



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2021 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	819 060 312
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	FROST CO-INVESTOR II AS
Forretningsadresse:	v/UNION Eiendomkapital AS Bolette brygge 1 0252 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2021 - 31.12.2021
-------------------------	-------------------------

Konsern

Morselskap i konsern:	Nei
-----------------------	-----

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	IFRS

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Torgeir Røstberg
Dato for fastsettelse av årsregnskapet:	01.02.2022

Grunnlag for avgivelse

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

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

Brønnøysundregistrene, 21.07.2023



Resultatregnskap

Beløp i: NOK	Note	2021	2020
RESULTATREGNSKAP			
Kostnader			
Annen driftskostnad		108 462	39 100
Sum kostnader		108 462	39 100
Driftsresultat		-108 462	-39 100
Finansinntekter og finanskostnader			
Inntekt på investering i datterselskap		2 099 400	1 051 402
Annen renteinntekt			32
Sum finansinntekter		2 099 400	1 051 434
Netto finans		2 099 400	1 051 434
Ordinært resultat før skattekostnad		1 990 938	1 012 334
Ordinært resultat etter skattekostnad		1 990 938	1 012 334
Årsresultat		1 990 938	1 012 334
Årsresultat etter minoritetsinteresser		1 990 938	1 012 334
Totalresultat		1 990 938	1 012 334
Overføringer og disponeringer			
Avsatt til annen egenkapital		1 990 938	1 012 334
Sum overføringer og disponeringer		1 990 938	1 012 334



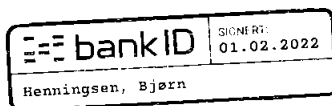
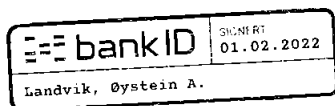
Balanse

Beløp i: NOK	Note	2021	2020
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Finansielle anleggsmidler			
Investeringer i aksjer og andeler		16 281 939	24 408 843
Sum finansielle anleggsmidler		16 281 939	24 408 843
Sum anleggsmidler		16 281 939	24 408 843
Omløpsmidler			
Varer			
Bankinnskudd, kontanter og lignende			
Bankinnskudd, kontanter o.l.		329 758	1 524 714
Sum bankinnskudd, kontanter og lignende		329 758	1 524 714
Sum omløpsmidler		329 758	1 524 714
SUM EIENDELER		16 611 697	25 933 557
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital		100 000	100 000
Overkurs		562 166	562 166
Sum innskutt egenkapital		662 166	662 166
Opptjent egenkapital			
Fond for vurderingsforskjeller		3 150 802	1 051 402
Annen egenkapital		12 732 323	24 169 989
Udisponert resultat			
Sum opptjent egenkapital		15 883 125	25 221 391



Balanse

Beløp i: NOK	Note	2021	2020
Sum egenkapital		16 545 291	25 883 557
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Leverandørgjeld		16 406	
Annen kortsiktig gjeld		50 000	50 000
Sum kortsiktig gjeld		66 406	50 000
Sum gjeld		66 406	50 000
SUM EGENKAPITAL OG GJELD		16 611 697	25 933 557



Frost Co-Investor II AS

Annual accounts

2021

Auditor's report

Director's report

Statement of comprehensive income

Statement of financial position at 31 December

Statement of changes in equity

Cash flow statement

Notes



The board of directors report 2021 for Frost Co-Investor II AS

Frost Co-Investor II AS

Operational review

Frost Co-Investor II AS ("the Company") was established in 2017 to invest in shares issued by Frost Retail Holding AS, which again is owned by the alternative investment fund UNION Real Estate Fund II Holding AS ("the Fund"). The Company and the Fund are managed by UNION Eiendomskapital UREF AS.

Frost Retail Holding AS has invested in a property portfolio consisting of 58 retail properties in Norway ("the Portfolio"), whereas 53 properties out of 58 properties are sold per 31.12.2021.

