



## ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2020 - GENERELL INFORMASJON

### Enheten

Organisasjonsnummer: 912 630 714  
Organisasjonsform: Aksjeselskap  
Foretaksnavn: DOVRE GROUP ENERGY AS  
Forretningsadresse: Bjergsted Terrasse 1  
4007 STAVANGER

### Regnskapsår

Årsregnskapets periode: 01.01.2020 - 31.12.2020

### Konsern

Mørselskap 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: -

### Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Arve Jensen  
Dato for fastsettelse av årsregnskapet: 28.06.2021

### 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, 26.07.2022



### Resultatregnskap

Beløp i: NOK	Note	2020	2019
<b>RESULTATREGNSKAP</b>			
<b>Inntekter</b>			
Salgsinntekt	2	415 374 343	434 235 305
Annen driftsinntekt	2	11 554 895	13 520 498
<b>Sum inntekter</b>		<b>426 929 238</b>	<b>447 755 803</b>
<b>Kostnader</b>			
Varekostnad		209 341 513	207 351 579
Lønnskostnad	3	193 264 834	214 805 896
Avskrivning av driftsmidler og immaterielle eiendeler	4, 5	3 973 621	2 734 729
Annen driftskostnad	3	10 699 543	9 440 013
<b>Sum kostnader</b>		<b>417 279 512</b>	<b>434 332 218</b>
<b>Driftsresultat</b>		<b>9 649 726</b>	<b>13 423 585</b>
<b>Finansinntekter og finanskostnader</b>			
Renteinntekt fra foretak i samme konsern		207 310	141 073
Annen renteinntekt		25 843	15 245
Annen finansinntekt	11	3 476 653	523 647
<b>Sum finansinntekter</b>		<b>3 709 806</b>	<b>679 964</b>
Annen rentekostnad		414 030	288 022
Annen finanskostnad	11	4 634 336	236 161
<b>Sum finanskostnader</b>		<b>5 048 366</b>	<b>524 183</b>
<b>Netto finans</b>		<b>-1 338 560</b>	<b>155 781</b>
<b>Ordinært resultat før skattekostnad</b>		<b>8 311 166</b>	<b>13 579 366</b>
Skattekostnad på ordinært resultat	6	2 371 460	2 987 461
<b>Ordinært resultat etter skattekostnad</b>		<b>5 939 706</b>	<b>10 591 905</b>
<b>Årsresultat</b>		<b>5 939 706</b>	<b>10 591 905</b>
<b>Årsresultat etter minoritetsinteresser</b>		<b>5 939 706</b>	<b>10 591 905</b>
<b>Totalresultat</b>		<b>5 939 706</b>	<b>10 591 905</b>



## Resultatregnskap

<b>Beløp i: NOK</b>	<b>Note</b>	<b>2020</b>	<b>2019</b>
<b>Overføringer og disponeringer</b>			
Ordinært utbytte		5 000 000	
Avsatt til annen egenkapital	7	939 706	10 591 905
<b>Sum overføringer og disponeringer</b>		<b>5 939 706</b>	<b>10 591 905</b>



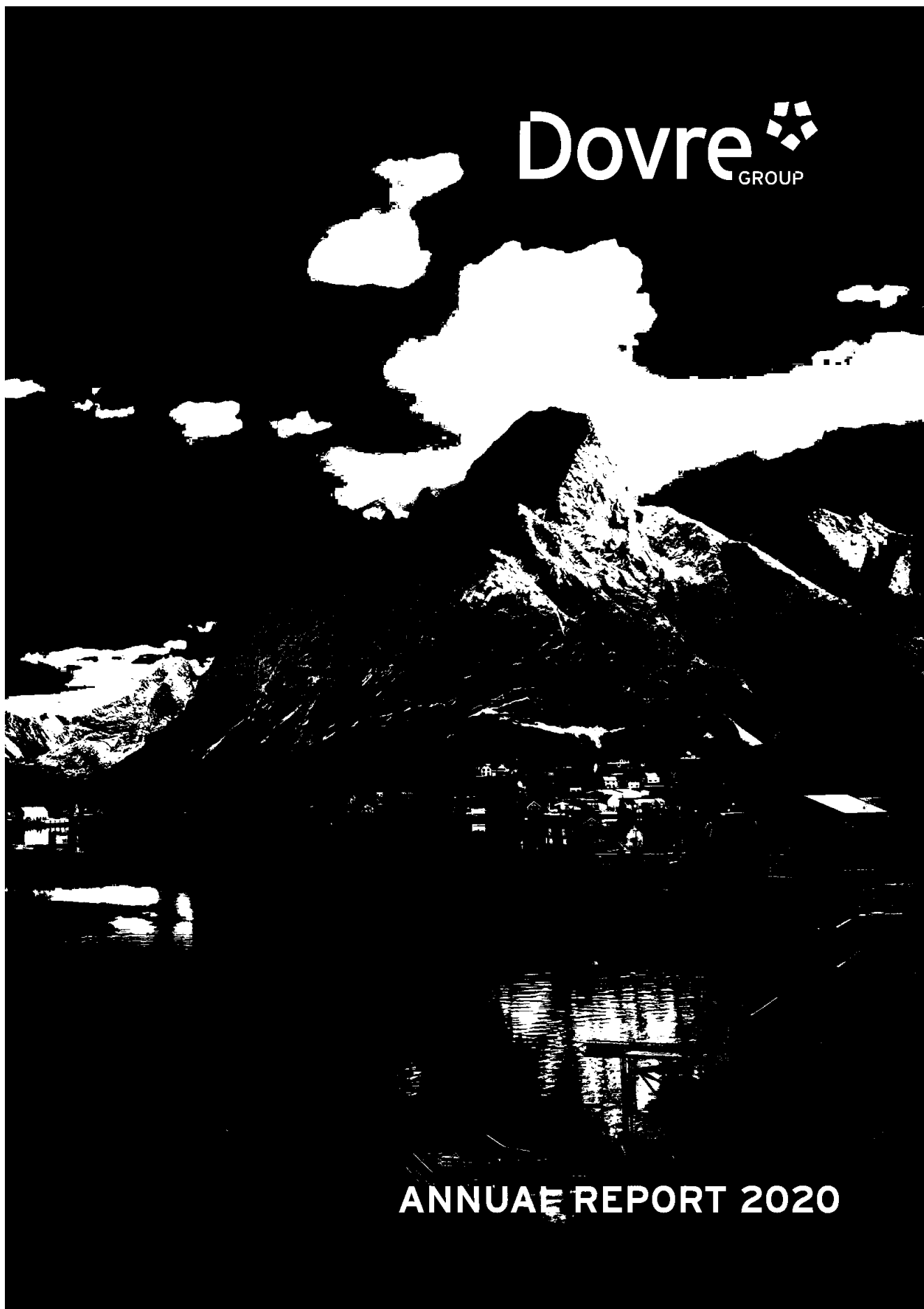
## Balanse

Beløp i: NOK	Note	2020	2019
<b>BALANSE - EIENDELER</b>			
<b>Anleggsmidler</b>			
<b>Immaterielle eiendeler</b>			
Konsesjoner, patenter o.l.	4	13 150 910	13 735 819
Goodwill	4	16 516 514	1 952 491
<b>Sum immaterielle eiendeler</b>		<b>29 667 425</b>	<b>15 688 310</b>
<b>Varige driftsmidler</b>			
Driftsløsøre, inventar o.a. utstyr	5	74 553	172 619
<b>Sum varige driftsmidler</b>		<b>74 553</b>	<b>172 619</b>
<b>Finansielle anleggsmidler</b>			
Investering i datterselskap	9	608 218	35 782 396
Lån til foretak i samme konsern		3 651 600	
Andre langsiktige fordringer			28 000
<b>Sum finansielle anleggsmidler</b>		<b>4 259 818</b>	<b>35 810 396</b>
<b>Sum anleggsmidler</b>		<b>34 001 796</b>	<b>51 671 326</b>
<b>Omløpsmidler</b>			
<b>Varer</b>			
<b>Fordringer</b>			
Kundefordringer	10, 12	77 841 540	108 848 421
Andre kortsiktige fordringer	10, 12	120 717	1 251 395
Konsernfordringer		26 487 910	9 637 276
<b>Sum fordringer</b>		<b>104 450 167</b>	<b>119 737 092</b>
<b>Bankinnskudd, kontanter og lignende</b>			
Bankinnskudd, kontanter o.l.		229 363	-29 517
<b>Sum bankinnskudd, kontanter og lignende</b>		<b>229 363</b>	<b>-29 517</b>
<b>Sum omløpsmidler</b>		<b>104 679 530</b>	<b>119 707 575</b>
<b>SUM EIENDELER</b>		<b>138 681 326</b>	<b>171 378 901</b>



## Balanse

Beløp i: NOK	Note	2020	2019
<b>BALANSE - EGENKAPITAL OG GJELD</b>			
<b>Egenkapital</b>			
<b>Innskutt egenkapital</b>			
Aksjekapital	7, 8	2 558 140	2 558 140
Overkurs	7	19 344 985	18 970 485
Annen innskutt egenkapital	7	988 000	988 000
<b>Sum innskutt egenkapital</b>		<b>22 891 125</b>	<b>22 516 625</b>
<b>Opptjent egenkapital</b>			
Annen egenkapital	7	19 777 632	19 212 425
<b>Sum opptjent egenkapital</b>		<b>19 777 632</b>	<b>19 212 425</b>
<b>Sum egenkapital</b>		<b>42 668 757</b>	<b>41 729 051</b>
<b>Gjeld</b>			
<b>Langsiktig gjeld</b>			
Utsatt skatt	6	178 491	71 620
<b>Sum avsetninger for forpliktelser</b>		<b>178 491</b>	<b>71 620</b>
<b>Annen langsiktig gjeld</b>			
Gjeld til kredittinstitusjoner		11 200 000	14 400 000
<b>Sum annen langsiktig gjeld</b>		<b>11 200 000</b>	<b>14 400 000</b>
<b>Sum langsiktig gjeld</b>		<b>11 378 491</b>	<b>14 471 620</b>
<b>Kortsiktig gjeld</b>			
Leverandørgjeld	10	19 693 664	37 071 201
Betalbar skatt	6	2 264 589	2 984 885
Skyldig offentlige avgifter		22 612 935	28 612 144
Utbytte		5 007 333	
Annen kortsiktig gjeld		35 055 557	46 510 001
<b>Sum kortsiktig gjeld</b>		<b>84 634 078</b>	<b>115 178 230</b>
<b>Sum gjeld</b>		<b>96 012 569</b>	<b>129 649 850</b>
<b>SUM EGENKAPITAL OG GJELD</b>		<b>138 681 326</b>	<b>171 378 901</b>

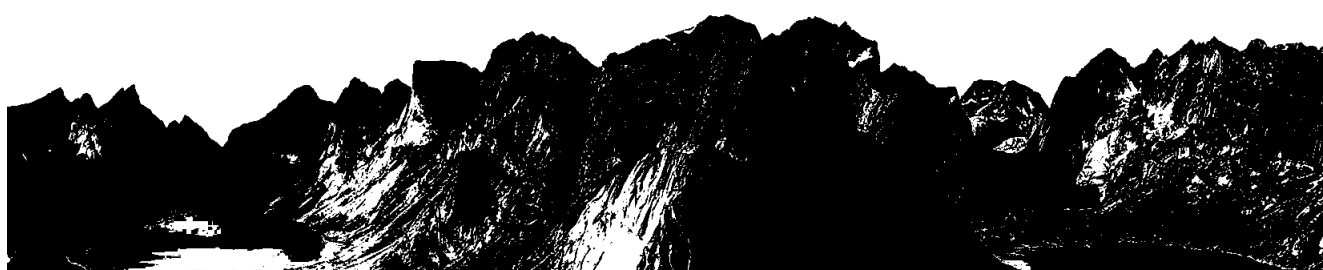


**Dovre**   
GROUP

**ANNUAL REPORT 2020**



**MINDS MOVE MOUNTAINS**



## **DOVRE GROUP IN BRIEF**

Dovre Group is a global provider of project management services. The Group's parent company Dovre Group Plc is domiciled in Finland listed on Nasdaq Helsinki (symbol DOV1V).

Dovre Group has two business areas: Project Personnel and Consulting. Dovre Group's Project Personnel business area has over 30 years of experience as a global provider of project professionals for large investment projects. The Group's Consulting business

area operates in the Nordic countries and provides management and project management expertise for the development and execution of large investment projects.

In 2020, Dovre Group's net sales were EUR 77.5 million and the Group's operating result was EUR 2.4 million. Project Personnel accounted for 81% and Consulting for 19% of the net sales. Dovre Group employs more than 600 people worldwide.



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## BUSINESS AREAS

### THE NEW STRUCTURE IN THE NORWEGIAN OPERATIONS WILL INCREASE THE UTILIZATION OF CORE COMPETENCIES

The reorganization of the Norwegian-based business in January 2020 has proved successful. We transferred part of the Project Personnel business to the Consulting business. In the new organizational structure, those businesses that have special characteristics related to the energy sector or core competencies related to consulting activities have been com-

bined into their own entities. The new structure enables the better use of the professional skills of Dovre's personnel in the management of customer projects and business development. The changes will not affect the company's structures in other units outside Norway. Other units will continue to serve all customers on major projects in the energy and other industries.

### PROJECT PERSONNEL

Dovre Group's Project Personnel business area has over 30 years of experience as a global provider of project professionals for large investment projects. Our main markets are the Nordic countries, Asia Pacific, North America, and the Middle East. Dovre Group has offices in Norway, Canada, Finland, Russia, Singapore and the United States.

a solid portfolio of long-term framework agreements with existing and new clients.

### OUR BUSINESS HAS A SOUND BASIS ALTHOUGH 2020 CIRCUMSTANCES WERE EXCEPTIONAL

The COVID19 pandemic and the weaker Norwegian krone affected our business. We closely monitored market developments and adjusted our operations accordingly. As a result of these measures, our relative profitability remained at the previous year's level. In particular, our operations in Singapore have developed strongly despite the challenges posed by the coronavirus.

### PROJECT PERSONNEL BUSINESS IS ABOUT TRUST AND LOYALTY

Dovre Group helps the world's leading organizations succeed in their projects. We ensure access to the best project professionals - whenever or wherever our clients need them. As a publicly listed company, we are a compliant, transparent and trustworthy partner for our clients. We consistently get top scores for quality and service when the customers review our work. The key to success in the project personnel business is access to the best project people. Many of our consultants have been with us for decades, on numerous different assignments around the world. We take good care of our consultants, and together we take good care of our clients. We are building

In 2020, our net sales decreased by 18% to EUR 62.9 (77.0) million. Our net sales decreased by 5% on constant currencies. Operating profit decreased to EUR 1.9 (2.4) million. However, our relative profitability remained at the previous year's level due to the adjustment of operations. The project personnel business employed an average of 541 (580) people during the year.

### CONSULTING

Dovre Group's Consulting business area provides advisory services for the effective development and execution of large projects. We operate in the Nordic countries, with offices in Finland and Norway.

Success in the consulting business requires the ability to continuously provide our clients with the services they value. We focus on building long-term customer relationships based on framework agreements and practical advice.

### OUR CLIENTS TRUST OUR PROJECT EXPERTISE

Large projects typically entail several years of concept development and planning before execution, and involve large scale investments. Many of our clients maintain project portfolios that include several projects of different sizes and in different phases, and many have portfolios covering extensive procurement projects. Others, on the other hand, have only one larger project running at a time, but this project is often significant compared to the client's other investments or business costs.

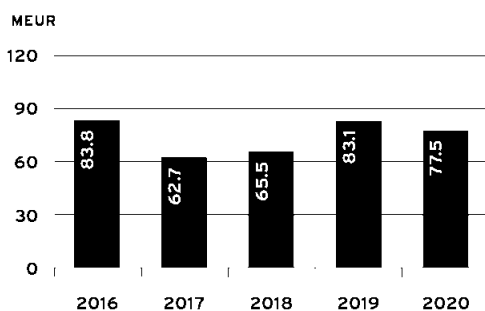
### PROFITABLE GROWTH

In 2020, our net sales increased by 137 percent to EUR 14.5 (6.1) million, and operating profit more than doubled to EUR 1.5 (0.6) million. Our net sales increased by 178% at constant currencies. In the Norwegian unit, net sales increased due to restructuring and also new frameagreements signed during the year. In Finland, business developed positively. The business group employed an average of 85 (37) people during the year.

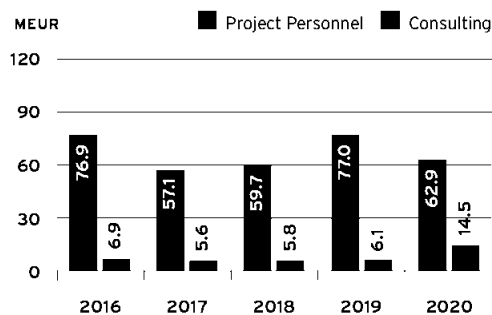


## KEY FIGURES

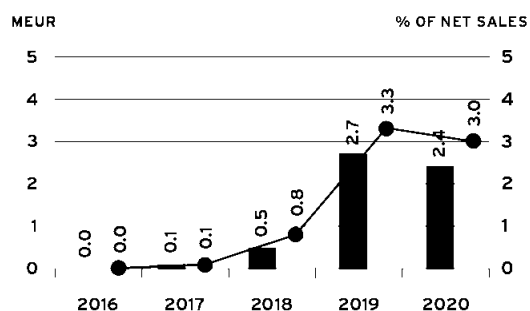
### NET SALES



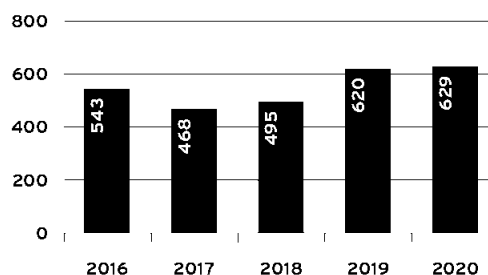
### NET SALES BY BUSINESS AREA



### OPERATING RESULT



### AVERAGE PERSONNEL OF THE YEAR



EUR THOUSAND	IFRS 2020	IFRS 2019	IFRS 2018	IFRS 2017	IFRS 2016
Net sales	77,474	83,135	65,466	62,681	83,810
Change, %	-6.8%	27.0%	4.4%	-25.2%	-27.7%
Operating result	2,351	2,705	539	52	4
% of net sales	3.0%	3.3%	0.8%	0.1%	0.0%
Result before tax	2,168	2,642	1,058	-398	-1,545
% of net sales	2.8%	3.2%	1.6%	-0.6%	-1.8%
Result for the period	1,643	2,091	844	-547	-1,669
% of net sales	2.1%	2.5%	1.3%	-0.9%	-2.0%
Return on equity, %	6.8%	9.0%	3.8%	-2.3%	-6.3%
Return on investment, %	7.9%	10.3%	4.6%	-1.1%	-4.2%
Equity-ratio, %	53.6%	49.2%	59.1%	62.2%	60.3%
Gearing, %	-10.1%	0.2%	-7.8%	-9.4%	-18.3%
Balance sheet total	44,497	49,460	37,513	36,389	42,794
Gross capital expenditure	8	84	164	249	322
% of net sales	0.0%	0.1%	0.2%	0.4%	0.4%
Research and development	155	171	160	135	106
% of net sales	0.2%	0.2%	0.2%	0.2%	0.1%
Average number of personnel	629	620	495	468	543
Personnel at end of period	610	691	495	476	462



**The year of 2020 was solid for Dovre despite the COVID-19 pandemic. We successfully carried on our business, developed our operations and achieved our profitability target set before the pandemic. In 2021, we will continue to position ourselves as a key player in energy projects and will further diversify our business for continued profitable growth.**

Looking back at the beginning of 2020, Dovre Group had a very good foundation for a successful year. Activity levels were high in both the Project Personnel and Consulting business areas, and we were expecting to see further growth through synergies from the 2019 Tech4Hire acquisition and the benefits of the organisational changes implemented in Norway at the beginning of 2020. The latter benefits materialised over the year in the form of a stronger client base and a new strengthened organisation, but the COVID-19 pandemic caused the market to slow down as decisions for starting up new projects were put on hold. The influence was especially high in the energy sector.

The COVID-19 restrictions started to impact our business in March. Norway, our largest market in oil and gas, was severely hit by temporary layoffs in March-April. Business demand started to recover gradually in H2, starting in Singapore in the summer and in Norway shortly after the summer.

In the Consulting business in Norway and Finland, many projects were cancelled or put on hold. Although the COVID-19 impact was somewhat smaller than in the energy sector, it had a significant impact on the market demand for our services.

Our widespread client projects and locations have given us the resilience to continue our business during the pandemic. Examples of key projects continued throughout the pandemic are the Equinor Johan Castberg project in Norway and the Nalcor Lower Churchill project in Canada. The Equinor Johan Castberg project is a major offshore FPSO (Floating Production Storage and Offloading) project and Nalcor Lower Churchill project is a major hydroelectric project.

I am very pleased that most of our existing clients have exercised their options to extend agreements in this difficult pandemic situation, and that we have won several new frame agreements and single contracts in both business areas.

Dovre's healthy financial position and timely implemented cost-control measures also supported our business. I have been particularly proud of our employees' and consultants' ability to keep the projects running under these exceptional conditions.

The pandemic forced us and our clients to quickly change our operating models to include the extensive use of remote work and work from home offices. As these new models have proven effective, we expect them to remain permanent in part. This will reduce the need for on-site business travel in the future and may increase the need for local consultants. In future the key driver for our business continues to be, however, the level of new projects initiated.

As a global provider of project management services, we operate at the crossroads of megatrends such as climate change and digitalisation. Our ambition is to further diversify our business by increasing the relative share of revenues from our land-based industries and renewable energy production by being an active player in the transformation from Oil and Gas to Energy. We also aim at increasing the share of Consulting of our total business and continue work in this field to include new clients and projects in the transportation, buildings and construction, ICT, defence and health sectors.

Our value creation to our shareholders and other stakeholders will be based - in addition to further diversification of our business - on our employees' and consultants' value-add-



ing expertise, keeping our operational costs low and maintaining long-term client relationships.

Dovre Group's main markets are situated in politically and economically stable countries. Our largest concerns regarding our operating environment relate therefore to the development of the pandemic and COVID-19 vaccination schedules, oil price development, and other market movements.

At the time of writing this review in early March 2021, we expect the negative effects of the pandemic to continue to impact our business to some degree at least for the next six months. Competition is still strong in our markets, but at the same time the availability of consultants improved as some projects were delayed or put on hold in 2020. The world economic situation, including the slow-down in world trade, the US-China trade war, Brexit, geopolitical instability, oil price fluctuations, climate change and other global uncertainties, naturally plays a part in our business environment too. We continue to monitor our business environment and if necessary, we will adjust our operations accordingly.

I warmly thank each and every one of our employees. Together we are able to serve some of the biggest companies in the world and exceed their expectations, even in difficult times. I also want to thank our customers, our shareholders and other stakeholders for their highly valued support.

**Arve Jensen**  
**CEO**  
**Dovre Group**

## DOVRE GROUP AS AN INVESTMENT

**Dovre Group's mission is to support an environmentally and socially sustainable future by providing high value competence in major investment projects in the private and public sectors. We create value to our clients by helping them to reach their goals.**

### OUR VALUE CREATION IS BASED ON PROJECTS, EXPERTISE AND TRUST

Dovre Group provides advisory services, project management solutions and professional project personnel. Our personnel's deep expertise and ability to advise, develop and manage client projects form the core of Dovre Group's business model and enable its growth and development. To succeed in creating value for our customers we must first ensure that the best experts in our field continue to be available to us as consultants, and thereafter ensure that our clients have access to the right people at the right time.

The industries we focus on are energy, building & infrastructure, industry, mining and pulp & paper. Our clients are leading private and public organizations, and the projects in which we partner are typically long-term and complex. Due to the nature of our business, trust is a key element in our business. Therefore, the long-term financial success of Dovre Group depends on - in addition to our employees' ability to offer valuable advice to clients over time - the long-term customer and employee relationships that are built on trust and loyalty.

### OUR STRATEGY TARGETS PROFITABLE GROWTH

We aim at profitable growth by increasing revenues and profit margins in our existing business units. Our ambition is to further diversify our business by increasing the relative share

of revenues from our land-based industries and renewable energy production by being an active operator in the transformation from Oil and gas to Energy and by increasing the relative size of Consulting in our business.

Dovre Group's both business units have ambitious strategies that aim for first-class project implementation and customer experiences, sustainable growth and solid financial performance of the Group.

The outbreak of coronavirus pandemic in 2020 and its unfortunate impacts on business demand have proven the resilience of our business model in uncertain times. Our ability to continue operations on a remote basis and to adjust operations to the extent needed has been possible thanks to our strong relationships with our clients and our highly committed personnel and consultants. In addition, our healthy financial position adds to our adaptivity in exceptional times.

### OPERATING ENVIRONMENT AND OUR COMPETITIVE ADVANTAGES

Our long experience in project consulting provides us with a deep understanding of our clients and our operating environment. The market is highly competitive both for winning new clients and projects and for finding new talented consultants. In Consulting (Norway and Finland) we compete mainly with local companies specialized in Project management, whereas in Project Personnel our competitors vary from global large players to smaller local companies.

Increased competition puts margins on the pressure at the same time as client needs rapidly evolve in line with global megatrends such as sustainability, digitalisation and increasing regulation. Area-specific differences in local economies and business cycles in our focus sectors may vary, which requires close monitoring of the market. On the other hand, the scope and diversity of our business and clients also mitigates the impacts of country, area and sector specific risks.



6 Dovre Group as an investment



## OUR COMPETITIVE ADVANTAGES TO WIN AND MAINTAIN CLIENTS ARE THE FOLLOWING:

- We have offices in six countries, delivered projects in +20 countries and are a key player in Norway with strong hubs in Singapore, EMEA and North America. Our global clients value the competence and the ability to follow the projects worldwide.
- We are a long-term high-quality provider of consultants and consulting professionals to projects with more than 30 years experience.
- We have an extensive and continuously increasing reference list within the energy operations including Equinor, Exxon, Aramco, Shell, Husky, ABB, Siemens and Aibel. In addition, increasing reference lists in infrastructure, IT, public administration, health, defence. In Norway we have been engaged since 2000 by the Ministry of Finance as a third party company ensuring quality assurance for all major public projects.
- We have strong inhouse project competence combined with practical experience from world-class client projects. Our experience enables the recruitment of the best consultants. Our projects are always tailored to client needs.
- We have access to the best, pre-qualified professionals in the industry. Some of the contractors and consultants have been working with Dovre for more than 20 years and Dovre's consultants have been ranked number 1 in Norway.
- As a listed company, our operations are transparent for all stakeholders. We have a strong focus on ESG matters both internally and through client projects. We seek growth especially in the huge energy transformation from oil and gas to renewable energy.

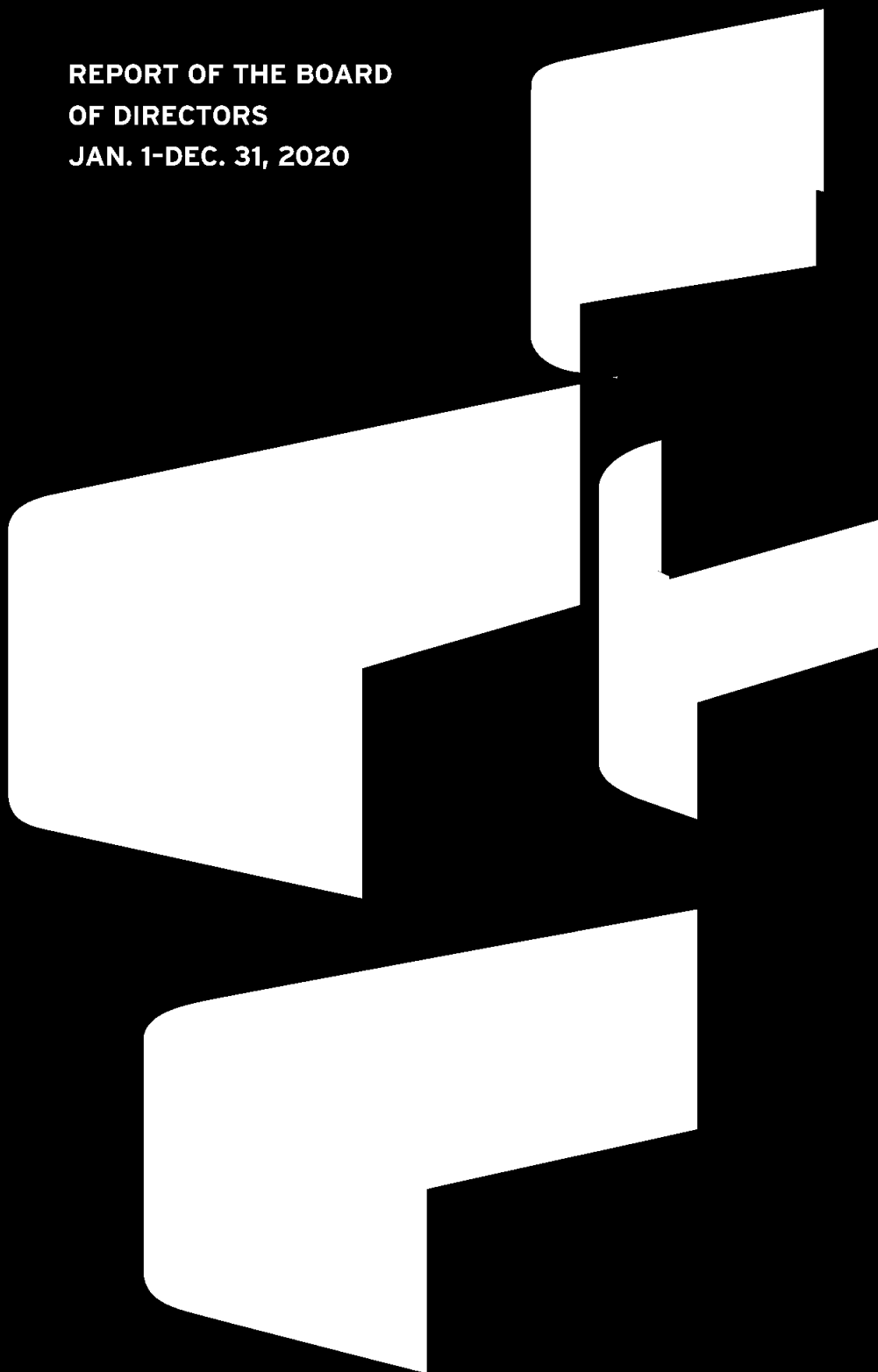
Our objective is to create value for our shareholders by developing our businesses and by building and maintaining long-lasting customer and consultant relationships based on strong partnerships and accumulated special expertise. We see long-term, constant demand for our clients' projects and for their need for advice in implementing them. We consider Dovre Group to be well-positioned to strengthen its position in these growing markets.

