Brønnøysundregistrene

# ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2020 - GENERELL INFORMASJON

**Enheten**

| | |
|---|---|
| Organisasjonsnummer: | 920 349 455 |
| Organisasjonsform: | Aksjeselskap |
| Foretaksnavn: | VARME TOPCO AS |
| Forretningsadresse: | Brynsveien 2<br>1338 SANDVIKA |

**Regnskapsår**

| | |
|---|---|
| Årsregnskapets periode: | 01.01.2020 - 31.12.2020 |

**Konsern**

| | |
|---|---|
| Morselskap i konsern: | Ja |
| Konsernregnskap lagt ved: | Ja |

**Regnskapsregler**

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

**Årsregnskapet fastsatt av kompetent organ**

| | |
|---|---|
| Bekreftet av representant for selskapet: | Janelle Brataas |
| Dato for fastsettelse av årsregnskapet: | 02.03.2021 |

**Grunnlag for avgivelse**

År 2020: Årsregnskapet er elektronisk innlevert

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

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

Brønnøysundregistrene, 17.05.2022

# Resultatregnskap

| Beløp i: NOK | Note | 2020 | 2019 |
|---|---|---|---|
| **RESULTATREGNSKAP** | | | |
| **Kostnader** | | | |
| Annen driftskostnad | 13, 24 | 42 000 | 185 000 |
| **Sum kostnader** | | **42 000** | **185 000** |
| **Driftsresultat** | | **-42 000** | **-185 000** |
| **Finansinntekter og finanskostnader** | | | |
| Inntekt på investering i datterselskap og tilknyttet selskap | | | 35 300 000 |
| Annen renteinntekt | | 1 000 | 98 000 |
| **Sum finansinntekter** | | **1 000** | **35 398 000** |
| Annen finanskostnad | | 2 000 | 2 000 |
| **Sum finanskostnader** | | **2 000** | **2 000** |
| **Netto finans** | 4 | **-1 000** | **35 396 000** |
| **Ordinært resultat før skattekostnad** | | **-43 000** | **35 211 000** |
| Skattekostnad på ordinært resultat | 5 | -9 000 | 0 |
| **Ordinært resultat etter skattekostnad** | | **-34 000** | **35 211 000** |
| **Årsresultat** | | **-34 000** | **35 211 000** |
| **Overføringer og disponeringer** | | | |
| Overføringer til/fra annen egenkapital | | -34 000 | 35 211 000 |
| **Sum overføringer og disponeringer** | | **-34 000** | **35 211 000** |

# Balanse

| Beløp i: NOK | Note | 2020 | 2019 |
|---|---|---|---|
| **BALANSE - EIENDELER** | | | |
| **Anleggsmidler** | | | |
| **Immaterielle eiendeler** | | | |
| Utsatt skattefordel | 5 | 9 000 | 0 |
| **Sum immaterielle eiendeler** | | **9 000** | **0** |
| **Finansielle anleggsmidler** | | | |
| Investering i datterselskap | 22 | 1 677 568 000 | 1 677 568 000 |
| **Sum finansielle anleggsmidler** | | **1 677 568 000** | **1 677 568 000** |
| **Sum anleggsmidler** | | **1 677 577 000** | **1 677 568 000** |
| **Omløpsmidler** | | | |
| **Varer** | | | |
| **Bankinnskudd, kontanter og lignende** | | | |
| Bankinnskudd, kontanter og lignende | 6 | 647 000 | 689 000 |
| **Sum bankinnskudd, kontanter og lignende** | | **647 000** | **689 000** |
| **Sum omløpsmidler** | | **647 000** | **689 000** |
| **SUM EIENDELER** | | **1 678 224 000** | **1 678 257 000** |
| **BALANSE - EGENKAPITAL OG GJELD** | | | |
| **Egenkapital** | | | |
| **Innskutt egenkapital** | | | |
| Selskapskapital | | 120 000 | 120 000 |
| Annen innskutt egenkapital | | 1 665 788 000 | 1 665 788 000 |
| **Sum innskutt egenkapital** | | **1 665 908 000** | **1 665 908 000** |
| **Opptjent egenkapital** | | | |
| Annen egenkapital | | 12 316 000 | 12 349 000 |
| **Sum opptjent egenkapital** | | **12 316 000** | **12 349 000** |

# Balanse

| Beløp i: NOK | Note | 2020 | 2019 |
|---|---|---|---|
| **Sum egenkapital** | 17 | **1 678 224 000** | **1 678 257 000** |
| **Sum langsiktig gjeld** | | **0** | **0** |
| **Sum gjeld** | | **0** | **0** |
| **SUM EGENKAPITAL OG GJELD** | | **1 678 224 000** | **1 678 257 000** |
| **POSTER UTENOM BALANSEN** | | | |
| Pantstillelser | 11 | 1 677 568 000 | 1 677 568 000 |

# Konsernets resultatregnskap

| Beløp i: NOK | Note | 2020 | 2019 |
|---|---|---|---|
| **RESULTATREGNSKAP** | | | |
| **Inntekter** | | | |
| Salgsinntekt | 2 | 236 825 000 | 306 718 000 |
| Annen driftsinntekt | 24 | 1 119 000 | 484 000 |
| **Sum inntekter** | | **237 944 000** | **307 202 000** |
| **Kostnader** | | | |
| Varekostnad | | 55 245 000 | 91 927 000 |
| Lønnskostnad | 3, 16 | 26 257 000 | 26 914 000 |
| Avskrivning på varige driftsmidler og immaterielle eiendeler | 12, 13, 14 | 72 829 000 | 69 075 000 |
| Annen driftskostnad | 13, 24 | 27 539 000 | 33 219 000 |
| **Sum kostnader** | | **181 870 000** | **221 135 000** |
| **Driftsresultat** | | **56 074 000** | **86 067 000** |
| **Finansinntekter og finanskostnader** | | | |
| Inntekt på andre investeringer | | 1 821 000 | 16 122 000 |
| Annen renteinntekt | | 1 846 000 | 2 611 000 |
| Annen finansinntekt | | 128 000 | 124 000 |
| **Sum finansinntekter** | | **3 795 000** | **18 857 000** |
| Verdireduksjon andre finansielle instrumenter vurdert til virkelig verdi | 7 | 4 695 000 | 14 890 000 |
| Annen rentekostnad | | 59 783 000 | 54 477 000 |
| Annen finanskostnad | | 4 463 000 | 18 606 000 |
| **Sum finanskostnader** | | **68 941 000** | **87 973 000** |
| **Netto finans** | 4 | **-65 146 000** | **-69 116 000** |
| **Ordinært resultat før skattekostnad** | | **-9 072 000** | **16 951 000** |
| Skattekostnad på ordinært resultat | 5 | -2 413 000 | 326 000 |
| **Ordinært resultat etter skattekostnad** | | **-6 659 000** | **16 625 000** |
| **Årsresultat** | | **-6 659 000** | **16 625 000** |

# Konsernets resultatregnskap

| Beløp i: NOK | Note | 2020 | 2019 |
|---|---|---|---|
| Minoritetsinteresser | | -3 267 000 | 60 000 |
| **Årsresultat etter minoritetsinteresser** | | **-3 392 000** | **16 565 000** |
| | | | |
| **Overføringer og disponeringer** | | | |
| Overføringer til/fra annen egenkapital | | -3 392 000 | 16 565 000 |
| **Sum overføringer og disponeringer** | | **-3 392 000** | **16 565 000** |

# Konsernets balanse

| Beløp i: NOK | Note | 2020 | 2019 |
|---|---|---|---|
| **BALANSE - EIENDELER** | | | |
| **Anleggsmidler** | | | |
| **Immaterielle eiendeler** | | | |
| Konsesjoner, patenter, lisenser, varemerker og lignende rettigheter | 13, 14 | 498 877 000 | 513 897 000 |
| Goodwill | 14 | 1 611 348 000 | 1 611 348 000 |
| **Sum immaterielle eiendeler** | | **2 110 225 000** | **2 125 245 000** |
| **Varige driftsmidler** | | | |
| Fjernvarmeanlegg | 12 | 969 550 000 | 989 303 000 |
| **Sum varige driftsmidler** | | **969 550 000** | **989 303 000** |
| **Finansielle anleggsmidler** | | | |
| Investeringer i aksjer og andeler | 23 | 179 278 000 | 177 457 000 |
| Andre fordringer | 6,8,10 | 14 593 000 | 15 655 000 |
| **Sum finansielle anleggsmidler** | | **193 871 000** | **193 112 000** |
| **Sum anleggsmidler** | | **3 273 646 000** | **3 307 660 000** |
| **Omløpsmidler** | | | |
| **Varer** | | | |
| Varer | 15 | 3 436 000 | 3 595 000 |
| **Sum varer** | | **3 436 000** | **3 595 000** |
| **Fordringer** | | | |
| Kundefordringer | 6, 8 | 36 850 000 | 60 966 000 |
| Andre fordringer | 6, 8, 10, 13 | 7 058 000 | 7 513 000 |
| **Sum fordringer** | | **43 908 000** | **68 479 000** |
| **Bankinnskudd, kontanter og lignende** | | | |
| Bankinnskudd, kontanter og lignende | 6 | 154 053 000 | 116 591 000 |
| **Sum bankinnskudd, kontanter og lignende** | | **154 053 000** | **116 591 000** |
| **Sum omløpsmidler** | | **201 397 000** | **188 665 000** |

# Konsernets balanse

| Beløp i: NOK | Note | 2020 | 2019 |
|---|---|---|---|
| **SUM EIENDELER** | | **3 475 043 000** | **3 496 325 000** |
| | | | |
| **BALANSE - EGENKAPITAL OG GJELD** | | | |
| | | | |
| **Egenkapital** | | | |
| **Innskutt egenkapital** | | | |
| Selskapskapital | | 120 000 | 120 000 |
| Annen innskutt egenkapital | | 1 605 606 000 | 1 616 051 000 |
| **Sum innskutt egenkapital** | | **1 605 726 000** | **1 616 171 000** |
| | | | |
| Minoritetsinteresser | | 33 758 000 | 34 872 000 |
| | | | |
| **Sum egenkapital** | 17 | **1 639 484 000** | **1 651 043 000** |
| | | | |
| **Gjeld** | | | |
| **Langsiktig gjeld** | | | |
| Pensjonsforpliktelser | 16 | 13 613 000 | 17 832 000 |
| Utsatt skatt | 5 | 150 135 000 | 158 172 000 |
| Derivater | 6, 7 | 21 889 000 | 34 671 000 |
| Andre finansielle forpliktelser | 13 | 23 784 000 | 23 854 000 |
| **Sum avsetninger for forpliktelser** | | **209 421 000** | **234 529 000** |
| **Annen langsiktig gjeld** | | | |
| Øvrig langsiktig gjeld | 6, 11 | 1 534 169 000 | 1 502 523 000 |
| **Sum annen langsiktig gjeld** | | **1 534 169 000** | **1 502 523 000** |
| | | | |
| **Sum langsiktig gjeld** | | **1 743 590 000** | **1 737 052 000** |
| | | | |
| **Kortsiktig gjeld** | | | |
| Gjeld til kredittinstitusjoner | 6,11 | 17 662 000 | 22 279 000 |
| Leverandørgjeld | 6 | 17 981 000 | 30 409 000 |
| Betalbar skatt | 5 | 6 672 000 | 10 838 000 |
| Skyldige offentlige avgifter | 6,9 | 11 339 000 | 11 860 000 |
| Annen kortsiktig gjeld | 6,9,10 | 38 315 000 | 32 844 000 |
| **Sum kortsiktig gjeld** | | **91 969 000** | **108 230 000** |
| | | | |
| **Sum gjeld** | | **1 835 559 000** | **1 845 282 000** |

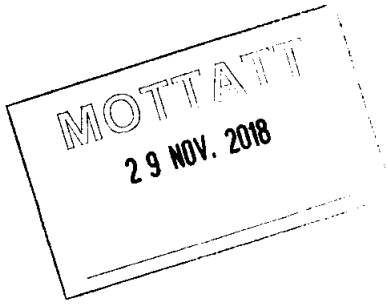
# Konsernets balanse

| Beløp i: NOK | Note | 2020 | 2019 |
|---|---|---|---|
| **SUM EGENKAPITAL OG GJELD** | | **3 475 043 000** | **3 496 325 000** |
| | | | |
| **POSTER UTENOM BALANSEN** | | | |
| Garantistillelser | 11 | 85 500 000 | 85 500 000 |
| Pantstillelser | 11 | 361 099 000 | 348 617 000 |

Skatteetaten

| Vår dato | Din dato | Saksbehandler |
|---|---|---|
| 26.11.2018 | 01.10.2018 | Henning Stokke |
| 800 80 000 | Din referanse | Telefon |
| Skatteetaten.no | Janelle Brataas | 800 80 000 |
| Org.nr | Vår referanse | Postadresse |
| 996250318 | 2018/1148260 | Postboks 9200 Grønland<br>0134 Oslo |

VARME TOPCO AS
Brynsveien 2
1338 SANDVIKA




## Tillatelse til å utarbeide årsberetning og årsregnskap på engelsk språk for Varme TopCo AS, org.nr. 920 349 455

Vi viser til deres brev av 1. oktober 2018 hvor dere søker om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Varme TopCo AS, org.nr. 920 349 455.

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering Varme TopCo AS, org.nr. 920 349 455, dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd.

Dispensasjonen forutsetter at det benyttes engelsk språk ved utarbeidelsen av årsregnskapet og årsberetningen, og at øvrige opplysninger som vedtaket baserer seg på, heller ikke endres vesentlig.

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

**Bakgrunn**
Fra søknaden gjengis:

> *Varme TopCo AS ble etablert i 2018 som et Holding selskap eiet av Core Infrastructure II Sårl (42,5 %), Infranode 1 AB (42,5 %) og Kommunal Landspensjonskasse gjensidige forsikringsselskap AS (15 %). Eierkretsen er begrenset.*
>
> *Selskapet er 85 % eid av utenlandske investorer, hvorav 42,5 % ikke forstår norsk. Sammensetning av styret er tilsvarende eierandel. Eierne har pålagt selskapet å utarbeide årsregnskap, årsrapport og konsernregnskap på engelsk. En norsk oversettelse vil kun ha til formål å oppfylle regnskapslovens språkkrav.*
>
> *Selskapet er et Holding selskap uten omsetning og har derfor ingen kunder eller ansatte, noe som gjør at brukere av regnskapsdokumentasjonen er begrenset.*

En norsk utarbeidelse av årsregnskap og årsberetning vil kun ha til formål å tilfredsstille regnskapslovens språkkrav.

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

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

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

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

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

Som nevnt ovenfor er det særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at selskapet er et holdingselskap, hvor majoriteten av aksjonærene er utenlandske selskaper. Eierkretsen er begrenset. Videre er det lagt vekt på at det er et begrenset antall brukere av regnskapene til holdingselskaper som er uten ansatte, kunder eller omsetning.

Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Jeanette Munkvold Skovholt
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Henning Stokke

*Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.*

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To the General Meeting of Varme Topco AS

# *Independent Auditor's Report*

## *Report on the Audit of the Financial Statements*

### *Opinion*

We have audited the financial statements of Varme Topco AS, which comprise:

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

In our opinion:

- The financial statements are prepared in accordance with the law and regulations.

- The accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

- The accompanying consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2020, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

### *Basis for Opinion*

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

*PricewaterhouseCoopers AS, Strømsø Torg 9, Postboks 2078 Strømsø, NO-3003 Drammen*
*T: 02316, org. no.: 987 009 713 VAT,* www.pwc.no
*State authorised public accountants, members of The Norwegian Institute of Public Accountants, and authorised accounting firm*

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*Other information*

Management is responsible for the other information. The other information comprises information in the annual report, except the financial statements and our auditor's report thereon.

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

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

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

*Responsibilities of the Board of Directors for the Financial Statements*

The Board of Directors (Management) are responsible for the preparation in accordance with law and regulations, including a true and fair view of the financial statements of the Company 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 simplified application of international accounting standards according to the Norwegian Accounting Act section 3-9, 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 laws, regulations, and auditing standards and practices generally accepted in Norway, including ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to https://revisorforeningen.no/revisjonsberetninger

## *Report on Other Legal and Regulatory Requirements*

### *Opinion on the Board of Directors' report*

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

### *Opinion on Registration and Documentation*

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

Drammen, 2 March 2021
**PricewaterhouseCoopers AS**

Paal Ødegård
State Authorised Public Accountant

(This document is signed electronically)

Securely signed with Brevio

Revisjonsberetning

**Signers:**

| *Name* | *Method* | *Date* |
|---|---|---|
| Ødegård, Paal | BANKID_MOBILE | 2021-03-01 16:01 |

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**Signers:**

| *Name* | *Method* | *Date* |
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| Maria Munina | One-Time-Password | 2021-03-02 12:12 GMT+1 |
| Nasby, Eric Christopher | BANKID_MOBILE | 2021-03-02 12:14 GMT+1 |
| Botnevik, Erik | BANKID | 2021-03-02 13:45 GMT+1 |
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## Varme Topco AS

### Director's report 2020

### Varme Topco AS - group

**Ownership**
Varme Topco AS is owned by Infranode I (No. 1) AB (42,5%), Core Infrastructure II Sàrl (42,5%) and Kommunal Landspensjonskasse gjensidig forsikringsselskap (15%).

The Varme Topco' group consists of Varme Topco AS (parent company), the wholly owned subsidiaries; Varme Finco AS, Varme Acquisitions AS, Oslofjord Varme AS and Mosjøen Varme Leasing AS, as well as the partly owned companies; Drammen Fjernvarme AS and Fredrikstad Fjernvarme AS.

**Business**
The group's activities include the production and distribution of district heating and cooling, for residential, public and commercial buildings. The headquarters for the group is located in Bærum.

The group has concessions for delivery of district heating in six areas; Bærum (Sandvika, Lysaker/Fornebu/Lilleaker, Bekkestua), Ullensaker, Fredrikstad and in Mosjøen. In addition to this, the group has agreements for the delivery of thermal energy to a few customers in the Oslo region.

Oslofjord Varme has focused on using large heat pumps for production of both district heating and district cooling. Energy sources used for the heat pumps are sewage water, seawater or heat exchange through boreholes in a rock energy storage. The heating plant in Mosjøen is based on industrial heat recovery. In Fredrikstad, heat is purchased from two local waste incineration plants.

In 2020, there was a decrease in heat sales from the previous year, which is largely due to the mild weather in the winter months.

**Financial performance**
In the Board's opinion, the income statement and balance sheet give a true and fair view of the financial development during the year and the financial position at year end.

The group had a net loss of kr 6,7 mill for 2020 and the Board is satisfied with this result considering the mild temperatures and low electricity prices in the market. In the parent company, the net loss was kr 0,03 mill.

The difference between net cash flows from operational activities and the operating profit consist mainly of depreciation, interest and taxes paid and an increase in net working capital. Capital expenditures for increased production capacity and distribution are financed from cash flows from operating activities in 2020 and long-term bank loans.

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**Continued operations**
In accordance to the Accounting Act §3-3, we confirm that the requirement for the preparation of the financial statements being based on the going concern assumption has been met. The basis for this is the budget for 2021 and the group's long-term strategic forecast for the coming years.

**Environment**
The group has not had any accidents in 2020 which have caused serious pollution of the external environment.

District heating and cooling reduces the use of primary energy resources for our customers by utilizing waste heat and renewable energy. From 2020, reserve and peak load production of district heating in the group's concession areas around Oslo are based on certified renewable sources.

Pursuant to National ETS (emission trading systems) legislation, Oslofjord Varme AS is obligated to buy quotas for CO2 emissions and is awarded free allowances. In 2020, the company had total emissions of 59 tons of CO2 from the combustion of light fuel oil. As an alternative to the payment of NOx taxes, Oslofjord Varme AS is a member of the NOx Fund and pays a deposit into the fund. The fund distributes capital to NOx reducing measures after an application process.

**Working environment and personnel**
The group has 21 employees, 18 men and 3 women (parent company: no employees). The group's personnel policy ensures that there is no gender discrimination, and therefore no other measures are taken in this area. The working environment is good. There were no work-related injuries in 2020. There has been a total of 413 days of absence (8,3%) due to sick leave.

**Financial risks**
The group is satisfactorily financed with equity, long-term loans and issued notes. The consequences of variations in the financial market, such as interest rates and foreign exchange, are small. The group has entered into interest rate swaps and cross currency swaps to secure the interest rate and exchange rate on the long-term loans and notes. The group's production volume is sensitive to changes in the outdoor temperature. All invoicing occurs monthly in arrears, so bad debts are very limited. The Group's liquidity is therefore transparent, so that the total financial risk in the group must be regarded as low. For further description, we refer to note 20 for financial risk management.

**Future prospects**
A large part of the ongoing deliveries are made to relatively new buildings in densely populated areas, which are attractive in the rental market and therefore have a stable demand for heating and cooling.

The Norwegian authorities are active, through Enova, in giving considerable support funds to increase the use of district heating.

The group has no direct activities aimed at research and development, but seeks to keep updated by participating in industry-specific organizations.

The group will focus on developing and expanding the use of district heating and cooling in areas where they already have deliveries as well as participate in activities in other parts of Norway where this is appropriate.

**Distribution of profits**
The parent company had a net loss of kr 0,03 mill in 2020. It is proposed that the net loss be allocated to other equity.

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The group had a net loss of kr 6,7 mill in 2020. It is proposed that the net loss be allocated to other equity.

Bærum, 2 March 2021

Stein Dale
Chairman of the Board

Erik Botnevik
Board member

Maria Munina
Board member

Mounir Corm
Board member

Eric Nasby
Board member

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## Varme Topco AS
## Income statement

Amounts in NOK thousands

| Parent Company 2020 | Parent Company 2019 | | Note | Group 2020 | Group 2019 |
|---|---|---|---|---|---|
| | | **Revenue** | | | |
| 0 | 0 | Sales revenue | 2 | 236 825 | 306 718 |
| 0 | 0 | Other operating income | 24 | 1 119 | 484 |
| **0** | **0** | **Total revenue** | | **237 944** | **307 202** |
| | | **Operating expenses** | | | |
| 0 | 0 | Energy costs | | 55 245 | 91 927 |
| 0 | 0 | Employee benefit expenses | 3, 16 | 26 257 | 26 914 |
| 0 | 0 | Depreciation and amortisation expenses | 12, 13, 14 | 72 829 | 69 075 |
| 42 | 185 | Other operating expenses | 13, 24 | 27 539 | 33 219 |
| 0 | 0 | Other gains/(losses) - net | 7 | 4 695 | 14 890 |
| **42** | **185** | **Total operating expenses** | | **186 566** | **236 025** |
| **-42** | **-185** | **Operating profit** | | **51 378** | **71 177** |
| | | **Financial income and expenses** | | | |
| 0 | 35 300 | Income from subsidiaries | | 0 | 0 |
| 1 | 98 | Other financial income | | 1 975 | 2 734 |
| 2 | 2 | Other financial expenses | | 64 247 | 73 083 |
| **-1** | **35 396** | **Net financial items** | 4 | **-62 272** | **-70 349** |
| 0 | 0 | Share of profits of associates and joint ventures | | 1 821 | 16 122 |
| **-43** | **35 211** | **Profit before income tax** | | **-9 072** | **16 951** |
| 9 | 0 | Income tax expense | 5 | 2 413 | -326 |
| **-34** | **35 211** | **Net profit** | | **-6 659** | **16 625** |
| | | Profit is attributable to: | | | |
| | | Owners of Varme Finco AS | | -3 392 | 16 564 |
| | | Non-controlling interests | | -3 267 | 60 |
| | | | | **-6 659** | **16 625** |
| | | ***Allocated as follows*** | | | |
| -34 | 35 211 | Transferred to other equity | | -3 392 | 16 564 |

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## Varme Topco AS
## Statement of comprehensive income

Amounts in NOK thousands

| | 2020 | 2019 |
|---|---|---|
| Profit for the period | -6 659 | 16 625 |
| **Other comprehensive income** | | |
| *Items that may be reclassified to profit or loss* | | |
| Cash flow hedges | -12 168 | 12 219 |
| Income tax relating to these items | 2 677 | -2 688 |
| *Items that will not be reclassified to profit or loss* | | |
| Pension liabilities | 3 126 | 455 |
| Income tax relating to these items | -688 | -100 |
| Other comprehensive income for the period, net of tax | -7 053 | 9 886 |
| **Total comprehensive income (loss) for the period** | **-13 712** | **26 511** |
| Total comprehensive income for the period is attributable to: | | |
| Owners of Varme Finco AS | -10 365 | 26 511 |
| Non-controlling interests | -3 347 | 0 |
| | **-13 712** | **26 511** |

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**Varme Topco AS**
**Balance Sheet**
Amounts in NOK thousands

| Parent Company 31.12.2020 | Parent Company 31.12.2019 | | Note | Group 31.12.2020 | Group 31.12.2019 |
|---|---|---|---|---|---|
| | | **ASSETS** | | | |
| | | **Non-current assets** | | | |
| | | ***Intangible and tangible assets*** | | | |
| 0 | 0 | Intangible assets | 14 | 2 085 069 | 2 099 705 |
| 0 | 0 | Right-of-use assets | 13 | 25 156 | 25 540 |
| 9 | 0 | Deferred tax asset | 5 | 0 | 0 |
| 0 | 0 | Property, plant and equipment | 12 | 969 550 | 989 303 |
| **9** | **0** | ***Total intangible and tangible assets*** | | **3 079 775** | **3 114 548** |
| | | ***Financial assets*** | | | |
| 1 677 568 | 1 677 568 | Investments in subsidiaries | 22 | 0 | 0 |
| 0 | 0 | Investments in associated companies and joint ventures | 23 | 179 278 | 177 457 |
| 0 | 0 | Other long-term receivables | 6, 8, 10 | 14 592 | 15 655 |
| **1 677 568** | **1 677 568** | ***Total financial assets*** | | **193 870** | **193 112** |
| **1 677 578** | **1 677 568** | **Total non-current assets** | | **3 273 646** | **3 307 660** |
| | | **Current assets** | | | |
| | | ***Receivables*** | | | |
| 0 | 0 | Inventories | 15 | 3 436 | 3 595 |
| 0 | 0 | Trade receivables | 6, 8 | 36 850 | 60 966 |
| 0 | 0 | Other receivables | 6, 8, 10, 13 | 7 058 | 7 513 |
| **0** | **0** | ***Total receivables*** | | **47 344** | **72 075** |
| **646** | **689** | ***Cash and cash equivalents*** | 6 | **154 053** | **116 590** |
| **646** | **689** | **Total current assets** | | **201 397** | **188 665** |
| **1 678 224** | **1 678 257** | **TOTAL ASSETS** | | **3 475 043** | **3 496 325** |

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**Varme Topco AS**
**Balance Sheet**
Amounts in NOK thousands

| Parent Company 31.12.2020 | Parent Company 31.12.2019 | | Note | Group 31.12.2020 | Group 31.12.2019 |
|---|---|---|---|---|---|
| | | **EQUITY AND LIABILITIES** | | | |
| | | **EQUITY** | | | |
| | | ***Paid-in capital*** | | | |
| 120 | 120 | Share capital | | 120 | 120 |
| 1 665 788 | 1 665 788 | Other paid-in capital | | 1 605 606 | 1 616 051 |
| **1 665 908** | **1 665 908** | ***Total paid-in capital*** | | **1 605 726** | **1 616 171** |
| | | ***Retained earnings*** | | | |
| 12 315 | 12 349 | Other equity | | 0 | 0 |
| **12 315** | **12 349** | ***Total retained earnings*** | | **0** | **0** |
| 0 | 0 | Non-controlling interests | | 33 758 | 34 872 |
| **1 678 224** | **1 678 257** | **TOTAL EQUITY** | 17 | **1 639 484** | **1 651 043** |
| | | **LIABILITIES** | | | |
| | | ***Provisions*** | | | |
| 0 | 0 | Pension liabilities | 16 | 13 613 | 17 832 |
| 0 | 0 | Lease liabilities | 13 | 23 784 | 23 854 |
| 0 | 0 | Derivative financial instruments | 6, 7 | 21 889 | 34 671 |
| 0 | 0 | Deferred tax liability | 5 | 150 134 | 158 172 |
| **0** | **0** | ***Total provisions*** | | **209 421** | **234 529** |
| | | ***Other long-term liabilities*** | | | |
| 0 | 0 | Borrowings | 6, 11 | 1 534 169 | 1 502 523 |
| **0** | **0** | ***Total long-term liabilities*** | | **1 534 169** | **1 502 523** |
| | | ***Current liabilities*** | | | |
| 0 | 0 | Trade payables | 6 | 17 981 | 30 409 |
| 0 | 0 | Income tax payable | 5 | 6 672 | 10 838 |
| 0 | 0 | Lease liabilities | 13 | 2 169 | 2 036 |
| 0 | 0 | Derivative financial instruments | 6, 7 | 0 | 225 |
| 0 | 0 | Borrowings | 6, 11 | 17 662 | 22 279 |
| 0 | 0 | Public duties payable | 6, 9 | 11 339 | 11 860 |
| 0 | 0 | Other short-term liabilities | 6, 9, 10 | 36 146 | 30 582 |
| **0** | **0** | ***Total current liabilities*** | | **91 969** | **108 230** |
| **0** | **0** | **TOTAL LIABILITIES** | | **1 835 559** | **1 845 282** |
| **1 678 224** | **1 678 257** | **TOTAL EQUITY AND LIABILITIES** | | **3 475 043** | **3 496 325** |

**Bærum 2.3.2021**

Stein Dale
Chairman of the Board

Erik Botnevik
Board member

Maria Munina
Board member

Mounir Corm
Board member

Eric Nasby
Board member

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## Varme Topco AS
## Statement of cash flows

Amounts in NOK thousands

| Parent Company | | | Group | |
|---|---|---|---|---|
| 31.12.2020 | 31.12.2019 | | 31.12.2020 | 31.12.2019 |
| | | **Cash flows from operating activities** | | |
| -42 | -185 | Cash generated from operations (Note 18) | 131 032 | 157 039 |
| 1 | 98 | Interest received | 1 975 | 2 734 |
| -2 | -2 | Interest paid | -63 452 | -72 316 |
| 0 | 0 | Income taxes paid | -10 838 | -16 704 |
| 0 | 0 | Change in accounts receivables | 24 116 | -698 |
| 0 | 0 | Change in trade payables | -12 428 | -4 568 |
| 0 | 0 | Change in other working capital | 6 519 | 18 229 |
| **-43** | **-89** | **Total net cash from operating activities** | **76 924** | **83 717** |
| | | **Cash flows from investing activities** | | |
| 0 | 0 | Purchases of property, plant and equipment | -31 920 | -37 657 |
| 0 | 0 | Acquisitions of shares | 0 | -27 358 |
| 0 | 0 | Repayment of loans by related parties | 0 | 0 |
| 0 | 0 | Dividends from associates and joint ventures | 0 | 0 |
| **0** | **0** | **Total net cash from investing activities** | **-31 920** | **-65 015** |
| | | **Cash flows from financing activities** | | |
| 0 | 31 775 | Proceeds from increase in share capital | 0 | 31 775 |
| 0 | 0 | Proceeds from borrowings | 0 | 1 387 368 |
| 0 | -31 775 | Payment for share and equity issuance | 0 | 0 |
| 0 | 0 | Repayment of borrowings | 0 | -1 210 000 |
| 0 | 0 | Change in short-term liabilities | -4 617 | 22 279 |
| 0 | 0 | Principle elements of lease payments | -2 925 | -2 664 |
| 0 | 0 | Dividends paid to non-controlling interests in subsidiaries | 0 | -2 584 |
| 0 | -263 783 | Dividends paid to the owners of the parent | 0 | -263 783 |
| 0 | 264 083 | Net group contributions received (paid) | 0 | 0 |
| **0** | **300** | **Total net cash flows from financing activities** | **-7 542** | **-37 608** |
| -43 | 211 | Net increase (decrease) in cash and cash equivalents | 37 462 | -18 906 |
| 689 | 478 | Cash and cash equivalents at beginning of period | 116 590 | 135 497 |
| **646** | **689** | **Cash and cash equivalents at end of period** | **154 053** | **116 590** |

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# Varme Topco AS

## NOTES TO THE FINANCIAL STATEMENTS FOR 2020

### Note 1 Accounting principles

**Accounting principles**

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. The financial statements are for the group consisting of Varme Topco AS and its subsidiaries.

For the company, Varme Topco AS, the financial statements are prepared in accordance with the Norwegian Accounting Act of 1998 and accounting standards and practices generally accepted in Norway. For the group, the financial statements are prepared in accordance with the Accounting Act of Norway § 3-9 and the regulation of simplified IFRS set out by the Ministry of Finance the 3rd of November 2014 (simplified IFRS). This means that the recognition and measurement follow international accounting standards (IFRS) and presentation and disclosures are in accordance with the Norwegian Accounting Act and good accounting practice, except for the treatment of dividends and corporate contributions.

**Classification of balance sheet items**

Assets intended for long term ownership or use have been classified as fixed assets. Assets relating to the trading cycle have been classified as current assets. Other receivables are classified as current assets if they are to be repaid within one year after the transaction date. Similar criteria apply to classification of liabilities.

Current assets are valued at the lower of cost and fair value. Other short-term liabilities are capitalised based on nominal amounts when the transactions take place.

Fixed assets are initially valued at the cost. These assets are written down to fair value when they have been impaired and the impairment is not expected to be permanent. Long term liabilities in NOK with the exception of other accruals are capitalised at nominal value when established.

**Shares in subsidiaries - Parent**

Investments in subsidiaries are valued with the cost method. The investments are written down to fair value when the impairment is not considered transient and it is required by simplified IFRS.

Dividends received and corporate contributions from the subsidiaries are recognised as financial income. Dividend and corporate contributions from subsidiaries that exceeds the withheld results during the ownership period are considered repayment of acquisition cost.

Dividends and corporate contributions are recognised in the accounts of the owner's company in line with the Norwegian standard accounting practice.

**Subsidiaries - Group**

Subsidiaries are all entities (including structured entities) 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

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involvement with the entity and has the ability to affect those returns through its power over 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.

The group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the group's accounting policies.

**Associated companies - Group**

Associates are all entities over which the group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in 'share of profit/(loss) of associates in the income statement.

Profits and losses resulting from upstream and downstream transactions between the group and its associate are recognised in the group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the group.

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**Intangible assets - Group**

*Goodwill*

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary acquired, in the case of a bargain purchase, the difference is recognised directly in the income statement.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the CGUs, or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are done annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

*Customer contracts and customer relationships*

Customer contracts and customer relationships which are acquired in a business association are capitalised at fair value at the time of purchase. They are amortized by a linear method over their expected useful life.

*EUA allowances held for own use*

EUA allowances are emission rights that are received to cover CO2 emissions from production. EUA allowances that have been received free of charge from the Norwegian Environment Agency are stated at a value of kr 0 under intangible assets. A liability is recorded if the actual emissions exceed the received emission rights. The accumulated liability is valued at fair value. Purchased emission rights to cover the difference between actual emissions and received emissions are recorded at cost price. Emission rights are tested for impairment and written down if the market value is less than the purchase price. The reduction in value which occurs when the emissions are surrendered, is recorded as energy costs. When a sale of emissions occurs, the gain or loss from sale is recorded under other income.

**Other accounting principles – Parent and Group**

***Revenue recognition***

Revenue recognition from the sale of goods occurs at the time of delivery. Revenue recognition from the sale of services occurs in line with the performance.

The proportion of revenue related to future service performance are capitalised as deferred revenue and recognised in accordance with the delivery of the service.

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The accounting policies for the group's revenues from contracts with customers are explained in note 2.

***Cash and cash equivalents***

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts.

***Financial assets***

***Classification***
The group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI.

The group reclassifies debt investments when and only when its business model for managing those assets changes. Currently all debt instruments are held for collection of contractual cash flows.

***Recognition and derecognition***
Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership.

***Measurement***
At initial recognition, the group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

***Impairment***
The group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the group applies the simplified approach required by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 19 for further details. Lifetime loss is also used for lease receivables.

Assets carried at amortised cost
For loans and receivables, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial

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asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss.

***Derivative financial instruments and hedging activities***

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The group designates certain derivatives as hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transaction (cash flow hedge).

The group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative instruments used for hedging purposes are disclosed in note 6. Movements on the hedging reserve in other comprehensive income are shown in note 7. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

*Cash flow hedge*
The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within 'Other gains/(losses) – net'.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the income statement within 'Finance income/cost'. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory or fixed assets), the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in the case of inventory or in depreciation in the case of fixed assets.

When a hedging instrument expires, or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement within 'Other gains/(losses) – net'.

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*Foreign currency hedge*
Derivative financial instruments which are designated as foreign currency hedging are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Hedged currency positions are measured at the hedged exchange rate.

The effective portion of changes in the fair value of foreign currency derivatives is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within 'Other gains/(losses) – net'.

*Derivatives that do not qualify for hedge accounting*
Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognized immediately in profit or loss and are included in other gains and losses.

***Foreign currency translation***

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. 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 at year end exchange rates, are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, on a net basis within other gains/(losses). All other foreign exchange gains and losses are presented in the statement of profit or loss within finance costs.

***Borrowings***

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method.

***Borrowing costs***

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

***Leases***

As explained under New and amended standards above, the group has changed its accounting policy for leases where the group is the lessee. The new policy is described in note 13 and the impact of the change in note 26. Until 31 December 2018, leases are classified as financial or operational based on

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the nature of the contract. Leases of property, plant and equipment where the group has substantially all the risks and rewards of ownership are classified as finance leases. Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

***Fixed assets***

Fixed assets are reflected in the balance sheet and depreciated over the asset's expected useful life. Direct maintenance of an asset is expensed under operating expenses as and when it is incurred. Additions or significant improvements to fixed assets are added to the asset's cost price and depreciated together with the asset.

Government grants relating to investments are recognised as a reduction of the cost of the asset. Investment contributions from customers are recognised as income in the year it is earned.

Internal costs and borrowing costs related to project development are capitalised as part of the project cost.

***Inventory***

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost includes the reclassification from equity of any gains or losses on qualifying cash flow hedges relating to purchases of raw material but excludes borrowing costs. Costs are assigned to individual items of inventory on the basis of FIFO. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

***Pension obligations***

A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. The group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan.

Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

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Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

For defined contribution plans, the group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

***Taxes***

The tax charge in the income statement includes both taxes payable for the period and changes in deferred tax. Deferred tax is calculated at 22 % on the basis of the temporary differences which exist between accounting and tax values, and any carryforward losses for tax purposes at the year-end. Tax enhancing or tax reducing temporary differences, which are reversed or may be reversed in the same period, have been eliminated. The disclosure of deferred tax benefits on net tax reducing differences which have not been eliminated, and carryforward losses, is based on estimated future earnings. Deferred tax and tax benefits which may be shown in the balance sheet are presented net.

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.

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**Note 2 Sales revenue**

(Amounts in NOK thousands)

The group's revenues are generated from the supply of district heat and district cooling, in combination referred to as thermal energy to customers within the group's 6 concession areas as well as to 3 business-to-business (B2B) customers.

The 6 concession areas are located in Bærum, Ullensaker, Fredrikstad and Mosjøen. The 3 B2B customers are all located within the greater Oslo region.

The group has 3 types of customers; residential buildings, public and commercial buildings and B2B customers.

Customers which are mandatory connected, pay an investment contribution at the time of connection. The investment contribution covers the cost of the installation necessary to connect the customer to the main network.
The revenues from investment contributions are recorded on the balance sheet and amortised over the life-time of the equipment which the investment contribution covers.

Contracts for the supply of thermal energy to customers within the concession areas are typically 3 year contracts with customers paying monthly in arrears for actual measured usage. Since monthly billing is based on actual consumption, revenue recognition is based on the billings.

The group's revenue is generated mainly in Bærum and Fredrikstad and the thermal energy is divided into two categories:

**2020**

| | Bærum | Fredrikstad | Ullensaker | Mosjøen | B2B customers |
|---|---|---|---|---|---|
| District heating | 112 131 | 33 835 | 2 105 | 6 432 | 22 896 |
| District cooling | 49 458 | 1 674 | 1 471 | 0 | 6 823 |
| **Total** | **161 589** | **35 509** | **3 576** | **6 432** | **29 719** |

**2019**

| | Bærum | Fredrikstad 1.4 - 31.12 | Ullensaker | Mosjøen | B2B customers |
|---|---|---|---|---|---|
| District heating | 168 474 | 32 690 | 2 621 | 9 681 | 33 363 |
| District cooling | 49 109 | 1 451 | 1 157 | 0 | 8 172 |
| **Total** | **217 583** | **34 141** | **3 778** | **9 681** | **41 535** |

**Note 3 Employee benefit expenses**

(Amounts in NOK thousands)

***Parent company***

There are no employees in Varme Topco AS.

The audit fee included in other operating expenses for 2020 totals KNOK 36,2 excluding VAT and can be categorised as follows:

| | |
|---|---|
| Statutory audit | 36,2 |

***Group***

| Employee costs | 2020 | 2019 |
|---|---|---|
| Salaries and wages | 21 502 | 20 965 |
| Capitalised own work | -4 019 | -3 531 |
| Social security costs | 3 728 | 3 601 |
| Pension costs | 2 841 | 5 129 |
| Remuneration to the Board | 585 | 350 |
| Other remuneration | 1 621 | 398 |
| **Total** | **26 257** | **26 914** |

On average, the number of employees in the accounting year has been 20.

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| Remuneration for executives in the group | Managing Director Oslofjord Varme AS | Managing Director Fredrikstad Fjernvarme AS | Board of Directors |
|---|---|---|---|
| Salary | 1 802 | 1 316 | |
| Bonus | 535 | 38 | |
| Pension costs* | 349 | 135 | |
| Other remuneration | 126 | 9 | |
| Remuneration to the Board | | | 585 |
| **Total** | **2 813** | **1 497** | **585** |

*) Both the Managing Director in Oslofjord Varme and in Fredrikstad Fjernvarme are included in their company's pension scheme and do not have any rights beyond those associated with their respective schemes. The Managing Directors have a bonus agreement.

**Audit fee**

The audit fee included in other operating expenses for 2020 totals KNOK 509 excluding VAT and can be categorised as follows:

| | |
|---|---|
| Statutory audit | 507 |
| Other assistance | 2 |

**Note 4 Specification of financial income and expenses**

(Amounts in NOK thousands)

***Parent company***

| Financial income | 2020 | 2019 |
|---|---|---|
| Group contribution | 0 | 35 300 |
| Other interest income | 1 | 98 |
| **Total financial income** | **1** | **35 398** |

| Financial expenses | 2020 | 2019 |
|---|---|---|
| Other interest expenses | 0 | 0 |
| Other financial expenses | 2 | 2 |
| **Total financial expenses** | **2** | **2** |

***Group***

| Financial income | 2020 | 2019 |
|---|---|---|
| Interest income from customers | 27 | 28 |
| Other interest income | 1 819 | 2 485 |
| Other financial income | 128 | 123 |
| **Total financial income** | **1 975** | **2 636** |

| Financial expenses | 2020 | 2019 |
|---|---|---|
| Other interest expenses | 59 783 | 54 477 |
| Other financial expenses | 4 464 | 18 604 |
| **Total financial expenses** | **64 247** | **73 081** |

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**Note 5 Taxes**

(Amounts in NOK thousands)

***Parent company***

| **Components of the income tax expense:** | **31.12.2020** | **31.12.2019** |
|---|---|---|
| Current tax on profits for the year | 0 | 0 |
| Change in deferred taxes | -9 | 0 |
| **Total income tax expense** | **-9** | **0** |

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

| | | |
|---|---|---|
| Profit (loss) before taxes | -43 | 35 211 |
| Permanent differences *) | 0 | 0 |
| Change in temporary differences | 0 | 0 |
| Group contribution received without tax effect | 0 | -35 211 |
| *Taxable income* | **-43** | **0** |

There are no temporary differences between accounting and tax values for this company. Total tax loss carryforward is KNOK 9.

| **Reconciliation of the tax expense** | **31.12.2020** | **31.12.2019** |
|---|---|---|
| Profit (loss) before taxes | -43 | 35 211 |
| Expected income tax based on nominal tax rate | -9 | 7 746 |
| Tax effect of the following: | | |
| Permanent differences | 0 | -7 746 |
| Income tax expenses | -9 | 0 |
| Effective tax rate | 22,0 % | 0,0 % |

***Group***

| **Components of the income tax expense:** | **31.12.2020** | **31.12.2019** |
|---|---|---|
| Current tax on profits for the year | 6 672 | 9 295 |
| Gov't crisis package - reversal of deficit against previous taxed surpluses | -3 037 | 0 |
| Tax on group contributions | 85 | 0 |
| Change in deferred tax over P&L | -6 133 | -8 968 |
| **Total tax expense** | **-2 413** | **326** |

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

| | | |
|---|---|---|
| Profit (loss) before taxes | -9 072 | 16 951 |
| Permanent differences *) | -75 | -4 761 |
| Share of profits in associated companies, partnerships and joint ventures | -1 821 | -12 706 |
| Change in temporary differences in OCI | -9 042 | |
| Change in temporary differences | 36 534 | 40 765 |
| Gov't crisis package - reversal of deficit against previous taxed surpluses | 13 804 | 0 |
| Group contributions given | 0 | 2 000 |
| **Taxable income** | **30 327** | **42 249** |

**The movement in deferred tax assets and liabilities during the year:**

| | **31.12.2020** | **31.12.2019** |
|---|---|---|
| Deferred tax liabilities: | | |
| Intangible assets | 492 990 | 508 406 |
| Borrowings | 0 | 15 948 |
| Receivables | 54 | 128 |
| Construction in progress | 29 221 | 30 844 |
| Property, plant and equipment | 234 585 | 245 165 |
| Total | 756 849 | 800 491 |

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| | | |
|---|---|---|
| Deferred tax assets: | | |
| Property, plant and equipment | -1 140 | -1 003 |
| EUA allowances | -3 061 | -1 679 |
| Pension liabilities | -13 929 | -17 832 |
| Derivative financial instruments | -21 889 | -34 896 |
| Leasing contracts | -25 954 | -25 890 |
| Gain (loss) on property, plant and equipment | -181 | -226 |
| Total | -66 154 | -81 527 |
| | | |
| Tax loss carryforward | -8 266 | 0 |
| Basis for deferred tax - net | 682 430 | 718 964 |
| | | |
| **Net deferred tax liability** | **150 135** | **158 172** |
| Deferred tax % | 22 % | 22 % |
| | | |
| Of which deferred tax asset (liability) in equity (OCI) | 5 040 | 3 051 |
| Of which deferred tax asset (liability) booked directly to the balance sheet | -85 | 0 |
| **Deferred tax** | **155 090** | **161 223** |

**Reconciliation of the tax expense**

| | |
|---|---|
| | **31.12.2020** |
| Profit (loss) before taxes | -9 072 |
| Expected income tax based on nominal tax rate | -1 996 |
| | |
| Tax effect of the following: | |
| Permanent differences *) | -16 |
| Share of profits of associated companies, partnerships and joint ventures | -401 |
| Limited interest liability | 0 |
| Tax expenses | -2 413 |
| Effective tax rate | 26,6 % |

*) includes: non-deductible costs and non-taxable income

**Note 6 Financial assets and financial liabilities**

(Amounts in NOK thousands)

***Parent***

The parent company has a total of KNOK 646 in financial assets of which KNOK 646 are classified as cash and cash equivalent. See note 8.
The company does not have any restricted cash as at 31.12.2020.

The parent company does not have any financial liabilities as at 31.12.2020. See note 9.

***Group***

| ***Financial assets*** | **31.12.2020** | **31.12.2019** |
|---|---|---|
| Financial assets at amortised cost | | |
| a) Trade receivables | 36 850 | 60 966 |
| b) Other financial assets at amortised cost | 21 650 | 23 168 |
| c) Cash and cash equivalents | 154 053 | 115 902 |
| | **212 553** | **200 036** |

| ***Financial liabilities*** | **31.12.2020** | **31.12.2019** |
|---|---|---|
| Liabilites at amortised cost | | |
| d) Trade and other payables | 65 466 | 72 851 |
| e) Borrowings | 1 551 831 | 1 524 802 |
| Lease liabilities - see note 13 | 25 954 | 25 890 |
| Derivative financial instruments | | |
| f) Used for hedging | 21 889 | 34 896 |
| | **1 665 139** | **1 658 440** |

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The group's exposure to various risks associated with the financial instruments is discussed in note 7. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

**a) Trade receivables**

| | 31.12.2020 | 31.12.2019 |
|---|---|---|
| **Current assets** | | |
| Trade receivables | 37 066 | 60 966 |
| Loss allowance - see note 20 | -215 | 0 |
| | **36 850** | **60 966** |

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 14 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.
Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

Information about the impairment of trade receivables and the group's exposure to credit risk, foreign currency risk and interest rate risk can be found in note 19 and note 20.

**b) Other financial assets at amortised cost**

The group classifies its financial assets as at amortised cost only if both of the following criteria are met:
- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms give rise to cash flows that are solely payments of principal and interest

| | 31.12.2020 | 31.12.2019 |
|---|---|---|
| Financial leasing assets (amount due after 2021 is KNOK 12 683) | 13 160 | 14 455 |
| Other receivables | 8 490 | 8 713 |
| Loss allowance | 0 | 0 |
| | **21 650** | **23 168** |

Other receivables generally arise from transactions outside the usual operating activities of the group. Interest may be charged at commercial rates where the terms of repayment exceed six months. Collateral is not normally obtained. The non-current other receivables are due and payable within 5 years from the end of the reporting period.

Due to the short-term nature of the current receivables and the historically observed credit risk, their carrying amount is considered to be the same as their fair value. For the non-current receivables, the fair values are also not significantly different to their carrying amounts.

Note 19 sets out information about the impairment of financial assets and the group's exposure to credit risk.
All of the financial assets at amortised cost are denominated in Norwegian kroner and there is therefore no exposure to foreign currency risk. There is also no exposure to price risk as the investments will be held to maturity.

**c) Cash and cash equivalents**

| | 31.12.2020 | 31.12.2019 |
|---|---|---|
| **Current assets** | | |
| Cash at bank and in hand | 154 053 | 115 902 |
| Deposits at call | 0 | 0 |
| | **154 053** | **115 902** |

The above figures reconcile to the amount of cash shown in the statement of cash flows at the end of the financial year.

| | 2020 |
|---|---|
| Balances as above | 154 053 |
| Balances as per statement of cash flow | **154 053** |

The group has a total of KNOK 17 976 in restricted cash as at 31.12.2020.

**d) Trade and other payables**

| | 31.12.2020 | 31.12.2019 |
|---|---|---|
| **Current liabilities** | | |
| Trade payables | 17 981 | 30 409 |
| Payroll tax and other statutory liabilities | 11 339 | 11 860 |
| Other payables | 36 146 | 30 582 |
| | **65 466** | **72 851** |

Trade payables are unsecured and are usually paid within 30 days of recognition.

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The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

**e) Borrowings**

| | 31.12.2019 | 31.12.2019 |
|---|---|---|
| ***Secured*** | | |
| Bank loans and issued notes | 1 534 169 | 1 502 523 |
| Bank overdrafts | 17 662 | 22 279 |
| **Total secured borrowings** | **1 551 831** | **1 524 802** |

The bank loans and issued notes in Varme Finco AS are secured by the shares of all the companies in the group except for investments in associated companies and joint ventures as well as the cash and cash equivalent of the group except for Fredrikstad Fjernvarme.
The bank loan in Fredrikstad Fjernvarme is secured by a first mortgage over the assets in Fredrikstad Fjernvarme AS.
The carrying amounts of financial and non-financial assets pledged as security for the bank loans are disclosed in note 12.

The Varme Topco group has complied with the financial covenants (default ratios) of its borrowing facilities during the 2020 reporting period, however the group has not complied with the lock-up tests, see note 11 for details.

**f)** See note 7 for derivative financial instruments used for hedging.

## Note 7 Derivative financial instruments

(Amounts in NOK thousands)

***Group***

The Group has entered into five interest rate swaps and two cross currency swaps as at 31.12.2020. The swaps secure the interest rate and currency rate on the long-term loans and notes of the Group. The interest rate and currency rate for the loans, notes and the swaps are fixed on the same day.

| | 31.12.2020 | | 31.12.2019 | |
|---|---|---|---|---|
| | Assets | Liabilities | Assets | Liabilities |
| Interest rate swaps | 0 | 16 227 | 0 | 4 059 |
| Cross currency swaps | 0 | 5 661 | 0 | 30 838 |

The notional principal amounts of the outstanding swaps as of 31.12.2020 were kr 813 mill. The swaps, loan agreements and note purchase agreements have corresponding timing of interest rate fixing and interest periods. The cross currency swaps are classified as non-current liabilities as the remaining maturity of the hedged item is more than 12 months. The interest rate swaps are classified as current liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period. As of 31.12.2020, the fixed interest on the Group's swaps was 1,9975% - 5,02%. The floating interest rate was NIBOR + margin. The fair value of the swaps is the present value of the difference between the fixed and floating rates on the principal amount for the length of the agreement.

| **Hedging reserves** | **Cross currency swaps** | **Interest rate swaps** | **Total hedge reserves** |
|---|---|---|---|
| **Opening balance 1 January 2020** | **-24 053** | **-3 166** | **-27 219** |
| Add: new hedging contracts in 2020 | 0 | 0 | 0 |
| Less: terminated contracts in 2020 | 0 | 225 | 225 |
| Less: change in fair value of hedging instrument recognised in P&L for the year | 25 176 | 0 | 25 176 |
| Less: change in fair value of hedging instrument recognised in OCI for the year | 0 | -12 394 | -12 394 |
| Less: deferred tax | -5 539 | 2 677 | -2 862 |
| **Closing balance 31 December 2020** | **-4 416** | **-12 657** | **-17 073** |

In addition to the amounts disclosed in the reconciliation of hedging reserves above, the following amounts were recognised in the Income Statment in Other gains/(losses) - net in relation to derivatives:

| | |
|---|---|
| Cross currency swaps | 25 176 |
| Borrowings - see note 11 | -29 871 |
| Other gains/(losses) - net | -4 695 |

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**Note 8 Trade and other receivables**

(Amounts in NOK thousands)

***Parent company***

There are no other receivables in the parent company as per 31.12.2020.

**Note 9 Other payables**

(Amounts in NOK thousands)

***Parent company***

There are no other payables in the parent company as per 31.12.2020.

**Note 10 Intercompany balances for group companies**

(Amounts in NOK thousands)

***Parent company***

There are no intercompany balances in the parent company as per 31.12.2020.

**Note 11 Mortgaged debt and guarantee obligations**

(Amounts in NOK thousands)

As of 31.12.2020, Varme Finco AS has entered into a Common Terms Agreement covering a Bank Facilities agreement with a consortium consisting of SEB AB, Nordea Bank ABP and DNB Bank ASA and a PP Note Purchase agreement with four PP debt providers represented by IFM investors and Sunlife.

The Bank Facilities agreement is for KNOK 985 918 and as of 31.12.2020, KNOK 660 918 is drawn down. The loan matures in seven years from the date of the first drawdown, 19.12.2019. The loan is to be repaid in full on the maturity date as no installments are made during the period of the loan. The loan has a floating interest rate of NIBOR + margin.

The PP Note Purchase agreement is for an equivalent of KNOK 811 950 and four notes have been issued at a fixed rate, expiring in 10, 12 and 15 years from the date of issuance, 19.12.2019. Two of the issued notes are in NOK and two are in EUR. The notes are to be repaid in full on the maturity date. The EUR notes are recognised at the market exchange rate as at 31.12.2020.

Varme Topco AS, Varme Finco AS, Oslofjord Varme AS, Varme Acquisitions AS and Mosjøen Varme Leasing AS have mortgaged their investment in group company shares as security for the loans. Varme Finco AS, Oslofjord Varme AS, Varme Aquisitions AS and Mosjøen Varme Leasing AS have mortgaged their cash as security for the loans.

***Parent company***

| | 31.12.2020 | 31.12.2019 |
|---|---|---|
| **Book value of assets secured for mortgaged debt:** | | |
| Investments in shares | 1 677 568 | 1 677 568 |
| **Total** | **1 677 568** | **1 677 568** |

***Group***

As of 31.12.2020, Fredrikstad Fjernvarme AS has entered into a bank loan and bank overdraft facility with Danske Bank AS. The bank loan is for KNOK 140 000 and as of 31.12.2020, KNOK 140 000 is drawn down. The loan and overdraft facility matures in three years from the date of extention, 30.8.2019. The loan is to be repaid in full on the maturity date as no installments are made during the period of the loan. The loan has a floating interest rate of NIBOR + margin. the bank overdraft facility is for KNOK 32 and as of 31.12.2020, KNOK 17 662 is drawn down.

To secure their debt, Fredrikstad Fjernvarme AS has given a first priority mortgage over their fixed assets of up to KNOK 200 000 and trade receivables of up to KNOK 30 000 to Danske Bank.

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| | 31.12.2020 | 31.12.2019 |
|---|---|---|
| **Mortgaged debt:** | | |
| The following amounts have been drawn on the facilities agreement (net costs of loan): | | |
| Varme Finco AS | 1 394 169 | 1 362 523 |
| Fredrikstad Fjernvarme AS | 157 662 | 162 279 |
| **Total** | **1 551 831** | **1 524 802** |
| | | |
| **Book value of assets secured for mortgaged debt:** | | |
| Fixed assets | 200 000 | 200 000 |
| Trade receivables | 7 955 | 15 452 |
| Cash and cash equivalents | 153 145 | 133 165 |
| **Total** | **361 099** | **348 617** |

**Guarantees:**
Varme Finco AS has issued a guarantee on behalf of Oslofjord Varme's contractual obligations. The guarantee has a limit of kr 500.000. Varme Finco AS has also issued a guarantee for the financing of Drammen Fjernvarme AS. The guarantee has a limit of kr 85.000.000.

**Financial covenants:**
The common terms agreement applies debt covenants at the group level with testing on a half-yearly basis. The level of the ratios for the leverage ratio changes every half year for the intial five years and then is maintained at a constant ratio. The ICR ratio is a constant ratio of 2:1. This results in the following demands on the Varme Finco group as at 31.12.2020:

| | |
|---|---|
| Leverage ratio (Total net debt / EBITDA) | 10.72:1 |
| Interest cover ratio (EBITDA / Net Finance Charges) | 2:1 |

Interest cover and leverage ratios will be tested both retrospectively and prospectively at each period ending. There is no indication of breach of covenants as of 31.12.2020.

In addition to the debt covenants, the commen terms agreement applies financial testing for lock-up at the group level with testing on a half-yearly basis. The level of the ratios for the leverage ratio changes every half year for the intial five years and then is maintained at a constant ratio. The ICR is a constant ratio of 2.5:1 and the LLCR is a constant ratio of 1.175:1.
This results in the following demands on the Varme Finco group as at 31:12:2020:

| | |
|---|---|
| Backward Looking Leverage ratio (Total net debt / EBITDA) | 9.89:1 |
| Forward Looking Leverage ratio (Total net debt / EBITDA) | 10.02:1 |
| Interest cover ratio (EBITDA / Net Finance Charges) | 2.5:1 |
| Loan life coverage ratio (NPV plus cash / Outstanding principle amount of Secured Debt) | 1.175:1 |

As at 31.12.2020, the group has complied with the Forward Looking Leverage ratio and the LLCR but has has not complied with the Backward Looking Leverage ratio and the ICR.

The consequence of non-compliance for these ratios for the group is that the excess cashflow for the period (Lock-up amount) must be transferred to a lock-up account and may not be withdrawn until compliance at next testing date is restored.
The Lock-up amount is included in the restricted cash, see note 6.
Based on the budget for H1-2021, there is no indication that compliance will be not restored at the next testing date and the Lock-up amount returned to the operating capital of the group.

The loan agreement with Danske Bank AS applies a debt covenant with Fredrikstad Fjernvarme AS. The booked value of equity shall be a minimum of 25% as per 31.12 and is to be measured by 31.5 of the following year. As of 31.12.2020, the equity ratio was 32,0%.

**Note 12 Property, plant and equipment**

(Amounts in NOK thousands)

| Fixed assets | Buildings and other property | Production equipment | Other equipment | Construction in progress | Total fixed assets |
|---|---|---|---|---|---|
| Cost 1.1.2020 | 566 837 | 481 072 | 2 203 | 18 359 | 1 068 470 |
| Capital expenditure | 11 076 | 608 | 71 | 24 883 | 36 638 |
| Enova grants received | -255 | 0 | 0 | -758 | -1 013 |
| Reclassifications | 6 343 | 1 864 | 703 | -9 265 | -355 |
| Disposals | | 0 | 0 | 0 | 0 |
| Cost 31.12.2020 | 584 001 | 483 544 | 2 977 | 33 218 | 1 103 740 |
| | | | | | |
| Accumulated depreciation 31.12.2020 | -34 808 | -97 195 | -2 187 | 0 | -134 190 |
| Accumulated write downs 31.12.2020 | 0 | 0 | 0 | 0 | 0 |
| | | | | | |
| **Book value 31.12.2020** | **549 193** | **386 349** | **790** | **33 218** | **969 551** |

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| | | | | | |
|---|---|---|---|---|---|
| Depreciation for the period | 15 676 | 38 526 | 821 | 0 | 55 023 |

The company uses straight line depreciation for all fixed assets.

The expected useful life for the assets is calculated to be:

| | |
|---|---|
| * Buildings and plants | 25-50 years |
| * Production equipment | 10-25 years |
| * Other equipment | 3 - 5 years |

Capitalised cost for own work for project development is KNOK 4 019.
Capitalised borrowing costs for project development is KNOK 279.

**Note 13 Leases**

(Amounts in NOK thousands)

**(i) Amounts recognised in the balance sheet**

The balance sheet shows the following amounts relating to leases:

| | 2020 | 2019 |
|---|---|---|
| **Right-of-use assets** | | |
| Property rentals | 24 617 | 25 190 |
| Vehicles | 539 | 351 |
| | 25 156 | 25 540 |
| **Lease liabilities** | | |
| Current | 2 169 | 2 036 |
| Non-current | 23 784 | 23 854 |
| | 25 954 | 25 890 |

Additions to the right-of-use assets during the 2020 financial year were KNOK 2 127 (2019 - KNOK 1 779).

**(ii) Amounts recognised in the income statement**

The income statement shows the following amounts relating to leases:

| | 2020 | 2019 |
|---|---|---|
| Depreciation charge of right-of-use assets | | |
| Property rentals | -2 152 | -1 940 |
| Vehicles | -427 | -307 |
| | -2 579 | -2 247 |
| Interest expense (included in finance cost) | -795 | -767 |
| Gains (-) and losses due to terminations, purchases, impairments and other changes | 2 | 0 |
| Expense relating to short-term leases (included in other operating expenses) | 0 | 0 |
| Expense relating to leases of low-value assets that are not shown above as short-term leases | -4 | -1 |

The total cash outflow for leases in 2020 was KNOK 2 925 (2019 - KNOK 2 664).

**(iii) The group's leasing activities and how these are accounted for**

The group leases various properties and vehicles. Rental contracts are typically made for fixed periods of 1 to 15 years, but may have extension options as described in (v) below.

Contracts may contain both lease and non-lease components. The group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.
Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the group under residual value guarantees
- the exercise price of a purchase option if the group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

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Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.
The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the group:
- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the group, which does not have recent third party financing, and
- makes adjustments specific to the lease, eg term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:
- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.
If the group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the group.
Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

**(iv) Variable lease payments**

The group does not have any variable lease payments.

**(v) Extension and termination options**

Extension and termination options are included in a number of property and equipment leases across the group. These are used to maximise operational flexibility in terms of managing the assets used in the group's operations. The majority of extension and termination options held are exercisable only by the group and not by the respective lessor.

## Note 14 Intangible assets

(Amounts in NOK thousands)

| Non-current assets | Other rights | Customer contracts | Customer relationships | Goodwill | Total |
|---|---|---|---|---|---|
| Cost 1.1.2020 | 5 818 | 44 720 | 463 200 | 1 611 348 | 2 125 087 |
| Capital expenditures | 594 | 0 | 0 | 0 | 594 |
| Disposals | 0 | 0 | 0 | 0 | 0 |
| Cost 31.12.2020 | 6 412 | 44 720 | 463 200 | 1 611 348 | 2 125 680 |
| Accumulated depreciation 31.12.2020 | -524 | -4 874 | -35 213 | 0 | -40 611 |
| **Book value 31.12.2020** | **5 887** | **39 846** | **427 987** | **1 611 348** | **2 085 069** |

| | Other rights | Customer contracts | Customer relationships | Goodwill | Total |
|---|---|---|---|---|---|
| Depreciation for the period | 197 | 1828 | 13205 | 0 | 15 229 |

The group uses straight line depreciation for all intangible assets.

The expected useful life for the assets is calculated to be:

| | |
|---|---|
| * Other rights, determined by the life of the asset | 15 - 30 years |
| * Customer relationships, determined by the life of the buildings | 50 years |
| * Customer contracts, determined by contract length | 5 - 25 years |
| * Goodwill | no depreciation |

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The book value of intangible assets with an undefined useful life and goodwill is tested annually for impairment. In case of indications of a possible impairment in value, impairment tests will be performed promptly, and in any case once a year. If the valuation tests indicate that the book values are no longer recoverable, assets are written down to their recoverable amounts. Impairment tests are carried out by identifying and discounting the cash flows linked to the cash-generating unit. The recoverable amount of the cash-generating unit is calculated based on its fair value less costs to sell. The whole group is considered as three CGU.

**Budget and forecast assumptions**

The impairment tests performed for 2020 are based on the 2021 budget, management's long-term forecasts (2-15 years) and a long term plan based on yearly forecasts using growth assumptions before the terminal value is established in 2043. Future cash flows are calculated over a 25 year period before the terminal value is calculated due to the longevity of the assets that the goodwill represents; concessions, new customers and contracts. A perpetual growth rate of 2% is assumed, which is consistent with industry reports. The cash flows are based on a number of assumptions. Due to the district heating price cap model, electricity prices play a significant role in the profitability of the business and the impairment tests utilise the forward price for electricity from a 3rd party consultant. Normal production is assumed for the business based on ten years' historic volume data, adjusted for weather/building normalisation, planned customer connections in the short term and long term growth assumptions. The current price cap model for district heating is expected to continue until the terminal year.

**Discount rate**

The discount rate is based on a weighted average of required rates of return for the Group's equity and debt (WACC). The required rate of return on the Group's equity is estimated by using the capital asset pricing model (CAPM). The required rate of return on debt is estimated on the basis of a long-term risk-free interest rate to which is added a credit margin.

**Sensitivity**

The sensitivity tests carried out reveal robustness for the business. Sensitivity analyses were conducted on the consequences of various changes in assumptions in the impairment tests including, for example, a reduction in heating volumes, reduction in long term price assumptions and an increase in the discount rate. The valuation of the equity in the business is most sensitive to changes in volumes and discount rate.

**EUA Allowances**

Oslofjord Varme is a participant in the CO2 quota scheme and is allocated EUA allowances free of charge from the Norwegian Environment Agency. As of 31.12.2020, the number of EUA allowances allocated to Oslofjord Varme is more than their measured emissions. The company uses a zero cost principle for allowances that are allocated free of charge and therefore, the value of KNOK 5 047 is not recorded at 31.12.

## Note 15 Inventories

(Amounts in NOK thousands)

| | 2020 | 2019 |
|---|---|---|
| **Current assets** | | |
| Raw materials | 3 436 | 3595 |
| **Book value 31.12** | **3 436** | **3595** |

**(i) Assigning costs to inventories**

The costs of inventory are determined using FIFO method.

**(ii) Amounts recognised in profit or loss**

Inventories recognised as an expense during the year ended 31 December 2020 amounted to KNOK 1 573. These were included in energy costs KNOK 1 525 and other expenses KNOK 49.

There were no write-downs of inventories during 2020.

## Note 16 Pensions

(Amounts in NOK thousands)

The group has two fully funded collective pension schemes in KLP and DNB respectively, as well as an unfunded early retirement scheme for the employees of Oslofjord Varme, which may be used voluntarily from the age of 62. The plans provide a defined benefit, which is mainly dependent upon the number of years of service, salary at retirement and the size of the National Insurance benefits. The defined benefit plans are closed to new members. The group also has two defined contribution plans in DNB; one for which all new employees in Oslofjord Varme AS after 1.1.2015 are registered in and one for which all new employees in Fredrikstad Fjernvarme after 1.5.2018 are registered in.

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

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| Net pension expenses | 2020 | 2019 |
|---|---|---|
| Current service cost | 3 014 | 3 236 |
| Net interest costs | 311 | 345 |
| Impact of plan amendments on DBO | 0 | 2 199 |
| Total net pension expenses including social security fees | 3 325 | 5 780 |
| Interest costs reclassified as financial expenses | 311 | 345 |
| **Total net pension costs for defined benefit plan** | **3 014** | **5 435** |
| Defined contribution pension plan | 439 | 374 |
| **Total included in employee benefit expenses** | **3453** | **5810** |

| Defined contribution plans: | 31.12.2020 | 31.12.2019 |
|---|---|---|
| Number of participants | 7 | 7 |
| Contribution rate | 6-18,1% | 6-18,1% |

| Defined benefit plans: | 31.12.2020 | 31.12.2019 |
|---|---|---|
| Actives | 14 | 14 |
| Pensioners | 5 | 5 |

| Financial assumptions: | 31.12.2020 | 31.12.2019 |
|---|---|---|
| Discount rate | 2,30 % | 2,60 % |
| Estimated salary increase | 2,25 % | 2,75 % |
| Estimated pension increase | 2,00 % | 2,50 % |
| Estimated social security base figure adjustment | 2,00 % | 2,50 % |

| Actuarial assumptions: | | |
|---|---|---|
| Mortality table | K2013BE | K2013BE |
| Disability table | KU | KU |
| Expected turnover | 2,3 % | 2,3 % |

| Net Defined Benefit Obligation: | 31.12.2020 | 31.12.2019 |
|---|---|---|
| Present value of funded obligations | 51 320 | 50 138 |
| Fair value of plan assets | 42 894 | 38 031 |
| Deficit (-) / surplus (+) | -8 426 | -12 106 |
| Present value of unfunded obligations | -5 187 | -5 726 |
| **Net asset (liabilities) in the balance sheet** | **-13 613** | **-17 832** |

| Reconciliation of net amount recognised in the Balance sheet: | 31.12.2020 | 31.12.2019 |
|---|---|---|
| Net assets (liabilities) recognised in the Balance sheet 1.1 | -17 531 | -16 898 |
| Net periodic pension cost | -2 712 | -5 453 |
| Employer contributions | 3 504 | 4 064 |
| Remeasurements (loss) gain | 3 126 | 455 |
| **Net assets (liabilities) recognised in the Balance sheet 31.12** | **-13 613** | **-17 832** |

The present value of unfunded oligations for pension in Fredrikstad Fjernvarme, totalling KNOK 315 is reclassified to other short-term liabilities as the total amount is payable in 2021. The defined benefit obligation in Fredrikstad Fjernvarme is not recognised on the balance sheet.

| Financial assumptions: | 31.12.2020 | 31.12.2019 |
|---|---|---|
| Discount rate | 1,70 % | 2,30 % |
| Estimated salary increase | 2,25 % | 2,25 % |
| Estimated pension increase | 2,00 % | 2,00 % |
| Estimated social security base figure adjustment | 2,00 % | 2,00 % |

| Actuarial assumptions: | | |
|---|---|---|
| Expected return on funds | 2,30 % | 2,30 % |
| Mortality table | K2013BE | K2013BE |
| Disability table | KU | KU |
| Expected turnover | 2,3 % | 2,3 % |

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**Note 17 Shareholders' Equity**

(Amounts in NOK thousands)

***Parent company***

| | Share Capital | Other paid-in equity | Other equity | Total |
|---|---|---|---|---|
| Equity as at 1.1.2020 | 120 | 1 665 788 | 12 349 | 1 678 257 |
| Profit for the year | | | -34 | -34 |
| **Equity as at 31.12.2020** | **120** | **1 665 788** | **12 315** | **1 678 224** |

The share capital consists of 1200 shares with a nominal value of kr 100,- each. Varme Topco AS is owned by Infranode I (No. 1) AB (42,5%), Core Infrastructure II Sàrl (42,5%) and Kommunal Landspensjonskasse gjensidig forsikringsselskap (15%).

***Group***

| | Share Capital | Other paid-in equity | Other equity | Total |
|---|---|---|---|---|
| Equity as at 1.1.2020 | 120 | 1 616 051 | | 1 616 171 |
| Defined pension benefit liabilities, net of tax (IAS19R) | | 2 438 | | 2 438 |
| Derivative financial instruments, net of tax | | -9 491 | | -9 491 |
| Loss for the year | | -3 392 | | -3 392 |
| **Equity as at 31.12.2020** | **120** | **1 605 606** | **0** | **1 605 726** |
| Non-controlling interest from acquisition of subsidiary | | | 33 758 | 33 758 |
| **Balance as at 31.12.2020** | **120** | **1 605 606** | **33 758** | **1 639 484** |

**Note 18 Cash Flow Information**

(Amounts in NOK thousands)

***Parent***

| | 2020 | 2019 |
|---|---|---|
| **Cash generated from operations:** | | |
| **Profit before income tax** | **-43** | **35 211** |
| Adjustments for: | | |
| Group contributions classified as financing cash flows | | -35 300 |
| **Finance costs - net** | 1 | -96 |
| **Cash generated from operations** | **-42** | **-185** |

***Group***

| | 2020 | 2019 |
|---|---|---|
| **Cash generated from operations:** | | |
| **Profit before income tax** | **-9072** | **16 951** |
| Adjustments for: | | |
| Depreciation and amortisation expenses | 72 829 | 69 075 |
| Share of profits of associates and joint ventures | -1 821 | -16 122 |
| Principle elements of leasing liabilities classified as financing cash flows | 2 130 | 1 897 |
| Fair value adjustment to derivatives | 4 695 | 14 890 |
| **Finance costs - net** | 62 272 | 70 349 |
| **Cash generated from operations** | **131 032** | **157 039** |

**Note 19 Critical estimates and judgements**

**Critical accounting estimates and judgments**
Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

***Critical accounting estimates and assumptions***
The group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

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*Estimated impairment of goodwill*
The group tests annually whether goodwill has suffered any impairment. The recoverable amounts of cash-generating units have been determined based on fair value less cost of disposal, which requires the use of estimates.

*Fair value of derivatives and other financial instruments*
The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. The group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

*Estimations in relation to lease accounting*
In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

*Pension benefits*
The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will impact the carrying amount of pension obligations.

The group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension obligation. Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in note 16.

***Critical judgments in applying the entity's accounting policies***

*Useful life of intangible assets*
Useful life of the group's intangible assets is linked to the expected useful life of the underlying assets. The value of concessions is derived from the useful life of the established infrastructure, as well as the expectation that the concessions are renewed without any significant investments from the group. The useful life of existing customer agreements is derived from both the expected useful life of the infrastructure as well as the expectation of when it is necessary to change any heating/cooling source.

**Note 20 Financial risk management**

***Financial risk factors***
The group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the group's financial performance. The group uses derivative financial instruments to hedge certain risk exposures.

Risk management for the group is carried out by using policies approved by the board of directors. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

***Market risk***

Currency risk
The group's currency risk is connected to PP notes issued in Euro. Foreign exchange risk arises from future interest payments and repayments of issued notes in a currency that is not the functional currency of the group. The group has entered into cross currency swaps which have converted the notes to NOK. With these cross currency swaps, the group agrees with other parties to exchange the difference between EURO and NOK at fixed currency and interest rates.

Price risk
The group is exposed to price risk due to variations in the different inputs in production – including electricity and oil.
In addition, the group is exposed by their own production in connection with the price limit on turnover of remotely deliverable heat which needs to be reconciled to the spot price for electricity.

Interest risk on cash flows
The group's interest risk is connected to long term loans. Loans with floating interest rates entail a risk of cash flows partly offset by bank deposits with floating rates.

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The group only has floating interest loans in NOK, whereof 43 % is secured through swaps. Such interest rate swaps have converted the floating rate loans to economic fixed rate loans. The group raises long-term loans at floating rates and swaps them into fixed rates that are lower than what the group would have achieved by raising a fixed-rate loan directly. With these interest rate swaps, the group agrees with other parties to exchange the difference between fixed contract rates and floating interest rates estimated in accordance with the agreed principal. This is performed in accordance with agreed upon intervals.

The group only has fixed interest notes in NOK and EUR, of which the EUR notes are hedged with cross currency swaps. Together with the loans, the total amount of interest which is converted to fixed is 78% for the group.

***Credit Risk***

Credit risk is managed on group basis, except for credit risk relating to accounts receivable balances. Each local entity is responsible for managing and analyzing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered.

Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables and committed transactions. If wholesale customers are independently rated, these ratings are used. If there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The utilisation of credit limits is regularly monitored. Sales to retail customers are settled in cash. See note 8 for further disclosure on credit risk.

| | Trade receivables | |
|---|---|---|
| | 2020 | 2019 |
| Opening loss allowance at 1 January | 0 | 0 |
| Receivables written off during the year as uncollectible | 215 | 0 |
| Closing loss allowance at 31 December | 215 | 0 |

Trade receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectaton of recovery include a failure to make contractual payments for a period of greater than 120 days past due. Subsequent recoveries of amounts previously written off are credited against the same line item.

***Liquidity risk***

Cash flow forecasting is performed in the operating entities of the group in and aggregated by group finance. Group finance monitors rolling forecasts of the group's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities (note 11) at all times so that the group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities. Such forecasting takes into consideration the group's debt financing plans, covenant compliance, compliance with internal balance sheet ratio targets and, if applicable external regulatory or legal requirements – for example, currency restrictions.

The table below specifies the group's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. Derivative financial liabilities are included in the analysis if their contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows.

(MNOK)

| 31.12.2020 | < 3 mnd | 3 md – 1 yr | 1-2 yr | 2-5 yr | Over 5 yr |
|---|---|---|---|---|---|
| Borrowings | 0 | 17,7 | 140 | 0,0 | 1394,2 |
| Net settled derivatives | 0,4 | 1,2 | 1,1 | 13,5 | 5,7 |
| Trade and other payables | 32,9 | 6,1 | 1,4 | 4,1 | 20,6 |
| Financial guarantee contracts | 0 | 0 | 0 | 0 | 0 |

**Note 21 Capital management**

The group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The main focus of capital management is to ensure that the group at all times complies with the requirements for reliability and return in connection with borrowing.

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Only the group's 5 interest rate swaps and 2 cross currency swaps are recorded at fair value. The swaps are entered in order to secure the group's cash flow in connection with future interest payments, the agreements are accounted for in accordance with this. The value of these agreements is calculated by the groups' bank based on future cash flow estimates and an observable curve for return on investment. Changes in fair value are recognised in comprehensive income, net after tax. See note 7.

**Note 22 Investments in subsidiaries**

(Amounts in NOK thousands)

***Parent company***

| Company | Number of shares | Ownership | Cost price | Book value |
|---|---|---|---|---|
| Varme Finco AS | 300 | 100 % | 1 677 568 | 1 677 568 |
| Subsidiaries owned through Varme Finco AS: | | | | |
| Varme Acquisitions AS | 6 469 149 | 100 % | 2 599 948 | 2 599 948 |
| Oslofjord Varme AS | 100 | 100 % | 2 383 948 | 2 383 948 |
| Fredrikstad Fjernvarme AS | 967 937 | 57 % | 77 259 | 77 259 |
| Mosjøen Varme Leasing AS | 30 000 | 100 % | 8 600 | 8 600 |

Investments in subsidiaries are booked according to the cost method.

| Financial information: | Net profit (loss) for 2020 | Equity 31.12.2020 | Location |
|---|---|---|---|
| Varme Finco AS | -1 161 | 1 648 785 | Bærum |
| Varme Acquisitions AS | 0 | 2 633 172 | Bærum |
| Oslofjord Varme AS | 63 870 | 218 437 | Bærum |
| Fredrikstad Fjernvarme AS | -7 588 | 82 682 | Fredrikstad |
| Mosjøen Varme Leasing AS | 2 364 | 19 557 | Bærum |

**Note 23 Investments in associated companies and joint ventures**

(Amounts in NOK thousands)

***Group - investments in associated companies and joint ventures are booked according to the equity method.***

| Company | Book value 01.01.2020 | Share of profits 2020 | Other capital transactions | Book value 31.12.2020 |
|---|---|---|---|---|
| Drammen Fjernvarme AS | 177 457 | 1 821 | - | 179 278 |

| Financial information: | Net profit (loss) for 2020 | Equity 31.12.2020 | Ownership | Location |
|---|---|---|---|---|
| Drammen Fjernvarme AS | 3 643 | 96 339 | 50 % | Drammen |

**Note 24 Related party transactions**

(Amounts in NOK thousands)

***Parent company***

The following transactions occurred with related parties:

| Sales and purchases of goods and services | 2020 | 2019 |
|---|---|---|
| - Purchase of services from Oslofjord Varme AS | 6 | 7 |
| Total | 6 | 7 |

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**Note 25 IFRS 7.24 (H) and IFRS 9.6.8 Interest Rate Benchmark Reform**

The amendments to IFRS 9 and IFRS 7 regarding the Interest Rate Benchmark Reform for the IBOR rate has been implemented in 2019.

The group has only fair value hedging with fixed interest rates.
Of the five interest rate swaps in the group, three are hedged using the 6 month NIBOR rate while the othertwo are hedged using the 3 month NIBOR rate. The nominal amount of the IR swaps are KNOK 304 418 and expire in 2020 - 2024. The nominal amount of the loan and notes portfolio is KNOK 1 549 647.

All of the interest rate swaps are affected by the interest rate benchmark reform, however the IBOR reform and associated accounting changes are not expected to have a major impact on the group's current exposures.

The group was refinanced in December of 2019. Once LIBOR rates are no longer available, the group will be able to use the mechanism provided for in the Initial Bank Facilities Agreement to agree a replacement benchmark rate. Annual meetings between the group and the financial institutions will also facilitate the process.

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