Going Company

In accordance with the Accounting Act § 3-3a, the board of directors confirm that the financial statements have been prepared under the assumption of going company, and that the economic and financial position is sound.

Comments related to the financial statements

As of 31.12.2021 100 000 shares were issued in the Company

The portfolio of properties in the Fund as of 31.12.2021 had a rental occupancy of approx. 97,0 %, and the average duration of the lease contracts were 8.5 years.

The Company had a total comprehensive income of MNOK 1.99.

The Board of Frost Co-Investor AS proposes that the positive total comprehensive income for the year of the parent company is allocated as follows:

• Transferred to fund for unrealized gains	NOK 2 099 400
• <u>Transferred from other equity</u>	<u>NOK -108 462</u>
• Total transfers	NOK 1 990 938

As per 31.12.2021 the Company had a bank balance of MNOK 0.33.

The total capital pr. 31.12.2021 was MNOK 16.6. The equity ratio was 100%.

Board liability insurance

The current board is covered for board liability by board liability insurance taken out by the company's Manager.



Environment and equality

The parent company and the Group do not pollute the environment beyond what is normal for the operations of the Group. Waste and emissions arising from operations are treated under applicable laws and regulations. The company does not discriminate between the sexes and believe that equality is safeguarded thus no specific measures is implemented.

Financial risk

Market risk

The company is exposed to effects related to macro-economic conditions and local market conditions. This could lead to changes in rent levels, occupancy rate and value of the properties. There has been increasing focus on location as investment criteria over the past years.

Frost Co-Investor AS is indirectly exposed to changes in interest rates. Indirectly liabilities to credit institutions in Frost Retail Holding AS are per 31.12.2021 MNOK 96,5. The portfolio has a floating interest rate (3-month NIBOR) the margin is applied. The Group complies with all covenants per 31.12.2021.

Credit risk

The Fund has risks associated with its tenants on the properties. The tenants economy and financial strength, and thus their ability to serve the rent, has great significance for the risk associated with the loss of rent/income. The risk of vacancy depends to a large extent on the economic conditions. Vacancy in a property will lead to loss of rental income and cause the fund to cover the missing common costs. The fund strives to achieve a bank guarantee or rent deposit upon signing or renegotiating lease contracts.

Risk of liquidity

The Board assesses the Funds liquidity as satisfactory and it strives to have a liquidity buffer in case unforeseen things arise through daily operation of the properties.

Research and development

Frost Co-Investor AS has no research and development activities.

Future development

The year 2021 has been very special due to the Coronavirus. The Norwegian government has resolved very good economic support to the most affected sectors. The Board still believe investments in real estate in Norway are attractive long-term investment opportunities due to factors such as strong public finances and a favorable demographic development.

The Board is not aware of any other incidents that has occurred which may impact the Company's annual results or financial position



Oslo, 31 January 2022

Bjørn Henningsen
Chairman

Lars Even Moe
Board member

Øystein A. Landvik
Board member



Frost Co-Investor II AS

Statement of comprehensive income

All amounts in NOK	Note	2021	2020
General and administrative expenses	3, 4, 8	(108 462)	(39 100)
Operating profit / (loss)		(108 462)	(39 100)
Financial income	5	-	32
Net financial items	5	-	32
Profit / (Loss) before tax		(108 462)	(39 068)
Income tax expense	6	-	-
Profit / (Loss) for the year		(108 462)	39 068
Other comprehensive income			
Change in fair value on investments		2 099 400	1 051 402
Total comprehensive income / (loss) for the year		1 990 938	1 012 334