## WHY INVEST IN DOVRE?

- Established global business and brand
- Diversification and risk management through business areas, geographic reach and client sectors
- Loyal customer base with low dependency on individual clients or projects
- Access to best consultants
- Megatrends supporting long-term growth
- Room for margin improvement through business diversification
- Strong financial position with low debt and solid track record as dividend payer



**REPORT OF THE BOARD  
OF DIRECTORS  
JAN. 1-DEC. 31, 2020**





## 2. REPORT OF THE BOARD OF DIRECTORS

### KEY FIGURES

EUR MILLION	2020	2019	CHANGE %
Net sales	77.5	83.1	-6.8
Operating result	2.4	2.7	-13.1
% of net sales	3.0	3.3	
Profit before taxes	2.2	2.6	-17.9
% of net sales	2.8	3.2	
Result for the period	1.6	2.1	-21.4
% of the net sales	2.1	2.5	
Net cash flow from operating activities	4.2	1.3	231.8
Net debt	-2.4	0.0	
Debt-equity ratio (Gearing), %	-10.1	0.2	
Earnings per share, EUR			
Undiluted	0.016	0.021	-22.7
Diluted	0.016	0.021	-22.7

### NET SALES AND PROFITABILITY

#### NET SALES

In 2020, Dovre Group's net sales decreased by 6.8%, totalling EUR 77.5 (83.1) million. The decrease was mainly impacted by the slowdown in demand caused by the COVID-19 pandemic and the adverse impacts of the currency exchange rates on Group net sales. Tech4Hire's net sales are reported as part of the Group's Project Personnel segment as of 1 May 2019.

Project Personnel accounted for 81 (93)% and Consulting for 19 (7)% of the Group's net sales. Net sales for Project Personnel decreased by 18.3%, totalling EUR 62.9 (77.0) million. Net sales for Consulting increased by 136.7%, totalling EUR 14.5 (6.1) million. Reported net sales figures are impacted, in addition to general business demand, by the organisation changes in Norway in January 2020.

Considering the retrospective impact of the organisational changes in Norway in January 2020 to January-December 2019 figures, Project Personnel would have accounted for 83% of net sales and Consulting for 17% of new sales in the comparison period in 2019. Consequently, net sales in the

Project business would have declined by 9.2% year-on-year in the period under review. In the Consulting business, net sales would have increased by 5.1% year-on-year.

By market area, EMEA's net sales totalled EUR 59.9 (66.4) million, accounting for 77 (80)% of the Group's net sales during the year. Net sales for AMERICAS were EUR 7.7 (9.6) million, accounting for 10 (12)% of the Group's net sales. Net sales for APAC were EUR 9.9 (7.2) million, accounting for 13 (9)% of the Group's net sales.

Year-on-year fluctuations in the foreign currency exchange rates, especially the depreciation of the Norwegian krone against the euro, had a clear negative impact on the Group's net sales in the period under review. At constant currencies, net sales would have been on a 2019 level despite the adverse impact of the pandemic.

Several existing clients used their options to extend agreements in 2020, and in addition Dovre won several new frame agreements and single contracts in both business units.



NET SALES BY REPORTING SEGMENT EUR MILLION	1-12/2020	1-12/2019	CHANGE %
Project Personnel	62.9	77.0	-18.3
Consulting	14.5	6.1	136.7
<b>Group total</b>	<b>77.5</b>	<b>83.1</b>	<b>-6.8</b>

NET SALES BY MARKET AREA EUR MILLION	1-12/2020	1-12/2019	CHANGE %
EMEA	59.9	66.4	-9.8
AMERICAS	7.7	9.6	-19.3
APAC	9.9	7.2	37.2
<b>Group total</b>	<b>77.5</b>	<b>83.1</b>	<b>-6.8</b>

#### Dovre Group's market areas are:

- EMEA: Norway, Middle East, Finland
- AMERICAS: Canada, US
- APAC: Singapore

Other operating income totalled EUR 0.2 (0.8) million euros.

#### PROFITABILITY

In 2020, the Group's operating result totalled EUR 2.4 (2.7) million, corresponding to 3 (3.3)% of net sales. Project Personnel's operating result was EUR 1.9 (2.4) million. Consulting business area's operating result was EUR 1.5 (0.6) million. The operating result of the Group's Other functions was EUR -0.7

(-0.1) million. In the comparison year, the figures included the sales gain of EUR 0.8 million from the divestment of Kuukoti property in September 2019. The unallocated costs were EUR -0.3 (-0.3) million. Employee benefit expenses decreased broadly in line with the net sales, by 6.2% to EUR 71 (75.6) million.

Considering the retrospective impact of the organisational changes in Norway in January 2020 to January-December 2019 figures, the operating profit of Project Personnel would have been EUR 1.7 million and the operating profit of the consulting business EUR 1.3 million in the comparison period of 2019.

OPERATING RESULT EUR MILLION	1-12/2020	1-12/2019	CHANGE %
Project Personnel	1.9	2.4	-20.6
Consulting	1.5	0.6	130.0
Other functions **	-0.7	-0.1	-1,056.6
Unallocated *	-0.3	-0.3	-12.7
<b>Group total</b>	<b>2.4</b>	<b>2.7</b>	<b>-13.1</b>

\* Unallocated expenses include the amortisation of customer agreements and relations, expenses recorded as a result of adopting of IFRS 16 in 2019.

\*\* In 2019, gain from the sale of Kuukoti office property included.

#### RESULT

The Group's result before taxes was EUR 2.2 (2.6) million. The result included EUR -0.2 (-0.1) million of finance items, including an income of EUR 0.2 (0.2) million as a result of fair value of SaraRasa Bioindo investment through profit and loss. Dovre owns 19.9% of SaraRasa shares.

The Group's result for the period was EUR 1.6 (2.1) million. The Group's earnings per share was EUR 0.02 (0.02). The Group's return on average capital employed before taxes (ROI) was 7.9 (10.3)%.



## CASH FLOW, FINANCING AND INVESTMENTS

On 31 December, the Group's balance sheet total was EUR 44.5 (49.5) million. The Group's cash and cash equivalents totalled EUR 8.5 (5.8) million. In addition, the Group has unused credit limits.

At year-end, the equity ratio was 53.6 (49.2)% and the debt-equity ratio (gearing) -10.1 (0.2)%. The interest-bearing liabilities amounted to EUR 6.1 (5.8) million, accounting for 13.8 (11.8) % of the Group's shareholders' equity and liabilities. A total of EUR 4.2 (3.1) million of the Group's interest-bearing liabilities were current and a total of EUR 1.9 (2.7) million non-current.

Net cash flow from operating activities was EUR 4.2 (1.3) million, which includes EUR 1.9 (-1.1) million change in working capital. The decrease in trade and other receivables and decrease in trade and other payables, in particular, had an effect on the cash flow.

Net cash flow from investing activities was EUR -1.0 (-0.2) million. Gross investments totalled EUR 0.0 (0.1) million, proceeds from sale of tangible assets totalled EUR 0.0 (1.6) million, and business acquisition (additional purchase price for Tech4Hire acquisition) amounted to EUR -1.0 (-1.8) million.

Net cash flow from financing activities was EUR -0.1 (-0.4) million. It includes a directed share issue of 0.3 million euros related to the payment of additional purchase price to the sellers of Tech4Hire (share issue of 0.4 million euros in 2019 related to the Tech4Hire acquisition). In 2020, the Group paid a total of EUR 1.0 (1.0) million in dividends. The balance sheet goodwill totalled EUR 16.4 (17.4) million on 31 December. No indications of impairment exist.

## CHANGES IN THE GROUP STRUCTURE

### LEGAL RESTRUCTURING IN NORWAY

At the beginning of January 2020, Dovre Group reorganised its business in Norway and transferred a part of the business from the Project Personnel segment to be reported as a part of the Consulting segment. The new organisational structure combined those businesses that have specific features in the energy sector as one entity, and those with core expertise in consulting as one entity, thereby enabling Dovre's personnel to utilise their expertise better in the management of customer projects and in developing Dovre's business.

Following the reorganisation, Dovre Group has two companies in Norway: Dovre Group Energy AS, earlier Dovre Group Projects AS, focuses on supplying project personnel to clients within the energy sector. Dovre Group Consulting AS focuses on consulting within project management and supplying project personnel to clients within industries other than energy.

Dovre Group Energy AS is reported as part of Project Personnel segment and Dovre Group Consulting AS as part of Consulting segment in the Group's financial reporting. The changes had no effect on the legal structures in other units outside of Norway.

### NEW SUBSIDIARY IN RUSSIA

In February 2020, Dovre Group expanded its offering to a new geographical area of Western Russia by establishing a new subsidiary company in St. Petersburg (Dovre ooo). The company initially planned to offer project personnel, specialists and advanced project services for both foreign and Russian companies operating in Russia as well as administrative support and other back office services for all Dovre companies internally to improve the cost efficiency and profitability of Dovre, but the COVID-19 pandemic has significantly slowed down the start of operations.

## RESEARCH AND PRODUCT DEVELOPMENT

The Group's research and development costs were EUR 0.2 (0.2) million, which equals 0.2 (0.2)% of the Group's net sales.



## PERSONNEL

On 31 December, Dovre Group employed 610 (691) people: 521 (653) of which were employed by Project Personnel, 86 (35) by Consulting, and 3 (3) by Other functions. The changes especially reflect the organisational change implemented in Norway at the beginning of the year. In addition, Dovre has adjusted its operations from Q2 onwards in Norway by implementing temporary layoffs to meet the current changes in demand.

During 2020, the average number of personnel employed by the Group was 629 (620). Project Personnel employed 541 (580) and Consulting 85 (37) people. In the Project Personnel business area 22 (30)% of the employees were independent contractors.

The Group's personnel expenses in 2020 were EUR 70.9 (75.6) million.

PERSONNEL AVERAGE	1-12/2020	1-12/2019	CHANGE %
Project Personnel	541	580	-6.7
Consulting	85	37	129.5
Other functions	3	3	0.0
<b>Group total</b>	<b>629</b>	<b>620</b>	<b>1.5</b>

## GROUP MANAGEMENT

Dovre Group appointed Ms Sirpa Haavisto (M.Sc. Econ.) as the Group's new CFO as of 1 October 2020, following the former CFO, Ms Mari Paski's resignation from the position in July 2020. Ms Haavisto reports to CEO Arve Jensen and is a member of the Dovre Group's Executive team.

At the end of 2020, the Executive Team consists of Arve Jensen (CEO), Stein Berntsen (President, Consulting), and Sirpa Haavisto (CFO).

## SHARES, SHAREHOLDERS AND STOCK OPTIONS

### SHARE CAPITAL AND TRADING

Dovre Group Plc has one series of shares. Each share entitles its holder to one vote. Dovre Group Plc's shares are listed on Nasdaq Helsinki Oy.

The share capital of Dovre Group Plc on 1 January 2020 and 31 December 2020 was EUR 9,603,084.48. The number of shares was 101,946,747 on 1 January 2020 and 102,956,494 on 31 December 2020.

On 31 December 2020, Dovre Group's share capital was EUR 9,603,084.48 and the total number of shares 102,956,494. The number of shares increased during Q1 2020 when Dovre Group issued 1,009,747 new shares to the sellers of Tech4Hire AS, originally acquired in spring 2019, in a directed share issue. The issue was related to the payment of an additional purchase price to the sellers of Tech4Hire, where a part of the additional consideration was used to subscribe for new shares in Dovre Group Plc. The share subscription price was EUR 0.34 and the total subscription price was EUR 343,314. The share subscription price was based on the trade-weighted average price of Dovre Group's shares on Nasdaq Helsinki between 7 February 2020 and 13 February 2020. The share subscription price was recorded in full in the company's invested unrestricted equity fund.

In 2020, altogether 31.1 (50.0) million Dovre Group shares were exchanged on Nasdaq Helsinki Ltd., corresponding to a trade of approximately EUR 8.7 (11.9) million. The trading volume in the comparison year was impacted by the share transactions made by the company's largest shareholders in early November 2019.

The volume weighted average price of Dovre share was 0.28 (0.24), the lowest quotation was EUR 0.20 (0.20) and the highest EUR 0.37 (0.34). On 31 December 2020, the closing quotation was EUR 0.28 (0.29). The year-end market capitalisation was approximately EUR 28.7 (29.6) million.

### OWN SHARES

Dovre Group did not repurchase the Company's own shares during the period under review. At the end of December 2020, Dovre Group Plc held 870,337 of its own shares, representing approximately 0.8% of all the company's shares and votes.



## SHAREHOLDERS AND HOLDINGS OF THE BOARD OF DIRECTORS AND THE CEO

On 31 December 2020, the number of registered shareholders of Dovre Group Plc totalled 4,016 (3,875), including 10 (8) nominee-registers. The share of nominee-registered shares was 4.2 (2.4)% of the Group's shares.

On 31 December 2020, members of the Group's Board of Directors and the CEO held, including holdings through controlled and/or influential companies and family members living in the same household, a total of 8,147,751 (7,997,751) shares in the company, representing 7.9 (7.8)% of all the shares.

### HOLDINGS OF BOARD OF DIRECTORS AND CEO 31.12.2020

NAME	SHARES, PCS	PERCENTAGE OF SHARES
Svein Stavelin	334,613	0.3
Ilari Koskelo <sup>1</sup>	7,279,653	7.1
Antti Manninen <sup>2</sup>	533,485	0.5
Kristine Larneng	0	0.0
<b>Board members, total</b>	<b>8,147,751</b>	<b>7.9</b>
Arve Jensen (CEO)	80,000	0.1

1 Including 1,300,000 shares owned by Navdata Oy, a company controlled by Ilari Koskelo.

2 Including 300,000 shares owned by Amlax Oy, a company controlled by Antti Manninen, and 100,000 shares owned by Antti Manninen's influential company Rio Group Oy.

One flagging notification was issued during the financial year. The ownership of Joensuun Kauppa ja Kone Oy to shares and voting rights in Dovre Group Plc increased above 10% in August. The combined holding of Joensuun Kauppa ja Kone Oy and K22 Finance Oy (both entities controlled by Kyösti Kakkonen) is 11.96%.

## SHAREHOLDER AGREEMENTS

Dovre is not aware of any shareholder agreements pertaining to share ownership or the use of voting rights.

## STOCK OPTIONS

At the end of the period under review, Dovre Group had no open option plans. The subscription period for the 2013C option plan ended on 28 February 2020. The share subscription period and price per series under the 2013C option plan was as follows: subscription price EUR 0.43; subscription period 1 March 2017 - 28 February 2020. No shares were subscribed to during this period.

More information about the shares, shareholders and stock options of Dovre Group is available at [www.dovregroup.com/investors](http://www.dovregroup.com/investors).

## LONG-TERM INCENTIVE PROGRAMMES 2018-2020

The Board of Directors decided on a long-term share-based remuneration and incentive programme for the top management of Dovre Group in June 2018. The remuneration is based on annually set performance conditions and a service condition, and the key metric is operating profit.

The executive is responsible for personnel income tax on award. The shares will be awarded when the vesting period ends at the beginning of 2021.

ESTIMATED AMOUNT OF SHARES EARNED	SHARES, PCS
YEAR	
2018	213,960
2019	354,564
2020	290,105
<b>Total accrued</b>	<b>858,629</b>

## ANNUAL GENERAL MEETING AND THE AUTHORISATIONS OF THE BOARD OF DIRECTORS

Dovre Group Plc's Annual General Meeting (AGM) was held on 28 April 2020. The AGM adopted the financial statements and consolidated financial statements for 2019 and discharged the members of the Board of Directors and the CEO from liability for the financial year ending on 31 December 2019.

The AGM decided to authorise the Board of Directors to decide according to their own consideration on a dividend distribution of a maximum of EUR 0.01 for the financial year 2019. On 26 October 2020, the Board of Directors of Dovre Group Plc decided based on this authorisation that a dividend



of EUR 0.01 per share will be paid to a shareholder who is registered in the company's shareholder register maintained by Euroclear Finland Ltd on the date of record of 2 November 2020. The dividend was paid on 10 November 2020.

The AGM decided that the number of Board members shall be a total of four (4). Svein Stavelin, Ilari Koskelo, Kristine Larneng and Antti Manninen were re-elected as members of the Board. The AGM resolved that the chairman of the Board is paid EUR 35,000, the vice chairman of the Board EUR 25,000 and each other member of the Board EUR 22,000 per year. The annual compensation is to be paid in cash. In addition, reasonable travel expenses are also compensated.

The AGM elected Audit firm BDO Oy as the Company's auditor. BDO Oy has informed that Authorised Public Accountant Ari Lehto will be the principal auditor. The auditor's fee shall be paid according to the approved invoice of the auditor.

The AGM authorised the Board of Directors to decide on the repurchase of the Company's own shares and to decide

on the issuance of new shares and/or the conveyance of own shares held by the Company and/or the granting of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act. Both authorisations cover a maximum of 10,100,000 shares, which corresponds to a maximum of 9.9% of the total number of shares in the company. The authorisations are valid until 30 June 2021 and revoke the previously granted, corresponding authorisations.

The Board did not use the authorisation to decide on the repurchase of its own shares during H1 2020. In February, the Board of Directors used the authorisation granted by the 2019 AGM to decide on the issuance of new shares when it decided on the directed share issue to the sellers of Tech4Hire in February 2020. The authorisation granted by the 2020 AGM is unused.

The decisions of the General Meeting are available in full at <https://www.dovregroup.com/investors/share-and-ownership.html#authorizations>

## REPORT ON NON-FINANCIAL INFORMATION

This statement describes Dovre Group's non-financial information in accordance with Chapter 3a, sections 1-6 of the Finnish Accounting Act. This disclosure on non-financial issues is the Group's second in line and focuses on describing the company's sustainable business practices as they are defined in the Group's Code of Conduct.

Dovre plans to define during 2021 its next steps for developing the Group's operations, sustainability principles and reporting from the corporate responsibility perspective. As this work is still in the early stages, this report presents Dovre's corporate responsibility principles, key performance indicators and risk management for the required non-financial information areas - Environmental matters, Social and employee related matters, Human rights and Anti-corruption and bribery - on a higher level and primarily reflecting the Group's Code of Conduct and other existing company practices.

### BUSINESS MODEL

Dovre Group is a global provider of project management services. It has two business areas: Project Personnel and Consulting. Project Personnel accounted for 81% and Consulting for 19% of Dovre's net sales in 2020. At the end of the year, the Group employed 610 people worldwide.

The Group's Project Personnel business is a global provider of project professionals for large investment projects especially in the energy, infrastructure and industrial sectors. It assists organisations in global, large and complex projects with the recruitment of personnel and mobility services to ensure that projects are on time and budget and that they exceed expectations.

The Group's Consulting business operates in Nordic countries and provides project management expertise for the development and execution of large investment projects in transportation, buildings and property, IT and communication, power transmission, carbon capture and storage, health, defence, pulp and paper and energy sectors. It provides strategic and operational expertise in project management and procurement, ranging from business definition to execution and across technical, commercial and legal disciplines.

Dovre Group's consultants typically work on clients' premises and project sites. Following the outbreak of the COVID-19 pandemic in 2020, projects were managed to the extent possible from remote locations and home offices. Dovre expects these changes to be in part permanent, leading to less travel and more remote and home office work in the future. As many projects require on-site visits and project management, the need for local resources is expected to increase in the future. In general, however, the need for consultants within project management is still driven by project investment levels, which are projected to remain at a good level after the Covid-19 pandemic.

### VALUE CREATION FOR STAKEHOLDERS

Dovre Group's clients include private companies and public organisations. Its competent personnel with the ability to advise, develop and manage projects forms the core of the company's business model and enables its growth and development. For the successful development, planning and execution of projects, it is crucial to find the right people with the



right skills, and make sure that they are in the right locations at the right time.

By ensuring access to the best project professionals and by delivering the specific expertise that is needed for each individual client project, Dovre is able to help its clients to reach their goals. The long-term financial success of Dovre is based on its employees' ability to offer valuable advice to clients over time and on the long-term customer and employee relationships that are built on trust and loyalty.

Remote working conditions during the COVID-19 pandemic have underlined the importance of clear communication, precise project management and ability to adjust in changing situations. We expect remote working conditions to lead to greater demand for knowledge and flexibility and to drive further digitalisation.

## THE FOUNDATIONS OF RESPONSIBLE OPERATIONS

Dovre seeks to act responsibly in all its operations. The Group's Code of Conduct defines the general principles on how the company treats others, how to engage in business and how to safeguard corporate assets. The Code tells Dovre's clients, investors and communities in which it works that Dovre is committed to following only the highest ethical standards. The Code of Conduct is available to all stakeholders on the Group's web pages (Investors -> Corporate Governance).

All Dovre employees (including staff, consultants and contractors) are expected to comply with the Code of Conduct, have a detailed knowledge of the Code's provisions and assume personal responsibility for performing their duties with fairness and integrity.

In addition, Dovre follows the principles of the United Nations' Universal Declaration of Human Rights. The Group's operations in Norway, Canada and Singapore are ISO9001:2015 certified.

## ENVIRONMENTAL RESPONSIBILITY

As an expert organisation where most of the client work is carried out at the clients' organisations and offices, the direct environmental impacts of Dovre's own operations are moderate. In addition to the electricity consumption of its own offices, the environmental impacts arise primarily from travel. In particular, project work is mobile and often takes place at clients' sites, on their premises or on their construction sites. However, travelling to customer sites decreased strongly in 2020 due to the COVID-19 pandemic, and Dovre expects the transition to remote work to be partly permanent. This will in turn lead to permanently reduced environmental impacts as air travel will be significantly reduced.

Dovre's Code of Conduct underlines that the Group operates in an environmentally responsible manner at all its locations around the world. In addition, the company has a written Health, Safety and Environment (HSE) policy which applies to

all employees working under Dovre Group's supervision as well as those working under the clients' supervision. In the HSE policy, the Group advises to minimise waste and prohibits the contamination of the environment. Through systematic HSE work, Dovre minimises damage to the environment. Consultants and contractors who work under a client's supervision are also expected to meet all the client's HSE policies and standards.

Due to the nature of Dovre's business, the indirect impacts of its operations on the environment are estimated to be significantly larger than the direct ones. Amounting to more than 1,000 new client assignments per year, client projects are at the very core of Dovre's impact on societies and the environment. Dovre will continue to take active steps to diversify its services further into the Energy sector where a major ongoing transformation is moving the sector towards a more extensive use of renewable energy. This transformation is a key focus area for the company.

Dovre's key contribution to sustainability arises from participating in designing and managing the projects and consulting clients to the highest standards which are based on the Dovre Code of Conduct. Dovre Group performs strictly within the framework of the clients' final investment decisions and Dovre's contracts with the clients.

## SOCIAL AND EMPLOYEE-RELATED MATTERS

### Responsibility in customer relationships

Dovre's focus is on managing projects, supporting operations and consulting clients according to the highest professional and ethical standards. An ability to help customers to develop their businesses in a changing world and to exceed customer expectations is a key component for Dovre's successful business performance.

Dovre Group's reputation for integrity is built on its respect for laws, regulations and other requirements that apply to the conduct of business in all countries in which Dovre Group is present. It is also based on the trust it has earned from clients. This trust is fundamental to the company's business and one of its greatest assets. Therefore, the Group does its best to ensure high customer satisfaction and access to top talents needed for performing client projects. The guiding principles of the Group's operations are fairness and honesty.

In addition to the Company's Code of Conduct that guides all Dovre's business operations, the Group has country specific procedures and guidelines to support consistent high quality customer service in use. During the COVID-19 pandemic, we have established new procedures and further adjusted them to minimise social risks of any kind during the pandemic.

Customer satisfaction assessments, and surveys if applicable, are performed in each unit in order to secure the continuous improvement of the company's services. Dovre organises



quality assessment meetings with its largest clients to assess customer satisfaction and its progress compared to previous years.

#### **Data protection and information security**

As a part of their work, Dovre's employees get access to a wide range of their customers' data. The company seeks a high level of data protection, data privacy and information security in all of its activities. Dovre is committed to protecting the data, materials and devices in our possession regardless of who they belong to - the Group, customers or partners.

Dovre Group respects employees' right to privacy in relation to the confidentiality of personal information and handles all personal information confidentially and in compliance with the applicable privacy laws and regulations.

#### **Employee satisfaction**

Professional employees are the most important asset in the Group. Since the company's success depends on being able to offer and place the right talents for each customer project, the Group's social responsibility is mainly related to the company's personnel and working conditions.

Dovre's Code of Conduct is the foundation of the company's human resource management. The Group aims to be a desired employer in the project management sector and wants to support the employee experience, personnel well-being and development of expertise. Dovre's aim is to keep top talented consultants in Dovre's network. Access to the most talented employees is ensured by competitive compensation and cooperation with universities in Norway's unit. In addition, consultants have the possibility to have an impact on their working hours and working assignments.

The majority of Dovre's consultants work on the clients' premises, and remote working practices have been common already before the COVID-19 pandemic. We have worked closely with our clients and consultants to minimise all adverse impacts during these challenging times. Extra effort has been made to ensure the best possible working conditions during this period whilst complying with all local regulations.

In 2020, the Group had on average 629 (620) employees of which 541 (580) worked in the Project Personnel business and 85 (37) worked in Consulting business. In the Project Personnel business, 91 % (93)% of the employees were on temporary employment agreement, working as a freelancer or as subcontracted personnel, and 9% (7)% were permanent employees. In the Consulting business, 39 % (86)% were permanent employees and 62 % (14)% worked as a temporary or freelancer/subcontractor.

Employee satisfaction is monitored with surveys, which are performed in each unit regularly. The results have been good even with the COVID-19.

#### **Occupational health and safety**

Dovre is committed to protecting the health, safety and security of everyone at all its sites and locations, offering the same high standards wherever it has operations. The Group demands its clients, contractors and partners to show this same commitment. The rapid transition to the extensive use of remote work and home offices has challenged everyone, and this type of work creates both positive and negative impact on health, safety and security. Our preliminary evaluations show that even if these changes were implemented very fast, the majority of our consultants have adapted to them very well. We have not received major negative reports on this transition, but of course the long-term effects are yet unclear.

Dovre expects its personnel to comply with applicable laws, standards and instructions related to health and safety in the workplace. All the employees have a responsibility to report any hazardous situations they may witness, or any incident indicating such risks, and for helping to implement preventive measures. Safety guidelines must be strictly adhered to.

Health, Safety and Environment (HSE) policy has a high interest and value for Dovre's operations, and it applies to all employees working under Dovre Group's or under clients' supervision. The Group's long-term goal is to avoid all injuries and loss. HSE procedures and routines are designed to ensure a safe work environment at any time to safeguard the health and safety of personnel. Since the majority of work is carried out at clients' offices, all consultants and contractors working under clients' supervision are also expected to meet all the clients' HSE policies and standards. Measures to offset any risks related to environment, health and safety issues are applied at all sites and throughout projects and implemented in cooperation with the relevant bodies and committees.

Dovre Group recognises that alcohol abuse and drug use pose significant threats to job performance and the safety and security of operations. The company exercises a zero tolerance to working under the influence of any intoxicating substances.

In 2020, the Group had less than 2 (2)% absences due to illness and no major incidents were reported.

#### **RESPECTING HUMAN RIGHTS**

Dovre's Code of Conduct includes a commitment to respecting human rights. The Group follows the principles of the United Nations' Universal Declaration of Human Rights, and honours labour rights and international labour standards.

Dovre treats all its employees fairly and equally. The Group values and fosters fair treatment and equal opportunity in the recruitment, remuneration, development and advancement of employees.



## **Diversity, equality and non-discrimination**

Dovre is committed to not discriminate against anyone based on age, race, gender, ethnic origin, nationality, religion, health, disability, marital status, sexual preference, political or philosophical opinions, trade-union membership or any other characteristics protected by applicable law. It does not accept any form of harassment; sexual, physical or psychological.

The company complies with all the laws pertaining to freedom of association, privacy, collective bargaining, working time, wages and salaries as well as laws prohibiting forced, compulsory and child labour, and employment discrimination.

In addition to the requirement for all employees to follow these principles included in the company's Code of Conduct, Dovre promotes equal opportunities in its business operations regularly.

The gender split in management in all units was 54 (67)% male and 46 (33)% female and in administration including selling operations, research and development, finance and human resources was 29 (40)% male and 70 (60)% female. Total Group gender split was 76 (75)% male and 24 (25)% female.

Dovre had as many as 30 different nationalities working for the company in 2020.

## **ANTI-CORRUPTION AND BRIBERY**

Dovre prohibits improper payments as well as any form of extortion or corruption, including bribes. The Group is committed to strict compliance with anti-money laundering laws. The Group's personnel must not participate in any agreement with any competitor or other party that may have the intent or effect of fixing prices, distorting a bidding process, dividing a market or participating in any kind of activity which is against open and fair competition.

## **RISK MANAGEMENT**

The Group's non-financial risks are managed as a part of company's general risk management process and in line with its general risk management policy. This policy is described in the Group's Corporate Governance Statement, which is available at: (<https://www.dovregroup.com/investors/corporate-governance.html>).

From the shareholder perspective, the largest non-financial risks are:

- 1) losing access to top consultants
- 2) losing customer trust and good reputation.

These risks are mitigated by ensuring access to top talents and ensuring employee well-being, continuous monitoring of customer satisfaction, proper governance and risk management policies.

The Group further plans to develop its processes in the next few years by identifying material corporate responsibility items and defining corporate responsibility principles, risks and key performance indicators for each specific non-financial reporting area. The risks related to climate change and to the major shift towards renewable energy are already addressed by our strategy.

The number of projects within renewable energy is expected to increase during the next years.

The direct impacts of climate change are being continuously monitored in each unit and are addressed annually in our risk assessments. Current direct risks are mainly related to business contingency during major environmental challenges like environmental disasters (major storms or exceptional weather conditions).

The Group's general risk management is guided by the legal requirements, business requirements set by shareholders of the company and the expectations of customers, personnel and other important stakeholders. The goal of risk management is to systematically and comprehensively acknowledge and identify any risks relating to the company's operations and to make sure that all such risks are appropriately accounted for when making business decisions.

The Group's risk management procedures support the achievement of the Group's strategic goals and seek to ensure the continuity of the Group's business operations. The Group takes risks that are a natural part of its strategy and objectives. The Group is not ready to take risks that might endanger the continuity of its operations or be uncontrollable or that may significantly harm the Group's operations.

In accordance with the Group's risk management procedures, the Board of Directors receives an annual report of the most significant risks facing the Group. The Board analyses the risks from the point of view of shareholder value. In addition, each unit has a separate risk register and procedure to mitigate business risk.



## CORPORATE GOVERNANCE STATEMENT

Dovre Group follows the recommendations of the Corporate Governance Code 2020 issued by the Finnish Securities Market Association. The Corporate Governance Statement 2020

has been issued separately from the report of the Board of Directors. Dovre Group's corporate governance principles are available at [www.dovregroup.com](http://www.dovregroup.com) -> Investors.

## SHORT-TERM RISKS AND UNCERTAINTIES

In the Project Personnel business area, the Group's most significant risks include the cyclical nature of the clients' business. Market developments in Norway are particularly important for Project Personnel due to the business area's strong position in the Norwegian market. In addition, expansion to new client segments requires expenditure and includes risks. The business area's other challenges are maintaining its competitiveness and profitability. Project Personnel business is project-based by nature, thus adding an element of uncertainty to forecasting. From time to time, there might be a local dependence on one major project or client. Dovre Group is responsible for the work performed by its consultants. However, the company has no overall responsibility for project delivery.

In the Consulting business area, general economic uncertainty does not affect as directly the demand for the Group's services. This is mainly due to the fact that one of Group's main clients, the Norwegian public sector, aims to invest counter-cyclically. Project delivery involves minor risks due to both clients and the Group's own personnel such as project delays or loss of key personnel.

Dovre Group holds a minority share in SaraRasa Bioindo Pte. Ltd. (Bioindo), a company producing pellets from wood residue. Bioindo's production unit is located in Indonesia and is thus exposed to high country risk. Other significant risks include risks relating to commercial agreements, especially feedstock purchase and end-product sale agreements. Dovre Group accounts for the investment as a fair value through profit and loss.

The Group's reporting currency is euro. The Group's most important functional currencies are the Norwegian crown, the Canadian dollar, the Singaporean dollar, and the United States dollar. Although the Group's sales and corresponding expenses are mainly in the same currency, currency fluctuations can affect the Group's net sales and operating result. Foreign currency denominated assets and liabilities can also result in foreign exchange gains or losses. Foreign exchange risks are hedged, when necessary, centrally in the Group.

## OTHER EVENTS DURING THE REPORTING PERIOD

In December 2020, Dovre Group's partly owned equity investment (ownership 19.86%) SaraRasa Bioindo Pte. Ltd.'s fully owned subsidiary PT SaraRasa Biomass (Company) decided to expand its production at the factory site in Surabaya.

The current production capacity will increase by over 20% and the warehouse storage capacity by over 100% compared

to 2020. The new production construction is expected to be completed by August 2021. The expansion at the current site is expected to improve the profitability of the factory due to economy of scale and it will be financed with the Company's excess cash reserves.

## EVENTS AFTER THE REPORTING PERIOD

Dovre Group confirmed its 2020 guidance and issued preliminary 2020 net sales and operating profit figures on 3 February. It also announced the postponement of its planned Annual General Meeting 2021 from 8 April to 10 June, due to

COVID-19 vaccine delays. The company also disclosed its intention to publish its financial guidance at the latest in connection with its Q1 2021 business review on 28 April 2021.



## OUTLOOK FOR 2021

Based on the prevailing Corona situation Dovre Group expects its revenue in 2021 to increase slightly from 2020. Dovre will

give its guidance for the operating profit in 2021 together with its financial reporting at the latest on April 28, 2021.

## BOARD OF DIRECTORS' PROPOSAL FOR DIVIDEND

The parent company's distributable funds were EUR 18,470,517.04 on 31 December 2020. The Board of Directors proposes to the Annual General Meeting to be held on 10 June 2021 that a dividend of EUR 0.01 (0.01) per share to be paid.

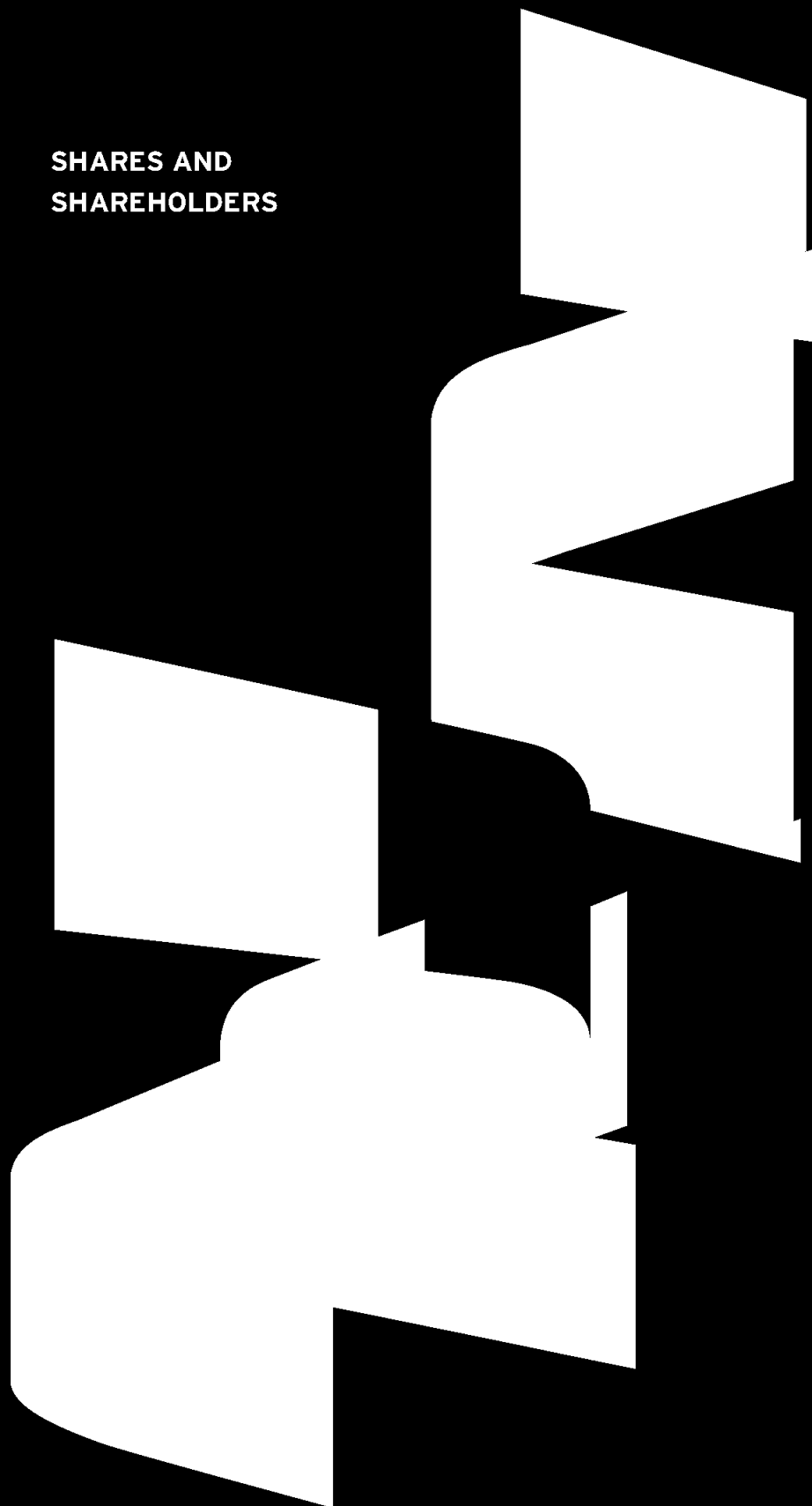
A dividend is not paid to the shares owned by the company. No significant changes have occurred in the company's financial position after the end of the financial year. The proposed distribution of a dividend poses no risk to the company's financial standing.

Espoo, February 24, 2021

Dovre Group Plc  
Board of Directors



**SHARES AND  
SHAREHOLDERS**





## 3. SHARES AND SHAREHOLDERS

### SHARES AND SHARE CAPITAL

Dovre Group Plc has one class of shares. Each share entitles the shareholder to one vote. Dovre Group Plc's shares are listed on Nasdaq Helsinki Ltd.

On January 1, 2020 and December 31, 2020, Dovre Group Plc's share capital was EUR 9,603,084.48. The number of shares was 101,946,747 on January 1, 2020 and 102,956,494 on December 31, 2020.

### TRADING AND MARKET CAPITALIZATION

In 2020, altogether 31.1 (50.0) million Dovre Group shares were exchanged on Nasdaq Helsinki Ltd., corresponding to a trade of approximately EUR 8.7 (11.9) million.

During the financial year, the lowest quotation was EUR 0.20 (0.20) and the highest EUR 0.37 (0.34). On 31 December 2020, the closing quotation was EUR 0.28 (0.29).

The year-end market capitalisation was approximately EUR 28.7 (29.6) million.

On 31 December 2020, the number of registered shareholders of Dovre Group Plc totalled 4,016 (3,875), including 10 (8) nominee-registers. The share of nominee-registered shares was 4.2 (2.4)% of the Group's shares.

### AUTHORIZATIONS OF THE BOARD OF DIRECTORS

Dovre Group's Annual General Meeting held on 28 April 2020 authorized the Board of Directors to decide on the repurchase of the Company's own shares on the following conditions: the Board is entitled to decide on repurchase of a maximum of 10,100,000 of the Company's own shares, which shall be repurchased in deviation from the proportion to the holdings of the shareholders using the non-restricted equity and acquired through trading at the regulated market organized by Nasdaq Helsinki Ltd at the share price prevailing at the time of acquisition. This number of shares corresponds to approximately a maximum of 9.9% of the total number of shares in the Company at the end of 2020.

The shares may be repurchased in order to be used as consideration in possible acquisitions or other arrangements related to the Company's business, to finance investments or as part of the Company's incentive program or to be held, otherwise conveyed or cancelled by the Company. The Board of Directors shall decide on other matters related to the repurchase of the Company's own shares. This repurchase authorization is valid until June 30, 2021 and revokes earlier repurchase authorizations.

The Annual General Meeting authorized the Board of Directors to decide on the issuance of new shares and/or the conveyance of own shares held by the Company and/or the granting of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act on the following conditions:

By virtue of the authorization, the Board may also decide on a directed issue of shares and special rights, i.e. waiving the pre-emptive subscription rights of the shareholders, under the requirements of the law. By virtue of the authorization, a maximum of 10,100,000 shares may be issued, corresponding to approximately a maximum of 9.9% of the Company's existing shares at the end of 2020.

The Board may use the authorization in one or more instalments. The Board may use the authorization to finance or conclude acquisitions or other arrangements, to strengthen the Company's capital structure, to incentive programs or other purposes decided by the Board. The new shares may be issued or the Company's own shares conveyed either against payment or free of charge. The new shares may also be issued as an issue without payment to the Company itself. The Board was authorized to decide on other terms of the issuance of shares and special rights. By virtue of the authorization, the Board of Directors may decide on the realization of the Company's own shares possibly held by the Company as pledge. The authorization is valid until June 30, 2021. The authorization revokes earlier authorizations to issue shares and grant option rights and other special rights entitling to shares.

The Board did not use the authorisation granted in 2019 or 2020 to decide on the repurchase of its own shares in 2020. In February, the Board of Directors used the authorisation granted by the 2019 AGM to decide on the issuance of new shares when it decided on the directed share issue to the sellers of Tech4Hire in February 2020. The authorisation granted by the 2020 AGM is unused.

### TREASURY SHARES

At the end of December 2020 Dovre Group Plc held 870,337 of its own shares, representing approximately 0.8% of all the company's shares.

### OPTION RIGHTS

At the end of 2020, Dovre Group had no open option plans. The subscription period for the 2013C option plan ended on 28 February 2020. The share subscription period and price per series under the 2013C option plan was as follows: subscription price EUR 0.43; subscription period 1 March 2017 - 28 February 2020. No shares were subscribed to during this period.



## LARGEST SHAREHOLDERS ON DECEMBER 31, 2020

SHAREHOLDER	NUMBER OF SHARES	% OF SHARES AND VOTES
1 Etra Capital Oy	20,000,000	19.4%
2 Kakkonen Kyösti	12,340,917	12.0%
Joensuun Kauppa ja Kone Oy	10,340,917	10.0%
K22 Finance Oy	2,000,000	1.9%
3 Koskelo Ilari	7,279,653	7.1%
Koskelo Ilari	5,979,653	5.8%
Navdata Oy 1)	1,300,000	1.3%
4 Siik Seppo	2,040,000	2.0%
5 Mäkelä Pekka	1,775,713	1.7%
6 OP-Suomi Mikroyhtiöt - Erikoissijoitusrahasto	1,600,000	1.6%
7 Paasi Kari	1,570,000	1.5%
8 Kakkonen Kari	1,500,000	1.5%
9 Siik Rauni	1,481,583	1.4%
10 Oy Cen-Invest Ab	1,350,000	1.3%
11 Schengen Investment Oy	1,112,774	1.1%
12 Hinkka Petri	1,047,160	1.0%
13 Lemmetti Juhani	997,748	1.0%
14 Toivanen Kari	939,000	0.9%
15 Dovre Group Oyj	870,337	0.8%
16 Heikki Tervonen Oy	830,000	0.8%
17 Keep It Simple Kis Oy Ab	787,000	0.8%
18 von Troil Carl-Gustaf	750,000	0.7%
19 Ruokostenpohja Ismo	667,967	0.6%
20 Hinkka Invest Oy	583,390	0.6%
<b>20 largest shareholders (total)</b>	<b>59,523,242</b>	<b>57.8%</b>
Nominee registered shares (total)	4,316,531	4.2%
Total remaining	39,116,721	38.0%
<b>Total</b>	<b>102,956,494</b>	<b>100.0%</b>

1) Ilari Koskelo, who is a member of Dovre Group's Board of Directors, holds control in Navdata Oy.



## ANALYSIS OF SHAREHOLDINGS ON DECEMBER 31, 2020

### By number of shares owned

NUMBER OF SHARES	NUMBER OF SHAREHOLDERS	% OF ALL SHAREHOLDERS	TOTAL NUMBER OF SHARES	% OF ALL SHARES
1-100	413	10.3	22,790	0.0
101-500	738	18.4	247,834	0.2
501-1,000	560	13.9	495,490	0.5
1,001-5,000	1,251	31.2	3,509,998	3.4
5,001-10,000	460	11.5	3,740,578	3.6
10,001-50,000	411	10.2	9,406,194	9.1
50,001-100,000	81	2.0	5,772,857	5.6
100,001-500,000	75	1.9	15,291,973	14.9
500,001-	27	0.7	64,468,780	62.6
<b>Total</b>	<b>4,016</b>	<b>100.0</b>	<b>102,956,494</b>	<b>100.0</b>

### By shareholder category

NUMBER OF SHARES	NUMBER OF SHAREHOLDERS	% OF ALL SHAREHOLDERS	TOTAL NUMBER OF SHARES	% OF ALL SHARES
Private companies	168	4.2	44,184,488	42.9
Financial and insurance institutions	10	0.2	5,520,768	5.4
Non-profit organizations	4	0.1	22,280	0.0
Households	3,795	94.5	51,211,644	49.7
Foreign shareholders	39	1.0	2,017,314	2.0
<b>Total</b>	<b>4,016</b>	<b>100.0</b>	<b>102,956,494</b>	<b>100.0</b>
Nominee registered	10		4,316,531	4.2

## HOLDINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

On December 31, 2020, the members of the Board of Directors, including ownership through controlled/significant influence companies, held a total of 8,147,751 shares, representing approximately 7.9% of all shares and votes.

On December 31, 2020, the CEO of Dovre Group Plc held a total of 80,000 shares, representing approximately 0.1% of all shares and votes.

NAME	NUMBER OF SHARES	% OF ALL SHARES
Svein Stavelin	334,613	0.3%
Ilari Koskelo 1)	7,279,653	7.1%
Antti Manninen 2)	533,485	0.5%
<b>Board total</b>	<b>8,147,751</b>	<b>7.9%</b>
Arve Jensen (CEO)	80,000	0.1%

1) Ilari Koskelo holds control in Navdata Oy, which holds a total of 1,300,000 shares.

3) Antti Manninen holds control in Amlax Oy, which holds a total of 300,000 shares and has significant influence in Rio Group Oy, which holds a total of 100,000 shares.



## KEY FIGURES BY SHARE

EUR	IFRS 2020	IFRS 2019	IFRS 2018	IFRS 2017	IFRS 2016
Undiluted earnings per share (EUR)	0.016	0.021	0.008	-0.005	-0.017
Diluted earnings per share (EUR)	0.016	0.021	0.008	-0.005	-0.017
Undiluted equity per share (EUR)	0.23	0.24	0.22	0.23	0.26
Dividends EUR (1,000) *	1,017	1,021	993	993	1,002
Dividend per share, EUR *	0.01	0.01	0.01	0.01	0.01
Dividend per earnings, %	61.9%	48.4%	118.7%	-200.0%	-60.0%
Effective dividend yield, %	3.5%	3.4%	4.8%	3.7%	3.5%
P/E ratio (EUR)	17.53	14.04	24.93	-54.60	-17.35
Highest share price (EUR)	0.37	0.34	0.29	0.33	0.36
Lowest share price (EUR)	0.20	0.21	0.20	0.22	0.26
Average share price (EUR)	0.27	0.24	0.25	0.28	0.30
Market capitalization (EUR million)	28.8	29.6	21.0	27.3	29.0
Value of traded shares (EUR million)	8.7	11.9	3.6	6.3	3.9
Shares traded, %	30.8%	49.0%	14.4%	22.5%	13.0%
Average number of shares:					
Undiluted (1,000)	102,872	101,206	100,169	100,119	99,869
Diluted (1,000)	102,872	101,206	100,169	100,130	99,933
Number of shares at end of period (1,000)	102,956	101,947	100,169	100,169	99,869

\*) Dividend for 2020 in accordance with the Board of Directors' proposal.



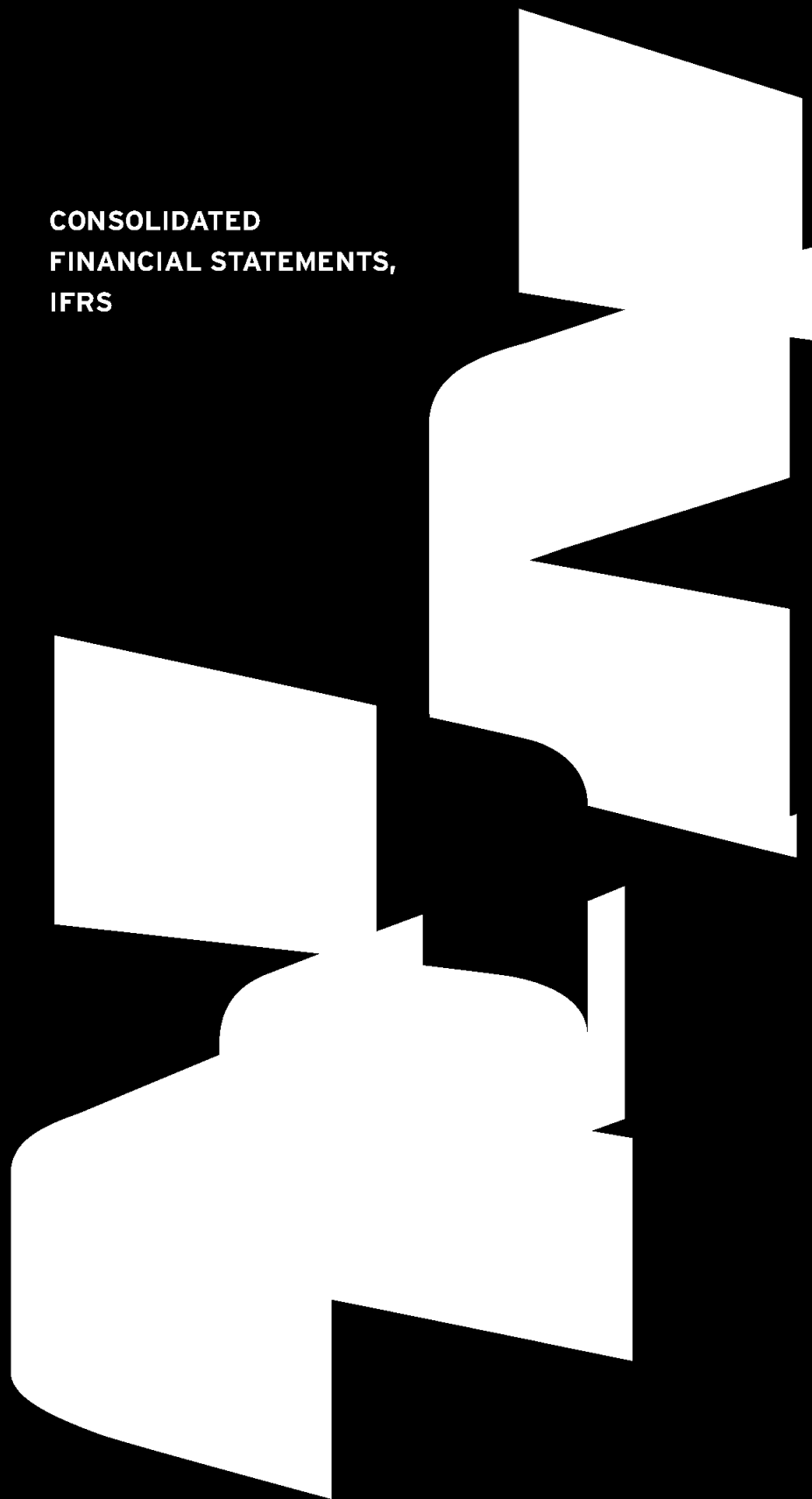
## CALCULATION OF KEY INDICATORS

<b>Return on shareholders' equity (ROE), % *)</b>	$\frac{\text{Result for the period}}{\text{Shareholders' equity (average)}}$	x 100
<b>Return on Investment (ROI), % *)</b>	$\frac{\text{Result before taxes + interest and other financial expenses}}{\text{Balance sheet total (average) - interest free liabilities (average)}}$	x 100
<b>Equity-ratio, %</b>	$\frac{\text{Shareholders' equity}}{\text{Balance sheet total - advances received}}$	x 100
<b>Gearing, %</b>	$\frac{\text{Interest-bearing liabilities - cash and cash equivalents}}{\text{Shareholders' equity}}$	x 100
<b>Earnings per share, EUR</b>	$\frac{\text{Result for the period}}{\text{Adjusted number of shares (average)}}$	
<b>Equity per share, EUR</b>	$\frac{\text{Shareholders' equity}}{\text{Adjusted number of shares at end of period}}$	
<b>Dividend per share, EUR</b>	$\frac{\text{Dividend payable for the financial year}}{\text{Adjusted number of shares at end of period}}$	
<b>Dividend per earnings, %</b>	$\frac{\text{Adjusted dividend per share}}{\text{Earnings per share}}$	x 100
<b>Effective dividend yield, %</b>	$\frac{\text{Adjusted dividend per share}}{\text{Adjusted share price at end of period}}$	x 100
<b>Price-earnings ratio (P/E), EUR</b>	$\frac{\text{Adjusted share price at end of period}}{\text{Earnings per share}}$	

\*) Divisor calculated as the average of shareholders' equity in the balance sheet at the end of the current and the directly preceding financial year.



**CONSOLIDATED  
FINANCIAL STATEMENTS,  
IFRS**





## 4. CONSOLIDATED FINANCIAL STATEMENTS, IFRS

### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME, IFRS

EUR THOUSAND	NOTE	JAN. 1.-DEC. 31, 2020	JAN. 1.-DEC. 31, 2019
<b>NET SALES</b>	3, 5	77,474	83,135
Other operating income	6	155	817
Material and services	7	-191	-180
Employee benefits expense	8	-70,938	-75,598
Depreciation and amortization	9	-839	-882
Other operating expenses	10	-3,310	-4,587
<b>OPERATING RESULT</b>	3	<b>2,351</b>	<b>2,705</b>
Financing income	11	599	267
Financing expenses	11	-782	-330
<b>RESULT BEFORE TAX</b>		<b>2,168</b>	<b>2,642</b>
Tax on income from operations	12	-526	-552
<b>RESULT FOR THE PERIOD</b>		<b>1,643</b>	<b>2,091</b>
<b>Other comprehensive income</b>			
Items which may be subsequently reclassified to profit and loss:			
Translation differences		-1,424	598
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>219</b>	<b>2,689</b>
Earnings per share calculated from profit attributable to shareholders of the parent company:			
<b>Earnings per share, undiluted (EUR), result for the period</b>	13	<b>0.02</b>	<b>0.02</b>
<b>Earnings per share, diluted (EUR), result for the period</b>	13	<b>0.02</b>	<b>0.02</b>
Average number of shares:			
Undiluted	13	102,872,348	101,205,923
Diluted	13	102,872,348	101,205,923



## CONSOLIDATED STATEMENT OF FINANCIAL POSITION, IFRS

EUR THOUSAND	NOTE	DEC. 31, 2020	DEC. 31, 2019
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Intangible assets	14	3,151	3,735
Goodwill	15	16,390	17,443
Tangible assets	16	1,489	2,049
Financial assets	18	1,056	876
Deferred tax asset	12	129	148
<b>NON-CURRENT ASSETS</b>		<b>22,215</b>	<b>24,252</b>
<b>CURRENT ASSETS</b>			
Trade receivables and other receivables	19	13,738	19,413
Tax receivable, income tax		3	1
Cash and cash equivalents		8,541	5,794
<b>CURRENT ASSETS</b>		<b>22,282</b>	<b>25,208</b>
<b>TOTAL ASSETS</b>		<b>44,497</b>	<b>49,460</b>
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	20	9,603	9,603
Reserve for invested non-restricted equity	20	12,991	12,661
Revaluation reserve	20	2,869	2,869
Treasury shares	20	-237	-237
Translation differences		-4,289	-2,865
Retained earnings		2,932	2,289
<b>SHAREHOLDERS' EQUITY</b>		<b>23,869</b>	<b>24,319</b>
<b>NON-CURRENT LIABILITIES</b>			
Deferred tax liability	12	896	954
Other non-current liabilities	22	1,939	2,793
<b>NON-CURRENT LIABILITIES</b>		<b>2,835</b>	<b>3,747</b>
<b>CURRENT LIABILITIES</b>			
Current liabilities, interest-bearing	23	4,195	3,106
Trade payables and other liabilities	24	13,219	17,697
Tax liability, income tax		378	591
<b>CURRENT LIABILITIES</b>		<b>17,793</b>	<b>21,394</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>44,497</b>	<b>49,460</b>



## CONSOLIDATED STATEMENT OF CASH FLOWS, IFRS

EUR THOUSAND	NOTE	2020	2019
<b>Cash flow from operating activities</b>			
Operating result, continuing operations		2,351	2,705
Adjustments:			
Depreciation/amortization	9	839	882
Gain from sale of tangible assets	6	0	-776
Muut non-cash items		95	110
<b>Adjustments, total</b>		<b>934</b>	<b>216</b>
Changes in working capital:			
Trade and other receivables, increase (-) / decrease (+)		4,363	-4,141
Trade and other payables, increase (+) / decrease (-)		-2,456	2,992
<b>Changes in working capital, total</b>		<b>1907</b>	<b>-1,149</b>
Interest paid		-151	-167
Interest received		26	52
Other financial expenses paid and received		-136	-71
Income taxes paid		-685	-306
<b>Net cash generated by operating activities</b>		<b>4,246</b>	<b>1,280</b>
<b>Cash flow from investing activities</b>			
Investments in tangible and intangible assets		-8	-84
Proceeds from sale of tangible assets		0	1,642
Acquisitions of subsidiaries, less cash and cash equivalents		-980	-1,778
<b>Net cash generated by investing activities</b>		<b>-989</b>	<b>-220</b>
<b>Cash flow from financing activities</b>			
Directed share issue		331	364
Repurchases of own shares		0	0
Proceeds from non-current loans	25	0	1,651
Repayments of non-current loans	25		-1,061
Proceeds from current loans	25	1,296	882
Repayments of current loans	25	-306	-880
Repayments of leasing liabilities		-373	-379
Dividends paid		-1,017	-993
<b>Net cash generated by financing activities</b>		<b>-69</b>	<b>-416</b>
Translation differences		-441	180
<b>Change in cash and cash equivalents</b>		<b>2,747</b>	<b>824</b>
Cash and cash equivalents at the beginning of the period		5,794	4,970
<b>Cash and cash equivalents at the end of the period</b>		<b>8,541</b>	<b>5,794</b>

Cash and cash equivalents include cash in bank and other liquid investments with maturities of three months and less.



**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY, IFRS**

**Equity attributable to the shareholders of the parent**

EUR THOUSAND	SHARE CAPITAL	RESERVE FOR INVESTED NON-RESTRICTED EQUITY	FAIR VALUE RESERVE	TREASURY SHARES	TRANSLATION DIFFERENCES	RETAINED EARNINGS	TOTAL EQUITY
<b>SHAREHOLDERS' EQUITY</b>							
<b>Jan. 1, 2020</b>	<b>9,603</b>	<b>12,661</b>	<b>2,869</b>	<b>-237</b>	<b>-2,865</b>	<b>2,288</b>	<b>24,319</b>
<b>Comprehensive income</b>							
Result for the period						1,643	1,643
Other comprehensive income							
Items that may be reclassified to profit and loss in subsequent periods:							
Translation differences	0				-1,424	0	-1,424
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-1,424</b>	<b>1,643</b>	<b>219</b>
<b>Transactions with shareholders</b>							
Directed share issue		331					331
Dividend distribution						-1,021	-1,021
Other items	0					22	4
<b>Total transactions with shareholders</b>	<b>0</b>	<b>331</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-999</b>	<b>-668</b>
<b>SHAREHOLDERS' EQUITY</b>							
<b>Dec. 31, 2020</b>	<b>9,603</b>	<b>12,991</b>	<b>2,869</b>	<b>-237</b>	<b>-4,289</b>	<b>2,932</b>	<b>23,869</b>

**Equity attributable to the shareholders of the parent**

EUR THOUSAND	SHARE CAPITAL	RESERVE FOR INVESTED NON-RESTRICTED EQUITY	FAIR VALUE RESERVE	TREASURY SHARES	TRANSLATION DIFFERENCES	RETAINED EARNINGS	TOTAL EQUITY
<b>SHAREHOLDERS' EQUITY</b>							
<b>Jan. 1, 2019</b>	<b>9,603</b>	<b>12,300</b>	<b>2,869</b>	<b>-237</b>	<b>-3,462</b>	<b>1,080</b>	<b>22,153</b>
<b>Comprehensive income</b>							
Result for the period						2,091	2,091
Other comprehensive income							
Items that may be reclassified to profit and loss in subsequent periods:							
Translation differences					597	1	598
<b>Total comprehensive income</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>597</b>	<b>2,092</b>	<b>2,689</b>
<b>Transactions with shareholders</b>							
Directed share issue		361					361
Share based compensation						109	109
Dividend distribution						-993	-993
<b>Total transactions with shareholders</b>	<b>0</b>	<b>361</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-884</b>	<b>-523</b>
<b>SHAREHOLDERS' EQUITY</b>							
<b>Dec. 31, 2019</b>	<b>9,603</b>	<b>12,661</b>	<b>2,869</b>	<b>-237</b>	<b>-2,865</b>	<b>2,288</b>	<b>24,319</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS, IFRS

### 1. GENERAL INFORMATION

Dovre Group is a global provider of project personnel and project management services and software. The Group's parent company, Dovre Group Plc, is a public limited company incorporated under Finnish law and domiciled in Helsinki, Finland. The company's registered address is Ahventie 4 B, 02170 Espoo, Finland. Dovre Group Plc's shares are listed on Nasdaq Helsinki Ltd (ticker DOVIV).

Dovre Group's Board of Directors has approved these financial statements for publication in its meeting on February 24, 2021. In accordance with the Finnish Companies Act, the shareholders of the company have the option to adopt, reject, or amend the financial statements in the Annual General Meeting to be held following their publication. A copy of the consolidated financial statements of Dovre Group is available online at [www.dovregroup.com](http://www.dovregroup.com) or at the company's offices at Ahventie 4 B, 02170 Espoo, Finland.

### 2. ACCOUNTING PRINCIPLES

#### Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and have been prepared in accordance with IAS and IFRS standards and SIC and IFRIC interpretations in force on 31 December 2020. In accordance with the Finnish Accounting Act and the regulations issued by virtue of it, 'IFRS' refers to the standards and interpretations, which have been endorsed by the EU in accordance with the procedure defined in the EU Regulation (EC) No. 1606/2002. The notes to the consolidated financial statements also comply with the provisions of Finnish accounting and corporate legislation that supplement IFRS provisions.

The amendments to IFRS standards that came into force during the financial year have been mainly improvements or additions to existing standards and have not had a material effect on the consolidated financial statements.

The consolidated financial statements have been prepared under the historical cost convention unless otherwise stated. Monetary figures in the financial statements are expressed in thousands of euros (EUR thousand) unless otherwise stated.

The preparation of consolidated financial statements in accordance with IFRS requires management to make certain estimates and exercise judgment when applying accounting principles. The areas involving a higher degree of judgment or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed under 'Critical Accounting Estimates and Judgments'.

#### Principles of consolidation

##### Subsidiaries

The consolidated financial statements include the parent company Dovre Group Plc and all its subsidiaries, which are consolidated with a 100% shareholding. Subsidiaries are companies in which the Group holds control either directly or indirectly. Control arises when the Group either controls more than half of the voting rights or otherwise holds control. Subsidiaries are fully consolidated in the Group's financial statements from the date on which control has been transferred to the Group. They are deconsolidated from the date that control ceases.

Mutual shareholdings are eliminated using the acquisition method. The acquisition consideration and the acquired company's identifiable assets and liabilities assumed are measured at fair value on the date of acquisition.

All intra-Group transactions, receivables, liabilities, unrealized gains, and the distribution of profits within the Group are eliminated in the consolidated financial statements.

##### Foreign currency translation

Items included in the financial statements are initially recognized in the functional currencies of each Group company. Consolidated financial statements are presented in euros, which is the parent company's functional and presentation currency.

##### Foreign currency transactions

Foreign currency transactions are recorded in the functional currency at the rate of exchange prevailing on the date of transaction. In practice, transactions are often translated at the rate of exchange that approximates the exchange rate on the transaction date. Monetary assets and liabilities denominated in foreign currencies held at the end of the reporting period are translated using the period end exchange rate.

Foreign exchange gains and losses resulting from business transactions and from the translation of monetary items at period end exchange rates are recognized in the income statement and recorded in financial income and expenses.

##### Translation of financial statements of the Group's foreign subsidiaries

Income statements of foreign subsidiaries are translated into euros using the weighted average exchange rates for the financial year and the balance sheets using the exchange rates at the balance sheet date. The translation of the result for the financial year at different exchange rates in the income statement and comprehensive income

statement and in the balance sheet causes an average exchange rate difference, which is recognized in other comprehensive income. Translation differences arising from the elimination of the acquisition cost of foreign subsidiaries and from the translation of equity items accumulated after the acquisition are also recognized in other comprehensive income.

From the date of transition to IFRS standards, 1 January 2004, translation differences in equity due to exchange rate changes have been recognized as a separate item in the Group's translation differences in equity. Equity translation differences accumulated before the transition date have been recognized in the Group's retained earnings on the basis of the relief permitted by IFRS 1.

### Tangible assets

Tangible assets are valued at acquisition cost less accumulated depreciation and impairment losses.

Tangible assets include machinery and equipment, as well as renovation costs for a rental apartment. Planned straight-line depreciation is calculated based on the probable estimated useful life of 3 to 5 years.

Tangible assets also included land and buildings until September 2019. The land was not depreciated and the depreciation period for the buildings was 40 years. The asset was the shares of Kiinteistö Oy Kuukodi (Olari, Espoo) owned by Dovre Group PLC, the presentation of which in tangible assets was in accordance with IFRS. Dovre Group PLC sold the shares in September 2019.

At the end of 2019, the buildings are a fixed asset recognized in accordance with the requirements of IFRS 16, the accounting principle of which is described in the section Leases.

Gains and losses on disposals of tangible assets are included in other operating income or expenses.

### Intangible assets

#### Goodwill

Goodwill arising on business combinations occurring after 1 January 2010 is recognized in the amount by which the consideration transferred, the non-controlling interest in the acquiree and the previously owned interest together exceed the Group's share of the fair value of the acquired net assets. Acquisitions made between January 1, 2004, and December 31, 2009 have been recorded in accordance with the previous IFRS standard (IFRS 3 (2004)). Goodwill arising from acquisitions made before 2004 corresponds to the carrying amount in accordance with previous accounting standards, which has been used as the deemed cost in accordance with IFRS standards.

Goodwill is not amortized on a straight-line basis, but is tested annually for impairment. For this purpose, goodwill is allocated to groups of cash-generating units. Goodwill is measured at cost less any impairment losses. Goodwill arising on the acquisition of foreign operations is translated into euros using the exchange rates at the balance sheet date.

#### Research and development costs

Research costs are expensed as incurred. Development costs are also mainly recognized as an expense at the time of realization, unless it is a question of developing new products or product versions with significant improvements. Such expenses are capitalized

in the balance sheet as intangible assets in accordance with the requirements of IAS 38. Dovre Group has activated development work to create software called Intelli R, which is a project management information system for the construction and building units. The development work was completed in the first half of 2018. The depreciation period is 4 years.

#### Other intangible assets

Other intangible assets include customer contracts and customer relations, trademarks, software, and other capitalized expenditure. Intangible assets are recognized in the statement of financial position when the criteria specified in IAS 38 are met.

Intangible assets with limited useful economic lives are initially recognized at historical acquisition cost in the statement of financial position and entered as an expense in the income statement during their estimated useful economic lives using the straight-line method. No amortization is recognized for intangible assets with indefinite useful economic lives, but they are tested annually for impairment. Dovre Group has not determined a definite useful economic life for the trademark that relates to the merger between Dovre Group and NPC in 2015.

The useful economic life of customer agreements and customer relations is estimated at 10 years. The useful economic life of other intangible assets is estimated at 2-5 years.

#### Leases

The Group adopted the new and amended IFRS standards that came into force on 1 January 2019, of which IFRS 16 Leases had an impact on the Group's fixed assets and interest-bearing liabilities, as well as items in the income statement. In accordance with the requirements of IFRS 16, the Dovre Group has recognized a fixed asset and the corresponding lease liability for office rents, in the calculation of which the Group took into account possible options for leases and assessed their probable use. For office and other rents, the lease term of which was estimated to be less than 12 months at the time of commencement or which were insignificant in value, the Group has taken advantage of the benefits provided by the standard and has therefore not applied the calculation required by the standard.

In accordance with IFRS 16 Leases, as a lessee, Dovre Group recognizes an asset representing the right to use a leased asset, presented as part of property, plant and equipment, and a lease liability, representing unpaid future lease payments, presented as part of financial liabilities. Exceptions are contracts of less than 12 months and those where the value of the leased asset as new is less than US \$ 5,000.

In leases that are valid for an indefinite period and have a short notice period, Dovre Group estimates the probable lease term for each lease. Dovre Group does not include overheads and / or telecommunications charges payable to the lessor in the calculation in accordance with IFRS 16. When calculating lease liability and interest expense, Dovre Group applies additional loan interest rates to all leases that reflect company-specific factors, land and lease term.

#### Impairment of assets

Goodwill, intangible assets with indefinite useful economic lives, and intangible assets not ready to use are annually tested for impairment. In addition, assets and cash-generating units are regularly tested for indications of possible impairment. Should any such indi-



cations arise, the recoverable amount of the asset or cash-generating unit is estimated. An impairment loss is recognized in the income statement, if the carrying value of the asset or cash-generating unit exceeds its recoverable amount.

## Employee benefits

### *Employee benefits expense*

In addition to normal employee benefits expenses, the Group's employee benefits expense includes also expenses related to independent contractors and subcontracted personnel if so due to legislation reason who work for Dovre Group client companies. The Group acts as a principal towards its clients and, depending on the situation, the project personnel contracted to the client are either employees of the Group, independent contractors, or subcontracted personnel.

### *Pension liabilities*

The Group operates various pension plans in accordance with local regulations and practices. In accordance with IAS 19, pension plans are classified The Group's pension plans comply with the local regulations and practices of the various countries. In accordance with IAS 19, pension plans are classified as either defined contribution or defined benefit plans. The Group's current pension plans are defined contribution plans, and the payments made to the pension plans are recognized in the income statement in the period to which the charge relates. The defined benefit plan previously in force in the Group's Norwegian subsidiary was changed to defined contribution in 2011.

### *Share-based compensation*

Dovre Group offers share-based incentive plans for its key employees. As of January 1, 2019, the Group has a new share-based remuneration and incentive program, where the remuneration is based on an annually set performance condition and a service condition. The performance obligation does not include a market condition, whereupon the program does not include a fair value part. The vesting condition for a service condition requires that an employee is employed by Dovre Group at the beginning of 2021. The program is a fully equity-settled share-based payment transaction. The cost will be recognized against in equity. If the assumption regarding the realized number of shares changes, an adjustment is recorded through profit and loss.

Dovre Group had one option lan that originally had three series. The subscription period for the last 2013C series ended on February 28, 2020. The stock options were valued at fair value at the time of their issuance and recognized as an expense in the income statement in equal installments during their vesting period. The subscription price for the options was EUR 0.43. No shares were subscribed for with the stock options during the subscription period.

## Provisions

A provision is recognized when the Group has a legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

## Income taxes and deferred taxes

The tax expense presented in the income statement comprises current taxes based on taxable result for the financial year and deferred taxes. Current income taxes are calculated from taxable result on the basis of current tax legislation in the countries where the Group operates and generates taxable income. Deferred taxes are determined using tax rates effective at the end of the reporting period.

Deferred taxes are recognized for temporary differences arising between the carrying amount of assets and liabilities and their tax bases. Deferred tax liabilities are recognized in full in the statement of financial position, and deferred tax assets only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred tax is not recognized for temporary differences that arise from goodwill that is not deductible for tax purposes or for the undistributed earnings of subsidiaries to the extent that the reversal of temporary differences is not probable in the foreseeable future. Most significant temporary differences arise from fair value measurements made in connection with acquisitions.

## Revenue recognition

The Group's sales consist of revenue from the sales of services and licenses as well as maintenance of licenses. Revenue from sales is recognized in accordance with IFRS 15 Revenue from Contracts with Customers standard when a performance obligation, either a good or service or combination, is satisfied. Travel expenses related to rendering services and invoiced to the client are presented as sales of services. License revenue includes a sale or a lease of a license, as well as a lease as part of SaaS-service. Maintenance includes recurring maintenance fee of sold licenses.

Majority (99%) of Dovre Group's net sales is hour or day-based service sales. In the case of staffing personnel, performance obligation varies depending the individual assignment, which is performed continuously for the duration of the assignment. Dovre Group has responsibility for employee performance but not overall responsibility for project delivery.

The services of the Consulting business are entities, but even in them, invoicing is mainly based on the hours worked. Net sales of Consulting segment also includes sales of support services, which are also recognized on a monthly basis. The Group's line of business is the recurring staffing of project personnel, but to some extent the Group also seeks employees for customers and receives a recruitment fee. These are recognized as income once the customer has accepted the candidate.

Software license rental and maintenance revenue is recognized on a monthly basis as a continuous service. Most software licenses are sold as leases. License sale is recognized at a point of time, if a client purchases a license. The sales will be recognized upon the transfer of the license ownership to the buyer.

Dovre Group sales are hourly or daily service sales that only include one performance obligation. Hence, allocation of transaction price is not necessary. Consulting in Finland sells a combination of service and software, but pricing is based on unit rates and individual projects are not significant in terms of euros. Dovre Group does not provide customer financing. Variable consideration in a contract is also extremely rare and is evaluated on a project-by-project basis.



## Other operating income

Other operating income includes proceeds from rental revenue, gains on disposal of fixed and financial assets, and public funding. Public funding is recognized when it is reasonably certain that the terms related to funding are met and that the funding will be received.

## Financial assets and liabilities

### Financial assets

In accordance with IFRS 9 Financial Instruments, the Group's financial assets are classified into the following groups: financial assets at fair value through profit or loss and amortized cost.

Dovre Group's ownership in SaraRasa Bioindo Pte. Ltd. has been classified as fair value through profit and loss, as the investment is not part of the Group's core business. SaraRasa Bioindo Pte. Ltd. is unquoted equity investment resulting to Level 3 category in the fair value measurement according to IFRS 13 Fair value measurement standard.

Loan receivables and receivables are recognized at amortized cost. They are presented in the statement of financial position as either current or non-current assets, with the latter including assets with maturities greater than 12 months. The loss allowance for trade receivables is measured using the simplified approach. The loss allowance is measured at an amount equal to lifetime expected credit losses with the basis of aging. Trade receivables in Dovre Group are not significantly overdue.

### Financial liabilities

In accordance with IFRS 9, financial liabilities are initially recognized on the basis of the original consideration received, less transaction costs, and subsequently measured at amortized cost using the effective interest rate method. The Group's financial liabilities are non-current and current, and they can be interest-bearing or

non-interest-bearing. Interest expenses are recognized in the income statement as incurred. Financial liabilities are recognized as current unless the Group retains the right to reschedule the date of payment to a date that is later than at least 12 months after the end of the financial period.

## Critical accounting estimates and judgments

The preparation of consolidated financial statements requires the management to make estimates and assumptions concerning the future that may differ from actual results. Also, the management is required to use judgment when applying accounting principles. The estimates are based on the management's best knowledge and understanding at the end of the reporting period.

The Group's estimates and assumptions relate to the valuation of assets, impairment of trade receivables, deferred tax assets, and provisions. The Group annually tests goodwill and intangible assets with indefinite useful economic lives for impairment and monitors indications of impairment in accordance with the accounting principles presented above. The recoverable amounts of cash-generating units are determined using calculations based on value-in-use. The preparation of these calculations requires the use of estimates and assumptions.

## Application of new and revised IFRS and interpretations

The Group applies new and revised standards and interpretations as of the effective date of each standard or interpretation or, when the effective date is other than the first day of the financial year, as of the first day of the financial year following the effective date of the standard.

The known changes in IFRS standards that will take effect in the financial year 2021 or later are mainly improvements or additions to existing standards, and Dovre Group does not expect them to have a material impact on the consolidated financial statements.

## 3. SEGMENT INFORMATION

### Reporting segments

The Group has two reporting segments that are also the Group's strategic business areas:

- Project Personnel business area provides project personnel services for large investment projects worldwide
- Consulting business area provides management and project management consulting and software for enterprise level management in the Nordic countries

The Group's segment information is based on internal management reporting prepared in accordance with IFRS standards. The Group does not allocate the parent company's intra-Group charges to segments for the purposes of segment reporting.



## Net sales by segment

EUR THOUSAND	2020	2019	% OF NET SALES
Project Personnel	62,941	76,995	-18.3%
Consulting	14,533	6,140	136.7%
<b>Total</b>	<b>77,474</b>	<b>83,135</b>	<b>-6.8%</b>

In 2020, Dovre Group had one customer, which accounts for more than 10% of the Group's net sales. The Group's income from this customer was approximately EUR 10 million. In 2019, Dovre Group had one customer, which accounts for more than 10% of the Group's net sales. The Group's income from this customer was approximately EUR 9 million. The income is mainly included in the Project Personnel business area.

## Operating result

EUR THOUSAND	2020	2019	CHANGE %
Project Personnel	1,886	2,376	-20.6%
Consulting	1,480	643	130.0%
Other functions	-731	-63	-1056.5%
Unallocated	-284	-252	-12.7%
<b>Total</b>	<b>2,352</b>	<b>2,705</b>	<b>-13.1%</b>

Other functions are the common resources used by both segments of the Group and shareholders' expenses. In 2019, other functions include a gain of EUR 776 thousand from the sale of the Kuukoti office property.

Unallocated expenses include amortization of customer agreements and relations, expenses recorded as a result of adoption of IFRS 16 in 2019.

## Personnel

AVERAGE NUMBER OF PERSONNEL	2020	2019
Project Personnel	541	580
Consulting	85	37
Other functions	3	3
<b>Total</b>	<b>629</b>	<b>620</b>

The increase in the number of personnel in Consulting and the decrease in the number of personnel in Project Personnel reflect the organisational change implemented in Norway at the beginning of 2020.

In the Project Personnel business area, 22 (30) % of employees were independent contractors.

## Non-current assets

EUR THOUSAND	2020	2019
Finland	179	121
Norway	2,737	3,584
Singapore	269	428
Canada	187	301
Trademark (Note 14)	1,268	1,350
Goodwill (Note 15)	16,390	17,443
<b>Total</b>	<b>21,030</b>	<b>23,227</b>

Non-current assets excluding financial instruments and deferred tax assets by location of assets. Goodwill and trademark have not been allocated geographically.



## 4. ACQUISITIONS

### Acquisitions in 2020

The Group made no acquisitions in 2020.

### Acquisitions in 2019

#### Tech4Hire

Dovre Group Projects AS acquired 100% of the shares of Tech4Hire AS, a Norwegian privately held oil and gas personnel company. In exchange, Dovre Group Projects AS paid Tech4Hire owners a total of NOK 23,643 thousand (approximately EUR 2,440 thousand) on June 25, 2019.

As part of the transaction, Dovre Group issued 1,777,978 new shares to the sellers of Tech4Hire AS in a directed share issue. The number of new shares transferred was determined by dividing the NOK 4.0 million by the volume weighted average price of Dovre Group's shares on Nasdaq Helsinki between 12 June and 18 June, equaling to EUR 0.23 per share. The subscription price, EUR 408,935, was fully booked in the Company's reserve for invested non-restricted equity.

The sellers had the opportunity to receive an additional purchase price of NOK 0-10 million (EUR 0-1 million) if the agreed financial targets were met by the end of 2019. Part of the additional purchase price shall be used to subscribe for shares in Dovre Group. As of December 31, 2019, Dovre Group has recorded an additional

consideration of NOK 10.3 million (EUR 1.1 million) as a liability. The additional purchase price will be paid in the first quarter of 2020.

Advisory and expert service costs of EUR 117 thousand related to the transaction have been included in other operating expenses in the income statement. The expenses related to the directed share issue, EUR 47 thousand, are recognized in the reserve for non-restricted equity.

As of the acquisition date, the consolidated statement of comprehensive income includes net sales of EUR 8.2 million and result for the period of EUR 282 thousand contributed by the acquired business. The parties agreed in the agreement to combine Tech4Hire with Dovre Group result as of April 30, 2019.

Had the acquisition taken place on January 1, 2019, the consolidated statement of comprehensive income would have included net sales of EUR 11.8 million and result for the period of EUR 451 thousand.

The book values of the trade receivables and trade payables acquired correspond to their fair values.

#### SUMMARY OF ACQUISITION ITEMS ON JUNE 25, 2020

EUR THOUSAND	FAIR VALUE
Cash consideration	3,497
Intangible assets	1,136
Trade and other receivables	2,545
Cash and cash equivalents	662
Deferred tax liabilities	-250
Trade payables and other liabilities	-2,559
Total net assets acquired	1,534
Goodwill	1,963
<b>Total</b>	<b>3,497</b>



## 5. NET SALES

NET SALES BY REVENUE TYPE EUR THOUSAND	2020	% NET SALES	2019	% NET SALES
Services	77,001	99.4%	82,634	99.4%
License revenue	278	0.4%	314	0.4%
Maintenance	195	0.3%	187	0.2%
<b>Total</b>	<b>77,474</b>	<b>100.0%</b>	<b>83,135</b>	<b>100.0%</b>

Services include 61 thousand euros (127 thousand euros in December 2019) revenue recognized as a point in time. License income includes 45 thousand euros (84 thousand euros) income recognized as a point in time.

Contract assets are sales accruals and presented in the note 19 Trade and other receivables. Contract liabilities are presented in the note 24 Trade payables and other liabilities.

NET SALES BY DOMICILE OF THE COMPANY EUR THOUSAND	2020	% NET SALES	2019	% NET SALES
Finland	7,000	9.0%	8,193	9.9%
Norway	52,864	68.2%	58,158	70.0%
Canada	6,339	8.2%	7,476	9.0%
Singapore	9,863	12.7%	7,189	8.6%
Other countries	1,408	1.8%	2,119	2.5%
<b>Total</b>	<b>77,474</b>	<b>100.0%</b>	<b>83,135</b>	<b>100.0%</b>

## 6. OTHER OPERATING INCOME

EUR THOUSAND	2020	2019
Rents	54	18
Covid 19 grants	100	0
Gain on sales of tangible assets (Note 16)	0	776
Other operating income	0	23
<b>Total</b>	<b>155</b>	<b>817</b>

## 7. MATERIAL AND SERVICES

EUR THOUSAND	2020	2019
License fees	-140	-132
External services	-51	-48
<b>Total</b>	<b>-191</b>	<b>-180</b>



## 8. EMPLOYEE BENEFITS EXPENSE

EUR THOUSAND	2020	2019
Salaries and fees	-65,395	-69,611
Pension expenses, defined contribution plans	-1,512	-1,390
Share-based compensation	-80	-110
Other employee benefits	-3,951	-4,487
<b>Total</b>	<b>-70,938</b>	<b>-75,598</b>

Information on management remuneration and fringe benefits as well as compensation for key personnel is presented in the note 29 Related Party Transactions.

## 9. DEPRECIATION AND AMORTIZATION

EUR THOUSAND	2020	2019
Amortization according to plan, intangible assets	-360	-374
Depreciation according to plan, tangible assets	-479	-508
<b>Total</b>	<b>-839</b>	<b>-882</b>

## 10. OTHER OPERATING EXPENSES

EUR THOUSAND	2020	2019
Premises	-139	-253
Marketing	-185	-169
Travel	-1,369	-2,055
Administration and other operating expenses	-1,616	-2,110
<b>Total</b>	<b>-3,310</b>	<b>-4,587</b>

### RESEARCH AND DEVELOPMENT

EUR THOUSAND	2020	2019
Research and development expenses on the balance sheet	-109	-125
Capitalized research and development expenditure	-46	-46
<b>Total</b>	<b>-155</b>	<b>-171</b>

### AUDITOR FEES

EUR THOUSAND	2020	2019
External audit	-114	-114
Tax consultancy	-2	-1
Other professional services	-9	-6
<b>Total</b>	<b>-124</b>	<b>-121</b>



## 11. FINANCING INCOME AND EXPENSES

FINANCING INCOME EUR THOUSAND	2020	2019
Unquoted equity investments at fair value through profit and loss	179	153
Foreign exchange gains	393	62
Other interest and financing income	26	52
<b>Financing income, total</b>	<b>599</b>	<b>267</b>

FINANCING EXPENSES EUR THOUSAND	2020	2019
Foreign exchange losses	-580	-103
Other interest and financing expenses	-202	-226
<b>Financing expenses, total</b>	<b>-782</b>	<b>-329</b>

<b>Financing income and expenses, total</b>	<b>-183</b>	<b>-62</b>
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## 12. INCOME TAX

EUR THOUSAND	2020	2019
Tax on income from operations	-509	-587
Tax expense for prior years	0	0
Change in deferred tax assets and liabilities	-17	36
Change in deferred tax assets and liabilities, prior year	0	0
<b>Total</b>	<b>-526</b>	<b>-551</b>

### Reconciliation of the tax expense recognized in the consolidated statement of income and income taxes computed at the Finnish statutory tax rate 20%

EUR THOUSAND	2020	2019
Result before tax	2,168	2,642
<b>Income tax expense at Finnish statutory rate</b>	<b>-434</b>	<b>-528</b>
Effect of different tax rates in foreign subsidiaries	-49	-108
Income that is exempt from taxation and expenses that not deductible:		
Unquoted equity investment at fair value through profit and loss	36	31
Other income and expenses	0	-6
Changes in corporate tax rates	0	0
Unrecognized tax benefits for losses for the period	-68	-149
Previously unrecognized and unused tax losses	52	206
Tax expense for prior periods	0	0
Other items	-63	3
<b>Income tax in the consolidated statement of income</b>	<b>-526</b>	<b>-551</b>



## Deferred tax asset and liabilities

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Deferred tax asset	129	148
Deferred tax liabilities	-896	-954
<b>Total</b>	<b>-767</b>	<b>-806</b>

## Reconciliation of deferred tax assets and liabilities 2020

EUR THOUSAND	JAN. 1, 2020	CHARGED TO INCOME STATEMENT	TRANSLATION DIFFERENCES	DEC. 31, 2020
Allocation of fair value on acquisitions	-764	-22	56	-730
Other temporary differences	-42	5	0	-37
<b>Total</b>	<b>-806</b>	<b>-17</b>	<b>56</b>	<b>-767</b>

## Reconciliation of deferred tax assets and liabilities 2019

EUR THOUSAND	JAN. 1, 2019	CHARGED TO INCOME STATEMENT	ACQUISITIONS	TRANSLATION DIFFERENCES	DEC. 31, 2019
Tax losses carried forward	183	-183			0
Allocation of fair value on acquisitions	-581	70	-250	-3	-764
Withholding tax on undistributed earnings	-17	0			-17
Other temporary differences	-160	149		-14	-25
<b>Total</b>	<b>-575</b>	<b>36</b>	<b>-250</b>	<b>-17</b>	<b>-806</b>

## Carry-forward losses

On December 31, 2020, the Group carried forward losses worth of EUR 6.6 million (EUR 6.0 million on December 31, 2019), for which no deferred tax assets have been recognized. A total of EUR 1.2 million of the Group's losses expire in 2023-2026 and a total of EUR 4.1 million later. The remaining losses have no definite expiration date.



## 13. EARNINGS PER SHARE

### Undiluted earnings per share

Undiluted earnings per share is calculated by dividing the result attributable to the shareholders of the parent by the weighted average number of shares during the financial year.

### Diluted earnings per share

The potential increase in the number of shares caused by all instruments entitling to shares is taken into account when calculating the diluted earnings per share. The Group has instruments, share options, with the potential to increase the number of shares. An instrument has a dilutive effect when its subscription price is lower than the market value of the share. The weighted average number of shares and the dilutive effect are calculated quarterly taking into account those instruments that have an exercise price lower than the weighted average share price during that quarter. The dilutive effect is relative to the difference between the exercise price and the weighted average share price. The total dilutive effect for the financial year or several quarters is calculated as a weighted average for the period in question.

The Group did not have any dilutive instruments at the end of the financial year or the previous financial year, so basic and diluted earnings per share are the same.

EARNINGS PER SHARE	2020	2019
Result attributable to the shareholders of the parent (EUR thousand)	1,643	2,091
Weighted average number of shares during the financial year (1,000)	102,872	100,169
<b>Undiluted earnings per share (EUR / share)</b>	<b>0.02</b>	<b>0.02</b>

COMPREHENSIVE EARNINGS PER SHARE	2020	2019
Comprehensive result attributable to the shareholders of the parent (EUR thousand)	219	2,689
Weighted average number of shares during the financial year (1,000)	102,872	100,169
<b>Undiluted comprehensive earnings per share (EUR / share)</b>	<b>0.00</b>	<b>0.03</b>

## 14. INTANGIBLE ASSETS

INTANGIBLE ASSETS 2020 EUR THOUSAND	CUSTOMER AGREEMENTS AND RELATIONS	TRADEMARK	DEVELOPMENT COSTS	OTHER INTANGIBLE ASSETS	TOTAL
Acquisition cost, Jan. 1	3,387	1,350	183	9	4,928
Translation differences (+/-)	-165	-82	1	0	-246
Additions	0	0.0	0	0	0
Disposals	0	0	0	0	0
Acquisition cost, Dec. 31	3,223	1,268	183	9	4,682
Accumulated amortization and value adjustments, Jan. 1	-1,106	0	-80	-8	-1,194
Translation differences (+/-)	24	0	0	0	23
Accumulated amortization from disposals	0	0	0	0	0
Amortization charges for the period	-314	0	-46	0	-360
Accumulated amortization and value adjustments, Dec. 31	-1,396	0	-126	-9	-1,531
<b>Book value, Dec. 31, 2020</b>	<b>1,826</b>	<b>1,268</b>	<b>57</b>	<b>0</b>	<b>3,151</b>



INTANGIBLE ASSETS 2019 EUR THOUSAND	CUSTOMER AGREEMENTS AND RELATIONS	TRADEMARK	DEVELOPMENT COSTS	OTHER INTANGIBLE ASSETS	TOTAL
Acquisition cost, Jan. 1	2,239	1,330	183	384	4,135
Translation differences (+/-)	32	20	0	0	52
Additions	1,116	0	0	0	1,116
Disposals	0	0	0	-375	-375
Acquisition cost, Dec. 31	3,387	1,350	183	9	4,928
Accumulated amortization and value adjustments, Jan. 1	-803	0	-34	-348	-1,184
Translation differences (+/-)	-11	0	0	0	-11
Accumulated amortization from disposals	0	0	0	375	375
Amortization charges for the period	-292	0	-46	-36	-374
Accumulated amortization and value adjustments, Dec. 31	-1,106	0	-80	-9	-1,194
<b>Book value, Dec. 31, 2019</b>	<b>2,281</b>	<b>1,350</b>	<b>103</b>	<b>0</b>	<b>3,734</b>

## 15. GOODWILL

EUR THOUSAND	2020	2019
Acquisition cost, Jan. 1	17,443	15,185
Additions	0	1,930
Translation differences (+/-)	-1,053	328
<b>Book value, Dec. 31</b>	<b>16,390</b>	<b>17,443</b>

The increase of goodwill in 2019 is related to the acquisition of Tech4hire by Dovre Group Projects AS. See Note 4 for more information.

Dovre Group's goodwill is divided into cash-generating units as follows:

GOODWILL BY CASH GENERATING UNIT EUR THOUSAND	2020	2019
Project Personnel	15,668	16,720
Consulting	723	723
<b>Total</b>	<b>16,390</b>	<b>17,443</b>

Impairment testing has been performed at the year-end, with December 31, 2020 as the testing date. For Project Personnel, in addition to goodwill, we test also the NPC trademark, which has an indefinite useful life. The carrying amount of the trademark at December 31, 2020 was approximately EUR 1.4 million (EUR 1.3 million on December 31, 2019).

In testing, the carrying amount of a cash-generating unit is compared with its value in use, which is based on a calculation of its value in use. These calculations are based on management-approved plans

covering a five-year period. The key variables used in the calculation are revenue growth and operating margin. The variables are based on past performance, the business group's market position and growth potential in the business group's market. The discount rate is determined using a capital structure based on peer group balance sheets and financial statements to which IAS 17 Leases applies.

Based on testing, the recoverable amounts of all cash-generating units exceeded their carrying amounts and, therefore, no indications of impairment exist.



KEY VARIABLES:	2020	2019
Average growth in net sales, %		
Project Personnel	12.5	10.0
Consulting *)	2.5	
Consulting, Finland		1.5
Consulting, Norway		2.0
Average EBIT, %		
Project Personnel	3.6	3.5
Consulting *)	11.2	
Consulting, Finland		10.3
Consulting, Norway		10.0
Terminal growth rate, %		
Project Personnel	1.0	1.0
Consulting *)	1.0	1.0
Consulting, Finland		1.0
Consulting, Norway		1.0
Pre-tax discount rate, %		
Project Personnel	11.8	13.3
Consulting *)	12.0	
Consulting, Finland		13.1
Consulting, Norway		13.2

\*) From 2020 onward, testing has been performed at the Consulting business unit level. Previously, Finland and Norway were tested separately.

If any one of the following changes were made to the above key assumptions, the value in use value and the carrying amount would be equal.

	CHANGE
EBIT %, %-unit	
Project Personnel	-1.5
Consulting	-17.3
Pre-tax discount rate, %-unit	
Project Personnel	7.9
Consulting	468.2



## 16. TANGIBLE ASSETS

TANGIBLE ASSETS 2020 EUR THOUSAND	LAND	MACHINERY AND EQUIPMENT	TANGIBLE ASSETS	TOTAL
Acquisition cost, Jan. 1	2,379	812	40	3,231
Translation differences (+/-)	-105	-24	0	-129
Additions	160	1	0	162
Disposals	-248	0	0	-248
Acquisition cost, Dec. 31	2,186	789	40	3,016
Accumulated depreciation and value adjustments, Jan. 1	-412	-730	-40	-1,182
Translation differences (+/-)	21	30	0	51
Accumulated depreciation from disposals	83	0	0	83
Depreciation charges for the period	-413	-66	0	-478
Accumulated depreciation and value adjustments, Dec. 31	-721	-766	-40	-1,527
<b>Book value, Dec. 31, 2020</b>	<b>1,465</b>	<b>24</b>	<b>0</b>	<b>1,489</b>

TANGIBLE ASSETS 2019 EUR THOUSAND	LAND	BUILDINGS	MACHINERY AND EQUIPMENT	TANGIBLE ASSETS	TOTAL
Acquisition cost, Jan. 1	240	638	823	39	1,740
Translation differences (+/-)	0	0	10	1	11
Additions	0	2,447	16	0	2,463
Disposals	-240	-706	-36	0	-982
Acquisition cost, Dec. 31	0	2,379	812	40	3,231
Accumulated depreciation and value adjustments, Jan. 1	0	-70	-671	-39	-780
Translation differences (+/-)	0	0	-7	-1	-8
Accumulated depreciation from disposals	0	81	27	6	114
Depreciation charges for the period	0	-423	-79	-6	-508
Accumulated depreciation and value adjustments, Dec. 31	0	-412	-730	-40	-1,182
<b>Book value, Dec. 31, 2019</b>	<b>0</b>	<b>1,967</b>	<b>82</b>	<b>0</b>	<b>2,049</b>

The carrying amount of the buildings at the end of the financial year, EUR 1,465 thousand (EUR 1,967 thousand in 2019), is a right-to-use asset under Leases (see Note 17).



## 17. LEASES

Dovre Group's right-to-use assets are office leases, which are presented as part of buildings. Dovre Group adopted a simplified approach to deployment, setting the starting date for existing contracts as January 1, 2020. Most office rentals are fixed-term contracts and some of these contracts include an option to extend the contract periodically. Dovre Group assessed in the determination of the right-to-use assets that the Group will utilize extension options. Leases, which are valid until further notice with a 3 to 12 month notice period, have a probable lease term of 2-4 years.

RIGHT-TO-USE ASSETS EUR THOUSAND	2020	2019
Book value, Jan. 1	2,379	0
Translation differences (+/-)	-105	0
Additions	160	2,379
Disposals	-248	0
Book value, Dec. 31	2,186	2,379
Accumulated depreciations, Jan. 1	-412	0
Translation differences (+/-)	21	-1
Accumulated depreciation from disposals	83	0
Depreciation charges for the period	-413	-411
Accumulated depreciations and value adjustments, Dec. 31	-721	-412
<b>Book value, Dec. 31, 2020</b>	<b>1,465</b>	<b>1,967</b>

LEASING LIABILITIES EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Non-current lease liabilities	1,175	1,592
Current lease liabilities	352	417
<b>Total</b>	<b>1,527</b>	<b>2,009</b>

MATURITY PROFILE OF PAYMENTS DUE EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
0-1	496	481
1-2	425	454
2-3	428	375
3-4	359	348
4-5	134	270
Over 5 years	113	275
<b>Total</b>	<b>1,955</b>	<b>-2,202</b>

CASH FLOW STATEMENT ITEMS EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Lease liability amortization payments	-373	-379
Lease liability interest payments	-60	-67
<b>Total</b>	<b>-432</b>	<b>-446</b>

INCOME STATEMENT ITEMS EUR THOUSAND	2020	2019
Right-to-use asset depreciations	-413	-411
Right-to-use asset interest cost	-60	-76
Short-term lease expense	-	-34
Low value lease expense	-19	-17
Expense relating to variable lease payments not included in the measurement of lease liabilities	-64	-79
<b>Total</b>	<b>-556</b>	<b>-617</b>



## 18. FINANCIAL ASSETS

### Financial assets at fair value through profit and loss

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Unquoted equity investment	1,056	876
<b>Total</b>	<b>1,056</b>	<b>876</b>

Financial assets at fair value through profit and loss include Dovre Group Plc's ownership in SaraRasa Bioindo Pte. Ltd. (Bioindo). Dovre Group's investment in Bioindo is not part of the Group's core business. The category of the investment's fair value measurement is Level 3.

The audited equity of Bioindo was USD 1,323 thousand at the year-end 2019 (397 thousand at end of 2018). The unaudited 2020 result was approximately 1.1 MUSD.

The company has agreed to supply its entire production of pellets until January 2024 (published on July 25, 2020).

SaraRasa Bioindo Pte. Ltd, a wholly owned subsidiary of PT SaraRasa Biomass, has decided to expand its production at its plant location in Surabaya. Current production capacity will increase by more than 20% and storage capacity by more than 100% compared to 2020. The expansion of the plant is expected to be completed by August 2021. The expansion of the existing plant is expected to improve the plant's profitability due to economies of scale and will be financed by the company's additional cash resources (announced on 15 December 2020).

## 19. TRADE AND OTHER RECEIVABLES

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Trade receivables	12,802	17,997
Valuation allowance for trade receivables	-24	-15
Other receivables	163	49
Accrued income on sales	626	1,022
Prepayments on expenses	172	360
<b>Total</b>	<b>13,738</b>	<b>19,413</b>

Other prepayments and accrued income include accrued expenses.

The book values of the receivables are based on a reasonable estimate of their fair values. Dovre Group has not recognized an expected credit loss provision under IFRS 9 for accounts receivable because Dovre Group has not been able to do so due to the low amount of credit losses realized. During 2015-2018, the Group has not recognized any impairment provisions. The average amount of impairment of trade receivables recognized during the last 10 years has been EUR 12 thousand, which is an average of 0.08% of trade receivables.

### AGEING ANALYSIS OF TRADE RECEIVABLES

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Not due	8,793	11,825
Overdue		
1-30 days	3,380	5,607
31-60 days	440	429
61-90 days	181	75
Over 90 days	8	61
<b>Total</b>	<b>12,802</b>	<b>17,997</b>



## 20. SHAREHOLDERS' EQUITY

Dovre Group Plc has one class of shares. The book value of the shares is EUR 0.10 per share (EUR 0.10 per share in 2019). Each share entitles the shareholder to one vote. Dovre Group Plc's shares are listed on Nasdaq Helsinki Ltd.

The maximum number of Dovre Group Plc's shares is 160 million shares (160 million in 2019). The shares do not carry a nominal value. The Group's maximum share capital is EUR 41.6 million (EUR 41.6 million in 2019). All shares issued have been fully paid for.

### Reconciliation of the number of shares

EUR THOUSAND	NUMBER OF SHARES	SHARE CAPITAL	RESERVE FOR NON-RESTRICTED EQUITY	FAIR VALUE RESERVE	TREASURY SHARES	TOTAL
<b>Dec. 31, 2018</b>	<b>100,168,769</b>	<b>9,603</b>	<b>12,300</b>	<b>2,869</b>	<b>-237</b>	<b>24,535</b>
Directed share issue	1,777,978		361			361
<b>Dec. 31, 2019</b>	<b>101,946,747</b>	<b>9,603</b>	<b>12,661</b>	<b>2,869</b>	<b>-237</b>	<b>24,896</b>
Directed share issue	1,009,747		331			331
<b>Dec. 31, 2020</b>	<b>102,956,494</b>	<b>9,603</b>	<b>12,991</b>	<b>2,869</b>	<b>-237</b>	<b>25,226</b>

### Changes in 2020

Dovre Group Plc issued 1,777,978 new shares in a directed issue in June 2020. The number of new shares issued was determined by dividing NOK 4.0 million by the volume weighted average price of Dovre Group's shares on Nasdaq Helsinki between 12 June 2020 and 18 June 2020, equaling to EUR 0.23 per share. The subscription price was credited to the reserve for invested unrestricted equity less costs related to the share issue.

### Changes in 2019

The repurchase of Dovre Group Plc's own shares continued until March 27, 2019, after which Dovre Group Plc held 839,262 of its own shares. Following his resignation from the position as Chairman of the Dovre Group's Board of Directors, Ole Olsen returned 31,075 shares to the company. At the end of December 2019, Dovre Group Plc held 870,337 of its own shares.

### Dividend distribution in 2020

Dovre Group Plc's Annual General Meeting held on March 27, 2020, decided that shareholders be paid a dividend of EUR 0.01 per share

for the financial year 2019, corresponding to approx. EUR 1.0 million. The dividend was paid on April 25, 2020. No dividend was paid to the shares owned by the company.

### Dividend distribution in 2019

Dovre Group Plc's Annual General Meeting held on March 27, 2019, decided that shareholders be paid a dividend of EUR 0.01 per share for the financial year 2018, corresponding to approx. EUR 1.0 million. The dividend was paid on April 25, 2019. No dividend was paid to the shares owned by the company.

### Treasury shares

Dovre Group did not repurchase the company's own shares during the financial year. On 31 December 2020 and 31 December 2019, Dovre Group Plc held a total of 870,337 of the company's own shares, representing 0.85 per cent of all the company's shares and votes.

## 21. SHARE-BASED COMPENSATION

### Long-term incentive programs 2018-2020

Key employees of Dovre Group are covered by a share-based incentive scheme. The reward is based on the achievement of annual targets and the fulfillment a service condition. The key metric is operating profit. The vesting conditions do not include a market-based condition, so the award scheme does not include the fair value portion at grant date. A prerequisite for meeting the terms of service is that the key person is employed by the Group at the beginning of 2021, when the key person will receive the earned shares. The key person is personally responsible for taxes on earned shares.

The expense recognized in the 2020 financial statements, EUR 80 thousand, corresponds to 290,105 shares. The expense for 2019 of EUR 110 thousand corresponds to 354,564 Dovre Group Plc

shares. (see Note 8). The estimated number of shares earned at the end of 2020 was a total of 858,629 shares, of which 290,105 had been accumulated in 2020, 354,564 in 2019 and 213,960 in 2018.

### 2013 stock option plan

At the end of 2020, Dovre Group had no open option plans. The subscription period for the 2013C option plan ended on 28 February 2020. The share subscription period and price per series under the 2013C option plan was as follows: subscription price EUR 0.43; subscription period 1 March 2017-28 February 2020. No shares were subscribed to during 2020 or 2019.



## 22. NON-CURRENT FINANCIAL LIABILITIES

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Non-current loans from financial institutions	764	1,135
Non-current lease liabilities (Note 17)	1,175	1,592
Other liabilities	0	65
<b>Total</b>	<b>1,939</b>	<b>2,792</b>

The fair value of the Group's non-current financial liabilities is based on a reasonable estimate of their book value. The average interest rate for the Group's non-current loans from financial institutions was 3.74% in 2020 (3.78% in 2019).

### MATURITY PROFILE OF NON-CURRENT LOANS

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
0-1 years	306	474
1-2 years	306	324
2-3 years	153	324
3-4 years	0	324
4-5 years	0	162
<b>Total</b>	<b>764</b>	<b>1,609</b>

## 23. CURRENT FINANCIAL LIABILITIES

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Current loans from financial institutions	306	474
Lines of credit in use	3,538	2,215
Current lease liabilities (Note 17)	352	417
<b>Total</b>	<b>4,195</b>	<b>3,106</b>

The average interest rate for current loans was 3.74% in 2020 (3.01% in 2019). The fair values of the liabilities correspond, in material aspects, to their carrying values. The interest rate for the Group's lines of credit in use in 2020 was 1.82% (2.48% in 2019).

## 24. TRADE PAYABLES AND OTHER LIABILITIES

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Trade payables	2,681	5,245
Other current liabilities	4,320	5,484
<b>Total</b>	<b>7,001</b>	<b>10,729</b>

### CURRENT ACCRUALS AND DEFERRED INCOME

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Current deferred income	36	34
Accrued employee expenses	5,223	5,823
Other current accrued liabilities on income and expenses	958	1,111
<b>Total</b>	<b>6,218</b>	<b>6,968</b>

<b>Trade payables and other liabilities, total</b>	<b>13,219</b>	<b>17,697</b>
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The fair values of the liabilities are equal to their carrying values.



## 25. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

2020 EUR THOUSAND	JAN 1, 2020	CASHFLOW	TRANSFER	TRANSLATION DIFFERENCES	DEC. 31, 2020
Non-current loans and borrowings	1,135	0	-306	-66	764
Current loans and borrowings	2,689	991	306	-142	3,843
<b>Total</b>	<b>3,824</b>	<b>991</b>	<b>0</b>	<b>-207</b>	<b>4,607</b>

2019 EUR THOUSAND	JAN 1, 2019	CASHFLOW	TRANSFER	TRANSLATION DIFFERENCES	DEC. 31, 2019
Non-current loans and borrowings	450	589	125	-29	1,135
Current loans and borrowings	2,784	2	-125	28	2,689
<b>Total</b>	<b>3,234</b>	<b>591</b>	<b>0</b>	<b>-1</b>	<b>3,824</b>

The above figures do not include leasing liabilities (Note 17).

## 26. FINANCIAL RISK AND CAPITAL STRUCTURE MANAGEMENT

### Financial Risk Management

In its operations, Dovre Group is exposed to common financial risks, most importantly foreign exchange risk. The purpose of financial risk management is to ensure that the Group has access to sufficient and cost-effective funding in all market situations and to monitor and minimize any potential risks. Financial risks are managed centrally by the Group's parent company's finance function, which is responsible for the Group's financing. Financial risk management is part of the Group's operational management.

### Foreign exchange risks

The Group operates internationally and is thus exposed to a variety of foreign exchange risks. Such risks arise from exchange rate fluctuations relating to foreign currency denominated assets, liabilities, and planned business transactions (transaction risk) and from investments in foreign subsidiaries and associates (translation risk). The Group manages its foreign exchange risks in accordance with the Group's currency hedging policy, approved by the Board of Directors in 2014. The purpose of the policy is to minimize the company's subsidiaries' foreign exchange risks and to centrally hedge the Group's foreign exchange risks at the parent company, when necessary. The company does not automatically hedge its for-

ign currency positions. However, should it be deemed necessary for risk management and be in the best interest of the company's shareholders, the company's Board of Directors may pursue prudent and selective hedging. Operatively, the company seeks to avoid any unnecessary increase in foreign exchange risks and any unnecessary currency transactions.

Foreign exchange risk management is a regular part of the Boards' charter.

### Transaction risks

Majority of the Group's operations is local service business and is denominated in local functional currencies. It does not therefore involve transaction risks. The Group's internal invoicing and loans are primarily initiated in the local currencies of the subsidiaries and any possible foreign exchange risks are hedged using foreign currency derivatives at the parent company.

The foreign exchange risk sensitivity analysis for the most important currency pairs, disclosed in accordance with IFRS 7, has been calculated for the Group's foreign currency nominated financial assets and liabilities including foreign currency derivatives outstanding on the balance sheet date. The exposures in the most important currency pairs are disclosed in the table below.

EXPOSURE AGAINST EUR EUR MILLION	NOK	CAD	USD	SGD	GBP	AED	TOTAL
Exposure Dec. 31, 2020	-0.5	0.0	0.5	0.0	0.0	0.0	0.1
Exposure Dec. 31, 2019	-0.9	0.0	1.1	0.0	0.0	0.0	0.2

EXPOSURE AGAINST NOK EUR MILLION	NOK	CAD	USD	SGD	GBP	EUR	TOTAL
Exposure Dec. 31, 2020		0.0	0.3		0.8	0.0	1.1
Exposure Dec. 31, 2019		0.0	1.0		0.0	0.0	1.0

EXPOSURE AGAINST SGD EUR MILLION	NOK	CAD	USD	SGD	GBP	EUR	TOTAL
Exposure Dec. 31, 2020	0.1		0.2			0.0	0.3
Exposure Dec. 31, 2019	0.1		-0.2			0.0	-0.1



EXPOSURE AGAINST USD EUR MILLION	NOK	CAD	USD	SGD	GBP	EUR	TOTAL
Exposure Dec. 31, 2020							0.0
Exposure Dec. 31, 2019				0.1			0.1

EXPOSURE AGAINST CAD EUR MILLION	NOK	CAD	USD	SGD	GBP	EUR	TOTAL
Exposure Dec. 31, 2020	0.0		0.2				0.2
Exposure Dec. 31, 2019	0.0		0.1				0.1

The foreign exchange risk sensitivity analysis illustrates the impact of a 20% movement in exchange rates and has been calculated before taxes. An estimated 20% movement in the foreign exchange rates on the balance sheet date would have resulted in an impact of EUR 0.3 (0.2) million on the Group's result before taxes with the exchange rates strengthening and EUR -0.3 (-0.2) million with the exchange rates weakening.

### Translation risk

Changes in consolidation exchange rates affect the Group's income statement, cash flow statement, and the statement of financial position, which are presented in euros, thus giving rise to translation risk. As the majority of the Group's net sales occur in functional currencies other than the euro, the translation risk related to the Group's net sales and operating result is material to the Group. In 2020, the Group's comparable net sales changed by -6.8 (+27.0) % in euros. In local currencies the change in net sales would have been +8.9 (28.3) %.

The impact of a 10% movement in average annual exchange rates of the Group's main currencies on the Group's net sales is presented in the table below.

EUR MILLION	CHANGE IN EXCHANGE RATE	IMPACT ON NET SALES DENOMINATED IN NOK	IMPACT ON NET SALES DENOMINATED IN CAD	IMPACT ON NET SALES DENOMINATED IN USD	IMPACT ON NET SALES DENOMINATED IN SGD
2020	10%	-4.8	-0.6	-0.4	-0.9
	-10%	5.9	0.7	0.5	1.1
2019	10%	-5.3	-0.7	-0.2	-0.6
	-10%	6.5	0.8	0.3	0.8

In 2020, the translation differences arising from the translation of the Group's subsidiaries' balance sheets into euros was EUR -4.3 (0.6) million. The translation difference was caused by the weakening of the Norwegian crown against the euro, when other currencies (CAD, SGD and USD) strengthened against the euro. In 2019, the translation difference was caused by the weakening of the Norwegian crown and the Canadian dollar against the euro, but the Singaporean dollar and the United States dollar in contrast strengthened against the euro. The translation risk was not hedged during the financial year.

### Interest rate risk

The Group's interest rate risk relates to the Group's non-current loans, totaling EUR 0.8 (1.1) million on December 31, 2020. The Group does not hedge the interest rate risk.

### Liquidity risk

The purpose of liquidity risk management is to ensure that the Group has access to sufficient liquid assets and credit facilities in order to guarantee sufficient funding of the Group's business operations. The Group's liquidity is controlled through cash and liquidity management. The Group's liquidity remained strong in 2020. The credit limit was increased in Finland, but decreased in Singapore.

On December 31, 2020, the Group's cash and cash equivalents were EUR 8.5 (5.8) million. In addition, the parent company and subsidiaries have unused credit limits.

EUR MILLION	2020	2019
Cash and cash equivalents	8.5	5.8
Credit facilities	4.7	4.5
Lines of credit in use	-3.5	-2.2
<b>Total</b>	<b>9.7</b>	<b>8.1</b>



## Customer credit risk

A substantive part of the Group's receivables are from a small number of customers. However, the Group does not consider there to be any significant concentrations of customer credit risk because these customers are large and financially solid companies. Customers' credit-worthiness is secured through credit checks. Trade receivables are monitored centrally by Group functions. The Group does not provide customer financing.

Ageing structure of the Group's receivables and impairment losses recognized during the financial year are presented in Note 19 Trade and Other Receivables.

## Capital Structure Management

The purpose of the Group's capital structure management is to ensure the Group's liquidity in all market situations, to secure funding for the Group's strategic investments, and to maintain the Group's shareholder value. Capital structure management comprises the management of the Group's solidity and liquidity. The Group's capital structure is monitored by using the debt to equity ratio (gearing). The debt-equity ratio is calculated by dividing total net liabilities by total assets. Net liabilities include interest-bearing liabilities less cash and cash equivalents.

EUR MILLION	2020	2019
Interest-bearing liabilities	6.1	5.8
Cash and cash equivalents	8.5	5.8
<b>Net debt</b>	<b>-2.4</b>	<b>0.0</b>
Shareholders' equity	23.9	24.3
<b>Gearing</b>	<b>-10.1%</b>	<b>0.2%</b>



## 27. COMMITMENTS AND CONTINGENT LIABILITIES

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Collateral for own commitments		
Trade receivables pledged as collateral	5,348	5,677
Floating charges	3,000	3,000

### Disputes and court proceedings

The Group has no pending disputes or court proceedings.

## 28. SUBSIDIARIES

COMPANY	DOMICILE	COUNTRY	SHARE-HOLDING %, PARENT	SHARE-HOLDING %, GROUP
Dovre Asia Pte Ltd.	Singapore	Singapore	100.00	100.00
Dovre Australia Pty Ltd.	Sydney	Australia	100.00	100.00
Dovre Canada Ltd.	St. John's	Canada	100.00	100.00
Dovre Club Oy	Helsinki	Finland	100.00	100.00
Dovre Consulting AS	Stavanger	Norway	100.00	100.00
Dovre Group Inc.	Houston	USA	100.00	100.00
Dovre OOO	St. Petersburg	Russia	100.00	100.00
Dovre Group Energy AS (earlier Dovre Group Stavanger Projects AS)	Stavanger	Norway	100.00	100.00
Dovre Group (Singapore) Pte Ltd.	Singapore	Singapore	0.00	100.00
Proha Oy	Espoo	Finland	100.00	100.00
Tech4Hire AS	Oslo	Norway	0.00	100.00

### Legal restructuring in Norway

At the beginning of January 2020, Dovre Group reorganised its business in Norway and transferred a part of the business from the Project Personnel segment to be reported as a part of the Consulting segment. The new organisational structure combined those businesses that have specific features in the energy sector as one entity, and those with core expertise in consulting as one entity, thereby enabling Dovre's personnel to utilise their expertise better in the management of customer projects and in developing Dovre's business.

Following the reorganisation, Dovre Group has two companies in Norway: Dovre Group Energy AS, earlier Dovre Group Projects AS, focuses on supplying project personnel to clients within the energy sector. Dovre Group Consulting AS focuses on consulting within project management and supplying project personnel to clients within industries other than energy.

Dovre Group Energy AS is reported as part of Project Personnel segment and Dovre Group Consulting AS as part of Consulting segment in the Group's financial reporting. The changes had no effect on the legal structures in other units outside of Norway. Other units will continue to serve all customers on major projects in the energy and other industries.

### New subsidiary in Russia

In February 2020, Dovre Group expanded its offering to a new geographical area of Western Russia by establishing a new subsidiary company in St. Petersburg (Dovre ooo). The company initially planned to offer project personnel, specialists and advanced project services for both foreign and Russian companies operating in Russia as well as administrative support and other back office services for all Dovre companies internally to improve the cost efficiency and profitability of Dovre, but the COVID-19 pandemic has significantly slowed down the start of operations.



## 29. RELATED PARTY TRANSACTIONS

### Transactions with related parties

A related party is an entity, in which a member of the management of the Group or of its parent company holds either direct or indirect control, holds control together with another party, or has significant influence.

Dovre Group did not have any material transactions with any other related parties in 2020 or 2019. There were no loans given to management in the Group balance sheet on December 31, 2020 or December 31, 2019.

### Management remuneration and compensation

#### Key management remuneration and compensation

Key management remuneration and compensation Information includes total remuneration paid to the members of the Board and the members of the Group Executive Team.

EUR THOUSAND	2020	2019
Salaries and other short-term employee benefits	675	775
Share-based compensation	80	110
<b>Total</b>	<b>755</b>	<b>-874</b>

In 2020, the CEO's share-based compensation totaled EUR 41 thousand (EUR 58 thousand in 2019).

### Remuneration paid to the CEO and the members of the Board

Information includes the total remuneration, compensation, and fringe benefits paid to the CEO and the acting CEO of the parent company and the members of the Board of Directors of Dovre Group Plc.

EUR THOUSAND	2020	2019
<b>Board members on Dec. 31, 2020:</b>		
Svein Stavelin - Chairman of the Board	35	35
Ilari Koskelo - Vice Chairman of the Board	25	25
Antti Manninen - Board member	22	22
Kristine Larneng - Board member as of March 27, 2019	22	17
<b>CEO:</b>		
Arve Jensen	239	267
<b>Total</b>	<b>343</b>	<b>366</b>

In 2020 and 2019, the remuneration of the members of the Board of Directors was paid in cash.

### Management stock options

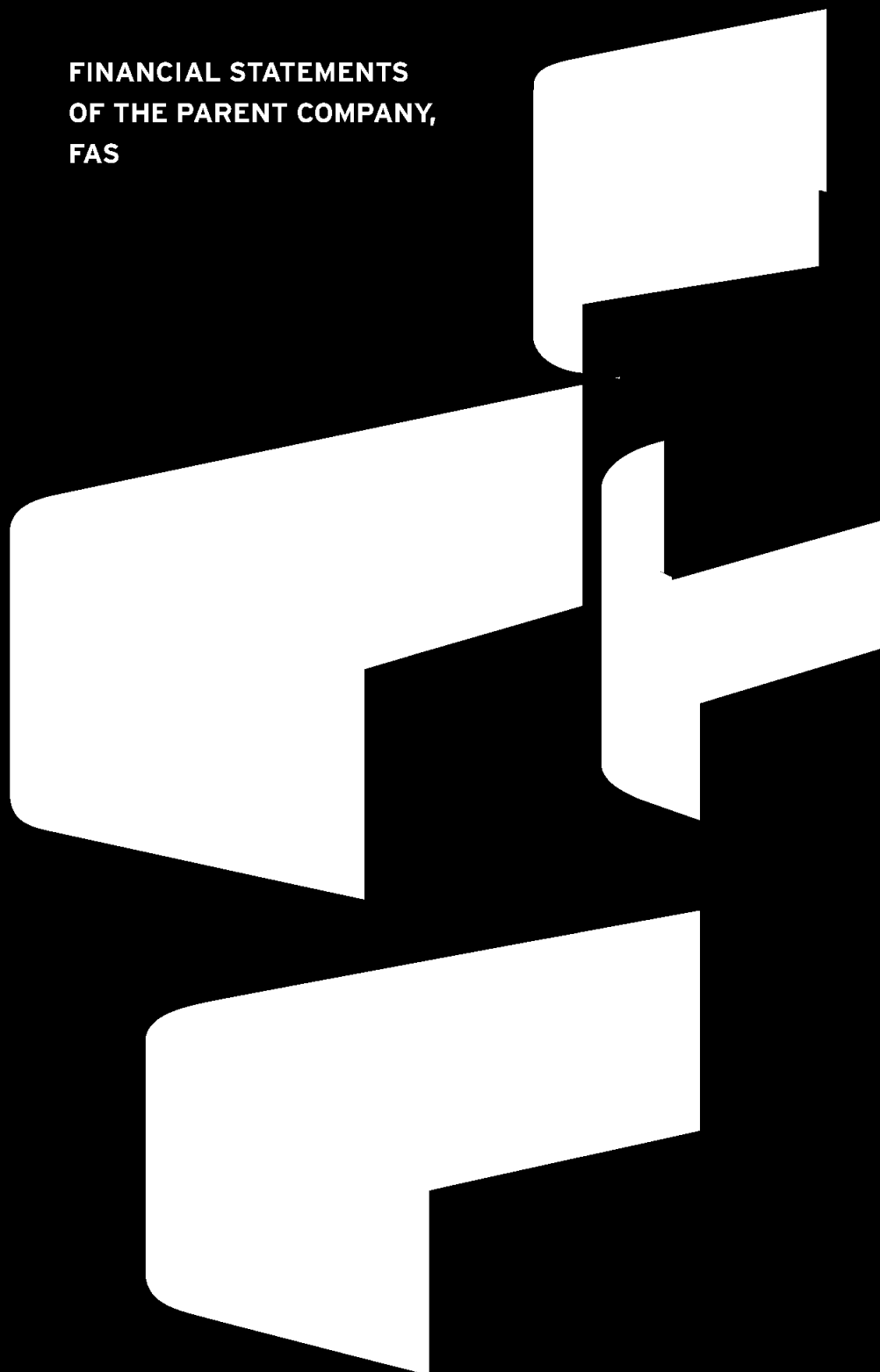
Information includes stock options granted to CEO and other members of the Group Executive Team.

At the end of 2020, Dovre Group had no open option plans. The subscription period for the 2013C option plan ended on 28 February 2020. The share subscription period and price per series under the 2013C option plan was as follows: subscription price EUR 0.43; subscription period 1 March 2017-28 February 2020. No shares were subscribed to during 2020 or 2019.

	2020	2019
Number of options granted (1,000)	-	200
Of which exercisable (1,000)	-	200
Fair value of options, total (EUR million)	-	24
Total number of shares that can be subscribed for with stock options granted to management (1,000)	-	200



FINANCIAL STATEMENTS  
OF THE PARENT COMPANY,  
FAS





## 5. FINANCIAL STATEMENTS OF THE PARENT COMPANY, FAS

### INCOME STATEMENT OF THE PARENT COMPANY, FAS

EUR THOUSAND	NOTE	JAN. 1-DEC. 31, 2020	JAN. 1-DEC. 31, 2019
<b>NET SALES</b>	2	<b>6,914</b>	<b>8,352</b>
Other operating income	3	64	795
Material and services	4	-3,634	-4,415
Employee benefits expense	5	-2,408	-2,771
Depreciation and amortization	6	0	-48
Other operating expenses		-1,215	-1,355
<b>OPERATING RESULT</b>		<b>-279</b>	<b>558</b>
Financing income and expenses	8	257	831
<b>RESULT BEFORE TAXES</b>		<b>-22</b>	<b>1,389</b>
Appropriations: Group contribution		7	55
Tax	9	-22	-227
<b>RESULT FOR THE PERIOD</b>		<b>-37</b>	<b>1,217</b>



## BALANCE SHEET OF THE PARENT COMPANY, FAS

EUR THOUSAND	NOTE	DEC. 31, 2020	DEC. 31, 2019
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Intangible assets	10	0	0
Tangible assets	11	1	0
Investments			
Investments in subsidiaries	12	25,381	25,381
Investments in associates	12	0	0
Investments in other shares	12	1,147	1,147
<b>NON-CURRENT ASSETS</b>		<b>26,528</b>	<b>26,527</b>
<b>CURRENT ASSETS</b>			
Non-current assets			
Loan receivables	13	3,395	3,395
Deferred tax assets	13	0	0
Current assets	14	1,641	1,317
Cash and cash equivalents		402	513
<b>CURRENT ASSETS</b>		<b>5,438</b>	<b>5,225</b>
<b>TOTAL ASSETS</b>		<b>31,966</b>	<b>31,752</b>
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	15	9,603	9,603
Reserve for invested non-restricted equity	15	13,052	12,708
Retained earnings	15	5,455	5,259
Result for the period	15	-37	1,217
<b>SHAREHOLDERS' EQUITY</b>		<b>28,074</b>	<b>28,788</b>
<b>LIABILITIES</b>			
Current liabilities	16	3,892	2,964
<b>LIABILITIES</b>		<b>3,892</b>	<b>2,964</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>31,966</b>	<b>31,752</b>



## CASH FLOW STATEMENT OF THE PARENT COMPANY, FAS

EUR THOUSAND	JAN. 1-DEC.31, 2020	JAN. 1-DEC.31, 2019
<b>Cash flow from operating activities</b>		
Operating profit (+) / loss (-)	-279	558
Depreciation and amortization	0	48
Other adjustments	-43	-752
Changes in working capital	167	-67
Interest received and other financial income	27	33
Interest paid and other financial items	-33	-108
Income taxes paid	-22	-44
<b>Net cash generated by operating activities</b>	<b>-183</b>	<b>-332</b>
<b>Cash flow from investing activities</b>		
Investments in tangible and intangible assets	-1	0
Investments in Group companies	0	-3
Proceed from liquidated shares in subsidiaries	0	6
Purchase of shares in associates	0	-68
Proceeds from sale of shares in associates	0	1,641
Dividends received from investments	323	221
Increase (-) / decrease (+) in loan receivables	-1,012	-20
<b>Net cash generated by investing activities</b>	<b>-690</b>	<b>1,777</b>
<b>Cash flow from financing activities</b>		
Directed share issue	343	409
Repurchases of own shares	0	0
Repayments of non-current loans	0	-900
Proceeds from current loans	1,509	621
Repayments of current loans	0	-366
Dividends paid	-1,021	-993
<b>Net cash generated by financing activities</b>	<b>832</b>	<b>-1,230</b>
Translation differences	-69	10
<b>Change in cash and cash equivalents</b>	<b>-111</b>	<b>225</b>
Cash and cash equivalents at the beginning of the period	513	288
<b>Cash and cash equivalents at the end of the period</b>	<b>402</b>	<b>513</b>



## NOTES TO DOVRE GROUP PLC'S FINANCIAL STATEMENTS, FAS

### 1. ACCOUNTING PRINCIPLES

The financial statements of the parent company Dovre Group Plc have been prepared in accordance with Finnish accounting and corporate legislation.

#### Foreign currency transactions

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of transaction. At the end of the financial period, foreign currency nominated assets and liabilities are translated at the rate of exchange prevailing at the end of the reporting period. Foreign exchange gains and losses are presented under financing income and expense in the income statement.

#### Revenue recognition

Revenue from services is recognized upon delivery to the client. All service related travel and other expenses that have been invoiced from the client are included in revenue from services. Revenue from licenses is recognized upon the granting of user rights when all the main risks and rewards of license ownership have been transferred to the buyer. Revenue from maintenance is allocated to the contract period. Net sales includes royalty fee charged from Group companies for intangible marketing property and for using the Dovre Group trademark. Royalties are recognized on an accrual basis and in accordance with the respective licensing agreement.

#### Pensions

The parent company's pension schemes are funded through payments to an insurance company. Statutory pension expenses are recognized as expense in the year they are incurred.

#### Fixed assets

Fixed assets are stated at acquisition cost less accumulated depreciation and amortization. Depreciation and amortization are recorded on a straight-line basis over the expected economic useful lives of the assets as follows:

Intangible assets (software)	2-3 years
Intangible assets (trademarks)	5 years
Other capitalized expenditure	3-5 years
Machinery and equipment	3-5 years

#### Derivative instruments

The company hedges, when appropriate, receivables and liabilities denominated in foreign currency with different currency forward and option contracts. Derivatives are recognized in the balance sheet under other receivables or payables at fair value on the date of trade. Outstanding derivatives are remeasured at their fair value at the end of each reporting period and the resulting gain or loss is immediately recognized in profit or loss under financial items. In determining the fair value of a derivative, the appropriate quoted market price is used, if available. Alternatively, fair value is determined using commonly used valuation methods. The company had no outstanding derivative contracts at the end of 2020.

#### Taxes

Income tax is recognized in accordance with Finnish tax legislation. Taxes withheld in foreign jurisdictions are recognized as cost in the income statement if they cannot be utilized in taxation. Deferred tax assets are recognized with utmost prudence.

### 2. NET SALES

#### NET SALES BY BUSINESS ACTIVITY

EUR THOUSAND	2020	2019
Consulting	0	275
Project personnel	6,139	7,242
Other functions	774	835
<b>Total</b>	<b>6,914</b>	<b>8,352</b>

#### GEOGRAPHICAL DISTRIBUTION

EUR THOUSAND	2020	2019
The Netherlands	4,797	5,737
Finland	263	1,200
Norway	557	922
Other countries	1,296	493
<b>Total</b>	<b>6,914</b>	<b>8,352</b>



### 3. OTHER OPERATING INCOME

EUR THOUSAND	2020	2019
Rents	41	24
Gain from transfer of a business	0	752
Other income	23	18
<b>Total</b>	<b>64</b>	<b>794</b>

Dovre Group Plc recognized a capital gain of EUR 752 thousand from the divestment, whereby it transferred the Consulting business to its wholly owned subsidiary Proha Oy on April 1, 2019. In connection with the transaction, Dovre Group Plc subscribed for new shares in Proha Oy.

### 4. MATERIAL AND SERVICES

EUR THOUSAND	2020	2019
License fees	-23	-23
External services	-3,610	-4,392
<b>Total</b>	<b>-3,634</b>	<b>-4,415</b>

### 5. EMPLOYEE BENEFITS EXPENSE

EUR THOUSAND	2020	2019
Salaries and fees	-2,049	-2,332
Pension expenses	-274	-349
Other employee benefits	-85	-90
<b>Total</b>	<b>-2,408</b>	<b>-2,771</b>

#### Management remuneration

EUR	2020	2019
CEO	0	0
Members of the Board of Directors	-104,000	-98,500
<b>Total</b>	<b>-104,000</b>	<b>-98,500</b>

#### Pension liabilities for the members of the Board and the CEO

The contracts do not contain any special provisions concerning retirement age or pension. Arve Jensen from Norway has been President and CEO of Dovre Group Plc since November 1, 2018. His remuneration is paid by Dovre Group Projects AS. In 2020, performance-based expenses arising from the CEO's statutory pension coverage amounted to EUR 2,162 (EUR 2,398 in 2019).

NUMBER OF EMPLOYEES	2020	2019
Average	52	26
At the end of the financial year	38	25

### 6. DEPRECIATION AND AMORTIZATION

EUR THOUSAND	2020	2019
Amortization according to plan, intangible assets	0	-46
Depreciation according to plan, tangible assets	0	-2
<b>Total</b>	<b>0</b>	<b>-48</b>



## 7. AUDITOR FEES

AUDIT FIRM BDO OY EUR THOUSAND	2020	2019
External audit	-49	-45
Other services	-1	0
<b>Total</b>	<b>-50</b>	<b>-45</b>

## 8. FINANCING INCOME AND EXPENSES

DIVIDEND INCOME EUR THOUSAND	2020	2019
Dividend income from Group companies	323	221
<b>Total</b>	<b>323</b>	<b>221</b>

GAIN FROM DISPOSAL OF SHARES EUR THOUSAND	2020	2019
Gain from disposal of subsidiaries	0	2
Gain from disposal of associated companies (Note 12)	0	652
<b>Total</b>	<b>0</b>	<b>654</b>

OTHER INTEREST AND FINANCING INCOME EUR THOUSAND	2020	2019
Interest income from Group companies	26	39
Other financing income from others	6	3
<b>Total</b>	<b>32</b>	<b>42</b>

IMPAIRMENT LOSSES EUR THOUSAND	2020	2019
Impairment, investments in Group companies	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

INTEREST AND FINANCING EXPENSES EUR THOUSAND	2020	2019
Interest expenses to Group companies	-17	-28
Interest expenses, interest-bearing liabilities	-2	-24
Other interest and financing expenses	-80	-34
<b>Total</b>	<b>-99</b>	<b>-86</b>

<b>Financing income and expenses, total</b>	<b>257</b>	<b>831</b>
Foreign exchange gains included in financing income	5	0
Foreign exchange losses included in financing income	39	15



## 9. INCOME TAXES

EUR THOUSAND	2020	2019
Tax on income from operations	-22	-44
Change in deferred tax assets	0	-183
<b>Total</b>	<b>-22</b>	<b>-227</b>

## 10. INTANGIBLE ASSETS

CAPITALIZED DEVELOPMENT COSTS EUR THOUSAND	2020	2019
Acquisition cost, Jan. 1	0	183
Additions	0	0
Disposals	0	-183
Acquisition cost, Dec. 31	0	0
Accumulated amortization and value adjustments, Jan. 1	0	-34
Accumulated amortization from disposals	0	45
Amortization charges for the year	0	-11
Accumulated amortization and value adjustments, Dec.31	0	0
<b>Book value, Dec. 31</b>	<b>0</b>	<b>0</b>

Dovre Group Plc has capitalized development work to create Intelli R software, which is a construction cost control tool for building and construction entities. The asset was part of the business transfer to Proha Oy on April 1, 2019 (See Note 3).

INTANGIBLE RIGHTS AND OTHER CAPITALIZED EXPENDITURE EUR THOUSAND	2020	2019
Acquisition cost, Jan. 1	101	229
Disposals	-6	-128
Acquisition cost, Dec. 31	95	101
Accumulated amortization and value adjustments, Jan. 1	-101	-194
Accumulated amortization from disposals	6	128
Amortization charges for the year	0	-35
Accumulated amortization and value adjustments, Dec. 31	-95	-101
<b>Book value, Dec. 31</b>	<b>0</b>	<b>0</b>



## 11. TANGIBLE ASSETS

MACHINERY AND EQUIPMENT EUR THOUSAND	2020	2019
Acquisition cost, Jan. 1	45	105
Additions	1	0
Disposals	0	-60
Acquisition cost, Dec. 31	47	45
Accumulated depreciation and value adjustments, Jan. 1	-45	-92
Accumulated depreciation from disposals	0	49
Depreciation charges for the year	-1	-2
Accumulated depreciation and value adjustments, Dec. 31	-46	-45
<b>Book value, Dec. 31</b>	<b>1</b>	<b>0</b>

## 12. INVESTMENTS

INVESTMENTS IN GROUP COMPANIES EUR THOUSAND	2020	2019
Acquisition cost, Jan. 1	29,784	28,625
Additions	0	1,163
Disposals	0	-4
Acquisition cost, Dec. 31	29,784	29,784
Accumulated value adjustments, Jan. 1	-4,403	-4,403
Impairment on disposals	0	0
Impairment	0	0
Accumulated impairment and value adjustments, Dec. 31	-4,403	-4,403
<b>Book value, Dec. 31</b>	<b>25,381</b>	<b>25,381</b>

INVESTMENTS IN ASSOCIATES EUR THOUSAND	2020	2019
Acquisition cost, Jan. 1	0	921
Additions	0	68
Transfer to other shares	0	-989
Acquisition cost, Dec. 31	0	0
Accumulated impairment and value adjustments, Jan. 1	0	0
Impairment on transfer to other shares	0	0
Accumulated impairment and value adjustments, Dec. 31	0	0
<b>Book value, Dec. 31</b>	<b>0</b>	<b>0</b>

The changes in 2019 are related to the sale of Kiinteistö Oy Kuukoti office property in Olari in September 2019. Dovre Group Plc recorded a capital gain of EUR 652 thousand on the transaction.



OTHER INVESTMENTS EUR THOUSAND	2020	2019
Acquisition cost, Jan. 1	1,147	1,147
Transfer from investments in associates	0	0
Acquisition cost, Dec. 31	1,147	1,147
<b>Book value, Dec. 31</b>	<b>1,147</b>	<b>1,147</b>

INVESTMENTS IN SUBSIDIARIES ON DEC. 31, 2020	DOMICILE	COUNTRY	PARENT COMPANY OWNERSHIP %
Dovre Asia Pte Ltd.	Singapore	Singapore	100.00
Dovre Australia Pty Ltd.	Sydney	Australia	100.00
Dovre Canada Ltd.	St. John's	Canada	100.00
Dovre Club Oy	Helsinki	Finland	100.00
Dovre Group Consulting AS	Stavanger	Norway	100.00
Dovre Group Inc.	Houston	USA	100.00
Dovre OOO	St. Petersburg	Russia	100.00
Dovre Group Energy AS	Stavanger	Norway	100.00
Proha Oy	Espoo	Finland	100.00

INVESTMENTS IN OTHER COMPANIES ON DEC. 31, 2020	DOMICILE	COUNTRY	PARENT COMPANY OWNERSHIP %
SaraRasa Bioindo Pte Ltd.	Singapore	Singapore	19.86

### 13. NON-CURRENT RECEIVABLES

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Loan receivables		
Non-current loan receivables from Group companies	3,395	3,395
<b>Total</b>	<b>3,395</b>	<b>3,395</b>
Deferred tax assets	0	0
<b>Non-current receivables, total</b>	<b>3,395</b>	<b>3,395</b>

In 2020, the company had a total of EUR 0.3 million (EUR 0.2 million in 2019) unrecognized deferred tax assets for previous years' losses. The company used a portion of the losses as well as recognized a deferred tax asset of EUR 183 thousand to the income statement in 2019. Result for 2019 includes gain on sale of shares in Kiinteistö Oy Kuukoti and a business transfer to Proha Oy.



## 14. CURRENT RECEIVABLES

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
<b>Current receivables from Group companies</b>		
Trade receivables	89	59
Loan receivables	1,007	275
Other receivables	17	60
Accrued receivables, interest receivable	0	9
	<b>1,113</b>	<b>403</b>
<b>Current receivables from others</b>		
Trade receivables	447	807
Other receivables	19	24
Accrued receivables	61	83
	<b>527</b>	<b>914</b>
<b>Current receivables, total</b>	<b>1,641</b>	<b>1,317</b>

ACCRUED RECEIVABLES FROM OTHERS EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Sales accruals	29	30
Accrued expenses	32	53
<b>Total</b>	<b>61</b>	<b>83</b>

## 15. SHAREHOLDERS' EQUITY

### Restricted equity

SHARE CAPITAL EUR THOUSAND	2020	2019
Share capital, Jan. 1	9,603	9,603
Share capital, Dec. 31	9,603	9,603

### Non-restricted equity

RESERVE FOR INVESTED NON-RESTRICTED EQUITY EUR THOUSAND	2020	2019
Reserve for invested non-restricted equity, Jan. 1	12,708	12,300
Directed share issue	343	409
Reserve for invested non-restricted equity, Dec. 31	13,052	12,708



RETAINED EARNINGS EUR THOUSAND	2020	2019
Retained earnings, Jan. 1	6,476	6,252
Repurchase of own shares	0	0
Dividend distribution	-1,021	-993
Result for the period	-37	1,217
Retained earnings, Dec. 31	5,419	6,476

CALCULATION OF DISTRIBUTABLE EARNINGS EUR THOUSAND	2020	2019
Retained earnings	5,455	5,260
Reserve for invested non-restricted equity	13,052	12,708
Result for the period	-37	1,217
Total	<b>18,471</b>	<b>19,185</b>

## 16. CURRENT LIABILITIES

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
<b>Current liabilities to Group companies</b>		
Trade payables	58	20
Other liabilities	859	1191
	<b>918</b>	<b>1,211</b>
<b>Liabilities to others</b>		
Current loans from banks	0	150
Current overdraft facility from banks	2,385	726
Trade payables	60	321
Other liabilities	57	83
Accruals and deferred income	473	473
	<b>2,975</b>	<b>1,753</b>
<b>Current liabilities, total</b>	<b>3,892</b>	<b>2,964</b>

ACCRUALS AND DEFERRED INCOME EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
Accrued employee expenses	288	326
Other accrued expenses	185	147
<b>Total</b>	<b>473</b>	<b>473</b>



## 17. COMMITMENTS AND CONTINGENT LIABILITIES

### Collateral

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
<b>Collateral for own commitments</b>		
<b>Chattel mortgages and other pledges given as collateral for liabilities and commitments</b>		
Loans from financial institutions	0	150
Credit limits, amount in use	2,385	726
Business mortgage pledged as collateral	3,000	3,000

### Contingent liabilities and other commitments

EUR THOUSAND	DEC. 31, 2020	DEC. 31, 2019
<b>Lines of credit</b>		
Lines of credit granted, total	2,525	1,600
<b>Guarantees given for others</b>		
Loan guarantee (overdraft)	1,222	1,929
Other guarantees	2,961	3,147
<b>Total</b>	<b>4,183</b>	<b>5,076</b>

### Pension liabilities

The company's pension liabilities have been insured with an outside pension insurance company.

### Future minimum payments for non-cancellable operating leases

EUR THOUSAND	2020	2019
Not later than one year	1	48
Later than one year and not later than five years	1	121
<b>Total</b>	<b>2</b>	<b>169</b>

Employees of the subsidiary Proha Oy also work in the same premises as Dovre Group Plc. Proha Oy is on the premises under a sublease agreement.

### Disputes and court proceedings

The Group has no pending disputes or court proceedings.



## 6. SIGNATURES FOR THE FINANCIAL STATEMENTS AND THE REPORT OF THE BOARD OF DIRECTORS

Espoo, Finland, February 24, 2021

Svein Stavelin  
Chairman of the Board of Directors

Ilari Koskelo  
Vice Chairman of the Board of Directors

Kristine Larneng  
Member of the Board of Directors

Antti Manninen  
Member of the Board of Directors

Arve Jensen  
CEO

### **Auditor's statement**

Based on an audit, an opinion is expressed on these financial statements and on corporate governance on this date.

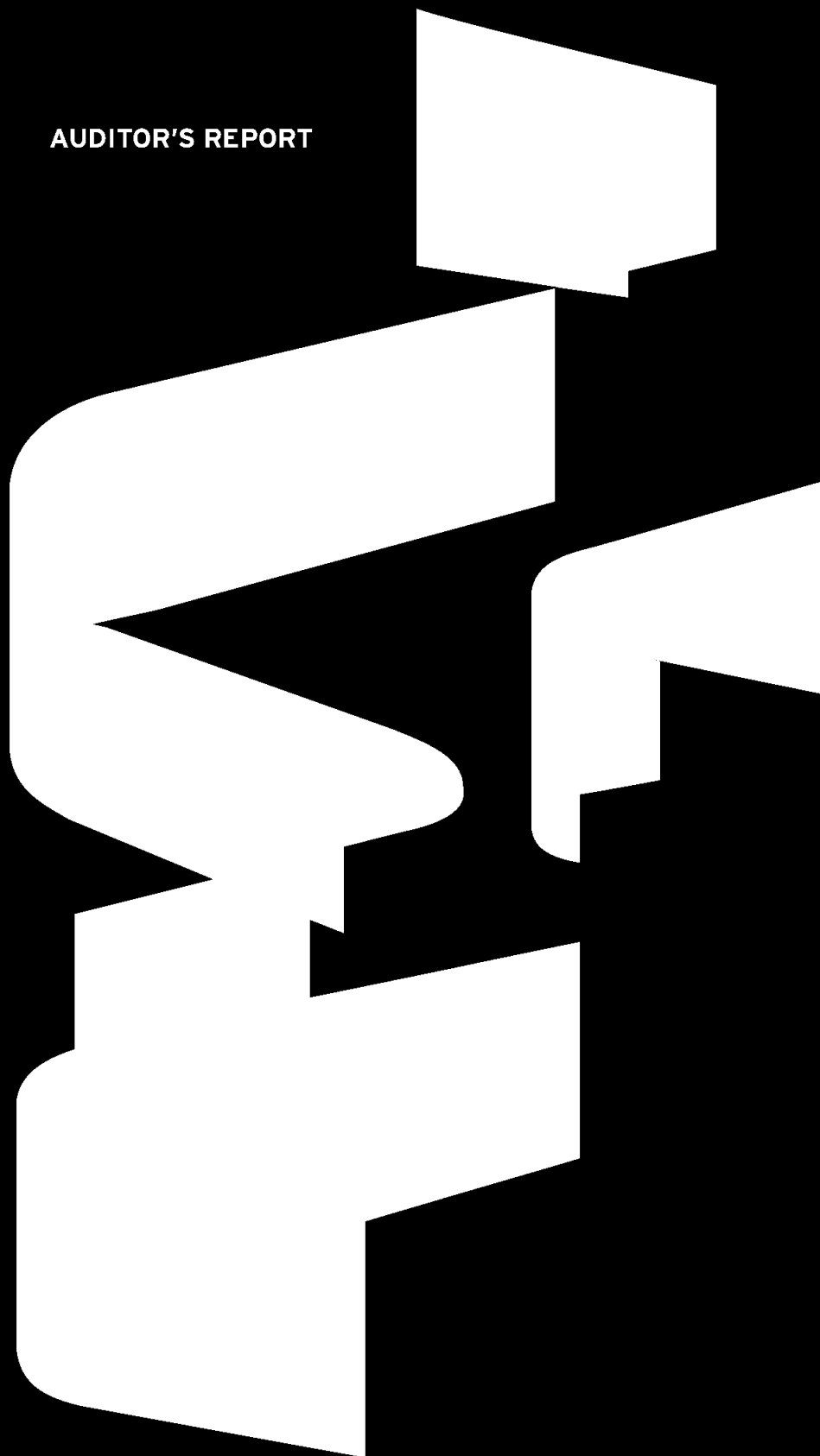
Espoo, February 24, 2021

BDO OY  
Authorized Public Accountants

Ari Lehto  
Authorized Public Accountant



AUDITOR'S REPORT





## 7. AUDITOR'S REPORT

(Translation of the Finnish original)

To the Annual General Meeting of Dovre Group Plc

### REPORT ON THE AUDIT OF FINANCIAL STATEMENTS

#### Opinion

We have audited the financial statements of Dovre Group Plc (business identity code 0545139-6) for the year ended 31 December, 2020. The financial statements comprise the consolidated balance sheet, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes, including a summary of significant accounting policies, as well as the parent company's balance sheet, income statement, statement of cash flows and notes.

#### In our opinion

- the consolidated financial statements give a true and fair view of the group's financial performance and financial position in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU
- the financial statements give a true and fair view of the parent company's financial performance and financial position in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements.

Our opinion is consistent with the additional report submitted to the Board of Directors.

#### Basis for Opinion

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the *Auditor's Responsibilities for the Audit of Financial Statements* section of our report.

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

In our best knowledge and understanding, the non-audit services that we have provided to the parent company and group companies are in compliance with laws and regulations applicable in Finland regarding these services, and we have not provided any prohibited non-audit services referred to in Article 5(1) of regulation (EU) 537/2014. The non-audit services that we have provided have been disclosed in note 9 to the consolidated financial statements and in note 7 to the parent company's financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have also addressed the risk of management override of internal controls. This includes consideration of whether there was evidence of management bias that represented a risk of material misstatement due to fraud.



Key Audit Matter	How our audit addressed the Key Audit Matter
<b>Valuation of Goodwill</b>	
<i>We refer to the Group's accounting policies and note 15</i>	
<ul style="list-style-type: none"> <li>The value of goodwill in the consolidated balance sheet amounted to EUR 16.4 million representing 37% of the total assets and 69% of net assets (2019: EUR 17.4 million representing 35% of the total assets and 72% net assets).</li> <li>Goodwill is not amortized but is tested annually for impairment. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.</li> <li>Determination of the key assumptions in future cash flow forecasts underlying the impairment tests requires management make judgements over certain key inputs, for example discount rate, growth rates and profitability levels.</li> <li>The impairment test of goodwill is based on both market and financial assumptions.</li> </ul>	<ul style="list-style-type: none"> <li>We assessed the allocation basis, i.e. the allocation of goodwill to the tested cash-generating units complies with the allocation principles defined by the company.</li> <li>We have obtained an understanding of the management's process for evaluating the impairment of goodwill and reviewed assumptions supporting forecasted cash flows, comparison of prior year forecasts to actuals and the components of the cost of capital.</li> <li>We involved our own valuation specialist when assessing the assumptions used in determining the discount rate to market and industry information.</li> <li>Furthermore, we considered the accuracy of sensitivity analysis and the appropriateness of the notes in respect of impairment testing.</li> </ul>
<b>Revenue Recognition</b>	
<i>We refer to the Group's accounting policies and the note 5</i>	
<p>The sales of the Group consist of revenue from the sale of services, licenses as well as licenses maintenance. Revenue from services sold, products or their combination is recognized when the services have been rendered. 99 % of the Dovre Group's turnover consists of service sales based on hours or days done.</p> <p>Revenue recognition is a key performance measure used by the Group and due to the risk relating to incorrect timing of recognition of revenue a significant risk of material misstatement referred to in EU Regulation No 537/241, point (c) of Article 10(2).</p>	<ul style="list-style-type: none"> <li>We have reviewed revenue recognition policies to verify its accordance to IFRS</li> <li>We have verified the design and implementation of key controls related to revenue recognition and performed analytical procedures and detailed transaction testing</li> <li>We have tested the sales cut-off on a transaction level before and after the balance sheet date</li> <li>Audit of the disclosures related to revenues.</li> </ul>

### Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, and of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. The Board of Directors and the Managing Director are also responsible for such internal control as they determine 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, the Board of Directors and the Managing Director are responsible for assessing the parent company's and the group's ability to continue as going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the parent company or the group or cease operations, or there is no realistic alternative but to do so.

### Auditor's Responsibilities in the Audit of Financial Statements

Our objectives are to obtain reasonable assurance on 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 good auditing practice 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 the financial statements.

As part of an audit in accordance with good auditing practice, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than



for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the parent company's or the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the parent company's or the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events so that the financial statements give a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## OTHER REPORTING REQUIREMENTS

### Information on our audit engagement

We were first appointed as auditors by the Annual General Meeting on 28.3.2018, and our appointment represents a total period of uninterrupted engagement of three years.

### Other information

The Board of Directors and the Managing Director are responsible for the other information. The other information comprises the report of the Board of Directors and the information included in the Annual Report but does not include the financial statements and our report thereon.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above 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. With respect to report of the Board of Directors, our responsibility also includes considering whether the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

In our opinion, the information in the report of the Board of Directors is consistent with the information in the financial statements and the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

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

Espoo 24.2.2021

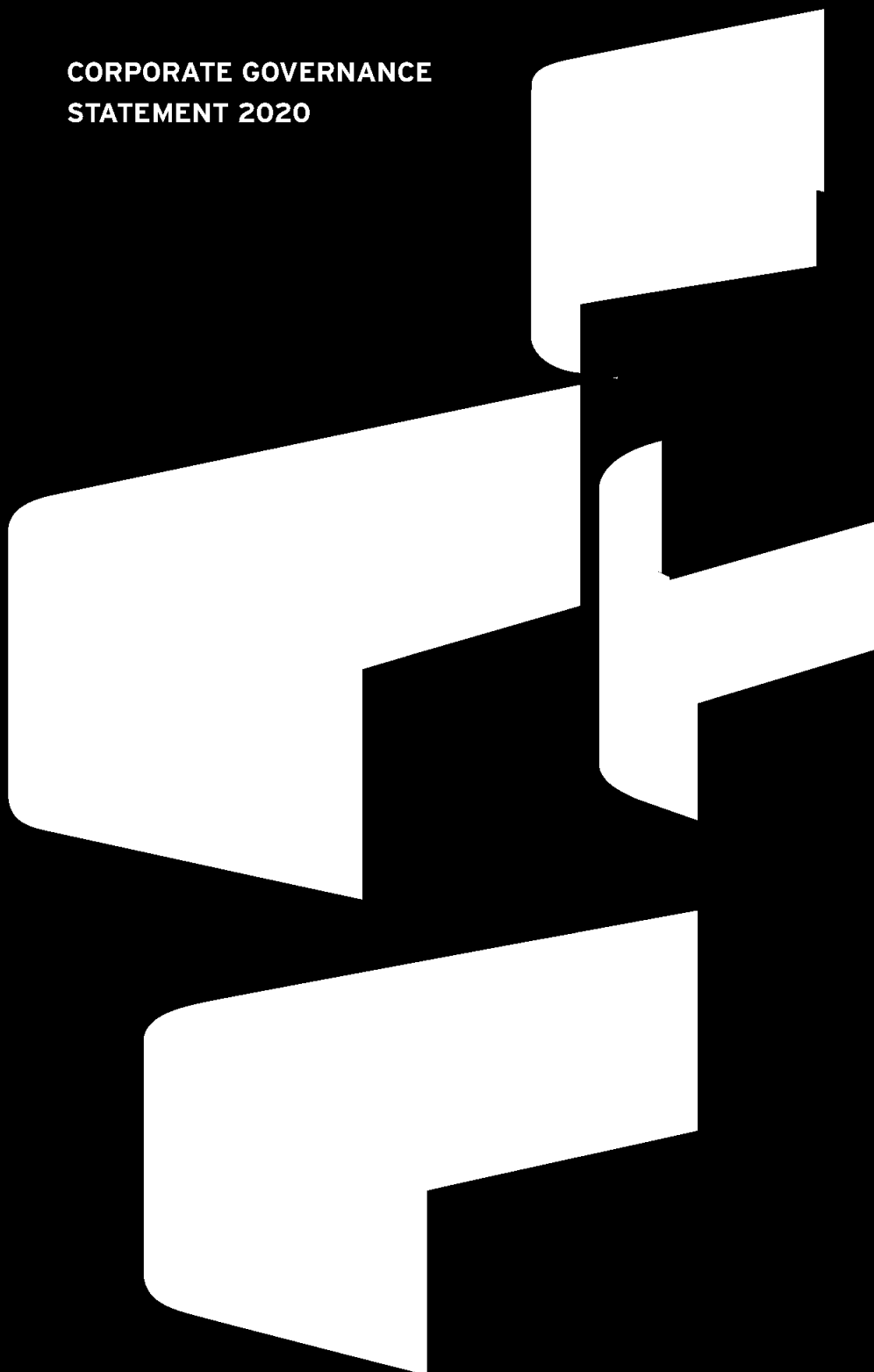
BDO Oy, Audit Firm

Ari Lehto

Authorized Public Accountant



**CORPORATE GOVERNANCE  
STATEMENT 2020**



## 8. CORPORATE GOVERNANCE STATEMENT

### INTRODUCTION

This Corporate Governance Statement has been composed in accordance with the reporting requirements of the Finnish Corporate Governance Code (2015) issued by the Finnish Securities Market Association, and Chapter 7, Section 7 of the Finnish Securities Markets Act. The Finnish Corporate Governance Code can be found on the Association's website, [www.cgfinland.fi](http://www.cgfinland.fi). This Corporate Governance Statement is issued separately from the report by the company's Board of Directors. The Statement has been reviewed by Dovre Group Plc's Board of Directors.

### GENERAL PRINCIPLES

Dovre Group's parent company, Dovre Group Plc, is a public limited company registered in Finland and domiciled in Helsinki, Finland. In its decision-making and governance, Dovre Group complies with all applicable legislation, the company's Articles of Association, and the Finnish Corporate Governance Code issued by the Finnish Securities Market Association. In addition, the company complies with the rules and regulations of Nasdaq Helsinki Ltd and the standards, regulations, and guidelines of the Finnish Financial Supervisory Authority. Dovre Group's subsidiaries comply with local legislation.

The Board of Directors does not have any designated board committees. The establishment of committees has not been deemed necessary due to the size of the company and the Board. The duties of the Audit Committee are managed by the Board of Directors.

Up-to-date information about the company's corporate governance is available on the company's website, [www.dovregroup.com/investors/corporate-governance.html](http://www.dovregroup.com/investors/corporate-governance.html).

### DOVRE GROUP'S GOVERNING BODIES

The General Meeting of Shareholders, the Board of Directors, and the CEO are responsible for the Group's management. Their tasks and responsibilities are determined in accordance with the Finnish Limited Liability Companies Act. The CEO, assisted by the Group Executive Team, is responsible for the Group's operational management.

#### General Meeting of Shareholders

Dovre Group's supreme decision-making body is the General Meeting of Shareholders. The Annual General Meeting of Shareholders is organized once a year on a date set by the Board of Directors and is held within six (6) months of the end of the financial period. The Board of Directors may convene one or more Extraordinary General Meetings during the financial year if necessary. In accordance with the Articles of Association, the General Meeting is to be held in Espoo, Helsinki, or Vantaa. Notice of the Annual General Meeting and a proposal for the agenda are released as stock exchange releases and published on the company's website.

The Annual General Meeting decides on the following issues:

- Adoption of the income statement and balance sheet
- Use of the profit or loss shown on the balance sheet
- Discharging from liability the members of the Board and the CEO
- Number of Board members and their election
- Election of the Auditor
- Remuneration of the Board and compensation of the Auditor
- Other issues as outlined in the notice of the meeting

### Board of Directors

Dovre Group's Board of Directors is responsible for the administration and the proper organization of the company's operations. The Board supervises the company's operations and management, and decides on significant matters concerning the company's strategy, organization, financing, and investments. The duties and responsibilities of the Board are determined in accordance with the company's Articles of Association and the Finnish Limited Liability Companies Act.

The Board has not established an audit committee; the duties of the audit committee are discharged by the Board in its entirety.

The Board prepares an annual charter that specifies the Board's meeting procedures and duties. In accordance with the Board charter, the duties of the Board include following:

- Assuming responsibility for tasks specified as obligatory for the Board of Directors by the Finnish Limited Liability Companies Act, the company's Articles of Association, or elsewhere
- Approving the Group's strategy and long-term financial targets
- Approving the Group's Code of Conduct
- Approving the Group's management system and organizational structure
- Approving annual business plans and changes to them, if any
- Approving internal control and risk management policies and monitor them
- Approving the Group's financial reports, including the company's half year financial report, annual financial statements, report by the Board of Directors, and Q1 and Q3 trading statements
- Assuming responsibility for communications related to the Group's financial objectives
- Approving the Group's financial policy
- Assuming responsibility for the development of the Group's market value and specifying dividend policy
- Approving business acquisitions and divestments and significant individual investments and contingent liabilities
- Approving the Group's incentive system and policy
- Appointing and dismissing the Group's top management (CEO and members of the Group Executive Team) and deciding on their terms of employment and remuneration
- Overseeing the succession planning of the CEO
- Deciding on the establishment of new legal entities
- Assuming responsibility for the development of the Group's corporate governance
- Approving the agenda for Board meetings
- Reviewing the operations of the Board annually
- Reviewing the CEO's performance and giving feedback
- Acting as the Audit committee

In accordance with the Articles of Association, the Board has a minimum of three (3) and a maximum of eight (8) members. The Board members are elected by the Annual General Meeting for one term of office at a time. The term of office of a member of the Board begins at the end of the General Meeting that elected the member and expires at the end of the first Annual General Meeting following the election. The company's Articles of Association do not specify



an upper age limit for, or the maximum number of terms of office, of a Board member, and place no other restrictions on the authority of the General Meeting to elect members to the Board. The Board selects a Chairman and a Vice Chairman from among its members, and the Board is deemed to have a quorum present when more than half of its members are present.

The company considers diverse composition of the Board as an important asset. In selecting candidates to the Board, the company pays attention, amongst other things, to the candidates' diverse and mutually complementary background, experience, and expertise, especially in international business. The company also aims to have, where possible, representatives of both genders on the Board.

The Board convenes normally once a month according to an pre-agreed schedule, and may hold additional meetings, if necessary. Minutes are kept for all meetings. In addition to matters requiring Board decision, the Board, in its meetings, is provided with up-to-date information on the Group's operations, financial situation, and risks.

#### **Chief Executive Officer (CEO)**

The Board of Directors appoints the CEO. The CEO is responsible for the day-to-day management of the Group's business operations and governance in accordance with the Articles of Association, the Finnish Limited Liability Companies Act, and the instructions issued by the Board. The CEO is assisted by the Group Executive Team.

#### **Group Executive Team**

The Group Executive Team is appointed by the Board of Directors. The Group Executive Team assists the CEO in the operative management of the Group, prepares items for the Board and the CEO, and plans and monitors the operations of the Group's business units. The Group Executive Team convenes at least once a month. The CEO acts as the Chairman of the Group Executive Team.

#### **INTERNAL AUDIT**

The Group has no separate internal audit organization. The establishment of an internal audit organization has not been deemed necessary due to the size of the company. The Group's Executive Team assesses and ensures the sufficiency and effectiveness of the Group's internal control, as well as supports the Board with its monitoring responsibility.

#### **EXTERNAL AUDIT**

According to the Articles of Association, Dovre Group shall have one auditor who shall be an audit firm. The term of the auditor expires at the end of the first Annual General Meeting following their selection. The Board's proposal for the auditor is disclosed in the notice of the General Meeting.

The primary purpose of an audit is to verify that the financial statements give accurate and adequate information concerning the Group's result and financial position for the financial period. In addition, the auditors shall report to the Board of Directors on the ongoing auditing of administration and operations.

#### **INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS PERTAINING TO FINANCIAL REPORTING**

The purpose of the Group's internal control is to support the implementation of the Group's strategy and to ensure that the Group complies with all relevant rules and regulations. The Group's inter-

nal control framework is based on the Dovre Group Authorization Matrix, which specifies the authority and the responsibilities of the Group's management. The Authorization Matrix is approved by the Board of Directors, which also acts as the highest supervisory body of the Group's internal control. The implementation of internal control measures is supervised primarily by the CEO and CFO, who report to the Board.

The ultimate responsibility for accounting and financial administration lies with Dovre Group's Board of Directors. The Board is responsible for internal control, and the CEO is responsible for the day-to-day organization and monitoring of the control system. The steering and monitoring of business operations is based on the reporting and business planning system that covers the entire Group. The CEO and CFO report monthly to the Board and the Group Executive Team on the Group's financial situation and development.

The purpose of financial reporting is to ensure that all assets and liabilities in the financial statements belong to the company; that all rights and liabilities of the company are presented in the financial statements; that items in the financial statements have been classified, disclosed, and described correctly; that assets, liabilities, income, and expenditure are entered in the financial statements at the correct amounts; that all transactions during the reporting period are included in the accounts; that transactions entered in the accounts are factual transactions; and that assets have been secured.

#### **RISK MANAGEMENT AND RISK ASSESSMENT**

The Group's risk management is guided by legal requirements, business requirements set by shareholders of the company, and the expectations of customers, personnel, and other important stakeholders. The goal of risk management is to acknowledge and identify systematically and comprehensively any risks relating to the company's operations and to make sure that all such risks are appropriately accounted for when making business decisions.

The Group's risk management procedures support the achievement of the Group's strategic goals and seeks to ensure the continuity of the Group's business operations. The Group takes risks that are a natural part of its strategy and objectives. The Group is not ready to take risks that might endanger the continuity of its operations or be uncontrollable or that may significantly harm the Group's operations.

In accordance with the Group's risk management procedures, the Board of Directors receives an annual report of the most significant risks facing the Group. The Board analyses the risks from the point of view of shareholder value.

The company's risk management process includes an annual identification and analysis of risks pertaining to financial reporting. In addition, the company seeks to analyze and report all new risks immediately as soon as they have been identified. Taking into account the extent of the Group's business operations, the most significant risks pertaining to the reliability of financial reporting relate to revenue recognition, impairment testing (including goodwill), and tax reporting.

#### **CONTROL FUNCTIONS**

The correctness and reliability of financial reporting are ensured through compliance with Group policies and guidelines. Control functions that ensure the correctness of financial reporting include controls related to accounting transactions, to the selection of and



compliance with the Group's accounting principles, to information systems, and to fraud or malpractice.

Revenue recognition is supervised by the Group's CFO and is based on the required sale and delivery documents.

The Group's bad debt provision is reviewed monthly. Any eventual bad debt provisions are based on the aging of trade receivables per sales company.

The Group's goodwill is tested for impairment at the end of each financial year on the balance sheet date. Key variables used in the calculations are net sales growth and the estimated change of profit margin. In addition, indications of impairment are monitored regularly. If indications of impairment are detected, a separate testing is performed.

The performance of business operations and the attainment of annual goals is assessed monthly in Group Executive Team and Board meetings. Monthly management and Board reporting includes both the actual and the estimated results compared to the budget and the actual results of previous periods. Financial reports generated for the management are used for monitoring certain key indicators associated with the development of sales, profitability, and trade receivables on a monthly basis.

In accordance with its strategy, Dovre Group may complement its organic growth with acquisitions. In making acquisitions, the Group follows due diligence and utilizes its internal competence together with external advisors in the planning phase (e.g. due diligence), takeover phase, and when integrating acquired functions into the Group's operations.

## **INTERNAL COMMUNICATION AND SHARING OF INFORMATION**

The purpose of management reporting is to produce up-to-date, relevant information for decision-making. The CFO provides the Group's business units with monthly reporting guidelines and is in charge of any special reporting instructions related to budgeting and forecasting. The Group's financial administration distributes, on a regular basis, internal information on processes and procedures pertaining to financial reporting. Internal control tasks are carried out in accordance with this information. Financial administration also arranges targeted training for the organization's personnel on the procedures associated with financial reporting and changes in them, if necessary. The Group's investor relations maintain, in cooperation with the Group's financial administration, the guidelines on the disclosure of financial information, including, for example, the disclosure obligations of a publicly listed company.

## **MONITORING**

Monitoring refers to the process of assessing Dovre Group's internal control system and its performance in the long term. The Group continuously monitors its operations also through various separate assessments, such as internal and external audits, and supplier audits carried out by clients. The Group's management monitors internal control as part of its day-to-day work. The Group Executive Team is responsible for ensuring that all operations comply with applicable laws and regulations. The Group's financial administration monitors compliance with the financial reporting processes. The financial administration also monitors the correctness of external and internal financial reporting. The Board of Directors assesses and ensures the appropriateness and effectiveness of the Group's internal control and risk management.

The Group's internal control is also assessed by the Group's external auditor. The auditor verifies the correctness of external annual financial reporting. The most significant observations and recommendations of the audit are reported to the Board of Directors.

## **INSIDER ADMINISTRATION AND TRADING RESTRICTIONS**

With regards the company's insider guidelines, Dovre Group complies with the applicable legislation, the standards of the Finnish Financial Supervisory Authority as well as Nasdaq Helsinki Ltd.'s Guidelines for Insiders effective as of July 3, 2016. In accordance with the legislation in force and the standards and guidelines in question, inside information refers to all information of a precise nature, which has not been made public and relates, directly or indirectly, to one or more issuers or to one or more financial instruments and which, if made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments. Dovre Group discloses any possible inside information concerning the company as soon as possible and as a stock exchange release. However, the company may, on its own responsibility and on a case-by-case basis, delay disclosure of inside information to the public in accordance with the conditions outlined in the Market Abuse Regulation ((EU) No 596/2014). Should the company decide to delay disclosure, the company documents and continuously monitors the preconditions of delayed disclosure. The company notifies the Finnish Financial Supervisory Authority of the delayed disclosure immediately after the information has been publicly disclosed.

Dovre Group does not maintain a list of permanent insiders, but establishes project-specific insider lists following the identification of a specific issue as inside information by the company's Board of Directors and the Board's decision to establish an insider list relating to the identified issue. The CFO is responsible for administration of the company's insider registers and project-specific insider lists are maintained by the company.

The company has defined the Board of Directors, the CEO and the Group Executive Team as persons discharging managerial responsibilities. The company maintains a list of persons discharging managerial responsibilities and their closely associated persons. In accordance with current legislation, persons discharging managerial responsibilities in Dovre Group as well as their closely associated persons are obliged to notify the company and the FSA of every transaction in the company's financial instruments. The notification obligation applies to all transactions once a total amount of EUR 5,000 has been reached within a calendar year. Dovre Group will disclose all such transaction notifications as stock exchange releases within three (3) business days of the date of transaction.

Persons discharging managerial responsibilities in the company may not trade in any financial instruments in the company during a closed period of 30 calendar days before the announcement of the company's half year financial report, annual financial statements, or Q1 and Q3 trading statements. In addition to persons discharging managerial responsibilities in the company, the trading restriction applies to the company's employees participating in the preparation, drawing-up, and disclosure of the company's financial reports.



## REMUNERATION

The Annual General Meeting decides on the remuneration of the Board of Directors. The Board decides on the terms and conditions of the employment of the CEO, specified in writing. The remuneration principles of the key management are set by the Board. The Board annually approves the Group's short-term and long-term incentive schemes.

The Board decides on the CEO's and the Group Executive Team's remuneration. The remuneration of the management of the Group's business areas is based on the so-called one-over-one principle whereby the remuneration decision must be approved by the supervisor of the employee's direct supervisor.

## CORPORATE GOVERNANCE IN 2020

### Annual General Meeting

Dovre Group's Annual General Meeting was held in Espoo on April 28, 2020.

### Board of Directors

The Annual General Meeting elected four (4) members to the Board of Directors. The Chairman of the Board was Svein Stavelin and the Vice Chairman Ilari Koskelo. The other members were Kristine Larneng and Antti Manninen. Members of the Board were independent of the company and significant shareholders.

In 2020, the Board convened 12 times, with an attendance rate of 100 per cent. The Group's CEO acted as the Secretary of the Board of Directors.

#### BOARD MEMBER ATTENDANCE AT MEETINGS:

Svein Stavelin	12/12
Ilari Koskelo	12/12
Kristine Larneng	12/12
Antti Manninen	12/12

### CEO

Arve Jensen has served as the Group's CEO as of November 1, 2018. On December 31, 2020, Arve Jensen held a total of 80,000 shares in Dovre Group Plc.

### Group Executive Team

At the end of 2020, the members of the Group Executive Team were Arve Jensen (CEO & President, business area Norway), Sirpa Haavisto (CFO from 1.10.20) and Stein Berntsen (President, business area Consulting).

There are no longer any active option plans.

## Shareholdings of Dovre Group Plc's management on December 31, 2020:

NAME	SHARES
Berntsen Stein (Member of the Group Executive Team)	0
Haavisto Sirpa Member of the Group Executive Team)	5,000
Jensen Arve (CEO)	80,000
Koskelo Ilari (Vice Chairman of the Board)	7,279,653
Larneng Kristine (Member of the Board)	0
Manninen Antti (Member of the Board)	533,485
Stavelin Svein (Chairman of the Board)	334,613

Information includes also ownership through controlled companies of the Board members.

### External audit

In 2020, the Group's auditor was BDO Ltd., Authorized Public Accountants, with Ari Lehto, APA as the principal auditor.

## REMUNERATION IN 2020

### Board of Directors

The General Meeting decides on the remuneration of the Board of Directors. The proposal for the remuneration of the Board of Directors presented to the General Meeting is based on the shareholders' proposal delivered to the company. In 2020, the proposal for the remuneration of the Board of Directors came from shareholders, who represented over 35 per cent of all shares and votes in the company.

The Annual General Meeting held on April 28, 2020, decided that the Chairman of the Board be paid EUR 35,000, Vice Chairman EUR 25,000, and each other member of the Board EUR 22,000 for the term which will last to the next Annual General Meeting. Actual travelling expenses are compensated as incurred. Remuneration was decided to pay in cash.

### Remuneration of the members of the Board of Directors in 2020:

MEMBER	ANNUAL REMUNERATION, EUR
Svein Stavelin	35,000
Ilari Koskelo	25,000
Kristine Larneng	22,000
Antti Manninen	22,000
<b>Total</b>	<b>104,000</b>



## CEO

The Board of Directors decides on the remuneration of the CEO. The terms and conditions of employment of the CEO are approved by the Board and specified in writing.

The service terms and conditions of the current CEO, Arve Jensen, comprise of an annual salary (including holiday pay, and car and phone benefits) of NOK 1,950,000 (approx. EUR 196 thousand) and a performance-based bonus decided by the Board. The CEO will have same pension and personnel insurance as the other company employees in Norway. The contract does not specify the CEO's retirement age. The contract may be terminated by either party by giving six (6) months' notice. The contract does not include any additional severance payment to the CEO in case the company decide to terminate the employment contract.

The CEO's bonus is based on the company's or its individual units' performance and profitability or on the successful completion of organizational measures. These objectives are specified annually. The STI part of the plan is paid in cash and the objectives are defined annually. The LTI part is a fully equity settled share-based payment transaction and the objectives are defined annually.

In 2020, CEO Arve Jensen's total compensation was EUR 239,468. The amount includes performance bonus of EUR 54,696. Additionally, Arve Jensen earned 494,120 Dovre Group Plc shares from the LTI 2018-2020 program, which will be awarded to him at the beginning of 2021.

## Group Executive Team

The Group Executive Team's remuneration consists of total salary (including salary in money and typical fringe benefits such as car and phone) as well as long- and short-term incentives as decided by the Board of Directors. Short-term incentives include a yearly performance-based bonus decided by the Board. Long-term incentives include option plans, for which all members of the Group Executive Team are eligible, as well as yearly performance-based share-based incentive plans. The Board decides on long term incentive plans. The Group has not taken out any additional pension insurance for the members of the Group Executive Team.

The Board approves annually the terms and criteria of the Group Executive Team's short-term incentives (or bonuses). Any bonuses are based on the achievement of financial targets, such as operating result and net sales and other related targets, on either Group and/or business unit level. In addition, members of the Group Executive Team may have either individual or team objectives.

In 2020, the total salaries, fees and benefits of the Group Executive Team members, not including the CEO Arve Jensen, were EUR 435,216. The amount includes short-term performance bonuses of EUR 74,472.

## Long-term incentive plans for key personnel (option plans)

At the end of December 2020, Dovre Group did not have any option plans. The subscription period for 2013C option plan ended on February 28, 2020. The share subscription period and price per series under the 2013C option plan was as follows: subscription price EUR 0.43; subscription period March 1, 2017 - February 28, 2020.

The full terms and conditions of the company's option plan can be found on the company's Investor pages at <https://www.dovre-group.com/investors/corporate-governance.html> -> Remuneration.

The company's Board of Directors has also an authorization granted by the Annual General Meeting held on April 28, 2020, to decide on the issuance of new shares and the granting of option rights and other special rights entitling to shares. The authorization is valid until June 30, 2021. In accordance with the resolution of the Annual General Meeting, the Board may use the authorization, among other things, for the company's incentive programs. The Board may issue a maximum of 10,100,000 shares by virtue of the authorization, and the Board may use the authorization in one or more installments.

The Board of Directors used the authorization in 2020 and the Dovre Group issued 1,009,747 new shares to the sellers of Tech4Hire AS in a directed share issue. The issue was related to the payment of an additional purchase price to the sellers of Tech4Hire, where a part of the additional consideration was be used to subscribe for new shares in Dovre Group Plc. The subscription price per share was 0.34 euros and the total subscription price was 343,314.00 euros.

## Long-term incentive plans for key personnel (LTI 2018-2020)

As of January 1, 2018, the Group has a new share-based remuneration and incentive program, where the remuneration is based on an annually set performance condition and a service condition.

## Estimated amount of shares earned:

YEAR	SHARES PCS
2018	213,960
2019	354,564
2020	290,105
<b>Total accrued</b>	<b>858,629</b>

The executive is responsible for personnel income tax on award. The shares will be awarded when the vesting period ends at the beginning of 2021.



## Board members December 31, 2020

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### **Svein Stavelin**

Chairman of the Board  
Board member since March 28, 2018

M.Sc. (Computer Science), Pedagogy (PUFS), Business Economist  
b. 1957, Norwegian citizen

#### *Key employment*

Incepto AS, CEO and Founding Partner, 2007- present  
Bridgehead AS (Oaklins), Partner, April 2005-August 2007  
Telecomputing ASA (Visolit), CEO, January 2004-March 2005  
Creuna AS, CEO and cofounder, June 2001-December 2003  
Ementor ASA (Atea) (Avenir until 26 October 2000), Managing Director /CEO, 1994-2001

#### *Other key positions of trust, current*

Chairman of the board, Incepto AS (from 2007- present)  
Chairman of the board, Proventus AS (from 2007- present)  
Chairman of the jury of The Norwegian Consulting Prize (from 2015-present)

*Independent of the company and significant shareholders*

### **Ilari Koskelo**

Vice Chairman of the Board  
Board member since February 28, 2008

M. Sc. (Management)  
b. 1959, Finnish citizen

#### *Key employment*

Navdata Ltd., Managing Director and founder, August 1988- present  
Thai Biogas Energy Corporation, Pte, Ltd., Thailand, Co-investor and Director, June 2016- present  
SaraRasa Bioindo, Pte, Ltd., Singapore, Co-investor and Director, August 2014- present  
Soil Scout Oy, Finland, Co-founder and CFO, May 2013- present  
Planman Oy, Co-investor and Director, January 2010-June 2015  
Global Satellite Solutions Inc, USA, Co-investor,  
March 1997-September 2000

#### *Other key positions of trust*

Chairman of the Board, Navdata Ltd  
Member of the Board, Soil Scout Ltd,  
Chairman of the Board, SaraRasa Bioindo Pte. Ltd.  
CEO, Proha Oy

*Independent of the company and significant shareholders*

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### **Kristine Larneng**

Member of the Board  
Board member since March 27, 2019

Master of Law  
b. 1982, Norwegian citizen

#### *Key employment*

LYNX advokatfirma DA, Partner, 2020- present  
LYNX advokatfirma DA, Senior attorney-at-law, 2018-2019  
LYNX advokatfirma DA, Attorney-at-law, 2012-2018  
LYNX advokatfirma DA, Associate, 2008-2012

#### *Other key positions of trust*

Chairman of the board, Best Helse AS, 2018- present  
Member of the board, Aega ASA, 2017- present

*Independent of the company and significant shareholders*

### **Antti Manninen**

Member of the Board  
Board member since March 28, 2018

M.Sc. (Econ.)  
b. 1961, Finnish citizen

#### *Key employment*

Rio Group Oy, Chairman of the Board, 1998- present  
Dovre Group Plc, Member of the Board, Vice Chairman and the Chairman, 2008-2013  
Mega Vision S.A. Ltd., Director, Investments, 1993-1998

#### *Other key positions of trust*

Chairman of the Board, Event Management Group Oy, 2004- present

*Independent of the company and significant shareholders*



## Group Executive Team on December 31, 2020

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### Arve Jensen

CEO

Member of the Group Executive Team since October 2009

M. Sc. (Mech.)

b. 1959, Norwegian citizen

#### Key employment

Dovre Group, CEO, November 2018- present

Dovre Group, President of Business Area Norway,

Project Personnel June 2015-

Dovre Group, EVP - Project Personnel, May 2012-June 2015

Dovre Group, EVP Norway, 2009-May 2012

Dovre International AS, CEO, 2001-2008

Dovre International AS, Regional Manager Oslo, 1993-2001

Dovre International AS, Consultant within Contracts Management

and Project Management (client : Statoil), various projects 1995-1999

ABB Global Engineering AS, Senior Project Engineer within Statfjord

Satellite Project, 1990-1993

Entrepreneur, Senior Project Engineer at Aker and Statoil, 1988-1990

Aker Engineering AS, Piping Engineer with Statoil

(Gullfaks B project), 1985-1987

### Stein Berntsen

President, business area Consulting

Member of the Group Executive Team since July 2014

M. Sc. (Econ. and BA)

b. 1965, Norwegian citizen

#### Key employment

Dovre Group, President, business area Consulting 2014- present

Dovre Group, Managing Director/ Managing Partner,

Dovre Consulting Norway 2011-2014

Dovre Group, EVP, Management Consulting 2008-2011

Dovre International AS, Vice President, Project Management,

2006-2008

Dovre International AS, Vice President, Project Consulting,

2002-2008

Dovre International AS, Manager Project Analysis, 2000-2002

Dovre International AS, Project Control Manager (at Statoil),

1999-2000

Dovre International AS, Senior Consultant (at Statoil), 1997-1999

Philips Petroleum AS, Department Manager, Risk Management,

1995-1997

Philips Petroleum AS, Senior Cost Estimator, 1993-1995

Philips Petroleum AS, Cost and Contracts Engineer, 1991-1993

Philips Petroleum AS, Cost Estimator, 1989-1991

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### Sirpa Haavisto

CFO from 1.10.20

Member of the Group Executive Team since October 2020

M.Sc. (Economics and Business Administration, Accounting)

Authorized Public Accountant

b. 1963, Finnish citizen

#### Key employment

Dovre Group Plc, Chief Financial Officer, 2020-present

Azets Insight Oy, Senior Advisor, 2019-2020

Azets Insight Oy, Director, IFRS, Group Reporting and M&A, 2016-2019

Visma Services Oy, Director, IFRS, Group Reporting and M&A, 2013-2016

Visma Services Oy, Chief Financial Controller, SMB, 2011-2013

Proha Plc, Chief Financial Officer, 2002-2011

Ernst & Young Oy, Senior Manager, IFRS Specialist, 1997-2002

Ernst & Young LLP, Chicago, Audit Senior III, 1995-1997

Ernst & Young Oy, Authorized Public Accountant, 1995

Ernst & Young Oy, Auditor, 1986-1995



## INVESTOR RELATIONS

The primary objective of Dovre Group's investor relations is to ensure that the market has at all times access to accurate and sufficient information to support the correct valuation of the company's share.

Up-to-date information about Dovre Group as an investment is available on the company's website [www.dovregroup.com](http://www.dovregroup.com) -> **Investors**. All financial releases can also be obtained by emailing to [info@dovregroup.com](mailto:info@dovregroup.com).

Dovre Group reports half-yearly on its financial performance in accordance with the International Financial Reporting Standards (IFRS).

### FINANCIAL REPORTING IN 2021

- Q1 trading statement for January 1-March 31, 2021 on Wednesday, April 28, 2021
- Half-year report for January 1-June 30, 2021 on Wednesday, July 28, 2021
- Q3 trading statement for January 1-September 30, 2021 on Wednesday, October 27, 2021.

Dovre Group's Annual General Meeting will be held on Thursday, June 10, 2021. Dovre Group's Board of Directors will summon the meeting at a later date.

### CONTACT INFORMATION

Sirpa Haavisto, CFO, tel. +358 20 436 2000  
[info@dovregroup.com](mailto:info@dovregroup.com)

### SHARE INFORMATION

Dovre Group Plc's shares are listed on Nasdaq Helsinki Ltd. Dovre Group has one class of shares (trading symbol: DOV1V).

Market: Nasdaq Helsinki

ISIN: FI0009008098

Symbol: DOV1V

Segment: OMX Helsinki Small Cap

Sector: Industrial goods and services

Number of shares on December 31, 2020: 102,956,494

For more information: [www.nasdaqomxnordic.com](http://www.nasdaqomxnordic.com)





## EUROPE AND THE MIDDLE EAST

### NORWAY

**Dovre Group Consulting AS**  
**Dovre Group Energy AS**

*Oslo*  
Kirkegata 15  
NO-0153 Oslo  
tel. +47 40 005 900

*Stavanger*  
Løkkeveien 99  
NO-4008 Stavanger  
tel. +47 40 005 900

*Bergen*  
Kokstadalen 4  
NO-5257 Kokstad  
tel. +47 40 005 900

### FINLAND

**Dovre Group Plc**  
**Proha Oy**

Ahventie 4 B  
FI-02170 Espoo  
tel. +358 20 436 2000

## NORTH AMERICA

### CANADA

**Dovre Canada Ltd.**

5 Hill O'Chips  
St John's, NL, Canada A1C 0A8  
tel. +1 709 754 2145

### USA

**Dovre Group Inc.**

13501 Katy Freeway  
Suite 1655  
Houston, Texas 77079  
tel. +1 281 914-4910

## ASIA PACIFIC

### SINGAPORE

**Dovre Group (Singapore) Pte Ltd**  
**Dovre Asia Pte Ltd**

144 Robinson Road #03-01  
Robinson Square  
Singapore 068908  
tel. +65 6386 2350



**Dovre Group Plc**  
Ahventie 4 B  
FI-02170 Espoo  
tel. +358 20 436 2000  
[www.dovregroup.com](http://www.dovregroup.com)





**Dovre Group Energy AS**

Org.nr: 912 630 714

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## **Årsrapport for 2020**

### **Årsberetning**

#### **Årsregnskap**

- Resultatregnskap
- Balanse
- Kontantstrømoppstilling
- Noter

### **Revisjonsberetning**



## DOVRE GROUP ENERGY AS

### ÅRSBERETNING 2020

#### Virksomhetens art

Dovre Group Energy AS (Dovre) er et selskap som leverer konsulenttjenester med fokus på prosjektledelse, anskaffelser og tekniske konsulenter til energisektoren i Norge.

I juni 2019 kjøpte Dovre Group Projects AS alle aksjene i Tech4hire AS, et norsk konsulentselskap med fokus på konsulenter innen ingeniørtjenester, IT og prosjektadministrasjon. Fra 1.1.20 ble Tech4hire AS fusjonert inn i Dovre Group Projects AS og selskapet skiftet navn til Dovre Group Energy AS. Samtidig ble all landbasert virksomhet utenom energisektoren overført fra Dovre Group Projects til Dovre Group Consulting AS. Resultatet av disse endringene er at Dovre Group i Norge nå består av to sterke rendyrkede selskap som jobber tett sammen med å videreutvikle konsernet.

Virksomheten i Norge drives fra selskapets hovedkontor i Stavanger. I Norge har selskapet avdelingskontor i Oslo og Bergen. Selskapet er 100% eid av Dovre Group Plc og konsernet har hovedkontor i Helsinki og er notert ved Helsinki børsen (DOV1V). Referer til [www.dovregroup.com](http://www.dovregroup.com) for konsernregnskap. Internasjonalt er Dovre konsernet nå representert i Houston (USA), St. John's (Canada), Singapore og Helsinki.

Selskapet har ikke hatt forsknings- og utviklingsaktiviteter i 2020.

#### Utvikling og resultat

Dovre hadde en omsetning i 2020 på 426,9 mill. kr, omsetningen i 2019 var 447,8 mill.kr. Dette utgjør en reduksjon på 4,67 %. Reduksjonen i omsetning skyldes i hovedsak at vår landbasert virksomhet utenom energisektoren ble overført til søsterselskapet Dovre Group Consulting AS pr. 01.01.2020 samt en redusert etterspørsel grunnet koronasituasjonen. Selskapets overskudd før skatt ble 8,31 mill.kr ned fra 13,58 mill.kr i 2019. Årets resultat etter skatt ble 5,94 mill. kr ned fra 10,6 mill. kr i 2019. Selskapet har gjort stadige tilpasninger av markedet og fokusert på kostnadsreduserende tiltak gjennom året.

Selskapet har i 2020 bokført Royalty kostnader fra morselskapet med totalt 4,22 mill. kr.

Netto kontantstrøm fra operasjonelle aktiviteter var i 2020 positiv med 15,7 mill. kr. Avviket fra selskapets driftsresultat skyldes i hovedsak endring i kundefordringer og leverandørgjeld.

Selskapet finansieres fra morselskap Dovre Group Plc.

#### Forventet økonomisk utvikling

Dovre har etter de vesentlige Corona tiltakene ble iverksatt i mars 2020 erfart en gradvis bedring av markedet. Selv om det fortsatt er strenge tiltak har markedet og selskapet gjennom tilpasninger med utstrakt bruk av hjemmekontor etc. klart seg godt. Offisielle investeringsprognoser innen oljesektoren i Norge indikerer stabilisering av investeringsnivået det neste året. Dette, samt at Dovre har en solid og langsiktig kundeportefølje med langsiktige rammeavtaler med ledende kunder i



sektoren gjør at man er godt posisjonert i markedet. I tillegg til oljemarkedet skal selskapet fortsette å videreutvikle seg innen energisektoren, og det er iverksatt ytterligere satsning innen fornybar energi og vindkraft spesielt.

Markedsutviklingen er i skrivende stund positiv, men fortsatt noe preget av usikkerhet pga. nye mutanter av viruset og mulige effekter på gjenåpning av samfunnet. På lengre sikt er det forventet at det som et resultat av myndighetenes skattestimuleringspakke i 2020 vil komme flere nye prosjekter som skal realiseres.

#### Finansiell risiko

Selskapet er eksponert mot den generelle markedsrisikoen knyttet til ratenivå og volum. Dette ivaretas ved en kontinuerlig tilpasning av kostnadsnivået for å sikre lønnsom drift.

Selskapet er eksponert for kredittisiko mot kunder som ikke kan betale ved forfall. Selskapet anser risikoen for tap på fordringer som liten. Dette skyldes at den vesentlige delen av kundeporteføljen består av solide oljeselskaper og større leverandører i Norge.

Konsernets likviditet er organisert i en konsernkontoordning. Dette innebærer at datterselskapenes kontantbeholdning formelt sett er en fordring på morselskapet. Dovre Group Energy AS med datterselskapet Dovre Group Singapore Pte.Ltd. har en fordring til konsernselskaper og innestående på konsernkontoordning 26,49 mill. kr pr 31.12.2020.

Pr 31.12.2020 er kortsiktig gjeld 84,63 mill. kr. Selskapets kortsiktige fordringer og bankinnskudd utgjør 104,68 mill. kr pr. 31.12.2020. Styret anser derfor ikke selskapet til å ha noen likviditetsrisiko.

#### Forutsetning om fortsatt drift

I henhold til regnskapslovens paragraf 3-3 bekreftes det at forutsetningene for fortsatt drift av selskapet er til stede, og årsregnskapet for 2020 er utarbeidet i samsvar med dette.

#### Resultatdisponering

Styret foreslår at årets resultat på kr 5,94 fordeles henholdsvis med kr 5,0 mill i utbytte til morselskap samt at 0,94 mill. kr overføres til annen egenkapital.

#### Personell og arbeidsmiljø

Evnen til å beholde dyktige medarbeidere samt å rekruttere nye, har vært ,og er nøkkelen til suksess i Dovre.

Antall medarbeidere totalt ved årsskiftet var 268 (313), herav 65 (86) kvinner. Dette gir en fordeling mellom kjønnene på 75,75 % (75,52 %) menn og 24,25 % (27,48 %) kvinner.

Når det gjelder midlertidig ansatte er tallet 241 totalt, hvorav 79,67 % menn og 20,33 % kvinner. Selskapet hadde 6 ansatte i deltidsstillinger, hvorav 2 menn og 4 kvinner. Gjennomsnittlig antall uker foreldrepermisjon for kvinner var 0 og for menn 2 ansatte og 20 uker.

Selskapet jobber kontinuerlig for å øke kvinneandelen. Det er en selvfølge at arbeid av lik verdi skal gi lik lønn, de ansatte har lønn og annen kompensasjon basert utelukkende på kvalifikasjoner og resultater i arbeidet. Selskapet arbeider aktivt, målrettet og planmessig for likestilling innenfor virksomheten. Ved rekruttering, både internt og eksternt prioriteres personlige kvalifikasjoner fremfor kjønn.



Samarbeidet mellom ledelsen og de ansatte anses å være godt. Styret vil i denne sammenheng presisere at de ansattes kompetanse og trivsel er av fundamental viktighet for selskapets videre suksess. Tilbakemeldinger både fra kunder og medarbeidere tyder på at trivselen er høy og at våre medarbeidere derfor også leverer høy kvalitet til kunden.

Samlet sykefravær for 2020 var 2,0 %. Langtidsfravær over 16 dager utgjør 1,0 % av det samlede sykefraværet. Selskapet følger disse medarbeiderne tett opp. Selskapet har ikke sykdom eller fravær utover dette som ansees som unormalt. Det har ikke vært rapportert alvorlige skader eller ulykker i 2020. Det anses ikke nødvendig å iverksette spesielle tiltak som har betydning for arbeidsmiljøet.

Dovre Group Energy AS har som formål å inneha ledende kompetanse innen bedriftens fagområder. Selskapet har videre som mål å fremme ytterligere mangfold og å rekruttere aktivt for å oppnå dette. Selskapet skal ikke diskriminere ved ansettelse av nye medarbeidere og alle ansatte skal ha 100% likeverdige muligheter og rettigheter.

Status for 2020 for dette området er innfridd når det gjelder allerede ansatte, og selskapet ønsker å fokusere ytterligere på dette fremover. Bedriften har som mål å videreføre dette i rekrutteringsstrategien.

Selskapet ivaretar sitt miljøansvar ved at vi er bevisste på vår ressursbruk og kildesorterer det avfall vår virksomhet genererer. Vi har nye og energieffektive kontorlokaler, med sentral beliggenhet med korte reiseavstander og god tilgang på kollektivtransport. Videre benytter vi videokonferanser når det er mulig for å redusere transportbehovet, og behandler og lagrer dokumenter elektronisk. Dobbelttsidig utskrift benyttes når utskrift er nødvendig, og vi har returordninger og rutiner for kildesortering av alle relevante typer avfall.

Selskapets virksomhet forurensar ikke det ytre miljø.

## **Organisasjon og eierforhold**

Dovre Group Plc eier 100 % av aksjene i Dovre Group Energy AS pr 31.12.2020.

Stavanger, 24. juni 2021

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Arve Jensen  
Styreleder og Daglig leder

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Marianne Lunde  
Styremedlem





## Dovre Group Energy AS

Org.nr: 912 630 714

### Resultatregnskap

Tall i NOK	Note	2020	2019
<b>Driftsinntekter</b>			
Salgsinntekt	2	415 374 343	434 235 305
Annen driftsinntekt	2	11 554 895	13 520 498
<b>Sum driftsinntekter</b>		<u>426 929 238</u>	<u>447 755 803</u>
<b>Driftskostnader</b>			
Varekostnad		209 341 513	207 351 579
Lønnskostnad	3	193 264 834	214 805 896
Avskrivning	4, 5	3 973 621	2 734 729
Annen driftskostnad	3,13	10 699 543	9 440 013
<b>Sum driftskostnader</b>		<u>417 279 512</u>	<u>434 332 218</u>
Driftsresultat		9 649 726	13 423 585
<b>Finansinntekter og finanskostnader</b>			
Renteinntekt fra foretak i samme konsern		207 310	141 073
Annen renteinntekt		25 843	15 244
Annen finansinntekt	11	3 476 653	523 647
Annen rentekostnad		414 030	288 022
Annen finanskostnad	11	4 634 336	236 161
<b>Resultat av finansposter</b>		<u>-1 338 560</u>	<u>155 781</u>
Ordinært resultat før skattekostnad		8 311 166	13 579 366
Skattekostnad på ordinært resultat	6	2 371 460	2 987 461
<b>Ordinært resultat</b>		<u>5 939 706</u>	<u>10 591 905</u>
<b>Overføringer og disponeringer</b>			
Avsatt til utbytte		5 000 000	0
Avsatt til annen egenkapital	7	939 706	10 591 905
<b>Sum overføringer</b>		<u>5 939 706</u>	<u>10 591 905</u>



### Dovre Group Energy AS

Org.nr: 912 630 714

#### Balanse

Tall i NOK

	Note	2020	2019
<b>Anleggsmidler</b>			
<i>Immaterielle eiendeler</i>			
Konsesjoner, patenter, lisenser, varemerker	4	13 150 910	13 735 819
Goodwill	4	16 516 514	1 952 491
Sum immaterielle eiendeler		<u>29 667 425</u>	<u>15 688 310</u>
<i>Varige driftsmidler</i>			
Driftsløsøre, inventar, verktøy, kontormaskiner ol	5	74 553	172 619
Sum varige driftsmidler		<u>74 553</u>	<u>172 619</u>
<i>Finansielle anleggsmidler</i>			
Investeringer i datterselskap	9	608 218	35 782 396
Lån til foretak i samme konsern		3 651 600	0
Andre fordringer		0	28 000
Sum finansielle anleggsmidler		<u>4 259 818</u>	<u>35 810 396</u>
Sum anleggsmidler		<u>34 001 796</u>	<u>51 671 326</u>
<b>Omløpsmidler</b>			
<i>Fordringer</i>			
Kundefordringer	10, 12	77 841 540	108 848 421
Andre kortsiktige fordringer	10, 12	120 717	1 251 395
Konsernfordringer	10, 12	26 487 910	9 637 276
Sum fordringer		<u>104 450 167</u>	<u>119 737 092</u>
Bankinnskudd, kontanter og lignende		<u>229 363</u>	<u>-29 517</u>
Sum omløpsmidler		<u>104 679 530</u>	<u>119 707 575</u>
Sum eiendeler		<u>138 681 326</u>	<u>171 378 901</u>



## Dovre Group Energy AS

Org.nr: 912 630 714

### Balanse

Tall i NOK

Note

2020

2019

#### Egenkapital

##### *Innskutt egenkapital*

Aksjekapital	7, 8	2 558 140	2 558 140
Overkurs	7	19 344 985	18 970 485
Annen innskutt egenkapital	7	988 000	988 000
Sum innskutt egenkapital		<u>22 891 125</u>	<u>22 516 625</u>

##### *Opptjent egenkapital*

Annen egenkapital	7	<u>19 777 632</u>	<u>19 212 425</u>
Sum opptjent egenkapital		<u>19 777 632</u>	<u>19 212 425</u>

Sum egenkapital

42 668 757      41 729 051

#### Gjeld

##### *Avsetninger for forpliktelser*

Utsatt skatt	6	<u>178 491</u>	<u>71 620</u>
Sum avsetning for forpliktelser		<u>178 491</u>	<u>71 620</u>

##### *Annen langsiktig gjeld*

Gjeld til kredittinstitusjoner		<u>11 200 000</u>	<u>14 400 000</u>
Sum annen langsiktig gjeld		<u>11 200 000</u>	<u>14 400 000</u>

##### *Kortsiktig gjeld*

Leverandørgjeld	10	19 693 664	37 071 201
Betalbar skatt	6	2 264 589	2 984 885
Skyldige offentlige avgifter		22 612 935	28 612 144
Utbytte		5 007 333	0
Annen kortsiktig gjeld		<u>35 055 557</u>	<u>46 510 001</u>
Sum kortsiktig gjeld		<u>84 634 078</u>	<u>115 178 230</u>

Sum gjeld

96 012 569      129 649 850

Sum egenkapital og gjeld

138 681 326      171 378 901

24. juni 2021  
Oslo

Arve Jensen  
Styrets leder / daglig leder

Marianne Lunde  
Styremedlem



## Dovre Group Energy AS

Org.nr: 912 630 714

### Kontantstrømoppstilling

Tall i NOK	Note	2020	2019
<b>Kontantstrømmer fra operasjonelle aktiviteter</b>			
Resultat før skattekostnad		8 311 166	13 579 366
Periodens betalte skatt		-2 984 885	-1 544 992
Ordinære avskrivninger		3 973 621	2 734 729
Endring i kundefordringer		31 006 881	-30 540 253
Endring i leverandørgjeld		-17 377 537	12 969 655
Endring i andre tidsavgrensingsposter		-6 037 640	10 864 823
Poster klassifisert som investering-/finansieringsaktiviteter		-1 194 892	0
Opsjonskostnader/LTI		0	568 000
Netto kontantstrøm fra operasjonelle aktiviteter		<u>15 696 714</u>	<u>8 631 328</u>
<b>Kontantstrømmer fra investeringsaktiviteter</b>			
Utbetalinger ved kjøp av varige driftsmidler		-31 600	-66 255
Utbetaling ved kjøp av aksjer og andeler i andre foretak			-24 924 178
Innbetaling ved salg av virksomhet		4 644 400	0
Netto kontantstrøm fra investeringsaktiviteter		<u>4 612 800</u>	<u>-24 990 433</u>
<b>Kontantstrømmer fra finansieringsaktiviteter</b>			
Utbetaling ved nedbetaling av ny kortsiktig gjeld		0	0
Innbetaling ved opptak av ny langsiktig gjeld		0	16 000 000
Utbetaling ved nedbetaling av langsiktig gjeld		-3 200 000	-1 600 000
Netto kontantstrøm fra finansieringsaktiviteter		<u>-3 200 000</u>	<u>14 400 000</u>
Netto endring i likvider i året		17 109 514	-1 959 105
Kontanter og kontantekvivalenter pr. 1.1		<u>9 607 759</u>	<u>11 566 864</u>
Kontanter og kontantekvivalenter pr. 31.12		<u>26 717 273</u>	<u>9 607 759</u>
Bankinnskudd, kontanter og lignende pr. 31.12		229 363	-29 517
Innestående på konsernkontoordning pr. 31.12		<u>26 487 910</u>	<u>9 637 276</u>
Kontanter og kontantekvivalenter pr. 31.12		<u>26 717 273</u>	<u>9 607 759</u>

Innestående på konsernkontoordning pålydende kr 26 487 910,- er spesifiser under konsernfordringer. Innestående på konsernkontoordning er klassifisert som fordring mot Dovre Group Plc. Se også omtale i note 12.

Selskapet har en ubenyttet kassekreditt på kr 10 000 000,- pr. 31.12.2020.



## Dovre Group Energy AS

Org.nr: 912 630 714

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### Noter til regnskapet for 2020

Tall i NOK

#### Note 1 - Regnskapsprinsipper

Årsregnskapet er satt opp i samsvar med regnskapslovens bestemmelser og god regnskapskikk.

Dovre Group Energy AS er datterselskap av Dovre Group Plc. Hovedkontoret til Dovre Group Plc ligger i Helsinki, Finland og konsernregnskapet kan lastes ned fra [Dovregroup.com](http://Dovregroup.com). Alle beløp er oppgitt i hele kroner.

Dovre Group Projects AS ble etablert i 2015 som et resultat av fusjonen mellom Dovre Group AS og Norwegian Petroleum Consultants AS. Selskapet overtok alle ansatte innen prosjekt personell divisjonen fra Dovre Group AS og NPC AS i Norge, de resterende konsulentene som leverer tjenester innen consulting ble værende i Dovre Group AS og dette selskapet skiftet navn til Dovre Group Consulting AS fra 01.01.16. I juni 2019 kjøpte Dovre Group Projects AS alle aksjene i Tech4Hire AS. Fra 01.01.2020 ble Tech4Hire AS fusjonert inn i Dovre Group Projects AS og selskapet skiftet navn til Dovre Group Energy AS.

#### *Salgsinntekter*

Inntektsføring ved salg av tjenester skjer i takt med utførelsen. Andelen av salgsinntekter som knytter seg til fremtidige serviceytelser balanseføres som uopptjent inntekt ved salget, og inntektsføres deretter i takt med levering av ytelsene.

#### *Klassifisering og vurdering av balanseposter*

Omløpsmidler og kortsiktig gjeld omfatter poster som forfaller til betaling innen ett år etter balansedagen, samt poster som knytter seg til varekretsløpet. Øvrige poster er klassifisert som anleggsmiddel/langsiktig gjeld.

Omløpsmidler vurderes til laveste av anskaffelseskost og virkelig verdi. Kortsiktig gjeld balanseføres til nominelt beløp på etableringstidspunktet.

Anleggsmidler vurderes til anskaffelseskost, men nedskrives til virkelig verdi ved verdifall som ikke forventes å være forbigående. Anleggsmidler med begrenset økonomisk levetid avskrives planmessig. Langsiktig gjeld balanseføres til nominelt beløp på etableringstidspunktet.

#### *Fordringer*

Kundefordringer og andre fordringer er oppført i balansen til pålydende etter fradrag for avsetning til forventet tap. Avsetning til tap gjøres på grunnlag av individuelle vurderinger av de enkelte fordringene.

#### *Valuta*

Pengeposter i utenlandsk valuta er vurdert til kursen ved regnskapsårets slutt.

#### *Varige driftsmidler*

Varige driftsmidler balanseføres og avskrives over driftsmidlets forventede økonomiske levetid. Direkte vedlikehold av driftsmidler kostnadsføres løpende under driftskostnader, mens påkostninger eller forbedringer tillegges driftsmidlets kostpris og avskrives i takt med driftsmidlet. Dersom gjenvinnbart beløp av driftsmiddelet er lavere enn balanseført verdi foretas nedskrivning til gjenvinnbart beløp. Gjenvinnbart beløp er det høyeste av netto salgsverdi og verdi i bruk. Verdi i bruk er nåverdien av de fremtidige kontantstrømmene som eiendelen vil generere.

#### *Immaterielle eiendeler*

Lange kundeforhold og langsiktige kontrakter og rammeavtaler som selskapet har med sine kunder gjør at Dovre Group Energy AS har valgt en linear avskrivning over 10 år for både Goodwill og kunderelasjoner.



## Dovre Group Energy AS

Org.nr: 912 630 714

### Noter til regnskapet for 2020

Tall i NOK

#### *Pensjoner*

Selskapet kostnadsfører den årlige innbetalingen til innskuddsordningen.

#### *Skatter*

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt er beregnet med 22% på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt ligningsmessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reversere i samme periode er utlignet og nettoført. Netto utsatt skattefordel balanseføres i den grad det er sannsynlig at denne kan bli nyttiggjort.

#### *Aksjeprogram*

Dovre Group Plc. konsernet tilbyr en aksjebasert kompensasjonsplan for sine nøkkelpersoner. Vederlaget er basert på selskapet eller enhetens utvikling og lønnsomhet. Forpliktelsen omfatter ikke markedsforhold og derfor utgjør ikke denne en virkelig verdi del. Den aksjebaserte kompensasjonsplanen forutsetter at den ansatte har et tjenesteforhold i Dovre konsernet ved begynnelsen av 2021. Den ansatte vil motta opptjente aksjer i begynnelsen av 2021. For 2020 er aksjenes verdi regnskapsført i resultatregnskapet til konsernet.

#### *Kontantstrømoppstilling*

Kontantstrømoppstillingen er utarbeidet etter den indirekte metode. Kontanter og kontantekvivalenter omfatter kontanter, bankinnskudd, innestående konsernkonto ol..

#### *Forutsetning for fortsatt drift*

Forutsetningen for fortsatt drift er lagt til grunn ved utarbeidelsen av regnskapet.

### Note 2 - Salgsinntekter

	2 020	2019
Per virksomhetsområde:		
Utleie av konsulenter	415 374 343	434 235 305
Andre driftsrelaterte inntekter	11 554 895	13 520 498
<b>Sum</b>	<b>426 929 238</b>	<b>447 755 803</b>
Per geografisk marked:		
Norge	420 938 465	439 091 135
Sverige	729 294	2 304 112
UK		1 943 949
US		33 475
Singapore	663 525	2 415 653
Canada	653 656	487 895
Finland	1 177 135	1 293 411
Brasil	2 767 163	186 173
<b>Sum</b>	<b>426 929 238</b>	<b>447 755 803</b>



## Dovre Group Energy AS

Org.nr: 912 630 714

### Noter til regnskapet for 2020

Tall i NOK

#### Note 3 - Lønnskostnader, antall ansatte og godtgjørelse til revisor

Lønnskostnader	2020	2019
Lønninger	163 998 194	181 928 243
Arbeidsgiveravgift	23 386 794	25 852 042
Pensjonskostnader	2 947 477	3 139 806
Andre Ytelser	2 932 370	3 885 805
Sum	<u>193 264 834</u>	<u>214 805 896</u>
Gjennomsnitt antall årsverk	202	212

Selskapet er pliktig til å ha tjenstepensjonsordning etter lov om obligatorisk tjenstepensjon. Selskapets pensjonsordninger tilfredsstiller kravene i denne lov.

Det er ikke utbetalt styrehonorar i 2020.

#### Ytelser til ledende personer

	Lønn	Pensjonsutgifter	Andre godtgjørelser
Daglig leder, periode 01.01.20 - 31.12.20	2 402 046	23 192	167 196

Daglig leders lønn inkluderer bonus basert på selskapets resultat.

Dovre Group Plc. konsernet tilbyr en aksjebasert kompensasjonsplan for sine nøkkelpersoner. Vederlaget er basert på selskapet eller enhetens utvikling og lønnsomhet. Forpliktelsen omfatter ikke markedsforhold og derfor utgjør ikke denne en virkelig verdi del. Den aksjebaserte kompensasjonsplanen forutsetter at den ansatte har et tjenesteforhold i Dovre konsernet ved begynnelsen av 2021. Den ansatte vil motta opptjente aksjer i begynnelsen av 2021. For 2020 er aksjenes verdi regnskapsført i resultatregnskapet til konsernet.

Godtgjørelse til revisor er fordelt på følgende:	2020
Honorar for lovpålagt revisjon	231 638
Honorar for andre revisjonsrelaterte tjenester	31 000
Honorar for skattemessig bistand	
Annen bistand	<u>25 550</u>
	<u>288 188</u>

Merverdiavgift er ikke inkludert i revisjonshonoraret.



## Dovre Group Energy AS

Org.nr: 912 630 714

### Noter til regnskapet for 2020

Tall i NOK

#### Note 4 - Immaterielle eiendeler

	Kunderelasjoner	Goodwill	Sum
Anskaffelseskost pr 01.01.	22 893 031	3 254 151	26 147 182
Tilgang	9 575 251	16 543 819	17 823 070
Avgang	-8 296 000	0	0
Anskaffelseskost 31.12.	24 172 282	19 797 970	43 970 252
Akk.avskr. pr. 31.12	11 021 371	3 281 456	14 302 827
Balanseført verdi pr.31.12.	13 150 911	16 516 514	29 667 425
Årets avskrivninger	1 864 159	1 979 796	3 843 955
Økonomisk levetid	10 år	10 år	
Avskrivningsplan	Lineær	Lineær	

I forbindelse med virksomhetsoverdragelsen fra Dovre Group Consulting AS til Dovre Group Energy AS pr. 01.01.2016, ble kjøpsverdien satt til totalt 26,1 mill.kr. Av dette utgjorde verdien av kunderelasjoner 22,9 mill.kr. Anskaffelseskost for Goodwill ble balanseført i regnskapet med 3,2 mill.kr pr. 01.01.2016. Forventet levetid for virksomheten som goodwill relateres til er mer enn 10 år og Dovre Group Energy AS har derfor valgt å bruke lineær avskrivning over 10 år for Goodwill. Denne beslutningen baseres på de lange kundeforhold og langsiktige kontrakter og rammeavtaler Dovre Group Energy AS har med sine kunder, samtidig som Dovre Group Energy AS er lite eksponert for endringer i teknologi.

#### Note 5 - Varige driftsmidler

	Driftsløsøre, inventar, kontormaskiner ol.
Anskaffelseskost 01.01.	985 674
Tilgang	31 600
Avgang solgte driftsmidler	0
Anskaffelseskost 31.12.	1 017 274
Akk.avskrivning 31.12	942 721
Balanseført pr. 31.12.	74 553
Årets avskrivning	129 666
Økonomisk levetid	3 år
Avskrivningsplan	Lineær



### Dovre Group Energy AS

Org.nr: 912 630 714

### Noter til regnskapet for 2020

Tall i NOK

#### Note 6 – Skatt

Årets skattekostnad	2020	2019
Resultatført skatt på ordinært resultat:		
Betalbar skatt	2 264 589	2 984 885
Endring utsatt skatt	106 871	2 575
<b>Skattekostnad ordinært resultat</b>	<b>2 371 460</b>	<b>2 987 460</b>
Skattepliktig inntekt:		
Ordinært resultat før skatt	8 311 166	13 579 366
Permanente forskjeller	17 979	0
Endring i midlertidige forskjeller	1 964 443	-11 708
<b>Skattepliktig inntekt</b>	<b>10 293 588</b>	<b>13 567 658</b>
Betalbar skatt i balansen:		
Betalbar skatt på årets resultat	2 264 589	2 984 885
<b>Betalbar skatt (22%) av årets skattegrunnlag</b>	<b>2 264 589</b>	<b>2 984 885</b>
Beregning av effektiv skattesats		
Resultat før skatt	8 311 166	13 579 366
Beregnet skatt av årets resultat før skatt	1 828 457	2 987 461
Skatteeffekt av permanente forskjeller	3 955	0
<b>Sum</b>	<b>1 832 412</b>	<b>2 987 461</b>
Effektiv skattesats	22,0 %	22,0 %
Skatteeffekten av midlertidige forskjeller som har gitt opphav til utsatt skatt og utsatte skattefordeler, spesifisert på typer av midlertidige forskjeller		
Varige driftsmidler	24 298 503	26 429 898
Fordringer	19 980	-146 972
<b>Sum</b>	<b>24 318 483</b>	<b>26 282 926</b>
Inngår ikke i beregningen av utsatt skatt - Goodwill	-23 507 163	-25 957 380
<b>Grunnlag for utsatt skatt</b>	<b>811 320</b>	<b>325 546</b>
<b>Utsatt skatt (22%)</b>	<b>178 490</b>	<b>71 620</b>



## Dovre Group Energy AS

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### Noter til regnskapet for 2020

Tall i NOK

#### Note 7 - Egenkapital

	Aksjekapital	Overkurs	Annen innskutt egenkapital	Annen egenkapital	Sum
Egenkapital 01.01.	2 558 140	18 970 485	988 000	19 212 425	41 729 050
Fusjon		374 500		-374 500	0
Utbytte				-5 000 000	-5 000 000
Årsresultat				5 939 706	5 939 706
Egenkapital 31.12.	2 558 140	19 344 985	988 000	19 777 632	42 668 756

#### Note 8 – Aksjekapital og aksjonærinformasjon

Alle aksjer har like rettigheter. Pålydende pr. aksje er kr 0,10.

Oversikt over aksjonærene i selskapet pr. 31.12.2020

	Ordinære aksjer	Eier- andel	Stemme- andel
Dovre Group Plc (Finland)	25 581 403	100 %	100 %

Dovre Group Plc eier 100 % av aksjene i Dovre Group Energy AS.

#### Note 9 – Datterselskap

Selskap	Kontor	Eier- andel	Stemme- andel	Resultat 2020	Egenkapital pr. 31.12	Bokført verdi pr. 31.12
Dovre Group (Singapore) Pte. Ltd.	Singapore	100 %		3 099 920	11 259 540	608 218

Det utarbeides ikke konsernregnskap for Dovre Group Energy AS da dette gjøres på morselskapsnivå i Finland.



## Dovre Group Energy AS

Org.nr: 912 630 714

### Noter til regnskapet for 2020

Tall i NOK

#### Note 10 - Mellomværende med selskap i samme konsern

Fordringer	2020	2019
Mottatt konsernbidrag	0	0
Konsern kontoordning	26 487 910	9 637 276
Kundefordringer	4 000	2 377 918
Sum	<u>26 491 910</u>	<u>12 015 194</u>
Gjeld		
Leverandørgjeld	<u>1 439 357</u>	<u>1 477 537</u>
Sum	<u>1 439 357</u>	<u>1 477 537</u>

#### Note 11 - Valutagevinster og -tap

	2020	2019
Bokført valutagevinst	3 476 653	523 329
Bokført valutatap	<u>-4 556 251</u>	<u>-191 033</u>
Sum	<u>-1 079 598</u>	<u>332 296</u>

Valutagevinst og tap er ført brutto i resultatregnskapet.

#### Note 12 - Pant og garantier

	2020	2019
Sikret i pantobjekt med bokførte verdier:		
Kundefordringer	<u>77 841 540</u>	<u>108 848 421</u>
Sum	<u>77 841 540</u>	<u>108 848 421</u>

Konsernets likviditet er organisert i en konsernkontoordning for Dovre Group konsernet. Innestående på konsernkontoordningen til Dovre Group utgjør kr 26 487 910 pr 31.12.2020 (kr 9 637 276 pr 31.12.2019) og inngår i andre fordringer i balansen. Dette innebærer at datterselskapenes kontantbeholdning formelt sett er en fordring på morselskapet, og alle konsernselskapene er solidarisk ansvarlige for de trekk andre konsernselskaper som er deltakere i ordningen har gjort. I forbindelse med etablering av kassekreditt ramme for konsernet er selskapet sammen med øvrige deltakere i konsernkontoordningen solidarisk ansvarlig for kr 15 000 000.

Selskapet er per 31.12.2020 dekket av en skattetrekkgaranti på 18 mill.kr. Søsterselskapet Dovre Group Consulting AS stiller sikkerhet for skattetrekk i Dovre Group Energy AS på et beløp inntil kr 12,0 mill.kr.



**Dovre Group Energy AS**

Org.nr: 912 630 714

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**Noter til regnskapet for 2020**

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**Note 13 – Leieavtaler**

Dovre Group Energy har i hovedsak leieavtaler knyttet til leie av lokaler, med en gjenværende levetid på mellom 1-3 år. I tillegg har selskapet noen leieavtaler knyttet til leie av kaffe- og vannmaskin samt kontorutstyr.

Leieavtalene er klassifisert som operasjonell leie hvor leiebetalingene kostnadsføres fortløpende.,

Dovre Group Energy AS sammen med søsterselskap Dovre Group Consulting AS deler lokaler og fordeler kostnad i henhold til areal for husleiekostnadene. Totalkostnad for begge selskapene var på 3,6 mill.kr i 2020.



BDO AS  
Luramyrveien 40  
Postboks 1107  
4391 Sandnes

## Uavhengig revisors beretning

Til generalforsamlingen i Dovre Group Energy AS

Uttalelse om revisjonen av årsregnskapet

### Konklusjon

---

Vi har revidert årsregnskapet til Dovre Group Energy AS.

Årsregnskapet består av:

- Balanse per 31. desember 2020
- Resultatregnskap for 2020
- Kontantstrømpstilling for regnskapsåret avsluttet per 31. desember 2020
- Noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening:

Er årsregnskapet avgitt i samsvar med lov og forskrifter og gir et rettviseende bilde av selskapets finansielle stilling per 31. desember 2020, og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

### Grunnlag for konklusjonen

---

Vi har gjennomført revisjonen i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder de internasjonale revisjonsstandardene International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet i Revisors oppgaver og plikter ved revisjon av årsregnskapet. Vi er uavhengige av selskapet slik det kreves i lov og forskrift, og har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Etter vår oppfatning er innhentet revisjonsbevis tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

### Annen informasjon

---

Ledelsen er ansvarlig for annen informasjon. Annen informasjon består av årsberetningen.

Vår uttalelse om revisjonen av årsregnskapet dekker ikke annen informasjon, og vi attesterer ikke den andre informasjonen.

I forbindelse med revisjonen av årsregnskapet er det vår oppgave å lese annen informasjon identifisert ovenfor med det formål å vurdere hvorvidt det foreligger vesentlig inkonsistens mellom annen informasjon og årsregnskapet, kunnskap vi har opparbeidet oss under revisjonen, eller hvorvidt den tilsynelatende inneholder vesentlig feilinformasjon.

Dersom vi, på bakgrunn av arbeidet vi har utført, konkluderer med at disse andre opplysningene inneholder vesentlig feilinformasjon, er vi pålagt å uttale oss om dette. Vi har ingenting å rapportere i så henseende.

### Styret og daglig leders ansvar for årsregnskapet

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Styret og daglig leder (ledelsen) er ansvarlig for å utarbeide årsregnskapet i samsvar med lov og forskrifter, herunder for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik intern kontroll som den finner nødvendig



for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avviklet.

## Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med lov, forskrift og god revisjonsskikk i Norge, herunder ISA-ene, alltid vil avdekke vesentlig feilinformasjon som eksisterer. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon blir vurdert som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke økonomiske beslutninger som brukerne foretar basert på årsregnskapet.

For videre beskrivelse av revisors oppgaver og plikter vises det til:  
<https://revisorforeningen.no/revisjonsberetninger>

## Uttalelse om andre lovmessige krav

### Konklusjon om årsberetningen

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, mener vi at opplysningene i årsberetningen om årsregnskapet, forutsetningen om fortsatt drift og forslaget til anvendelse av overskuddet er konsistente med årsregnskapet og i samsvar med lov og forskrifter.

### Konklusjon om registrering og dokumentasjon

Basert på vår revisjon av årsregnskapet som beskrevet ovenfor, og kontrollhandlinger vi har funnet nødvendig i henhold til internasjonal standard for attestasjonsoppdrag (ISAE) 3000 «Attestasjonsoppdrag som ikke er revisjon eller forenklet revisorkontroll av historisk finansiell informasjon», mener vi at ledelsen har oppfylt sin plikt til å sørge for ordentlig og oversiktlig registrering og dokumentasjon av selskapets regnskapsopplysninger i samsvar med lov og god bokføringskikk i Norge.

BDO AS

Stig Fjell Dahl  
statsautorisert revisor  
(elektronisk signert)



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## Stig André Fjell Dahl

Partner

Serienummer: 9578-5997-4-4492

IP: 188.95.xxx.xxx

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