



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer: 927 056 216
Organisasjonsform: Aksjeselskap
Foretaksnavn: OCTAGON BIDCO AS
Forretningsadresse: c/o Quorum Software Norway AS
Vestre Svanholmen 4
4313 SANDNES

Regnskapsår

Årsregnskapets periode: 08.04.2021 - 31.12.2021

Konsern

Morselskap i konsern: Ja
Konsernregnskap lagt ved: Ja

Regnskapsregler

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

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: George Claiborne Myers
Dato for fastsettelse av årsregnskapet: 08.12.2022

Grunnlag for avgivelse

År 2021: Årsregnskapet er elektronisk innlevert
År 2020: Tall er hentet fra elektronisk innlevert årsregnskap fra 2021

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, 28.07.2023



Resultatregnskap

Beløp i: NOK	Note	2021	2020
RESULTATREGNSKAP			
Kostnader			
Other expenses		69 291	
Sum kostnader		69 291	
Driftsresultat		-69 291	
Finansinntekter og finanskostnader			
Income from subsidiaries		29 057 151	
Other financial income		3 333 249	
Sum finansinntekter		32 390 400	
Rentekostnad til foretak i samme konsern		18 076 183	
Other financial expenses		7 974 615	
Sum finanskostnader		26 050 798	
Netto finans		6 339 602	
Ordinært resultat før skattekostnad		6 270 311	0
Income tax expense		1 379 469	
Ordinært resultat etter skattekostnad		4 890 842	0
Årsresultat		4 890 842	0
Overføringer og disponeringer			
Retained earnings		4 890 843	
Sum overføringer og disponeringer		4 890 843	



Balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel		2 124 799	
Sum immaterielle eiendeler		2 124 799	
Finansielle anleggsmidler			
Investering i datterselskap		1 622 022 729	
Sum finansielle anleggsmidler		1 622 022 729	
Sum anleggsmidler		1 624 147 528	0
Omløpsmidler			
Varer			
Fordringer			
Konsernfordringer		38 577 672	
Sum fordringer		38 577 672	
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents		25 709	
Sum bankinnskudd, kontanter og lignende		25 709	
Sum omløpsmidler		38 603 381	0
SUM EIENDELER		1 662 750 909	0
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share capital		3 000 000	
Overkurs		1 045 047 000	
Sum innskutt egenkapital		1 048 047 000	



Balanse

Beløp i: NOK	Note	2021	2020
Opptjent egenkapital			
Retained earnings		2 796 328	
Sum opptjent egenkapital		2 796 328	
Sum egenkapital		1 050 843 328	0
Gjeld			
Langsiktig gjeld			
Annen langsiktig gjeld			
Langsiktig konserngjeld		536 412 180	
Sum annen langsiktig gjeld		536 412 180	
Sum langsiktig gjeld		536 412 180	0
Kortsiktig gjeld			
Tax payable		5 598 783	
Kortsiktig konserngjeld		69 831 618	
Other current liabilities		65 000	
Sum kortsiktig gjeld		75 495 401	
Sum gjeld		611 907 581	0
SUM EGENKAPITAL OG GJELD		1 662 750 909	0



Konsernets resultatregnskap

Beløp i: NOK	Note	2021	2020
RESULTATREGNSKAP			
Inntekter			
Revenue from contracts with customers		291 932 000	
Other operating income		365 000	
Sum inntekter		292 297 000	
Kostnader			
Direct costs of sales		9 128 000	
Employee benefits expense		106 608 000	
Amortization of intangible assets		142 639 000	
Amortization of right of use assets		2 108 000	
Depreciation		257 000	
Management fees		73 101 000	
Other operating costs		147 747 000	
Sum kostnader		481 588 000	
Driftsresultat		-189 291 000	
Finansinntekter og finanskostnader			
Financial Income		2 000	
Foreign exchange gains ? unrealized		1 722 000	
Other Non-operating income		6 510 000	
Sum finansinntekter		8 234 000	
Financial expenses		18 307 000	
Foreign exchange losses - realized		9 180 000	
Loss on disposal of Investment		1 022 000	
Sum finanskostnader		28 509 000	
Netto finans		-20 275 000	
Ordinært resultat før skattekostnad		-209 566 000	0
Income Tax		-28 930 000	
Ordinært resultat etter skattekostnad		-180 636 000	0
Årsresultat		-180 636 000	0



Konsernets resultatregnskap

Beløp i: NOK	Note	2021	2020
Overføringer og disponeringer			
Udekket tap		-180 636 000	
Sum overføringer og disponeringer		-180 636 000	



Konsernets balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Intangible assets		589 875 000	
Utsatt skattefordel		3 565 000	
Goodwill		900 141 000	
Sum immaterielle eiendeler		1 493 581 000	
Varige driftsmidler			
Property, plant, and equipment		974 000	
Sum varige driftsmidler		974 000	
Finansielle anleggsmidler			
Right-of-use assets		3 023 000	
Sum finansielle anleggsmidler		3 023 000	
Sum anleggsmidler		1 497 578 000	0
Omløpsmidler			
Varer			
Fordringer			
Trade receivables		143 543 000	
Work in Progress		9 681 000	
Other current assets		4 232 000	
Sum fordringer		157 456 000	
Bankinnskudd, kontanter og lignende			
Cash and cash equivalents		97 518 000	
Sum bankinnskudd, kontanter og lignende		97 518 000	
Sum omløpsmidler		254 974 000	0
SUM EIENDELER		1 752 552 000	0



Konsernets balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Share Capital		3 000 000	
Overkurs		1 045 047 000	
Sum innskutt egenkapital		1 048 047 000	
Opptjent egenkapital			
Translation difference reserve		-66 000	
Udekket tap		180 636 000	
Sum opptjent egenkapital		-180 702 000	
Sum egenkapital		867 345 000	0
Gjeld			
Langsiktig gjeld			
Utsatt skatt		131 851 000	
Sum avsetninger for forpliktelser		131 851 000	
Annen langsiktig gjeld			
Langsiktig konserngjeld		536 412 000	
Non-current lease liabilities		1 330 000	
Sum annen langsiktig gjeld		537 742 000	
Sum langsiktig gjeld		669 593 000	0
Kortsiktig gjeld			
Leverandørgjeld		15 212 000	
Current tax liabilities		6 760 000	
Public duties payables		13 650 000	
Kortsiktig konserngjeld		146 196 000	
Current lease liabilities		1 792 000	
Deferred Revenue		7 076 000	
Other current liabilities		24 928 000	
Sum kortsiktig gjeld		215 614 000	
Sum gjeld		885 207 000	0



Konsernets balanse

Beløp i: NOK	Note	2021	2020
SUM EGENKAPITAL OG GJELD		1 752 552 000	0



To the General Meeting of Octagon Bidco AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Octagon Bidco AS, which comprise:

- The financial statements of the parent company Octagon Bidco AS (the Company), which comprise the balance sheet as at 31 December 2021, the income statement and the cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and
- The consolidated financial statements of Octagon Bidco AS and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, the consolidated statement of profit or loss, consolidated statement of comprehensive income or loss, the consolidated statement of changes in equity, and the consolidated statement of cash-flow 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,
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2021, 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, and
- the financial statements give a true and fair view of the financial position of the Group as at 31 December 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company and the Group as required by laws and regulations and 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.

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Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



Independent Auditor's Report - Octagon Bidco AS



Other Matters

The company's financial statements have been submitted after the expiry of the statutory time limit for preparation of financial statements.

Other Information

The Board of Directors (management) are 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 legal 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 the preparation and true and fair view of the consolidated financial statements of the Group in accordance with International Financial Reporting Standards as adopted by the EU, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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. The financial statements of the Company use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations. The consolidated financial statements of the Group use the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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Independent Auditor's Report - Octagon Bidco AS



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>

Oslo, 24 November 2022
PricewaterhouseCoopers AS

Øystein Blåka Sandvik
State Authorised Public Accountant

(This document is signed electronically)

(3)



 Securely signed with Brevio

Revisjonsberetning

Signers:

Name	Method	Date
Sandvik, Øystein Blåka	BANKID_MOBILE	2022-12-05 13:55

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Octagon Bidco AS

Consolidated Financial Statements

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Octagon Bidco AS

Consolidated Financial Statements

Board of Directors' report

The Directors presents the financial statements of Octagon Bidco Group, which includes Statements of Income and statements, Statements of financial position, Statements of changes of in Equity and Consolidated statements of cashflows.

On June 2nd 2021 Octagon Bidco AS entered into an agreement with 3ES Innovation Inc, where Octagon Bidco AS obtained all the rights and obligations of 3ES Innovation Inc relating to the Share Purchase Agreement between 3ES Innovation Inc and TietoEVRY Oyj, dated February 14th 2021 regarding 100% of the shares in Octagon Norway AS. On June 4th 2021 the acquisition of the shares was completed and the Octagon Bidco AS group was established. The acquisition price of MNOK 1 561 was financed through debt. Octagon Norway AS was subsequently renamed to Quorum Software Norway AS ("QSN"). Through the acquisition Octagon Bidco AS obtained QSN's leading Energy Components hydrocarbon management solutions and DaWinci solution for personnel and materials. Energy Components and DaWinci are now part of Octagon Bidco AS' portfolio.

Quorum Software group (QSN), which Octagon Bidco AS group is a part of is the world's largest software provider focused solely on business workflows that empower the next evolution of energy. Its industry leading solutions are transforming energy companies across the entire value chain. From emerging companies to supermajors, throughout every region of the globe, customers rely on QSN's proven innovation and unmatched global expertise to streamline business operations and make data-driven decisions that optimize profitability and growth.

The Group provides integrated solutions for its customers' core business processes across the upstream, midstream, and downstream segments of the energy value chain. QSN's innovative software portfolio addresses a broad spectrum of energy companies' needs, from operations to accounting, plant management, and financial forecasting.

For the year ended December 31, 2021, the management of Octagon Bidco AS assessed the impact of the ongoing uncertainties around the outbreak of the novel strain of the coronavirus, specifically identified as the COVID-19 pandemic, on its balance sheet carrying amounts. This review required the use of judgements and estimates and resulted in no material impacts.

The future impact of COVID-19 uncertainties could generate, in future reporting periods, a significant risk of material adjustments to the above areas of significant estimates.

On February 24, 2022, Russian military forces launched a full-scale military invasion of Ukraine. In response, Ukrainian military personnel and civilians are actively resisting the invasion. The outcome of the conflict is uncertain and is likely to have wide-ranging consequences on the peace and stability of the region and the world economy. Certain countries including Canada and the United States, have imposed strict financial and trade sanctions against Russia and such sanctions may have far reaching effects on the global economy. As Russia is a major exporter of oil and natural gas, the disruption of supplies of oil and natural gas from Russia could cause a significant worldwide supply shortage of oil and natural gas and significantly impact pricing of oil and gas worldwide. A lack of supply and high prices of oil and natural gas could have a significant adverse impact on the world economy. The long-term impacts of the conflict and the sanctions imposed on Russia remain uncertain.



Octagon Bidco AS

Consolidated Financial Statements

Board of Directors' report

Going concern

The Board of Directors confirms that the prerequisites have been met for preparation of the consolidated group accounts and the parent company accounts under the assumption that the company will continue as a going concern and that the accounts have been prepared under this assumption.

Financial summary for the Group

As this is the first year of operation, therefore the comparable amounts are not available.

Operating revenue

Consolidated operating revenue for 2021 total NOK 292,297 thousand.

Operating costs

Operating costs totaling NOK 336,584 thousand of which Employee benefit expenses accounted for NOK 106,608 thousand.

Operating profit/loss

The Group generated an operating loss of NOK 189,291 thousand.

Financial items

Net financial expenses amounted to NOK 25,763 thousand.

Profit / loss

The loss before tax was NOK 209,566 thousand. Income tax income paid in advance was NOK 28,930 thousand.

Cash Flow

The cash flow from operating activities was NOK – 25,754 thousand. Cash flow from investments NOK 70,672 thousand, and there was no cash flow from financing activities. Cash and cash equivalents at year end 2020 were NOK 97,518.

Financing and debt

The Group's equity was NOK 867,345 thousand at the end of 2021. The Group had total long-term loans of NOK 518,336 due to Parent company 3ES Innovation Inc. at the end of 2021.

Financial summary for the parent company, Octagon Bidco AS

Octagon Bidco AS (Parent company) made a profit of NOK 4,890 thousand which was mainly due to income from subsidiaries of NOK 29,057 thousands, interest of NOK 18,076 charged on Long-term loan and other financial expenses of NOK 7,974. The equity of the parent company amounted to NOK 1,050,843 thousand.



Octagon Bidco AS

Consolidated Financial Statements

Board of Directors' report

Dividend

During the year the dividend declared by the group was zero.

Risk factors

The Company is exposed to economic risk from foreign currency exchange rate risk, concentration risk, liquidity risk and credit risk.

Financial metric

The Company holds cash and cash equivalents and undertakes sales transactions and incurs operating costs in U.S. and Australian Dollars, UK Pounds Sterling, Malaysian Ringgits, Norwegian Kroner, Brazilian Reals, Czech Korunas and Euros, and therefore is subject to gains or losses on the assets and offsetting obligations related to these transactions due to fluctuations in foreign currencies.

The Company does not have material exposure to any high inflationary foreign currencies and does not use forward exchange contracts as part of operating activities.

Liquidity metric

Cash flows from operating activities and contributions from the Company's parent provide a substantial portion of the Company's cash requirements. Additional cash requirements are met through equity and debt offerings.

Credit risk

Credit and accounts receivable risk is minimized through the Company dealing with creditworthy customers in accordance with established credit approval policies. The Company operates across multiple countries in both developed and emerging markets, which impacts collectability of trade receivables. For cash and cash equivalents, accounts receivable, other receivables and contract assets this represents the carrying amount on the consolidated balance sheet.

Concentration Risk

As of December 31, 2021 the five largest customers accounted for 72m(NOK) or 52% of the Company's account receivables, which makes the Company vulnerable to near-term credit risk. Majority of the Company's cash and cash equivalents are held with one financial institution and, as such, the Company is exposed to all risks associated with that financial institution.

Commission

Guarantee commission owed by 3ES Innovation Inc. to Octagon Bidco Group was NOK 6,510 thousand.



Octagon Bidco AS

Consolidated Financial Statements

Board of Directors' report

Health safety and environment

The working environment has been good in 2021 and it has not been necessary to implement improvement measures.

Research and Development

The Group continued to invest Research and development. The Group incurred NOK 32,797 thousand on Research and Development.

Political Donations

The Group did not make any political donations during the year.

Environmental

The Group has a responsibility to comply with the highest ethical and legal standards while protecting the environmental and benefiting society.

Equal Opportunities

The Group is committed to equal opportunities for all, free from discrimination and harassment. The Group values the contribution of all employees. All job applicants and employees, visitors or contractors will receive equal treatment regardless of sex, race, disability, sexual orientation, religion or belief, age, color, marital status, trade union membership, nationality or ethnic or national origins and gender assignments.

Within the group applicants, employees, will be recruited, selected, trained, and promoted on objective grounds, i.e, based on their abilities to contribute most effectively to success of the Group. Where possible, we will assist disabled employees to enable them to work for the company and maximize their contribution and performance.



Octagon Bidco AS

Consolidated Financial Statements

Board of Directors' report

Table below provides the number of Women and Men working in each department.

Department	Women	Men	Grand Total	Women Salary as a percentage of Total Salary
ECC	7	52	59	12%
Services	8	12	20	40%
Engineering	1	30	31	3%
Sales	4	3	7	57%
Grand Total	19	98	117	16%

The trend in Women new hires was becoming more balanced in 2021 as compared to 2020, and this is expected to be better for overall year 2022. Based on the data collected from HR, Women represented 33% of new hires, whereas in 2022 the proportion increased to 43%.

The Company pays the equal wages for the individuals with the same qualifications, seniority and level of education for the similar position.

Place,

date: November 24, 2022

George Claiborne Myers

Chairman of the Board

Jon Alvar Øyasæter

Board member



Octagon Bidco AS

Consolidated Financial Statements

Consolidated statement of Profit or Loss and Other comprehensive income

Amount in NOK 1,000	Note	04.06.21 – 31.12.21
Revenue from contracts with customers	4	291,932
Other operating Income	5	365
Total revenue and other operating income		292,297
Direct cost of sales		(9,128)
Employee benefit expenses	7	(106,608)
Management Fees	25	(73,101)
Other operating expenses	8	(147,747)
Total operating expenses		(336,584)
Amortization of intangible assets	12	(142,639)
Amortization of right of use assets	15	(2 108)
Depreciation	14	(257)
Total depreciation and amortization		(145,004)
Operating loss		(189,291)
Financial Income	9	2
Financial expenses	9	(18,307)
Foreign exchange losses - realized	9	(9,180)
Foreign exchange gains – unrealized	9	1,722
Net financial items	9	(25,763)
Other Non-operating income	6	6,510
Loss on disposal of Investment	16	(1,022)
Loss before income tax		(209,566)
Income Tax	10	28,930
Loss for the year		(180,636)
Allocated to accumulated losses		(180,636)



Octagon Bidco AS

Consolidated Financial Statements

Consolidated Statement of Comprehensive Income or Loss

Amount in NOK 1,000	Note	04.06.21 – 31.12.21
Loss for the year		(180,636)
Other comprehensive income:		
Translation difference reserve	SOCE	(66)
Total comprehensive income for the year		(180,702)



Octagon Bidco AS

Consolidated Financial Statements

Consolidated Statement of Financial Position

Amount in NOK 1,000	Note	31.12.21
Assets		
Non-current Assets		
Goodwill	11	900 141
Intangible assets	12	589,875
Property, plant, and equipment	14	974
Right-of-use assets	15	3,023
Deferred tax asset	10	3,565
Total non-current assets		1,497,578
Assets		
Current assets		
Trade receivables	18,26	143,543
Work in Progress	21	9,681
Other current assets	20	4,232
Cash and cash equivalents	19	97,518
Total Current assets		254,974
Total Assets		1,752,552



Octagon Bidco AS

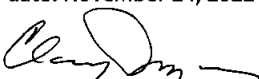
Consolidated Financial Statements

Consolidated Statement of Financial Position

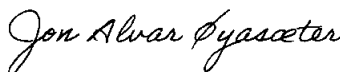
Amount in NOK 1,000	Note	31.12.21
Equity and Liabilities		
Equity		
Share Capital	22	3,000
Share Premium	22	1,045,047
Translation difference reserve		(66)
Retained earnings (accumulated losses)		(180,636)
Total equity		867,345
Non-current liabilities		
Non-current lease liabilities	15	1,330
Deferred tax liability	10	131,851
Debt to other group companies	24,25	536,412
Total Non-current liabilities		669,593
Current liabilities		
Trade payables	24	15,212
Due to other group companies	25	146,196
Current lease liabilities	15	1,792
Deferred Revenue	26	7,076
Current tax liabilities	10	6,760
Other current liabilities	24	24,928
Public duties payables	24	13,650
Total current liabilities		215,614
Total liabilities		885,207
TOTAL EQUITY AND LIABILITIES		1,752,552

Place,

date: November 24, 2022


George Claiborné Myers

Chairman of the Board



Jon Alvar Øyasæter

Board member



Octagon Bidco AS

Consolidated Financial Statements

Consolidated statement of changes in Equity

Amount in NOK 1,000	Note	Share Capital	Share Premium	Translation Difference Reserve	Retained Earnings (accumulated losses)	Total equity
Issuance of share at inception 08.04.2021	22	30	-	-	-	30
Capital increase on June 4 th , 2021	22	2,970	1,045,047	-	-	1,048,017
Foreign exchange difference – unrealized				(66)		(66)
Loss for the period		-	-	-	(180,636)	(180,636)
Balance as at 31 December 2021		3,000	1,045,047	(66)	180,636	867,345



Octagon Bidco AS

Consolidated Financial Statements

Consolidated statement of Cash-flows

Amount in NOK 1,000	Note		31.12.2021
Cash flow from Operating activities			
Net loss			(180,636)
Add Back: Non-Cash Expenses			
Depreciation and Amortization	12,14	145,003	
Loss on sale of Investment	16	1,022	
Foreign exchange		6,299	
Interest Income	9	(2)	
Interest expense	9	18,307	
Other Non-operating Income	6	(6,510)	
			164,118
Adjustment for movement in working capital			
Decrease in Work in progress	21	52,084	
Increase in receivables	18	(3,156)	
Decrease in other receivables	18	443	
Increase in Trade payables	24	3,813	
Increase in Tax payables	10	6,704	
Decrease in public duties payable	24	(10,835)	
Decrease in lease liabilities	15	(3,458)	
Increase in Other Current liabilities	24	1,117	
Total Movement in working Capital			46,712
Increase in Prepaid expenses (Post acquisition)	20		(4,232)
Other Changes			(206)
Net Cash inflow from operation			25,756
Cashflow from Investing activities			
Cash took over from acquisition			70,892
Fixed assets additions	14		-222
Net Cash outflow from Investing activities			70,670
Cashflow from financing activities			
Net cash flows from operating, investing and financing activities			96,426
Foreign currency revaluations			1,092
Opening Cash			-
Closing Cash as at 31 Dec 2021	19		97,518



Octagon Bidco AS

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Consolidated Financial Statements

Notes to the financial statements

1. Reporting Entity and Description of Business

Octagon Bidco AS, the holding company of the Group Octagon Bidco (the Group), is a limited liability company incorporated at 8 april 2021 and domiciled in Norway, with its head office in Tjuvholmen Allé 3, 1252 Oslo.

On May 11, 2021, 100% of the company shares were acquired by 3ES Innovation Inc., registered under laws of British Columbia, Canada, with the company Registration number BC1208520.

On June 4, 2021, Octagon Bidco AS completed a purchase and sales agreement to acquire 100% of the shares of Octagon Norway AS (subsequently renamed Quorum Software Norway AS "QSN"), which includes the leading Energy Components hydrocarbon management solutions and DaWinci solution for personnel and materials. Aucerna, Energy Components, and DaWinci are now part of the Quorum Software portfolio.

The Group provides integrated solutions for its customers' core business processes across the upstream, midstream, and downstream segments of the energy value chain. Quorum Software's innovative software portfolio addresses a broad spectrum of energy companies' needs, from operations to accounting, plant management, and financial forecasting. The parent company of 3es Innovation Inc. is owned by Thoma Bravo, LLC, a private equity investment firm.

The consolidated financial statements of the Company as at December 31, 2021 and for the year ended December 31, 2021 were authorized for issuance by the Board of Directors on June 30, 2022.

2. Basis of Presentation

The consolidated financial statement of Octagon Bidco AS are prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union (EU), and additional disclosure requirements in the Norwegian Accounting Act.

Octagon Bidco AS obtained control of its subsidiaries on 4 June 2021. The consolidated financial statements for 2021 have been prepared for the period from 4 June to 31 December.

The consolidated financial statement is presented in Norwegian Kroner (NOK) and have been rounded to the nearest thousand unless otherwise stated. As a result of rounding adjustments, amounts and percentages may not add up to the total.

The financial statements are prepared on a going concern basis. The financial statements have been prepared on a historical cost basis.

The consolidated financial statements include the accounts of the Company. All significant intercompany accounts and transactions are eliminated upon consolidation. In management's opinion, the consolidated financial statements have been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

3. Significant Accounting policies

Principles of consolidation

The consolidated financial statements include the operations of the Company and its wholly owned subsidiaries over which the Group has 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 its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances, and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Figures from subsidiaries with different account policies are amended to ensure consistent accounting policies for the Group.

If the Group loses control over a subsidiary, it derecognizes the assets, liabilities, and non-controlling interest, and reclassifies to profit or loss, or transfers directly to retained earnings as appropriate, the amounts recognized in other comprehensive income/(loss) in relation to the subsidiary.

Functional currency, presentation currency and consolidation

The Group's presentation currency is NOK. The functional currency of the parent company is NOK.

For consolidation purposes all subsidiaries with a different currency than the parent company is translated into NOK at the rate applicable at the balance sheet date. Income statements are translated at the average exchange rate that approximates the prevailing rate at the date of transaction. All exchange differences are recognized in other comprehensive income/(loss) as translation differences that might be recycled to profit or loss on disposal or partial disposal of the net investment.

Transactions in foreign currency

Foreign currency transactions are translated into the functional currency using the exchange rates at the transaction date. Monetary balances in foreign currencies are translated into the functional currency at the exchange rates on the date of the balance sheet. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies are generally recognized in the consolidated statement of profit or loss.

Classification of current and non-current items

An asset is classified as current when it is expected to be realized or sold, or to be used in the Group's normal operating cycle or falls due or is expected to be realized within 12 months after the end of the reporting period. Other assets are classified as non-current. Liabilities are classified as current when they are expected to be settled



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

in the normal operating cycle of the Group or are expected to be settled within 12 months of the end of the reporting period, or if the Group does not have an unconditional right to postpone settlement for at least 12 months after the balance sheet date.

Use of Estimates and assumptions

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results and outcomes could differ from management's estimates and assumptions.

Areas of significant estimates and judgements include, but are not limited to fair value of assets acquired and liabilities assumed in business combinations, valuation of accounts receivable, estimated useful lives of property and equipment, intangible assets and goodwill, assumptions such as the performance obligations comprising a software arrangement, estimate of percentage of completion for project services revenue recognition, recognition and measurement of contingencies, occurrence of impairment triggering events and recoverability of intangible assets and goodwill. Management accounts for changes to estimates and assumptions prospectively when warranted by factually based experience.

For the year ended December 31, 2021, the Company assessed the impact of the ongoing uncertainties around the outbreak of the novel strain of the coronavirus, specifically identified as the COVID-19 pandemic, on its balance sheet carrying amounts. This review required the use of judgements and estimates and resulted in no material impacts.

On February 24, 2022, Russian military forces launched a full-scale military invasion of Ukraine. In response, Ukrainian military personnel and civilians are actively resisting the invasion. The outcome of the conflict is uncertain and is likely to have wide-ranging consequences on the peace and stability of the region and the world economy. Certain countries including Canada and the United States, have imposed strict financial and trade sanctions against Russia and such sanctions may have far reaching effects on the global economy. As Russia is a major exporter of oil and natural gas, the disruption of supplies of oil and natural gas from Russia could cause a significant worldwide supply shortage of oil and natural gas and significantly impact pricing of oil and gas worldwide. A lack of supply and high prices of oil and natural gas could have a significant adverse impact on the world economy. The long-term impacts of the conflict and the sanctions imposed on Russia remain uncertain.

The future impact of COVID-19 uncertainties could generate, in future reporting periods, a significant risk of material adjustments to the above areas of significant estimates.

Judgements

Management has, when preparing the financial statements; made certain significant assessments based on critical judgment when it comes to application of the accounting principles.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

Revenue Recognition

The Company recognizes revenue consistent with IFRS 15, "Revenue from Contracts with Customers."

Under IFRS 15, revenue is recognized upon the transfer of control of promised goods or services provided to our customers, reflecting the amount of consideration we expect to receive for those goods or services. Pursuant to IFRS 15, revenues are recognized upon the application of the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenues when, or as, the contractual performance obligations are satisfied.

The timing of revenue recognition may differ from the timing of invoicing to our customers. We record a contract asset on our consolidated balance sheet when revenue is recognized prior to invoicing. We record deferred revenue on our consolidated balance sheet when amounts have been invoiced to customers, but revenue has not yet been recognized.

Our revenue arrangements generally include standard warranty or service level provisions that our arrangements will perform and operate in all material respects as defined in the respective agreements, the financial impacts of which have historically been and are expected to continue to be insignificant. Therefore, these provisions are not treated as a separate performance obligation. Our arrangements generally do not include a general right of return relative to the delivered products or services. We recognize revenues net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

Revenues from subscription solutions generally relate to two sets of performance obligations: the software lease/license, and the software maintenance and support. Revenues from client hosted software lease/license performance obligations are recognized upfront at the point in time when the software is made available to the customer to download and use. We recognize revenue upfront because the Company has executed the performance obligations. Revenues from managed hosted software lease/license performance obligations are recognized ratably over the contract period beginning on the date our solution is made available to our customers. We recognize revenue ratably as we execute the performance obligation linearly over the duration of the contract period. Revenues from software maintenance and support are also recognized ratably over the contract period as this is a stand-ready performance obligation. The Company applied judgment in determining the transaction price allocated between the software lease/license, and the software maintenance and support.

Project services revenues are generally recognized over time as the services are performed. Revenues for fixed price services are generally recognized over time applying input methods to estimate progress to completion. Revenues for consumption-based services are generally recognized as the services are performed.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

Revenue Recognition (*continues*)

EC Software license

- Software license client hosted – customer has the software installed on their server; performance obligation is satisfied as a point in time.
- Software maintenance – performance obligation satisfied over time.

DaWinci Software license

- Software license managed hosting – customer has access to software, and it's not installed their servers, performance obligation is satisfied over time.
- Software maintenance – performance obligation satisfied over time.

Annual Maintenance

- Software maintenance – performance obligation satisfied over time.

Project Services

- Based on performance and milestones and project services are provided over time.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash balances with banks. Outstanding disbursements issued in excess of applicable bank account balances are excluded from cash and cash equivalents and are recorded in accounts payable and accrued liabilities.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation. Depreciation is calculated as follows:

Assets	Method	Rate
Computer equipment and software	Declining – balance	30%
Furniture and fixtures	Declining – balance	20%
Leasehold improvements	Straight-line over the lesser of useful life or lease period	



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

Business Combinations

Business combinations are accounted for using the acquisition method whereby the total consideration paid by the Company, including assets given up, liabilities incurred or assumed, equity instruments issued and applicable contingent consideration, are allocated to the fair value of the identifiable net assets of the acquired business. Any excess consideration over the fair value of the identifiable net assets is recognized as goodwill. If total consideration is less than the fair value of the identifiable net assets, the amount is reported entirely as a gain in the consolidated statement of operations and comprehensive loss.

Expenses directly attributable to a business combination, other than any costs associated with the issuance of debt or equity, are expensed as incurred.

Intangible Assets and Goodwill

Goodwill and other intangible assets generally result from business acquisitions. The Company accounts for business acquisitions by allocating the purchase price to tangible and intangible assets acquired and liabilities assumed at their fair values; the excess of the purchase price over the allocated amount is recorded as goodwill.

Goodwill and other intangible assets with indefinite useful lives are reviewed for impairment annually at the reporting unit level or more frequently if events or circumstances indicate impairment may be present.

All intangible assets with definitive lives are amortized over their estimated useful lives as follows:

Acquired in Business Combination	Method	Rate
Licenses	Straight Line	5 years
Developed Technology	Straight Line	3 years
Trademark	Straight Line	3 years
Customer Relationship	Straight Line	3 years

Useful lives and the amortization methods are examined on an annual basis and adjustments, where applicable, are made on a prospective basis.

Impairment of Long-Lived Assets

Long-lived assets, including goodwill and indefinite life intangible assets, are tested for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable or their carrying values exceed the total undiscounted cash flows expected from their use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value.

Government Assistance and Investment Tax Credits

Government assistance and investment tax credits are recorded as either a reduction in the cost of the applicable assets or credited in the consolidated statement of operations and comprehensive loss as determined by the terms and conditions of the agreement under which the assistance is provided to the Company or the nature of the expenditures



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

which give rise to the credit. Government assistance and investment tax credit receivables are recorded when their receipt is reasonably assured.

Research and Development

Research and development ("R&D") costs are expensed as incurred until the point that technological feasibility is reached, and the product is available for sale; R&D costs include payroll, employee benefits and other headcount-related expenses associated with product development. To date, no research and development costs have been capitalized.

Income Taxes

Income tax expense includes Norwegian and international income taxes. The Company accounts for income taxes under the provisions of the IAS 12, "Income Taxes". For the period ended Dec 2021, Income tax rates applicable in Norway and International locations are as follows:

Location	Income Tax rate
Norway	22%
United Kingdom	19%
Brazil	15%
Czech Republic	19%

Current income tax is calculated based on tax laws enacted as at the consolidated balance sheet date in the countries where Octagon Bidco AS and its subsidiaries operate and generate taxable income. Tax provisions are established, where appropriate, based on the amounts expected to be paid to the tax authorities.

Income tax expense in the income statement consists of the sum of payable taxes and deferred tax. Income tax expense is recognized in the income statement, except for the tax effect relating to items that are directly attributable to equity. For such items, the tax effect is also recognized directly in equity.

Deferred tax assets and liabilities are calculated based on temporary differences between the carrying amount of assets and liabilities in the financial statement and their tax basis, together with tax losses carried forward at the balance sheet date. Deferred tax assets and liabilities are calculated based on the tax rates and tax legislation that are expected to apply when the assets are realized or the liabilities are settled, based on the tax rates and tax legislation that have been enacted or substantially enacted on the balance sheet date.

Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available, against which the assets can be utilized. Deferred tax assets and liabilities are not discounted. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity. The entities included in the consolidated financial statements are subject to income tax in the countries where they are domiciled.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

Financial Instruments

The Company establishes the classification of financial instruments following their initial recognition at fair value and has elected to apply the following classifications to each of its significant categories of financial instruments:

Financial Instrument	Measurement
Cash and cash equivalents	Fair value
Accounts receivable and other receivables	Amortized cost
Prepaid expenses	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Contract asset	Amortized cost
Onerous lease obligations	Amortized cost
Long-term debt	Amortized cost

Financial instruments, including derivative risk management instruments, are classified as held for trading and measured at fair value with changes in fair value recognized in net income (loss). Unrealized gains or losses on financial instruments classified as held for trading are recognized in net income (loss) based on the change in the fair market value of the financial instrument in the period.

Financial instruments classified as loans and receivables, or as other liabilities are measured at fair value upon initial recognition but are subsequently measured at their amortized cost using the effective interest method.

The Company categorizes financial assets and liabilities measured at fair value into one of three different hierarchical levels depending on the observability of the inputs employed in the measurement.

- Level 1- inputs are quoted prices in active markets for identical assets or liabilities.
- Level 2- inputs are directly or indirectly observable inputs other than quoted prices.
- Level 3- inputs are unobservable inputs from the asset or liability reflecting assumptions about pricing by market participants. The Company has evaluated its financial instruments carried at fair value, comprising cash and cash equivalents, and have classified them as Level 1 within the hierarchy.

Finance and operating Leases

Leases that substantially transfer the risks and returns associated to ownership are accounted for as finance leases under operating assets with counterparts under financial liabilities. Balance-sheet leased assets are written off over the shorter of the estimated economic life and the lease term of:

Finance Lease assets	Method	Term
Assets-in-use	Straight Line	2-5 years

the use of depreciation methods as described for durable operating assets above, depending on the nature of the leased service. All other leases are classified as operating leases and the costs are recognized in the relevant operating cost relationship on a straight-line basis over the lease term, or on a different systematic basis if this gives a more representative picture of the economic benefits associated with the lease.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

Octagon Bidco AS Group distinguishes between leases and capacity contracts. Leases provide the right to use a specific asset for a period, and capacity contracts entitle the company to, and obligations to pay for, access to a certain volume capacity relating to transport, storage, etc. Such capacity contracts that do not relate to specific individual assets, or do not include all the significant capacity of a non-separable right related to a particular asset, are assessed by the company not to qualify as leases for accounting purposes. Capacity consideration is accounted for as other costs in the period in which the contractual capacity is available to the company.

Commitments and Contingencies

Liabilities for other commitments and contingencies are recognized when, after fully analyzing available information, the Company determines it is either probable that an asset has been impaired, or that a liability has been incurred, and the amount of loss can be reasonably estimated. When a range of probable loss can be estimated, the Company recognizes the most likely amount, or if no amount is more likely than another, the minimum of the range of probable loss is accrued. The Company expenses legal costs associated with loss contingencies as such costs are incurred.

4. Revenue

The Company recognizes revenue consistent with IFRS 15, "Revenue from Contracts with Customers."

Source of revenue includes:

- License, leases and support revenue related to subscription solutions (which can be downloaded, and client hosted, or provided as managed hosted solutions), perpetual software solutions along with associated subscription software maintenance and support for perpetual software solutions, and hosting services; and
- Project services revenues, which are earned from providing customers with technical services, consulting, and education services.

Revenue from Customers:

Amount in NOK 1,000	04.06.21 – 31.12.21
Lease Revenue	(2,751)
Maintenance revenue	151,097
Hosting Revenue	12,452
License Revenue	16,049
Project Services Revenue	115,085
Total Revenue	291,932



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

Timing of Revenue recognition:

Amount in NOK 1,000	04.06.21 – 31.12.21
At point in time	10,130
Over time	281,802
Total Revenue	291,932

Revenue by Geography:

Amount in NOK 1,000	04.06.21 – 31.12.21
Norway	282,441
Canada	9,491
Total Revenue	291,932

Significant customers:

Customers with total revenue more than 10% of the total revenue are as follows:

Amount in NOK 1,000	Revenue
Chevron	51,763
Equinor	34,249

5. Other Operating Income:

Amount in NOK 1,000	04.06.21 – 31.12.21
Pass through Revenue	11
Other Revenue	354
Total	365



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

6. Other Non-operating Income:

Amount in NOK 1,000	04.06.21 – 31.12.21
Other Non-operating Income	6,510
Total	6,510

Included within the other non-operating is NOK6.5m owed by 3ES Innovation Inc. for guarantee commissions.

7. Employee benefit expense

Pension plans

The Group has a defined contribution plan for some of its employees. The Group's payments are recognized in the profit or loss as an employee benefit expenses for the year to which the contribution applies.

Pensions

The Group's Norwegian entities are obligated to follow the stipulations in the Norwegian Mandatory Occupational Pensions Act. The Group's pension scheme adheres to the requirements, as set in the Act.

Specification of Employee benefits expenses:

Amounts in NOK 1,000	04.06.21 – 31.12.21
Wages and Salaries	88,143
Social security cost	10,301
Pension cost	5,981
Other benefits	2,183
Total	106,608

The average number of people employed by the Group during the period was 228.

The average number of people enrolled for defined pension contributions in the Group was 228

Information relating to Key management personnel is disclosed in note 24, Related parties.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

8. Other operating expenses

Other operating expenses consist of the following:

Amount in NOK 1,000	04.06.2021-31.12.2021
Auditor's Fees	546
Bad Debts	(17)
Communication expense	2,022
Consultants' fees	31,542
Corporate, Registration & Fees	2
Education & Training	176
Head office charges & Management fees	972
Insurance	(17)
Marketing & Promotion Expenses	170
Office cost - Facilities	3,347
Office cost - Office & IT Supplies	5,433
Professional Fees	30,908
Staff Functions / Events	88
Transaction cost	71,279
Travel and Entertainment	1,068
Bank charges	208
Withholding tax	20
Total	147,747

Specification of auditors' fees:

Amount in NOK 1,000	04.06.21 - 31.12.21
Statutory Audit	450
Other Assurance services	-
Other non- assurance services	-
Tax advisory services	96
Total	546



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

9. Financial items

<i>Amount in NOK 1,000</i>	04.06.21 – 31.12.21
Interest Income	2
Financial Income	2
Interest expenses	(18,303)
Others	(4)
Financial expenses	(18,307)
Foreign exchange losses realized	(9,180)
Foreign exchange gains unrealized	1,722
Net Financial Items	(25,763)

10. Income tax

Specification of income tax expense:

<i>Amount in NOK 1,000</i>	04.06.2021-31.12.2021
Income tax payable	6,760
Deferred tax income	(35,690)
Total income tax expense	(28,930)

Specification of deferred tax balances

<i>Amounts in NOK 1,000</i>	04.06.2021-31.12.2021
Deferred interest deductions	2,125
Other temporary differences	1,440
Tax losses carried forward	0
Total deferred tax assets relating to temporary differences and losses	3,565
Non-recognized deferred tax assets	-
Carrying value deferred tax assets	3,565
Intangible assets	131,851
Other temporary differences	-
Carrying value deferred tax liabilities	131,851



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

Changes in net deferred tax asset/liabilities

Amounts in NOK 1,000	04.06.2021-31.12.2021
As of 4 June	(161,153)
Recognized in the statement of profit/(loss)	29,302
Aquisitions of subsidiaries	-
Translation differences	-
As of 31 December	(131,851)

Reconciliation of effective tax rate

Amounts in NOK 1,000	04.06.2021-31.12.2021
Net income/(loss) before tax	(209,566)
Expected income tax assessed at the tax rate for the Parent company 22%	(46,105)
Adjusted for the tax effect of the following items:	
Permanent differences	15,681
Other	1,494
Income tax expense (income)	(28,930)
Effective tax rate	14 %

Most tax losses carried forward relate to the companies in Norway, due to this, there is no time limit related to when the tax losses may be utilized. Interest costs that have not been deducted due to the interest limitation regulations, can be utilized during the following ten years, if the company qualifies for interest deduction through sufficient taxable income. Management expects that the company will be in a position to make use of the interest deduction before it expires.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

11. Goodwill

Amount in NOK 1,000

Goodwill cost	Total
Additions due to Acquisitions on June 4 th 2021	900,141
Disposals	-
	-
Cost as at 31 Dec 2021	900,141
Goodwill Impairment	
Total	
Accumulated as at 04 June 2021	-
Impairment for the year	-
	-
Accumulated as at 31 Dec 2021	-
Carrying amount as at 04 June 2021	900,141
Carrying Amount as at 31 Dec2021	900,141

Useful Life

Indefinite

For impairment testing, please see note 12.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

12. Intangible assets

Amount in NOK 1,000

Cost	Licenses	Developed Technology	Trade-Marks	Customer relationship	Total
Additions due to acquisition on 4 June 2021	2,767	160,578	34,409	535,260	733,014
Disposals	-	-	-	-	-
Adjustments	-	-	-	-	-
Cost as at 31 Dec 2021	2,767	160,578	34,409	535,260	733,014

Amortization and Impairment

Accumulated Amortization at acquisition 4 June 2021	500	-	-	-	500
Amortization for the year	205	31,338	6,716	104,380	142,639
Impairment	-	-	-	-	-
Accumulated as at 31 Dec 2021	705	31,338	6,716	104,380	143,139

Carrying value as at 4 June 2021	2,767	160,578	34,409	535,260	733,014
Carrying value as at 31 Dec 2021	2,062	129,240	27,693	430,880	589,875

Useful Life	5 years	3 years	3 years	3 years
Amortization Method	Straight Line	Straight Line	Straight Line	Straight Line



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

13. Impairment testing

The Group tests goodwill annually for impairment. The recoverable amount of cash generating units is determined from value in use calculations and estimated sales value.

Value in use was determined by discounting the future cash flows generated from the continuing use of the unit. In this method, the free cash flows after funding internal needs of the group are forecast for a finite period of five years based on actual operating results, budgets, and economic market research.

The values assigned to the key assumptions represent management's assessment of future trends in the tech industry and are based on both external and internal sources of data.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to Cash Generating Units (CGUs), or groups of CGUs, that is expected to benefit from the synergies of the combination. The business acquired in the business combination on June 4th 2021 is treated as one CGU. The CGU to which the goodwill is allocated represents the lowest level within the group at which the goodwill is monitored for internal management purposes.

Post-tax discount rate

The discount rate applied to the cash flows of the Group's operation is based on the Weighted Average Cost of Capital (WACC) (using post-tax numbers). The cost of equity element uses the risk-free rate for ten-year bonds issued by the government of Norway.

To calculate the pre-tax discount rate, we have taken the post-tax discount rate and divided this by one minus the applicable tax rate. We consider this an appropriate approximation of the pre-tax rate as there are no significant timing differences between the tax cash flows and tax charges. The Board is confident that the discount rate adequately reflects the circumstances of the Group and is in accordance with IAS 36.

EBIT margin

The margins used in the value in use calculations are based on historic performance and Management's best estimates adjusted for any known or expected changes to occur to existing operations based on management plans.

Impairments

The recoverable amounts for the annual impairment tests for all the cash generating units were estimated to be higher than carrying amounts and therefore no impairments were recognized in period ended 2021 as a result of value in use calculations performed.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

14. Property, plant, and equipment

<i>Amount in NOK 1,000</i>	Computer Equipment	Software	Fixtures & Fittings	Total
Assets acquired on June 4 th 2021	145	260	859	1,264
Additions	222	-	-	222
Disposals	-	-	-	-
Cost as at 31 Dec 2021	367	260	859	1,491

Accumulated Depreciation as at 4 June 2021	-	-	-	-
Accumulated depreciation from assets acquired June 4 th 2021	-	260	-	260
Depreciation for the year	12	-	100	112
Impairment	145	-	-	145
Disposals	-	-	-	-
Translation difference	-	-	-	-
Accumulated as at 31 Dec 2021	157	260	100	517

Carrying value as at 4 June 2021	145	-	859	1,004
Carrying value as at 31 December 2021	215	-	759	974

Depreciation Method	Declining Method	Declining Method	Declining Method
Estimated useful life	3 years	3 years	5 years



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

15. Leasing

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for:

- Leases of low value assets
- Leases with a duration of 12 months or less

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the lessee's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

Amount in NOK 1,000

Amounts recognized in balance sheet	
Rights of use assets	31.12.2021
Office Lease	5,131
Depreciation	(2,108)
Total right-of-use assets	3,023
Useful Life	2-5 Years
Depreciation Method	Straight Line
Right of Use Liabilities	
Opening balance 4 June 2021	7,367
Cashflow	(4,353)
Interest Expense	108
Closing balance 31 December 2021	3,122

Lease Liabilities	Due under 1 year	Between 1 and 2 years	Total
Lease Liabilities	1,792	1,330	3,122
Total Lease Liabilities	1,792	1,330	3,122

The nominal cash flows for the lease term is not materially different from the discounted cash flows presented above and is therefore not separately presented.

Amounts recognized in Statement of Profit or Loss	
Depreciation of right of use assets	2,108
Interest expense	108
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Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. The lease term is adjusted to reflect the impact of extension options if the probability of its exercise is reasonably certain.

16. Investments in subsidiaries

Following investments held by group as at the year end

Subsidiary	Holding	Year of acquisition / Incorporation	Voting Share	Ownership share
Quorum Software Norway AS (QSN)	Direct holding (100% by Octagon Bidco AS)	2021	100%	100%
Octagon IT Czech s.r.o.	Indirect holding (100% by QSN)	2021	100%	100%
Octaserv IT Brasi	Indirect holding (100% by QSN)	2021	100%	100%
Octagon IT UK Limited	Indirect holding (100% by QSN)	2021	100%	100%

Amount in NOK,1000

Subsidiary	Registered office	Profit for the period	Netbook Value
Quorum Software Norway (QSN)	Quorum Software Norway (QSN) ALLÈ 3 0252 OSLO,	22,012	110,753
Octagon IT Czech s.r.o.	28. října 3346/91. Moravska Ostrava, 702 00 Ostrava	16	57
Octaserv IT Brasil	Av Rio Branco 89 sala 802 - Centro - RJ - Rio de Janeiro - Cep: 20040-004	101	552
Octagon IT UK Limited	5th Floor, 33 Cannon Street, London EC4	95	4

Disposal of investment in Subsidiaries

Investments below were owned by Octagon IT Holding 1 AS, a wholly owned subsidiary of Quorum Software Norway AS. Octagon IT Holding 1 AS and its parent merged on November 30, 2021. The merger was carried out with tax and accounting effect from 01 January 2021 and with accounting continuity (group continuity) and tax continuity. No consideration was paid, as the merger was carried out as merger between parent company and its wholly owned subsidiary.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

Amount in NOK,1000

Subsidiary	Shareholding disposed	Investment value	Disposal proceeds	Loss on disposal
Octaserv IT Canada Inc	100%	15,123	14,682	(441)
Octaserv IT Malaysia Sdn Bhd	100%	7,970	7,597	(373)
Octaserv IT Canada Inc	100%	8,890	8,682	(208)
Total		31,983	30,961	(1,022)

Disposal of Investment gave an accounting loss of TNOK 1,022.

17. Financial assets and financial liabilities

Financial assets	31.12.2021
Financial assets at amortized cost	
Trade receivables	143,543
Other receivables	4,232
Cash and Cash equivalents	97,518
Total	245,293

Financial Liabilities	31.12.2021
Financial liabilities at amortized cost	
Trade Payables	15,212
Other Payables	50,876
Borrowings (Long term)	682,608
Total	748,696



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

18. Trade and other receivables

Trade receivables are initially measured at fair value. Trade receivables are non-interest bearing and trading terms range from 30 to 60 days and therefore classified as current. The receivables are subsequently measured at amortized cost using the effective interest method, if the amortization effect is material, less loss allowance.

Due to the short-term nature of the trade receivables, their carrying amount is the same as the transaction price.

Amounts in NOK,1000	31.12.2021
Trade receivables	143,653
Total	143,653
Allowance for doubtful accounts	
At acquisition on June 4 th 2021	-45
Bad debt expense movement during the year	-65
Amount receivable and other receivables net allowance for doubtful debts	143,543

19. Cash and cash equivalents

Cash and cash equivalents include bank deposits. Cash and cash equivalents in foreign currencies are translated at closing rate. The cash flow statement is presented using the indirect method.

Amounts in NOK,1000	31.12.2021
Bank deposits	97,518
Total	97,518
Restricted cash included in the above:	
Withholding tax in relation to employee benefits	4,992
Total	4,992



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

20. Other current assets

Amounts in NOK,1000	31.12.2021
Prepaid expenses	3,370
Lease Deposits	647
Other receivables	216
Total	4,232

21. Work in Progress

Amounts in NOK,1000	31.12.2021
Acquired on June 4	61,674
Transferred to revenue	(104,045)
Recognised during the year	52,052
Closing balance	9,681

Work in Progress is earned but not invoiced income and will be recognised as assets on the account of work performed on the uncompleted contracts, value of the work in progress will be inclusive of profit and payments received from customer will be deducted from the value of work-in-progress.

22. Share capital and shareholder information

Amounts in NOK,1000	No of Shares	Share Capital	Share Premium	Total
Opening balance – 04 June 2021	30,000	30	-	30
Increase in Nominal value of shares June 4, 2021(From NOK1 to NOK100 per share)	-	2,970	1,045,047	1,048,017
31 December 2021		3,000	1,045,047	1,048,047

Octagon Bidco AS was incorporated with a share capital of NOK 30,000. On June 4, 2021, 3ES Innovation Inc. subscribed to an increase of the nominal value of the Bidco's 30,000 shares for a total of NOK 1,048,016,997. The share contribution by 3ES Innovation Inc. in a total of NOK 1,048,016,997 was settled by set-off against the Loan of USD 125,963,582 which Octagon Bidco AS owes to 3ES Innovation Inc., which on the basis of the USD: NOK exchange rate published by the Norwegian Central Bank on 2 June 2021 of 1: 8.32, equals NOK 1,048,016,997.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

23. Borrowings and securities/pledges

<i>Amounts in NOK, 1000</i>	Loan and Borrowings	Finance Lease liabilities	Total
Non- Current liabilities	536,412	1,330	537,742
Current Liabilities		1,792	1,792
Total	536,412	3,122	539,534

Balance due to other companies includes loan with a nominal amount of USD 62.3m (TNOK 518,336) with 3ES Innovation Inc. where interest is accrued at 5.79% compounded semi-annually. The loan matures at June 2nd 2026.

24. Trade and other payables

Financial liabilities represent a contractual obligation by the Group deliver cash in the future and are classified as either current or non-current. Financial liabilities include the convertible loan, contingent consideration, accounts payable and other financial liabilities. Financial liabilities are initially recognized at fair value, including transaction costs directly attributable to the transaction, and are subsequently measured at amortized cost. Financial liabilities are derecognized when the obligation is discharged through payment or when the Group is legally released from the primary responsibility for the liability.

Amounts in NOK, 1000

Trade and other payables	31.12.2021
Trade Payables	15,212
Public duties payable	13,650
Other current payables, accrued expenses	24,928
Total	53,790



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

25. Related parties

Transactions with other related parties

The amounts in the table below are presented within other operating costs, other non-operating income and long-term liabilities.

Related Party	Relationship	Transaction Type	31.12.21
3ES Innovation Inc.	Parent company	Guarantee commission	6,510
3ES Innovation Inc.	Parent company	Inter-company Loan	536,412
Total			542,922

3ES Innovation Inc issued inter-company Loan of 518 MNOK(USD62.3m) at interest rate of 5.79% compounded Semi-annually.

Guarantee commission owed by 3esi Canada to Quorum Software - USD 366,216

Guarantee commission owed by 3esi Canada to BIDCO USD - 366,216

Management fees transactions

Amounts in NOK,1000

Service Provider	Service Provided on behalf of	Management fees revenue
Octagon Bidco AS group	3ES Innovation Inc	(2,417)
Total		(2,417)

Amounts in NOK,1000

Service Provider	Service Provided on behalf of	Management fees expense
3ES Innovation Inc.	Octagon Bidco AS group	37,004
Palantir Australia Pty Ltd	Octagon Bidco AS group	16,394
Aucerna Malaysia Sdn. Bhd	Octagon Bidco AS group	4,242
3esi Netherlands BV	Octagon Bidco AS group	3,814
Enersight USA	Octagon Bidco AS group	11,614
Palantir UK Pty Ltd	Octagon Bidco AS group	2,450
Total		75,518



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

Related Parties Balances

Amounts in NOK,1000	Activity which caused the outstanding balance	Classification	31.12.2021
3ES Innovation Inc	Transaction cost relating to acquisition - Octagon Bidco	Current	102,670
3ES Innovation Inc	Inter-company Loan to Octagon Bidco	Non-current	536,412
3ES Innovation Inc	Guarantee commission due to Octagon Bidco	Current	(3,228)
Total			635,855

Amounts in NOK,1000	Activity which caused the outstanding balance	Classification	31.12.2021
3ES Innovation Inc	Demerger Transactions	Current	5,686
3ES Innovation Inc	Management fees charge to Quorum Software Norway	Current	73,963
3ES Innovation Inc	Guarantee commission due to Quorum Software Norway	Current	(3,283)
Total			76,366

Key management personnel compensation

Name	Title	Currency	Salary	Pension	Total Remuneration	Attended Board meeting percentage	Number of shares in Octagon Bidco
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Jon Alvar Øyasæter Board Member NOK 1,710 50 1,760 100% -

Other Key management* Board Member NOK 2,138 57 2,195 100% -

George Claiborne Myers (Chairman of the Board) is employed in the ownership group of Octagon Bidco AS and does not receive compensation from Octagon Bidco AS or its subsidiaries.

Other Key Management includes Kaare Lunde (working as Executive Vice President and General Manager).

Key management and the Board of Directors do not hold shares in the Octagon Bidco AS group nor in any parent entity of the group. Key management and Board members are included in management incentive programs established at the 3ESI – level. No bonuses were issued to Key management personnel above.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

26. Deferred Revenue and Contract Assets

The amount recorded as deferred revenue comprises the sales price of undelivered performance obligations and is recognized ratably on a straight-line basis over the contract period. Undelivered performance obligations consist of payments for software, support, and maintenance as well as unearned services revenue.

The amount recorded as contract assets comprises the unbilled amount of delivered performance obligations. It is created at the time of initial revenue recognition and is reduced when the subsequent related invoice is issued based on the billing arrangement of the contract.

Amounts in NOK,1000	2021
Contract Assets	
Acquired contract assets related to business combinations	-
Additions during the period	8,983
Invoiced during the period	(4,003)
Balance as at 31 Dec 2021	4,980

Amounts in NOK,1000	2021
Deferred Revenue	
Acquired deferred revenue related to business combinations	58,758
Revenue deferred during the period	126,342
Recognized as revenue during the period	(178,024)
Balance as at 31 Dec 2021	7,076

Remaining performance obligations

The remaining performance obligation on unsatisfied contracts of a duration of more than one year, represents NOK 5,097 which will be recognized in 2023. As permitted by IFRS 15, unsatisfied contracts of a duration of one year or less are not required to be disclosed.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

27. Financial Risk and Capital Management

The Company is exposed to economic risk from foreign currency exchange rate risk, concentration risk, liquidity risk and credit risk.

Foreign Currency Exchange Rate Risk

The Company holds cash and cash equivalents and undertakes sales transactions and incurs operating costs in U.S. and Australian Dollars, UK Pounds Sterling, Malaysian Ringgits, Norwegian Kroner, Brazilian Reals, Czech Korunas and Euros, and therefore is subject to gains or losses on the assets and offsetting obligations related to these transactions due to fluctuations in foreign currencies.

The Company does not have material exposure to any high inflationary foreign currencies and does not use forward exchange contracts as part of operating activities.

Concentration Risk with Significant Customers

Revenue of 145(MNOK) or 49% was concentrated with five customers, which may expose the Company to a material adverse effect in the event that one or several of these customers are lost.

As at December 31, 2021 the five largest customers accounted for 72m(NOK) or 52% of the Company's account receivables, which makes the Company vulnerable to near-term credit risk. Majority of the Company's cash and cash equivalents are held with one financial institution and, as such, the Company is exposed to all risks associated with that financial institution.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities.

Cash flows from operating activities and contributions from the Company's parent provide a substantial portion of the Company's cash requirements. Additional cash requirements are met through equity and debt offerings.

Credit Risk

Credit risk arises from the possibility that a counterparty fails to perform according to the terms and conditions of a contract. Credit and accounts receivable risk is minimized through the Company dealing with creditworthy customers in accordance with established credit approval policies. The Company operates across multiple countries in both developed and emerging markets, which impacts collectability of trade receivables. For cash and cash equivalents, accounts receivable, other receivables and contract assets this represents the carrying amount on the consolidated balance sheet.



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

28. Business combination

Quorum Software head quartered in Houston, Texas, is the software provider focused solely on business workflows that empower the next evolution of energy.

Quorum merged with Aucerna, a globally trusted provider of integrated planning, execution, and reserves software for the energy industry. Both the companies 100% owned by Thoma Bravo, merged with a view to share focus on driving digital transformation and complementary customer offerings. The newly merged company operating as Quorum Software, founded Octagon Bidco AS on April 8th 2021, through its subsidiary 3ES Innovation Inc.

On June 4, 2021 Octagon Bidco AS acquired Octagon Norway AS which contained Tieto EVRY Oyj's oil and gas software business and its subsidiaries and which included the leading Energy Components hydrocarbon management solutions and DaWinci solution for personnel and materials logistics. Post-acquisition, the subsidiary Octagon Norway AS was renamed to Quorum Software Norway AS ("QSN").

The purpose of the acquisition is to position Quorum Software as the global leader in software for connecting people, information, and energy. Following the acquisition, Quorum will be the largest software provider with the broadest portfolio of solutions focused entirely on serving energy companies of any size across the globe. The combined company will serve more than 1,800 energy customers across 55 countries. Headquartered in Houston, Texas, Quorum Software will have offices located throughout North America, Latin America, Europe, the Middle East, and the Asia Pacific.

The acquisition has been accounted for using the acquisition method, whereby the assets acquired, and the liabilities assumed were recorded at their fair values with the surplus of the aggregate consideration relative to the fair value of the identifiable net assets recorded as goodwill.

The goodwill recognized in the transaction represents expected synergies from combining QSNs operations with the rest of the group among other factors.

The aim of this combination is to bring together highly complementary workflows, mission-critical technologies and unmatched global expertise. It will position Quorum as a global leader for energy software across the upstream, midstream and downstream sectors of the energy value chain. Following the acquisition, Quorum will be the largest software provider with the broadest portfolio of solutions focused entirely on serving energy companies of any size across the globe.

The Company assessed the fair values of the net assets acquired based on management's best estimate of the market value, which takes into consideration the condition of: (1) existing software (new customers); (2) existing software (existing customers); (3) existing customers (new software); (4) customer attrition; and (5) assembled workforce and the discounted future cash flows expected to be received.

Subsequent to the acquisition date, Octagon's operating results have been included in the Company's consolidated financial results. The following table summarizes the estimated fair value of the Company's net assets acquired and liabilities assumed on June 4, 2021:



Octagon Bidco AS

Consolidated Financial Statements

Notes to the financial statements (*continues*)

Classes of consideration transferred

<i>Amounts in NOK,1000</i>	04-Jun-21
Cash paid by 3ES Innovation Inc.	1,561,323
Consideration paid	1,561,323

Assets and liabilities acquired

<i>Amounts in NOK,1000</i>	04-Jun-21
Cash available at acquisition	70,892
Working capital (excluding cash)	66,701
Other assets	8,808
PPE at acquisition	1,004
Deferred revenue	(57,971)
Intangible Assets	733,014
Goodwill	900,141
Deferred tax liability	(161,266)
Assets acquired and liabilities assumed	1,561,323

Working capital is a result of accounts receivable, prepaid expenses and deposits, accounts payable and accrued liabilities and deferred revenue acquired on acquisition. Tangible other assets consist of computer equipment, furniture and fixtures. The intangible assets are primarily a result of customer relationships of 535m(NOK), existing technology of 163m(NOK) and trademarks of 34m(NOK) acquired by the Company.

Cash paid by 3ES Innovation Inc. for the acquisition for the Octagon Norway AS was recognized as inter-company debt and Increase in Equity of Octagon Bidco AS. The results of Octagon Bidco Subsidiaries post acquisition for the period dec 31, 2021 are as follows:

Amounts in NOK,1000

Subsidiary	Contribution to Revenue	Profit for the period	Net Book value
Quorum Software Norway AS	282,440	19 261	84,286
Proforma revenue (1.1.2021 – 31.12.2021)	484,183	-	-
Proforma profit for the period (1.1.2021 – 31.12.2021)	-	58,581	-
Octaserv IT Brasil	-	101	552
Octagon IT UK Limited	-	149	4
Octagon IT Czech s.r.o.	-	16	57

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Octagon Bidco AS

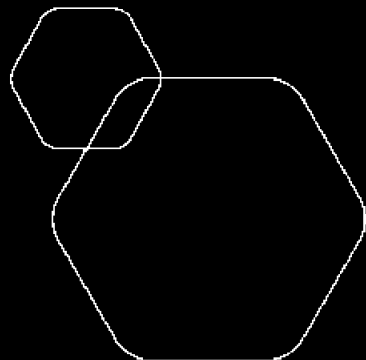
Consolidated Financial Statements

Notes to the financial statements (*continues*)

29. Events after the reporting period

For purposes of the financial statements, subsequent events were evaluated through 2022 until the date where the consolidated financial statements were approved and signed.

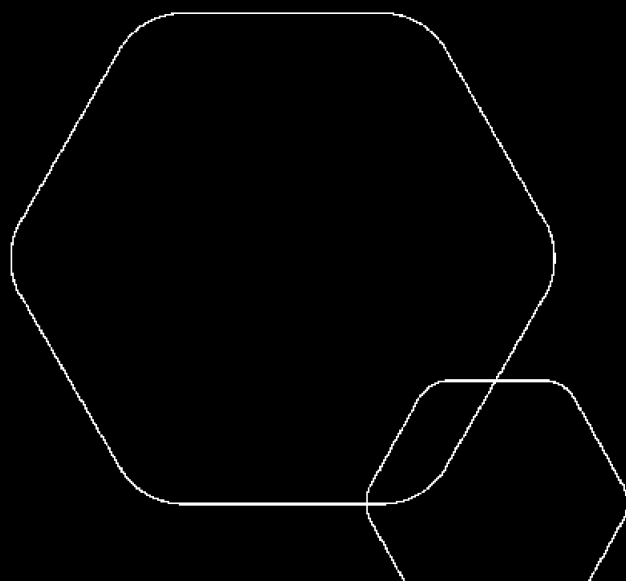
While there has been long-standing geopolitical tension between Russia and Ukraine, there was an absence of a conclusive threat of invasion on December 31, 2021. We consider the recent escalation of the tensions between Russia and the Ukraine during February 2022 to be a non-adjusting subsequent event, as the event does not provide additional evidence about the conditions that existed as of the balance sheet date.



Annual Report 2021

Octagon Bidco AS

Income statement
Balance sheet
Cash flow statement
Notes to the financial statement



Org.no.: 927 056 216



INCOME STATEMENT

OCTAGON BIDCO AS

	Note	08.04.21-31.12.21
OPERATING EXPENSES		
Other expenses	2	69 291
Total expenses		69 291
Operating loss		-69 291
FINANCIAL INCOME AND EXPENSES		
Income from subsidiaries	3	29 057 151
Other financial income	3, 4	3 333 249
Interest expense to group companies	3	-18 076 183
Other financial expenses	4	-7 974 614
Net financial items		6 339 602
Net profit before tax		6 270 311
Income tax expense	5	1 379 469
Net profit	9	4 890 842
ATTRIBUTABLE TO		
Retained earnings		-4 890 843
Total	9	4 890 843




BALANCE SHEET

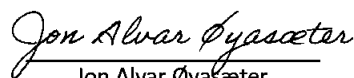
OCTAGON BIDCO AS

ASSETS	Note	2021
Deferred tax assets	5	2 124 799
Investments in subsidiaries	6	1 622 022 729
Total non-current assets		1 624 147 528
Receivables from group companies	3	38 577 672
Cash and cash equivalents	7	25 709
Total current assets		38 603 381
Total assets		1 662 750 909
EQUITY AND LIABILITIES		
Share capital		3 000 000
Share premium		1 045 047 000
Total paid-up equity	8	1 048 047 000
Retained earnings		2 796 328
Total retained earnings		2 796 328
Total equity	9	1 050 843 328
Non-current liabilities to group companies	3	536 412 180
Total non-current liabilities		536 412 180
Tax payable	5	5 598 783
Liabilities to group companies	3	69 831 618
Other current liabilities		65 000
Total current liabilities		75 495 401
Total liabilities		611 907 581
Total equity and liabilities		1 662 750 909

Oslo, 24.11.2022

The Board of Directors of Octagon Bidco AS


George Claiborne Myers
Chairman of the Board


Jon Alvar Øyasæter
Member of the Board



CASH FLOW STATEMENT

	Note	2021
Cash flow from operations		
Profit before income taxes		6 270 311
Taxes paid in the period	5	0
Change in other intercompany receivables	3	-29 057 151
Other non-operating income	3	-3 227 749
Effect of exchange fluctuations	4	7 869 114
Interest cost provision	3	18 076 183
Change in other provisions	2	65 000
Net cash flow from operations		-4 292
Cash flow from investments		
Net cash flow from investments		0
Cash flow from financing		
Paid-in share capital	9	30 000
Net cash flow from financing		30 000
Exchange gains / (losses) on cash and cash equivalents		
Net change in cash and cash equivalents		25 709
Cash and cash equivalents at the beginning of the period		0
Cash and cash equivalents at the end of the period	7	25 709



Note 1 Accounting principles

Octagon Bidco AS was founded on April 8th, 2021 and registered in the Register of Business Enterprises on May 3rd, 2021. The company is a holding company for Quorum Software Norway AS and is located in Oslo.

These financial statements have been prepared in accordance with the Norwegian Accounting Act and generally accepted accounting principles in Norway as at 31 December 2021. The preparation is based on the assumption of going concern. The financial statements are prepared and presented in Norwegian kroner (NOK).

The company is a parent company and produces consolidated accounts with Quorum Software Norway AS and its subsidiaries.

USE OF ESTIMATES

In the preparation of the annual accounts, estimates and assumptions have been made that have affected the profit and loss account and the valuation of assets and liabilities, and uncertain assets and liabilities on the balance sheet date in accordance with generally accepted accounting practice.

Areas which to a large extent contain such subjective evaluations, a high degree of complexity, or areas where the assumptions and estimates are material for the annual accounts, are described in the notes.

FOREIGN CURRENCY

Foreign currency transactions are translated at the exchange rate on the date of the transaction. Monetary foreign currency items are translated to NOK at the exchange rate on the balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated to NOK using the exchange rate on the transaction date. Non-monetary items that are measured at fair value in a foreign currency are translated to NOK using the exchange rate on the measurement date. Exchange rate fluctuations are posted to the profit and loss account as they arise under other financial items.

FINANCIAL INCOME

Company's income comes from guarantee commission and is classified as a financial item. The income is recognised as the service is performed.

TAX

The tax charge in the profit and loss account consists of tax payable for the period and the change in deferred tax. Deferred tax is calculated at the tax rate at 22 % on the basis of tax-reducing and tax-increasing temporary differences that exist between accounting and tax values, and the tax loss carried forward at the end of the accounting year. Tax-increasing and tax-reducing temporary differences that reverse or may reverse in the same period are set off and entered net. The net deferred tax receivable is entered on the balance sheet to the extent that it is likely that it can be utilised.

Tax reduction on group contributions given and tax on group contribution received, booked as a reduction of cost price or taken directly to equity, are booked directly against tax in the balance sheet (offset against payable taxes if the group contribution has affected payable taxes, and offset against deferred taxes if the group contribution has affected deferred taxes).

CLASSIFICATION AND VALUATION OF CURRENT ASSETS

Current assets and short-term liabilities consist normally of items that fall due for payment within one year of the balance sheet date. Current assets are valued at the lower of acquisition cost and fair value. Short-term liabilities are entered on the balance sheet at the nominal amount at the time of the transaction.



SUBSIDIARIES

Subsidiaries are valued using the cost method in the company accounts. The investment is valued at acquisition cost for the shares unless a write-down has been necessary. A write-down to fair value is to be made when a fall in value is due to reasons that cannot be expected to be temporary and such write-down must be considered as necessary in accordance with good accounting practice. Write-downs are to be reversed when the basis for the write-down is no longer present.

RECEIVABLES

Receivables are entered at par value after deducting a provision for expected losses. The provision for losses is made on the basis of an individual assessment of the respective receivables. In addition an unspecified provision is made to cover expected losses on claims in respect of customer receivables.

GUARANTEES

The company is a loan guarantor towards its parent company. A provision for expected guarantee costs is made when guarantee costs are probable.

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 investments with maturities of three months or less.

Note 2 Other expenses

In 2021 the company had no employees. Thus no salary costs have been incurred and no pension scheme has been applied.

Board of director's consist of

George Claiborne Myers, CEO

Jon Alvar Øyasæter, board member

CEO received salary from ultimate parent company 3ESI Innovation Inc.

Board member received salary from subsidiary Quorum Software Norway AS.

No remuneration to the board members has been paid.

No loans to or collateral for the benefit of the chairman of the board have been given.

Auditor

The expensed audit fee in 2021 amount to NOK 65 000 excl. VAT.



Note 3 Intercompany items

In 2021 Octagon Bidco AS had the following intercompany transactions:

Transaction	Company name	Amount
Loan from the parent company to finance purchase of a subsidiary*	3ES Innovation Inc. Parent	1 566 352 997
Interest expense on loan	3ES Innovation Inc. Parent	18 076 183
Group contribution	Quorum Software Norway AS Subsidiary	-29 057 151
Guarantee commission**	3ES Innovation Inc. Parent	-3 227 749

*Purchase of Quorum Software Norway AS. On July 23rd 2021 NOK 1 048 017 000 of the debt has been converted to equity.

** Octagon Bidco AS is a guarantor for a loan given to the parent company 3ESI Innovation Inc, hence commission paid to Octagon Bidco AS. Octagon Bidco AS has an optional prepayment plan according to which any portion of the outstanding principal amount can be repaid at any time.

Intercompany balances per 31.12.2021 were as follows:

	Other short-term receivables	Other long-term receivables
Quorum Software Norway AS	38 577 672	0

	Other short-term liabilities	Other long-term liabilities
3ESI Innovation Inc.	69 831 618	536 412 180

The parent company 3ESI Innovation Inc. provided a loan to Octagon Bidco AS at June 2nd, 2021 which matures at June 2nd, 2026. The interest rate is 5.79% per annum. The loan is secured by shares in Quorum Software Norway AS. Octagon Bidco AS has a choice of repaying the loan in full at the due date (June 2nd, 2026) or by separate instalments over the five years period. Instalments are expected to be made within one year period.

Note 4 Other financial income and expenses

Financial income	2021
Guarantee commission from companies in the same group	3 227 749
Unrealized exchange gain	105 500
Total financial income	3 333 249

Financial expenses	2021
Realized exchange loss	7 974 614
Total financial costs	7 974 614



Note 5 Tax

This year's tax expense	2021
Entered tax on ordinary profit/loss:	
Payable tax	3 504 268
Changes in deferred tax assets	- 2 124 799
Tax expense on ordinary profit/loss	1 379 469
Taxable income:	
Ordinary profit/loss before tax	6 270 311
Permanent differences	0
Changes temporary differences	65 000
Received Group contribution	9 520 521
Limitation interest deduction	9 593 179
Taxable income	25 449 012
Payable tax in the balance:	
Payable tax on this year's result	-2 888 305
Payable tax on received Group contribution	8 487 088
Total payable tax in the balance	5 598 783
Calculation of effective tax rate	
Profit before tax	6 270 311
Calculated tax on profit before tax	1 379 469
Total	1 379 469
Effective tax rate	22,0 %

The tax effect of temporary differences and loss for to be carried forward that has formed the basis for deferred tax and deferred tax advantages, specified on type of temporary differences:

	2021
Allocations and more	-65 000
Total	-65 000
Limitation of interest deduction	-9 593 179
Basis for calculation of deferred tax	-9 658 179
Deferred tax assets (22 %)	-2 124 799

Interest costs that have not been deducted due to the interest limitation regulations, can be utilised during the following ten years, if the company qualifies for interest deduction through sufficient taxable income. Management expects that the company will be in a position to make use of the interest deduction before it expires.



Note 6 Subsidiaries

	Municipality	Ownership/ voting rights	Book value	Share of equity	Share of result
Quorum Software Norway AS	Sandnes, Norway	100 %	1 622 022 729	84 286 109	22 011 713

Book value of the subsidiary consists of sum of cost price and associated transaction costs.

Note 7 Bank deposits

The company has no restricted bank deposits on 31.12.2021.

Note 8 Total shares, shareholders etc

Share capital:	Number	Par value	Capitalised
Ordinary shares	30 000	100	3 000 000

All shares carry the same rights in the company.
Octagon Bidco AS had one shareholder as at 31.12.2021.

Shareholders:	Ownership	Share of votes
3ESI Innovation Inc.	100%	100%

Note 9 Equity

	Share capital	Share premium	Retained loss	Total equity
Paid-in share capital at establishment on April 8th, 2021	30 000			30 000
Capital increase through conversion of debt, registered July 23rd, 2021	2 970 000	1 045 047 000		1 048 017 000
Tax effect of received group contribution, recognised directly in balance sheet			-2 094 515	-2 094 515
Result for the year			4 890 842	4 890 842
Balance at 31.12.2021	3 000 000	1 045 047 000	2 796 327	1 050 843 328

Note 10 Events after the balance sheet date

While there has been long-standing geopolitical tension between Russia and Ukraine, there was an absence of a conclusive threat of invasion on December 31, 2021. We consider the recent escalation of the tensions between Russia and Ukraine which during February 2022 to be a non-adjusting subsequent event, as the event does not provide additional evidence about the conditions that existed as of the balance sheet date.



Skatteetaten

Vår dato
24.01.2022

Din/Deres dato
17.12.2021

Saksbehandler
Vibeke Horne

800 80 000
Skatteetaten.no

Din/Deres referanse

Telefon
90518192

Org.nr
974761076

Vår referanse
2021/6675125

Postadresse
Postboks 9200 Grønland
0134 OSLO

U.off. offl. § 13, sktfvl. § 3-1, sktbl. § 3-2

PRICEWATERHOUSECOOPERS AS
Postboks 748 Sentrum
0106 OSLO

Att. Øystein Blåka Sandvik

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk

Vi viser til deres brev av 17. desember 2021 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk for følgende selskaper:

Octagon Bidco AS

org.nr. 927 056 216

Quorum Software Norway AS

org.nr. 927 028 387

Søknaden ble sendt til Skattedirektoratet. Skattedirektoratets myndighet til å treffe enkeltvedtak etter regnskapsloven § 3-4 tredje ledd ble delegert til skattekontoret med virkning fra 1. juni 2019.

Skattekontoret gir på bakgrunn av en konkret helhetsvurdering de overnevnte selskaper dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen gjelder så lenge opplysningene som danner grunnlaget for vedtaket ikke endres vesentlig.

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

Bakgrunn

Quorum Software Norway AS er et heleid datterselskap av Octagon Bidco AS. Octagon Bidco AS er eid av et utenlandsk selskap og inngår i et internasjonalt konsern.

Konsernet er en ledende softwareleverandør innen oljeindustrien med ledelsen lokalisert i Houston og Oslo. De driver en global virksomhet og er en ledende aktør i det europeiske markedet. Majoriteten av kundene er ikke norskspråklige. Konsernets arbeidsspråk er engelsk og engelsk språk benyttes i all hovedsak både ved intern og eksternt kommunikasjon. Styreleder i morselskapet er utenlandsk. Alle sentrale aktører og samarbeidspartnere behersker og benytter engelsk. Konsernets hovedleverandører er utenlandske, og det er heller ingen forhold rundt konsernets finansiering som skulle tilsi behov for regnskap på norsk.

Skattekontorets vurdering

Etter regnskapsloven § 3-4 tredje ledd skal "årsregnskapet og årsberetningen [...] være på norsk.



Departementet kan ved [...] enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk.”

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

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

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

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

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har skattekontoret lagt særlig vekt på at selskapene er i et internasjonalt konsern. Videre er det vektlagt at selskapene driver virksomhet i en internasjonal bransje der alle sentrale aktører behersker og benytter engelsk.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Vibeke Horne
rådgiver
Brukerdialog, brukerkontakt
Skatteetaten

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.