Frost Co-Investor II AS

Statement of financial position at 31 December

All amounts in NOK	Note	2021	2020
ASSETS			
Non-current assets			
Investment in shares	2, 7	16 281 939	24 408 843
Total non-current assets		16 281 939	24 408 843
Current assets			
Cash and cash equivalents	7	329 758	1 524 714
Total current assets		329 758	1 524 714
TOTAL ASSETS		16 611 697	25 933 557
EQUITY AND LIABILITIES			
Equity			
Paid in capital			
Issued capital	9	100 000	100 000
Share premium		562 166	562 166
Total paid in capital		662 166	662 166
Accumulated profits			
Fund for unrealised gains		3 150 802	1 051 402
Retained earnings / (Accumulated Deficit)		12 732 323	24 169 989
Total accumulated profits		15 883 125	25 221 391
Total equity		16 545 291	25 883 557
Current liabilities			
Accounts payable	7	16 406	-
Other current liabilities	7	50 000	50 000
Total current liabilities		66 406	50 000
Total liabilities		66 406	50 000
TOTAL EQUITY AND LIABILITIES		16 611 697	25 933 557

The Board of Frost Co-Investor II AS
Oslo, ___ February 2022

Lars Even Moe
Chairman

Bjørn Henningsen
Board member

Øystein A. Landvik
Board member



Frost Co-Investor II AS
Statement of changes in equity

All amounts in NOK	Note					
		Share capital	Share premium	Fund for unrealised gains	Retained earnings / (Accumulated Deficit)	Total equity
Equity as at 01.01.2017		-	-	-	-	-
Incorporation		30 000	-	-	-	30 000
Share issue		100 000	62 654 667	-	-	62 754 667
Dividends distributed		(30 000)	(15 658 288)	-	-	(15 688 288)
Total comprehensive income				21 138 744	(451 398)	20 687 346
Equity as at 31.12 2017		100 000	46 996 379	21 138 744	(451 398)	67 783 725
Change related to errors in previous years accounts				(1 387 108)		(1 387 108)
Equity as at 31.12 2017		100 000	46 996 379	19 751 636	(451 398)	66 396 617
Dividends distributed		-	(16 957 193)	-	-	(16 957 193)
Total comprehensive income		-	-	(10 276 444)	16 984 090	6 707 646
Transfer to other equity		-	-	-	-	-
Equity as at 31.12 2018		100 000	30 039 186	9 475 192	16 532 692	56 147 070
Dividends distributed		-	(19 221 664)	-	-	(19 221 664)
Total comprehensive income		-	-	(11 949 223)	19 188 796	7 239 573
Transfer to other equity		-	-	-	-	-
Equity as at 31.12 2019		100 000	10 817 522	(2 474 031)	35 721 488	44 164 979
Dividends distributed		-	(10 255 356)	-	(9 038 400)	(19 293 756)
Total comprehensive income		-	-	3 525 433	(2 513 099)	1 012 334
Equity as at 31.12 2020		100 000	562 166	1 051 402	24 169 989	25 883 557
Dividends distributed		-	-	-	(11 329 204)	(11 329 204)
Total comprehensive income		-	-	2 099 400	(108 462)	1 990 938
Equity as at 31.12 2021		100 000	562 166	3 150 802	12 732 323	16 545 291



Frost Co-Investor II AS

Statement of cash flows

All amounts in NOK	Note	2021	2020
Cash flow from operating activities			
Profit before tax for the year from total operations		(108 462)	(39 068)
Change in value shares		-	-
Tax payment		-	-
Increase/(decrease) in accounts payable		16 406	(1 788)
Increase/(decrease) in other current liabilities		-	50 000
Net cash flow from operating activities		(92 056)	9 144
Cash flows from investing activities			
Purchase of investments in associated companies		-	-
Dividend received		10 226 304	20 800 156
Net cash flow used in investing activities		10 226 304	20 800 156
Cash flows from financing activities			
Proceeds from issue of share capital		-	-
Dividend paid		(11 329 204)	(19 293 756)
Net cash flow from financing activities		(11 329 204)	(19 293 756)
Net increase/(decrease) in cash and cash equivalents		(1 194 956)	1 515 544
Cash and cash equivalents at beginning of period		1 524 714	9 169
Cash and cash equivalents at end of period		329 758	1 524 714



Frost Co-Investor II AS

Notes 2021

All amounts in NOK unless otherwise stated

1 Summary of significant accounting policies

Frost Co-Investor II AS is a limited company, incorporated in Norway, headquartered in Oslo. Address headquarter: c/o UNION Eiendomskapital AS, Bolette Brygge 1, 0252 Oslo, Norway.

The Company is an investment company, and owns shares in one company located in Norway. Frost Co-Investor II AS is managed by UNION Eiendomskapital UREF AS (the Manager).

1.1 Basis for preparation of the annual accounts

The Frost Co-Investor II AS' annual accounts have been prepared in accordance with International Financial Reporting Standards (IFRS) which have been adopted by the EU and are mandatory for financial years beginning on or after 1 January 2021, and Norwegian disclosure requirements listed in the Norwegian Accounting Act as of 31.12.2021.

The annual accounts are based on historical cost, with the exception of the following:

- Financial instruments at fair value through other comprehensive income, and loans, receivables and other financial liabilities which are recognised at amortised cost.

1.2 Functional currency and presentation currency

The functional currency and presentation currency for the company is NOK. The financial statements are presented in NOK.

1.3 The use of estimates and assessment of accounting policies when preparing the annual accounts

1.3.1 Estimates and assumptions

The management has used estimates and assumptions that have affected assets, liabilities, incomes, expenses and information on potential liabilities. Estimates and their underlying assumptions are reviewed on a regular basis and are based on best estimates and historical experience. Changes in accounting estimates are recognised during the period when the changes take place. If the changes also apply to future periods, the effect is divided among the present and future periods.

1.3.2 Judgements

The management has, when preparing the financial statements; made certain significant assessments based on critical judgement when it comes to application of the accounting principles. The following items have been subjected to a significant level of judgement when applying the accounting principles:

- Fair value of investments in shares (notes 2 and 7)

1.4 Revenue recognition

The company recognises revenue on an accruals basis, when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the company.

1.5 Income tax

The tax expense consists of the tax payable and changes to deferred tax. Deferred tax/tax assets are calculated on all differences between the book value and tax value of assets and liabilities.

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

Deferred tax and deferred tax assets are measured on the basis of the expected future tax rates.

Deferred tax and deferred tax assets are recognised at their nominal value and classified as non-current asset investments (long-term liabilities) in the balance sheet.



Taxes payable and deferred taxes are recognised directly in equity to the extent that they relate to equity transactions.

1.6 Financial assets and financial liabilities

Recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities (other than financial assets and liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the income statement.

The Company classifies its financial assets in the following categories: at fair value through other comprehensive income (FVTOCI), and loans and receivables. The classification depends on the nature and purpose of the financial assets.

(a) Fair value through other comprehensive income (FVTOCI)

Financial assets at FVTOCI are initially recognised and subsequently measured at fair value on a recurring basis with gains or losses arising from changes in fair value recognised through gains in investments in the income statement. Dividends or interest earned on the financial asset are excluded from the gains on investments and recognised separately within finance income.

Assets in this category are classified as current if they are either held for trading or are expected to be realised within 12 months of the balance sheet date. Otherwise, they are classified as non-current.

The Company's management have designated all investments in unlisted shares in the financial statement as financial instruments at fair value through other comprehensive income.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

The Company classifies its financial liabilities at amortised cost.

Derecognition of financial assets and liabilities

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when substantially all the risks and rewards of ownership of the asset are transferred to another party. On derecognition of a financial asset in its entirety, the difference between the asset's carrying value amount and the sum of the consideration received and receivable, and the cumulative gain or loss previously recognised in other comprehensive income and accumulated in equity, is recognised in profit or loss.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the income statement.



Offsetting of financial assets and liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when the Company has a legal right to offset the amounts and intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.

1.7 Cash and cash equivalents

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

1.8 Equity

Equity and liabilities

Financial instruments are classified as liabilities or equity in accordance with the underlying economical realities.

Interest, dividend, gains and losses relating to a financial instrument classified as a liability will be presented as an expense or income. Amounts distributed to holders of financial instruments that are classified as equity will be recorded directly in equity.

Transaction costs directly related to an equity transaction are recognised directly in equity after deducting tax expenses.

1.9 Events after the reporting period

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

1.10 Application of new and amended standards

The company has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2021:

- Covid-19-Related Rent Concessions – amendments to IFRS 16, and
- Interest Rate Benchmark Reform – Phase 2 – amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2021 reporting periods and have not been early adopted by the company. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.



2 Critical accounting estimates and subjective judgements

In accordance with IFRS 13, disclosure is required for financial instruments that are measured in the statement of financial position at fair value.

This requires disclosure of fair value measurements by level for the following fair value measurement hierarchy:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs)

The following provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

There were no transfers between levels in the period.

Fair value of investment in shares

Frost Co-Investor II AS owns about 8,6 % of Frost Retail Holding AS, which is an unlisted company.

Consequently the fair value of this investment is based on valuation techniques that are consistent with generally accepted valuation methodologies for pricing financial instruments and they incorporate all factors and assumptions that market participants would consider in setting the price.

As the main assets of the subsidiaries of the investee, i.e. the investment properties, are classified as level 3 financial instruments, the investee is also classified as a level 3 instrument.

Reconciliation of Level 3 fair value measurements of investment in shares:

Balance as of 1 January 2021	24 408 843
Additions	-
Disposals	-
Dividends	(10 226 304)
Change in fair value	2 099 400
Balance as of 31 December 2021	16 281 939



3 Wages and remuneration

Number of employees

The company has no employees.

Remuneration to members of the Board

The Board has not received any remuneration for their work.

Expensed audit fee (inc. VAT)	2021	2020
Statutory audit	32 406	26 375
Other assurance services	-	-
Other non-assurance services	29 594	10 625
Tax consultant services	-	-
Total expensed audit fee	62 000	37 000

Shares held by Board members [*]	Position	2021
Lars Even Moe	Chairman	0,24 %
Bjørn Henningsen	Board member	0,24 %
Øystein A. Landvik	Board member	0,24 %
Total		0,73 %

* The shares are owned indirectly in the form of ownership in UREF II Sponsor AS through private holding companies. UREF II Sponsor AS owns directly shares in Frost Co-Investor II AS.

4 General and administrative expenses

General and administrative expenses	2021	2020
Auditor's fee	62 000	37 000
Other general and administrative expenses	46 462	2 100
Total general and administrative expenses	108 462	39 100

5 Financial income and costs

Financial income	2021	2020
Interest income on cash and cash equivalents	-	32
Dividends and other contributions	-	-
Total financial income	-	32
Net financial items	-	32



6 Income tax

Income tax expense	2021	2021
<i>Current tax:</i>		
Tax payable	-	-
<i>Deferred tax:</i>		
Changes in deferred tax	-	-
Total income tax expense	-	-
Reconciliation of the effective rate of tax	2021	2020
Income taxes calculated at 22% of profit before tax	438 006	222 713
Changes in unrecognised deferred tax (asset)/liabilities	(43 632)	(61 001)
IFRS tax adjustments	-	-
Tax related to change in value of shares	(461 868)	(231 308)
Tax effect on non deductible expenses	-	-
Tax on received dividends	67 494	69 596
Other	-	-
Total income tax expense	-	-
Deferred tax and deferred tax assets:	2021	2020
<i>Deferred tax assets</i>		
Tax losses carried forward	(68 413)	(266 740)
Deferred tax assets - gross	(68 413)	(266 740)
Net deferred tax asset/(liabilities)	(68 413)	(266 740)
Net recognised deferred tax asset/(liabilities)	-	-
Book value at 31.12 (22%)	-	-

7 Carrying amounts and fair value of financial instruments

The following table provides information about the carrying amounts and the fair value of all classes of financial instruments:

Financial assets - non current	2021	2020
<i>Financial assets designated as FVTOCI</i>		
Investments in shares	16 281 939	24 408 843
Total non current financial assets	16 281 939	24 408 843
Financial assets - current		
<i>Loans and receivables held at amortised cost</i>		
<i>Cash and cash equivalents</i>	329 758	1 524 714
Total current financial assets	329 758	1 524 714
Financial liabilities - current		
<i>Financial liabilities at amortised cost</i>		
Accounts payables	16 406	-
Other current liabilities	50 000	50 000
Total current liabilities	66 406	50 000

The fair values for all "Loans and receivables held at amortised cost", "Cash and cash equivalents", and all current "Financial liabilities held at amortised cost" are expected to approximate their carrying amounts given the short-term nature of these financial instruments.

The total carrying value of non current "Financial liabilities measured at amortised cost" is a reasonable approximation of their fair value at the year end date.

8 Related parties

There are no significant transactions with related parties in 2021.



9 Share capital, shareholder information and dividend

(Number of shares are in whole numbers)

9.1 Share capital	2021	2020
Ordinary shares, nominal amount NOK 1	99 000	99 000
Sponsor shares, nominal amount NOK 1	1 000	1 000
Total number of shares	100 000	100 000

The sponsor shares have the right to elect the board members of the company, ordinary shares are without voting rights concerning the board election.

9.2 Shareholders

	Ordinary shares	Sponsor shares	Ownership interest	Voting interest
DREOF Europe II Holdings Limited	99 000	-	99,0 %	99,0 %
UREF II Sponsor AS	-	1 000	1,0 %	1,0 %
Total number of shares 31.12.2021	99 000	1 000	100 %	100 %

Reconciliation of total number of shares in issue:

	Ordinary shares	Sponsor shares	Total
As at December 31 2020	99 000	1 000	100 000
Redemption during the period	-	-	-
Issued during the period	-	-	-
Issued as of 31 December 2021 - fully paid in	99 000	1 000	100 000
As at December 31 2019	99 000	1 000	100 000
Redemption during the period	-	-	-
Issued during the period	-	-	-
Issued as of 31 December 2020 - fully paid in	99 000	1 000	100 000

9.3 Dividends

Cash dividends approved and paid	2021		2020	
	NOK pr share	Total	NOK pr share	Total
Ordinary shares				
Total dividends approved and paid	96,74	9 577 126	192,94	19 100 818
Sponsor shares				
Total dividends approved and paid	1 752,08	1 752 078	192,94	192 938
Total		11 329 204		19 293 756



RSM Norge AS

To the General Meeting of Frost Co-Investor II AS

Ruseløkkveien 30, 0251 Oslo
Pb 1312 Vika, 0112 Oslo
Org.nr: 982 316 588 MVA

T +47 23 11 42 00
F +47 23 11 42 01

Independent Auditor's Report

www.rsmnorge.no

Opinion

We have audited the financial statements of Frost Co-Investor II AS (the Company) showing a profit of NOK 1 990 938. The financial statements comprise the balance sheet as at 31 December 2021, the income statement, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion

- the financial statements comply with applicable statutory requirements, and
- the financial statements give a true and fair view of the financial position of the Company as at 31 December 2021, and its financial performance and its cash flows for the year then ended in accordance with simplified application of international accounting standards according to section 3-9 of the Norwegian Accounting Act.

Basis for Opinion

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

Other Information

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

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with simplified application of International Accounting Standards according to the Norwegian Accounting Act section 3-9, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

THE POWER OF BEING UNDERSTOOD

AUDIT | TAX | CONSULTING

RSM Norge AS is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Norge AS er medlem av/ is a member of Den norske Revisorforening.

Penneo Dokumentnøkkel: 658DY-E6CMS-JGJMO-MKYID-HZPNQ-6UKU2



Independent Auditor's Report 2021 for Frost Co-Investor II AS



In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Oslo, 3 February 2022
RSM Norge AS

Per-Henning Lie
State Authorised Public Accountant
(This document is signed electronically)

Penneo Dokumentnøkkel: 658DY-E6CMS-JGJMO-MKYID-HZPNO-6UKU2



PENNEO

Signaturene i dette dokumentet er juridisk bindende. Dokument signert med "Penneo™ - sikker digital signatur".
De signerende parter sin identitet er registrert, og er listet nedenfor.

"Med min signatur bekrefter jeg alle datoer og innholdet i dette dokument."

Per-Henning Schulz Lie

Partner

På vegne av: RSM Norge AS

Serienummer: 9578-5997-4-211409

IP: 188.95.xxx.xxx

2022-02-03 17:14:03 UTC



Penneo Dokumentnøkkel: 658DY-E6CMS-JGJMO-MKYID-HZPNQ-6UKU2

Dokumentet er signert digitalt, med **Penneo.com**. Alle digitale signatur-data i dokumentet er sikret og validert av den datamaskin-utregnede hash-verdien av det opprinnelige dokument. Dokumentet er låst og tids-stemplet med et sertifikat fra en betrodd tredjepart. All kryptografisk bevis er integrert i denne PDF, for fremtidig validering (hvis nødvendig).

Hvordan bekrefter at dette dokumentet er originalen?

Dokumentet er beskyttet av ett Adobe CDS sertifikat. Når du åpner dokumentet i

Adobe Reader, skal du kunne se at dokumentet er sertifisert av **Penneo e-signature service <penneo@penneo.com>**. Dette garanterer at innholdet i dokumentet ikke har blitt endret.

Det er lett å kontrollere de kryptografiske beviser som er lokalisert inne i dokumentet, med Penneo validator - <https://penneo.com/validate>



Skattedirektoratet

Saksbehandler	Deres dato	Vår dato
Jeanette Munkvold Skovholt	12.01.2018	29.01.2018
Telefon	Deres referanse	Vår referanse
90076012	Jannecke Vinjum	2018/32968

UNION EIENDOMSKAPITAL UREF AS
c/o Union Gruppen AS Postboks 1715 Vika
0121 OSLO

Tillatelse til å utarbeide årsregnskap og årsberetning på engelsk språk

Vi viser til deres brev av 12. januar 2018 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for:

- Frost Co Investor AS, org.nr. 917 994 897
- Frost Co Investor II AS, org.nr. 819 060 312

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering ovenstående selskaper dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen forutsetter at opplysningene som vedtaket baserer seg på ikke endres vesentlig.

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

Bakgrunn

Selskapene har kun internasjonale eiere, og virksomheten består i å eie aksjer i et stort eiendomsfond. Den funksjonelle valutaen er NOK, og regnskapsspråket er IFRS. Arbeidsspråket er engelsk. Brukerne av regnskapet er utenlandske.

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

Skattedirektoratets vurdering

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

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

”Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en

Postadresse
Postboks 9200 Grønland
0134 Oslo

Besøksadresse:
Se www.skatteetaten.no
Org.nr: 996250318
E-post:
skatteetaten.no/sendepost

Sentralbord
800 80 000
Telefaks
22 17 08 60



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

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

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

Det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at selskapene er eid av utenlandske investorer. Eierkretsen er begrenset. Selskapene driver virksomhet i en internasjonal bransje og arbeidsspråket er engelsk. Videre er det vektlagt at alle sentrale brukere av regnskapet behersker og benytter engelsk språk.

Vennligst oppgi vår referanse ved henvendelser i saken.

Med hilsen

Torstein Kinden Helleland
seniorrådgiver
Rettsavdelingen, foretaksskatt
Skattedirektoratet

Jeanette Munkvold Skovholt

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer