling.

1 GODKJENNELSE AV INNKALLING OG FORSLAG TIL DAGSORDEN

Styret godkjente innkallingen og forslaget til dagsorden.

*English office translation.
In case of discrepancy, the Norwegian wording shall prevail.*

MINUTES FROM WRITTEN RESOLUTION

IN

SOLENIS NORWAY AS

(Reg. no. 913 499 654)

(the "Company")

Time: 3/27/2024

Procedure: Circulation of written resolution

Participants: Belkiz Bayryam Bayryam-Karadagli,
chair of the board

Cornelis Floor Saarloos,
board member

The board formed a quorum, ref. the Norwegian Private Limited Liability Company Act (the "NPLCA") Section 6-24.

The members of the board had prior to the board proceedings been sufficiently informed of, and had received relevant underlying documentation related to, the matters on the agenda. On this background, and based on the nature of the matters to be resolved, the chair of the board deemed written resolution to an adequate way of procedure, ref. the NPLCA Section 6-19. None of the board members had required a meeting to be held.

1 APPROVAL OF THE NOTICE AND THE PROPOSED AGENDA

The notice and the agenda were approved.

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2 GODKJENNELSE AV ÅRSREGNSKAPET OG ÅRSBERETNINGEN FOR 2022/2023

Utkast til Selskapets årsregnskap og årsberetning for regnskapsåret 2022/2023 (for regnskapsperioden 1. oktober 2022 til 30. september 2023) var i forkant av møtet sirkulert til styrets medlemmer, og er vedlagt denne protokollen som Vedlegg 1.

Årsregnskapet viser et overskudd på NOK 3 878 280 som foreslås overført til annen egenkapital.

På denne bakgrunn fattet styret følgende enstemmige beslutning:

Styret godkjente årsregnskapet og årsberetningen for 2022/2023 og vedtok å foreslå for Selskapets generalforsamling at den fatter følgende beslutning:

"Årsregnskapet og årsberetningen for regnskapsåret 2022/2023 (for perioden 1. oktober 2022 til 30. september 2023) godkjennes.

Selskapets årsresultat for regnskapsåret 2022/2023, NOK 3 878 280, overføres til annen egenkapital."

3 FASTSETTING AV GODTGJØRELSE TIL STYRETS MEDELMER FOR 2022/2023

Styret vedtok enstemmig å foreslå for generalforsamlingen at den fatter følgende vedtak:

Det utbetales ikke godtgjørelse til styrets medlemmer for regnskapsåret 2022/2023.

4 FASTSETTING AV GODTGJØRELSE TIL REVISOR FOR 2022/2023

Styret vedtok enstemmig å foreslå for generalforsamlingen at den fatter følgende

2 APPROVAL OF THE ANNUAL ACCOUNTS AND ANNUAL REPORT FOR 2022/2023

The draft annual accounts and annual report for the Company for the financial year 2022/2023 (for the accounting period 1 October 2022 to 30 September 2023) were prior to the meeting circulated to the directors of the board, and is attached to these minutes as Appendix 1.

The annual accounts indicate a profit of NOK 3,878,280, which is proposed transferred to other equity.

On this background, the board of directors unanimously made the following resolution:

The board of directors approved the annual accounts and annual report for 2022/2023 and resolved to propose that the general meeting passes the following resolution:

"The annual accounts and the annual report of the financial year 2022/2023 (for the period 1 October 2022 to 30 September 2023) are approved.

The profit of the Company for the financial year 2022/2023, NOK 3,878,280 is transferred to other equity."

3 APPROVAL OF THE DIRECTORS OF THE BOARD'S REMUNERATION FOR 2022/2023

The board of directors unanimously resolved to propose to the general meeting that it passes the following resolution:

No remuneration shall be paid to the board of directors for the financial year 2022/2023.

4 APPROVAL OF THE AUDITOR'S REMUNERATION FOR 2022/2023

The board of directors unanimously resolved to propose to the general meeting that it passes the



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vedtak:

Revisors godtgjørelse iht. faktura for regnskapsåret 2022/2023 godkjennes.

5 INNKALLING TIL ORDINÆR GENERALFORSAMLING

I henhold sakene ovenfor besluttet styret enstemmig å umiddelbart innkalle til ordinær generalforsamling med slik forslag til dagsorden og beslutninger som fremgår av utkast til protokoll for generalforsamling, vedlagt denne protokollen som Vedlegg 2.

Styret besluttet enstemmig å foreslå at den ordinære generalforsamlingen gjennomføres etter reglene om forenklet generalforsamlingsbehandling, jf. aksjelovene §§ 5-7 jf. § 5-7a.

Det forelå ingen flere saker til behandling, og møtet ble hevet.

Appendix 1: Draft annual accounts and annual report for the financial year 2022/2023

Appendix 2: Draft minutes of annual general meeting

following resolution:

The auditor's remuneration as per invoice for the financial year 2022/2023 is approved.

5 NOTICE OF ANNUAL GENERAL MEETING

In accordance with the items above, the board of directors unanimously resolved to immediately call for an annual general meeting, with such proposed agenda and resolutions as set out in the draft minutes of general meeting attached to these minutes as Appendix 2.

The board unanimously resolved to propose that the annual general meeting shall be carried out in accordance with the rules on simplified written procedure, ref. the NPLCA Section 5-7 ref. Section 5-7a.

There were no further items on the agenda, and the meeting was adjourned.

[Signaturside følger / Signature page to follow]



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Bayryam Karadagli Belkiz

Belkiz Bayryam Bayryam-Karadagli,
Styrets leder / Chair of the board

Cornelis Saarloos

Cornelis Floor Saarloos,
Styremedlem / Board member



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Vedlegg 1 - Utkast til årsregnskap og årsberetning for regnskapsåret 2022/2023 / **Appendix 1** – Draft annual accounts and annual report for the financial year 2022/2023

[Inkludert separat / Included separately]



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Vedlegg 2 - Utkast til protokoll fra ordinær generalforsamling / **Appendix 2** – Draft minutes of annual general meeting

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**PROTOKOLL FOR
ORDINÆR GENERALFORSAMLING**

I
SOLENIS NORWAY AS
(Org.nr. 913 499 654)
("Selskapet")
3/27/2024
Dato: _____

1 BESLUTNINGSFORM

Disse beslutninger av den ordinære generalforsamling i Selskapet er med samtykke fra Selskapets eneaksjonær fattet ved skriftlig behandling i overensstemmelse med aksjeloven §§ 5-7, jf. 5-7a.

Styrets medlemmer og revisor har fått anledning til å uttale seg om de saker som er til behandling og styrets medlemmer har ikke krevet at generalforsamlingen avholdes ved fysisk møte. Selskapet har ikke daglig leder.

2 INNKALLING

Selskapets eneaksjonær frafalt retten til å motta innkalling til den ordinære generalforsamlingen etter den fravikelige innkallingsfristen i aksjeloven § 5-10. Generalforsamlingen godkjente enstemmig forslaget til dagsorden.

**3 GODKJENNELSE AV
ÅRSREGNSKAPET OG
ÅRSBERETNINGEN FOR 2022/2023**

Utkast til Selskapets årsregnskap og årsberetning for regnskapsåret 2022/2023 (for regnskapsperioden 1. oktober 2022 til 30. september 2023) var i forkant av

*English office translation.
In case of discrepancy, the Norwegian wording shall prevail.*

**MINUTES FROM
ANNUAL GENERAL MEETING**

OF
SOLENIS NORWAY AS
(Reg. no. 913 499 654)
(the "Company")
3/27/2024
Date: _____

1 PROCEDURE

These written resolutions by the annual general meeting of the Company are, with the consent from the sole shareholder of the Company, resolved by way of written resolution in accordance with Section 5-7, cf. Section 5-7a of the Norwegian Private Limited Companies Act (the "NPLCA").

The directors of the board and the auditor have been given opportunity to comment on the matters to be resolved and the directors of the board have not required that the general meeting is convened as a physical meeting. The Company has no general manager.

2 NOTICE

The Company's sole shareholder waived its right to receive notice of the annual general meeting as per the non-mandatory notice period set out in NPLCA Section 5-10. The general meeting unanimously approved the proposed agenda.

**3 APPROVAL OF THE ANNUAL
ACCOUNTS AND ANNUAL REPORT
FOR 2022/2023**

The draft annual accounts and annual report for the Company for the financial year 2022/2023 (for the accounting period 1 October 2022 to 30 September 2023) were prior to the general



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generalforsamlingen sirkulert til Selskapets eneaksjeeier, og er vedlagt denne protokollen som Vedlegg 1.

Årsregnskapet viser et overskudd på NOK 3 878 280 som det er foreslått at overføres til annen egenkapital.

I henhold til styrets forslag fattet generalforsamlingen følgende enstemmige vedtak:

Årsregnskapet og årsberetningen for regnskapsåret 2022/2023 (for perioden 1. oktober 2022 til 30. september 2023) godkjennes.

Selskapets årsresultat for regnskapsåret 2022/2023, NOK 3 878 280, overføres til annen egenkapital.

4 FASTSETTING AV GODTGJØRELSE TIL STYRETS MEDLEMMER FOR 2022/2023

I henhold til styrets forslag fattet generalforsamlingen følgende enstemmige vedtak:

Det utbetales ikke godtgjørelse til styrets medlemmer for regnskapsåret 2022/2023.

5 FASTSETTING AV GODTGJØRELSE TIL REVISOR FOR 2022/2023

I henhold til styrets forslag fattet generalforsamlingen følgende enstemmige vedtak:

Revisors godtgjørelse iht. faktura for regnskapsåret 2022/2023 godkjennes.

Det forelå ikke flere saker til behandling og generalforsamlingen ble hevet.

Disse beslutninger er fattet med tilslutning fra

meeting circulated to the Company's sole shareholder, and is attached to these minutes as Appendix 1.

The annual accounts indicate a profit of NOK 3,878,280, which is proposed transferred to other equity.

In accordance with the board of directors' proposal, the general meeting passed the following unanimous resolution:

The annual accounts and the annual report of the financial year 2022/2023 (for the period 1 October 2022 to 30 September 2023) are approved.

The profit of the Company for the financial year 2022/2023, NOK 3,878,280 is transferred to other equity.

4 APPROVAL OF THE DIRECTORS OF THE BOARD'S REMUNERATION FOR 2022/2023

In accordance with the board of directors' proposal, the general meeting passed the following unanimous resolution:

No remuneration shall be paid to the board of directors for the financial year 2022/2023.

5 APPROVAL OF THE AUDITOR'S REMUNERATION FOR 2022/2023

In accordance with the board of directors' proposal, the general meeting passed the following unanimous resolution:

The auditor's remuneration as per invoice for the financial year 2022/2023 is approved.

There were no further cases on the agenda and the general meeting was adjourned.

These resolutions are made with the



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Selskapets eneaksjonær Solenis Netherlands B.V., hvilket bekreftes ved signatur på denne protokollen. Dermed har alle aksjer i Selskapet stemt for beslutningene.

endorsement of the Company's sole shareholder Solenis Netherlands B.V., which is confirmed by signature on these minutes. Thus, all shares in the Company have voted in favour of the resolutions.

Appendix 1: Annual accounts and annual report for regnskapsåret 2022/2023

[Signaturside følger / Signature page to follow]



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Vedlegg 1 - Årsregnskap og årsberetning for regnskapsåret 2022/2023 / **Appendix 1** – Annual accounts and annual report for the financial year 2022/2023

[Inkludert separat / Included separately]



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PricewaterhouseCoopers AS
Attn: Gorm F Nymark
Strømsø Torg 9
Drammen

27 March 2024

Management representation letter

This representation letter is provided in connection with your audit of the financial statements of Solenis Norway AS for the year ended 30 September 2023 for the purpose of expressing an opinion as to whether the financial statements give a true and fair view, in all material aspects, in accordance with the framework(s) for financial reporting that is (are) established in the financial statements.

We confirm to the best of our ability and belief, that:

Financial statements and bookkeeping

- We have fulfilled our responsibilities to ensure that the company's financial statements and the management of the company's financial affairs are subject to satisfactory control, including such internal control that we find necessary to enable the preparation of financial statements that do not contain material misstatement, whether due to fraud or error. We have also fulfilled our responsibilities, as set out in the terms of the audit engagement, for the preparation of the financial statements and believe that the financial statements give a true and fair view of the company's financial position in accordance with the framework(s) for financial reporting that is (are) established in the financial statements.
- The methods, significant assumptions and the data used in making the accounting estimates and related disclosures are appropriate and in accordance with the applicable financial reporting framework(s).
- Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the framework(s) for financial reporting that is (are) established in the financial statements.
- All events subsequent to the date of the financial statements and circumstances that require adjustment or disclosure, have been adjusted or disclosed.
- We have fulfilled our responsibilities to ensure a proper and clearly set out registration and documentation of the company's accounting information in accordance with the law and bookkeeping standards and practices generally accepted in Norway and have provided the auditor with all relevant information in that respect.

Tax Return

- We have fulfilled/will fulfil our responsibility to control that the information stated in the tax return with tax forms, is correct and complete.



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Information provided

- We have provided you with:
 - Access to all information of which we are aware that is relevant to the preparation of the financial statements, such as records, documentation and other matters,
 - Additional information that you have requested from us for the purpose of the audit; and
 - Unrestricted access to persons within the company from whom you considered it necessary to obtain audit evidence.
- All transactions have been recorded in the accounting records and are reflected in the financial statements.
- We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
- We have disclosed to you all information in relation to fraud or suspected fraud that we are aware of and that affects the company and involves:
 - Management,
 - Employees who have significant roles in internal control, or
 - Others where the fraud could have a material effect on the financial statements.
- We have disclosed to you all information in relation to allegations of fraud, or suspected fraud, affecting the company's financial statements communicated by employees, former employees, analysts, regulatory authorities or others.
- We have disclosed to you all known instances of non-compliance or suspected non-compliance with laws and regulations whose effects should be considered when preparing financial statements.
- We have disclosed to you the identity of the company's related parties and all the related party relationships and transactions that we are aware of.
- We have appropriately recorded or disclosed all obligations, including litigations, both actual and contingent, and have disclosed all information about all guarantees granted to third parties in the notes to the financial statements.
- The Company has satisfactory title to all assets and there are no liens or encumbrances on the company's assets, except for those that are disclosed in the notes to the financial statements.

The date of our representations

We make the preceding representations as of the date of this letter. This letter has been signed using the DocuSign digital signature technology, which may reflect a signature date stamp later than the date of this letter. In this case, the date of this letter remains the date we made the preceding representations.



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DocuSigned by:
Martin Noziglia
41945A4551484EB...

Martin Noziglia - Financial Controller

DocuSigned by:
Belkiz Karadagli
3666DF4FFC93465

Belkiz Bayryam Bayryam-Karadagli – COB

(This document is signed electronically)



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Solenis Norway AS
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Solenis Norway AS

Financial Statements
1.10.2022-30.09.2023



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Solenis Norway AS
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Board report

General

Solenis Norway AS is a Norwegian entity, part of the Solenis Group. Solenis Group's parent company is Solenis Holding Limited.

Solenis is a leading global producer of specialty chemicals focused on delivering sustainable solutions for water-intensive industries, including consumer, industrial, institutional, food and beverage, and pool and spa water markets. Owned by Platinum Equity, the company's product portfolio includes a broad array of water treatment chemistries, process aids, functional additives, and cleaners and disinfectants, as well as state-of-the-art monitoring and control systems. These technologies are used by customers to improve operational efficiencies, enhance product quality, protect plant assets, minimize environmental impact, and create cleaner and safer environments. Headquartered in Wilmington, Delaware, the company has 69 manufacturing facilities strategically located around the globe and employs a team of over 15,400 professionals in 130 countries across six continents.

Solenis Norway AS is 100% owned by Solenis Netherlands B.V. Company acts as a Limited Risk Distributor for Solenis Switzerland GmbH, and uses its best efforts to promote the use of and generate orders for the products throughout the Norwegian territory. Its principal activity is the distribution of specialty chemicals based on a sales and distribution agreement. The domicile of Solenis Norway is Oslo, Norway.

The businesses represented in Solenis Norway AS are Consumer Solutions (Pulp and Paper), and Industrial Solutions division (IWT).

Consumer Solution represented 84% of the NOK 97 259 174 of Revenue in financial year, while Industrial Solutions the remaining 16%.

Revenue in fiscal year 2023 has increased by 34% compared to previous fiscal year. Participation in Revenue of Consumer Solution grew by 6%, while participation in Industrial Solutions decreased by 24%.

The Company made an operating profit of NOK 2 516 315 (2022: NOK 123 541) .

Net gain of NOK 3 878 280 (in 2022 gain of NOK 87 490 050) was mainly driven by higher sales at similar gross profit levels, while operating expenses remained unchanged. Net Financial position was also positive this year, but significantly lower than in 2022 due to the gain on sale of investment in the given year.

Significant events during the financial year

On 8 March 2023 Solenis group and Diversey Holdings group entered into a definitive merger agreement under which Solenis acquired Diversey in an all-cash transaction, effective 5 July 2023.

Assessment of risks

The management of the Company is not aware of any fraud or illegal acts which could affect the Company. In relation to operating and strategic risk factors, refer to below section; management is not assessing it to have a significant impact on the company.

Risk factors

The following discussion of "risk factors" identifies the most significant factors that may adversely affect Solenis' business, operations, financial position or future financial performance. Several of Solenis' businesses are cyclical in nature, and economic downturns or declines in demand, particularly for certain durable goods, may negatively impact its revenues and profitability.

The revenues and profitability of several of Solenis' businesses are susceptible to downturns in the economy, particularly in those segments serving the housing, construction, automotive and paper



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industries. Both overall demands for Solenis' products and services and its profitability are affected by economic recession, inflation, changes in prices of raw materials (including many hydrocarbon derivatives, wood pulp and cotton linters) or changes in governmental monetary or fiscal policies. During the recent economic downturn, a number of Solenis' customers in the construction, automotive, paper and certain other industries experienced financial and production stresses, which led to decreased demand for certain of Solenis products and has affected Solenis' margins on certain products sold. Demand for Solenis' products by many of these customers has not returned to pre-downturn levels, and may not. While Solenis strives to reduce costs to help offset the effects of this decreased demand, there is no assurance Solenis will be able to manage costs in light of any further demand decreases. If another economic downturn occurs, the economic recovery is slower than expected or there is a significant decline in customer demand, Solenis' business, results of operations, financial condition and ability to grow could be negatively impacted.

The competitive nature of Solenis' markets may delay or prevent the Company from passing increases in raw materials costs on to its customers. In addition, certain of Solenis' suppliers may be unable to deliver products or raw materials or may withdraw from contractual arrangements. The occurrence of either event could adversely affect Solenis' results of operations.

Rising and volatile raw material prices, especially those of hydrocarbon derivatives, cotton linters or wood pulp, may negatively impact Solenis' costs. Similarly, energy costs are a significant component of certain of Solenis' product costs. Solenis is not always able to raise prices in response to such increased costs, and its ability to pass on the costs of such price increases is dependent upon market conditions.

Likewise, Solenis purchases certain products and raw materials from suppliers, often pursuant to written supply contracts. If those suppliers are unable to timely meet Solenis' orders or choose to terminate or otherwise avoid contractual arrangements, Solenis may not be able to make alternative supply arrangements.

Solenis faces competition from other companies, which places downward pressure on prices and margins and may otherwise adversely affect Solenis' business.

Solenis operates in highly competitive markets, competing against a number of domestic and foreign companies.

Competition is based on several key criteria, including product performance and quality, product price, product availability and security of supply, responsiveness of product development in cooperation with customers and customer service, as well as the ability to bring innovative products or services to the marketplace.

Principal risks and uncertainties

Market risk

Currency risk

This Company operates mostly for the local market. The currency risk for this Company largely concerns positions and future transactions in NOK and EUR.

Credit risk

The Company does not have any significant concentrations of credit risk. Sales are made to customers that meet the Company's credit rating. Goods and services are sold subject to payment deadlines ranging between 30 and 90 days. These counterparties do not have a history of non-performance. Moreover, Solenis Switzerland GmbH is the risk taker for distribution activities, including credit risk.



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Liquidity risk

The Company is part of a cash pool agreement, so it ensures appropriate liquidity and availability of fund to meet its demands. Moreover, there is effective working capital management, ensuring that there is sufficient cash to fund payables, by collecting receivables on time and quickly enough to replenish operating cash.

Environmental factors

Given the activity of the company, there are no significant impacts of pollution on the external environment.

Information on Personnel and Working Environment

Norway's Transparency Act requires certain companies to carry out due diligence activities to ensure they are operating responsibly, respecting both human rights and decent working conditions. Assessment according to the Transparency Act has been initiated and will be published by 30.06.2024. Report will be available at companies site [People & Safety | Solenis](#)

Solenis is promoting a global policy of diversity and inclusion, which aims at preventing from any sex, race, age, religious or political beliefs discrimination and encouraging to exploit of all the benefits of cultural diversity amongst its employees.

Occupational care is arranged according to Norwegian law.

Number of employees	2022	2023
Male	3	3
Female	0	0
Total	3	3
Average age	43 years	44 years

Company is registering all environment, health and safety related incidents, improvements and deviations in a dedicated database. Working environment conditions, absenteeism due to sick leaves, PPE utilisation, mental and physical health of employees are discussed on quarterly meetings between local management, representatives of workers and a person delegated by Stamina, an organisation that supports Solenis Norway with labour law compliance and employees' rights topics. In fiscal year 2023 there no physical damage has happened.

In the period from 01.10.2022 till 30.09.2023 no sick leave was registered.

The Board of Directors

Belkiz Bayryam Karadagli, Turkish located in Warsaw Poland

Cornelis Floor Saarloos, Dutch located in Wilmington Delaware US

The company maintained throughout the year, and at the date of approval of the financial statements, liability insurance for its directors and officers.

Going concern

The Board of Directors confirm that the going concern assumption has been applied in preparing the annual accounts. The parent company and the group have been characterised by favourable sales developments and adequate equity for several years, and are well placed to continue such positive developments.

Annual accounts of the company were prepared on the assumption that the company can continue as a going concern for at least 12 months after the balance sheet date. At the date of signing the



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Profit and loss statement (all amounts in NOK)

	Notes	01.10.2021- 30.09.2022	01.10.2022- 30.09.2023
OPERATING REVENUE AND OPERATING EXPENSES			
Revenue	1,2	72 575 610	97 259 174
Cost of Sales	2	68 261 645	89 976 659
Other operating revenue	2	—	—
Total operating revenue		<u>4 313 965</u>	<u>7 282 515</u>
Payroll and related costs	3,4	2 915 978	2 796 674
Depreciation and amortization of intangible assets		—	—
Other operating expenses	2,5	1 274 446	1 969 526
Total operating expenses		<u>4 190 424</u>	<u>4 766 200</u>
Operating profit/(loss)		<u>123 541</u>	<u>2 516 315</u>
FINANCIAL INCOME AND FINANCIAL EXPENSES			
Interest received from group companies		8 105 795	11 219 127
Interest expense		234	—
Other financial income		93 235 008	9 967
Other financial expense		4 461 624	356 285
Interest paid to group companies		9 512 436	9 510 844
Financial items, net	6	<u>87 366 509</u>	<u>1 361 965</u>
Profit/(loss) on ordinary activities before taxation		<u>87 490 050</u>	<u>3 878 280</u>
Tax on ordinary income	7	—	—
Correction of earlier year tax expenses		—	—
Deferred tax charge	7	—	—
Profit/(loss) on ordinary activities		<u>87 490 050</u>	<u>3 878 280</u>
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		<u>87 490 050</u>	<u>3 878 280</u>
ALLOCATION OF NET PROFIT/(LOSS) AND EQUITY TRANSFERS			
Transferred to reserves		66 377 350	3 878 280
Dividends paid		21 112 700	—
Total allocations and equity transfers		<u>87 490 050</u>	<u>3 878 280</u>



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Balance Sheet

(all amounts in NOK)

ASSETS	Notes	30.09.2022	30.09.2023
Current assets			
Receivables			
Intercompany receivable	8	195 094 010	203 582 637
Other receivables	9	11 293 047	14 611 911
Current income taxes receivable	7	—	—
Prepayments		295 877	145 401
Total receivables		<u>206 682 934</u>	<u>218 339 949</u>
Cash and cash equivalents	10	<u>2 384 953</u>	<u>1 839 948</u>
Total current assets		<u>209 067 887</u>	<u>220 179 897</u>
TOTAL ASSETS		<u>209 067 887</u>	<u>220 179 897</u>



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SHAREHOLDERS EQUITY AND LIABILITIES	Notes	30.09.2022	30.09.2023
Shareholders equity			
Paid-in capital			
Share capital (1.000 shares at NOK 30)	11,12	30 030	30 030
Share premium account	11	—	—
Total paid-in capital		<u>30 030</u>	<u>30 030</u>
Retained earnings			
Reserves and Current year profit/loss	11	<u>80 256 355</u>	<u>85 671 609</u>
Total retained earnings		<u>80 256 355</u>	<u>85 671 609</u>
Total shareholders equity	11,12	<u>80 286 385</u>	<u>85 701 639</u>
Liabilities			
Other non current liabilities			
Intercompany loans	8,9	116 984 553	116 984 553
Current liabilities			
Intercompany payables	8	8 137 463	12 675 924
Accounts payable		238 412	951 556
Income tax payable last year		—	—
Other taxes and withholdings		2 191 890	2 878 276
Other current liabilities		1 229 184	987 948
Total current liabilities		<u>11 796 949</u>	<u>17 493 704</u>
Total liabilities		<u>128 781 502</u>	<u>134 478 257</u>
TOTAL SHAREHOLDERS EQUITY AND LIABILITIES		<u>209 067 887</u>	<u>220 179 896</u>

Oslo, 27th March 2024

.....
Location, date

Board of Directors

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Belkiz Karadagli

.....
96CDDP4PFC99483.....

Belkiz Bayryam Karadagli

DocuSigned by:

Cornelis Saarloos

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Cornelis Floor Saarloos



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Cash Flow Statement

(all amounts in NOK)

	01.10.2021- 30.09.2022	01.10.2022- 30.09.2023
Operating activities		
Gross profit or loss	87 490 050	3 878 280
Adjustments for items excluded from cash flow statement:		
Interest expense	9 512 436	9 510 844
Interest income	(8 105 562)	(11 219 127)
Other financial income and expense	(48 909 547)	—
Cash flow from operating activities before changes	39 987 377	2 169 997
Cash flow from changes in working capital		
Decrease/increase in accounts receivable	(3 450 983)	(1 542 128)
Decrease/increase in accounts payable	(1 520 419)	5 251 605
Decrease/increase in liabilities	1 775 476	445 150
Cash flow from operating activities	(3 195 926)	4 154 627
Investing activities		
Sale of investment	143 883 355	—
Change in Cash Pool	(161 977 570)	(8 406 603)
Escrow amount received	—	1 536 974
Cash flow from investing activities	(18 094 215)	(6 869 629)
Financing activities		
Loans paid	—	—
Dividends paid	(21 112 700)	—
Interest paid/received	—	—
Cash flow from financing activities	(21 112 700)	—
Net change in cash and cash equivalents	(2 415 464)	(545 005)
Cash and cash equivalents beginning of the year	4 800 417	2 384 953
Cash and cash equivalents end of the year	2 384 953	1 839 948



Solenis Norway AS
Org. number 913499654

Accounting policies

The annual accounts have been prepared in compliance with the Accounting Act and accounting principles.

Use of estimates

The preparation of financial statements in compliance with the Accounting Act requires the use of estimates. The application of the company's accounting principles also require management to apply assessments. Areas which to a great extent contain such assessments, a high degree of complexity, or areas in which assumptions and estimates are significant for the financial statements, are described in the notes.

Revenues

Income from sale of goods and services are recognized at fair value of the consideration, net after deduction of VAT, returns, discounts and reductions.

Valuation and classification of assets and liabilities

Assets intended for permanent ownership or use in the business are classified as non-current assets. Other assets are classified as current assets. Receivables due within one year are classified as current assets. The classification of current and non-current liabilities is based on the same criteria.

Current assets are valued at the lower of historical cost and fair value.

Foreign currency

All balance sheet items denominated in foreign currencies are translated into NOK at the exchange rate prevailing at the balance sheet date.

Fixed Assets

Leased assets are reflected in the balances sheet as assets if the leasing contract is considered a financial lease.

Asset impairment

Impairment tests are carried out if there is indication that the carrying amount of an asset exceeds the estimated recoverable amount. The test is performed on the lowest level of fixed assets at which independent cash flows can be identified. If the carrying amount is higher than both the fair value less cost to sell and recoverable amount (net present value of future use/ownership), the asset is written down to the highest of fair value less cost to sell and the recoverable amount.

Previous impairment charges, except write-down of goodwill, are reversed in later periods if the conditions causing the write-down are no longer present.

Debtors

Trade debtors are recognized in the balance sheet after provision for bad debts. The bad debts provision is made on basis of an individual assessment of each debtor and an additional provision is made for other debtors to cover expected losses. Significant financial problems at the customers, the likelihood that the customer will become bankrupt or experience financial restructuring and postponements and insufficient payments, are considered indicators that the debtors should be written down.

Other debtors, both current and long term, are recognized at the lower of nominal and net realizable value. Net realizable value is the present value of estimated future payments. When the effect of a write-down is insignificant for accounting purposes this is, however, not carried out. Provisions for bad debts are valued the same way as for trade debtors.



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Liabilities

Liabilities, with the exception of certain liability provisions, are recognized in the balance sheet at nominal amount.

Pensions

Solenis has a defined contribution plan in place for its employees. Annual pension premium is recognized as an expense. After the contribution has been made the company has no further commitment to pay.

Taxes

The tax charge in the income statement includes both payable taxes for the period and changes in deferred tax. Deferred tax is calculated at relevant tax rates on the basis of the temporary differences which exist between accounting and tax values, and any carryforward losses for tax purposes at the year-end. Tax enhancing or tax reducing temporary differences, which are reversed or may be reversed in the same period, have been eliminated. The disclosure of deferred tax benefits on net tax reducing differences which have not been eliminated, and carryforward losses, is based on estimated future earnings. Deferred tax and tax benefits which may be shown in the balance sheet are presented net.

Deferred tax is reflected at nominal value. Deferred tax liabilities and deferred tax assets are presented net in the balance sheet.

Cash flow statement

The cash flow statement is prepared using the indirect method.



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Solenis Norway AS
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Notes

Note 1. Operating income

	2022	2023
Sales income	72 575 610	97 259 174
Other operating income (specify if material)	—	—
Total	72 575 610	97 259 174

Activity distribution

	2022	2023
Pulp and Paper	79 %	84 %
IWT	21 %	16 %
Total	100 %	100 %

Geographical distribution

	2022	2023
Norway	100 %	100 %
Sweden	0 %	0 %
Switzerland	0 %	0 %
Finland	0 %	0 %
Other countries	0 %	0 %
Total	100 %	100 %

Note 2. Related-party transactions

Remuneration to executives is disclosed in note 4, and balance with group companies is disclosed in note 8.

Related-party transactions:	2022	2023
a) Sales of goods and services	—	—
Sales of goods:	—	—
Sales of services:	—	—
b) Purchases of goods and services	67 146 969	89 626 710
Purchases of goods:	67 146 969	89 626 710
Purchases of services:	—	—



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Note 3. Pensions

The company has a defined contribution pension scheme which covers a total of 3 persons. The scheme is insured.

The company's pension schemes meet the requirements of the law on compulsory occupational pension

	2022	2023
Contribution to defined contribution scheme (pension expenses)	170 169	241 869

Note 4. Payroll expenses, number of employees, remunerations

Payroll expenses	2022	2023
Salaries/wages	2 338 606	2 113 450
Social security fees	341 603	356 573
Pension expenses	170 169	241 869
Other remuneration	65 600	84 782
Total	2 915 978	2 796 674

The number of employees in the accounting year has been 3.

Remuneration to executives	General manager	Board
Salaries/board fee	—	—
Pension expenses	—	—
Other remuneration	—	—

Belkiz Bayryam Karadagli, is employed by Solenis Poland Sp. z o.o.

Cornelis Floor Saarloos, is employed by Solenis LLC.

Neither the chairman of the Board, nor the general manager, has any bonus agreement or any severance pay agreement.

Note 5. Other operating expense

Expensed audit fee	2022	2023
Statutory audit (incl. technical assistance with financial statements)	440 091	536 677
Other assurance services	—	—
Total audit fees	440 091	536 677



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Note 6. Specification of financial income and expenses

Financial income	2022	2023
Interest income from group companies	8 105 795	11 219 127
Other financial income	42 895 797	347 267
Agio	1 429 664	(337 300)
Gain on sale of shares from investment	48 909 547	—
Total financial income	101 340 803	11 229 094

Financial expenses	2022	2023
Interest expenses to group companies	9 512 436	9 510 844
Interest expense	234	—
Other financial expenses	4 461 624	356 285
Total financial expenses	13 974 294	9 867 129

Note 7. Taxes

Calculation of deferred tax/deferred tax benefit

	2022	2023
Temporary differences		
Fixed Assets	(1 435 225)	(1 144 427)
Inventory	—	—
Receivables	—	—
Gain and loss account	3 810 411	3 048 329
Accruals and provisions	(1 050 405)	(780 976)
Other provisions and contingent liabilities	—	—
Net temporary differences	1 324 781	1 122 926
Tax losses carried forward	(20 549 885)	(16 342 645)
Interest limitation carried forward	(16 357 700)	(16 357 700)
Basis for deferred tax	(35 582 804)	(31 577 419)
Deferred tax	(7 828 217)	(6 947 032)
Deferred tax benefit not shown in the balance sheet	7 828 217	6 947 032
Deferred tax in the balance sheet	—	—

The reason deferred tax benefit are not reflected in the balance sheet is that historical results create doubt that future taxable profits will be sufficient to utilise the tax benefit.



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Basis for income tax expense, changes in deferred tax and tax payable

Result before taxes	87 490 050	3 878 280
Permanent differences	(86 001 834)	127 107
Basis for the tax expense for the year	1 488 216	4 005 387
Change in temporary differences	1 104 641	201 855
Basis for payable taxes in the income statement	2 592 857	4 207 242
Loss carry forward - utilisation	(2 592 857)	(4 207 242)
+/- Group contributions received/given	—	—
Interest limitation	—	—
Taxable income (basis for payable taxes in the balance sheet)	—	—

Components of the income tax expense

Payable tax on this year's result	—	—
Adjustment in respect of priors	—	—
Total payable tax	—	—
Change in deferred tax based on original tax rate	—	—
Change in deferred tax due to change in tax rate	—	—
Correction of last year tax liability	—	—
Tax receivable	—	—
Tax expense	—	—

Reconciliation of the tax expense

Result before taxes	87 490 050	3 878 280
Calculated tax	19 247 811	853 222
Tax expense	—	—
Difference	(19 247 811)	(853 222)

The difference consists of:

Tax of permanent differences, goodwill amort.	(18 920 403)	27 963
Tax on temporary differences	—	—
Change in deferred tax due to change in tax rate	—	—
Other differences, loss carry forward, interest lim.	(327 408)	(881 185)
Sum explained differences	(19 247 811)	(853 222)

Payable taxes in the balance sheet

Payable tax in the tax charge	—	—
Tax effect of group contribution	—	—
Payable tax in the balance sheet	—	—



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Note 8. Balance with group companies

	Trade debtors		Other debtors	
	2023	2022	2023	2022
Group companies	5 246	12 792	203 577 391	195 081 218
Total	5 246	12 792	203 577 391	195 081 218

	Other long term liabilities		Trade creditors	
	2023	2022	2023	2022
Group companies	116 984 553	116 984 553	12 675 924	8 137 463
Total	116 984 553	116 984 553	12 675 924	8 137 463

Note 9. Debtors and liabilities

Trade debtors	2022	2023
Trade debtors at nominal value	11 293 047	14 611 911
Trade debtors in the balance sheet	11 293 047	14 611 911

Long term liabilities which fall due later than 5 years	2022	2023
Liabilities to credit institution	—	—
Other long term liabilities - IC loans	116 984 553	116 984 553
Total	116 984 553	116 984 553

Note 10. Restricted bank deposits, overdraft facilities

Solenis Norway AS has no restricted bank deposits, overdraft facilities or credit lines. A bank guarantee is established to cover withholding taxes liability that amounts to 230 000.

Note 11. Shareholders' equity

Equity changes in the year	Share capital	Share premium	Other equity	Total
Equity 01.10.22	30 030	—	80 256 355	80 286 385
Increase of share capital	—	—	—	—
Profit for the year	—	—	3 878 280	3 878 280
Escrow amount	—	—	1 536 974	1 536 974
Equity 30.09.23	30 030	—	85 671 609	85 701 639



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Note 12. Share capital and shareholder information

List of shareholders at List of shareholders at 30.09.2023	Number of shares	Ownership
Solenis Netherlands B.V.	1 000	100 %
Total number of shares	1 000	100 %



Skattedirektoratet

Saksbehandler	Deres dato	Vår dato
Jeanette Munkvold Skovholt	29.11.2017	18.12.2017
Telefon	Deres referanse	Vår referanse
90076012	Sebastian Brodtkorb	2017/1251192

ADVOKATFIRMAET PRICEWATERHOUSECOOPERS AS

Postboks 748 Sentrum
0106 OSLO

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk for Solenis Norway AS, org.nr. 913 499 654

Vi viser til deres brev av 29. november 2017 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Solenis Norway AS.

Skattedirektoratet gir på bakgrunn av en konkret vurdering Solenis Norway AS dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen gjelder så lenge opplysningene som vedtaket baserer seg på 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

Selskapet er salgsrepresentant i Norge for Solenis-konsernet, hvilket driver virksomhet med kjøp, produksjon, salg og distribusjon av spesialkjemikalier. Selskapet er eiet av det nederlandske selskapet SOLENIS NETHERLANDS BV, som igjen er eiet av det amerikanske selskapet Solenis LLC. Alle selskap i konsernet, som er hjemmehørende i flere forskjellige land, er pålagt å utarbeide årsregnskapet og årsrapporten på engelsk.

En norsk oversettelse vil kun ha til formål å tilfredsstille regnskapslovens språkkrav.

Skattedirektoratets 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 m.v., 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

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Sentralbord
800 80 000
Telefaks
22 17 08 60



forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon.”

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

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

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at selskapet er eid av et utenlandsk selskap. Selskapet opererer i en internasjonal bransje. Arbeidsspråket er engelsk. Videre er det vektlagt at alle sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Torstein Kinden Helleland
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Jeanette Munkvold Skovholt

Kopi til:
SOLENIS NORWAY AS Postboks 2040 Strømsø 3003 DRAMMEN

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer